

May 20, 2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 The National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400051

## Ref: Indus Towers Limited (534816/ INDUSTOWER)

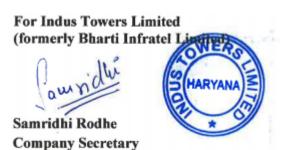
### Sub: Annual Secretarial Compliance Report for the financial year 2020-21

Dear Sir/ Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the financial year 2020-2021.

Kindly take the same on record.

Thanking you, Yours faithfully,



#### Indus Towers Limited

(formerly Bharti Infratel Limited)

Corporate Office: Building No. 10, Tower A, 4th Floor, DLF Cyber City, Gurugram-122002, Haryana I Tel: +91 -124-4296766 Fax: +91124 4289333 Registered Office: 901, Park Centra, Sector 30, NH-8, Gurugram - 122001, Haryana I Tel: +91 -124-4132600 Fax: +91124 4109580 CIN: L64201HR2006PLC073821 I Email: compliance.officer@industowers.com I www.industowers.com

# SECRETARIAL COMPLIANCE REPORT OF INDUS TOWERS LIMITED (FORMERLY BHARTI INFRATEL LIMITED) FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

Τo,

The Board of Directors **Indus Towers Limited**  *(formerly Bharti Infratel Limited)* 901, Park Centra, Sector-30, NH-8, Gurugram HR 122001 IN

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Indus Towers Limited *(formerly Bharti Infratel Limited)* ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period**

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- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities)
  Regulations, 2008; Not Applicable during the review period
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable during the review period
- Securities and Exchange Board of India (Prohibition of Insider Trading)
  Regulations, 2015;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through

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various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Corporate Actions, Concrete Solutions ©

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observatio ns/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

(e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Observations	<b>Observations</b> made	Actions	Comments of the
of the Practicing Company Secretary in the previous reports	compliance report for the year ended	the listed entity, if	Practicing Company Secretary on the actions taken by the listed entity
	of the Practicing Company Secretary in the previous	of the in the secretarial Practicing compliance report Company for the year ended Secretary in <i>(The years are to</i> the previous <i>be mentioned)</i>	oftheinthesecretarialtakenbyPracticingcompliancereportthelistedCompanyfor the year endedentity,ifSecretary in(The years are toanythepreviousbe mentioned)

## For Chandrasekaran Associates

**Company Secretaries** 

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### Dr. S. Chandrasekaran

Senior Partner Membership No. 1644 Certificate of Practice No. 715 UDIN: F001644C000094550

Date: 15.04.2021 Place: New Delhi

Notes:

- (i) Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.
- (ii) This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March' 2021.