

April 04, 2023

BSE Limited The National Stock Exchange of India Limited

Phiroze Jeejeebhoy Towers, Exchange Plaza, C-1, Block G, Bandra Kurla Complex,

Dalal Street, Mumbai - 400001 Bandra (E), Mumbai - 400051

Ref: Indus Towers Limited (534816/ INDUSTOWER)

Sub: Outcome of the Postal Ballot/E-voting

Dear Sir/Madam,

Further to our intimation dated March 02, 2023 w.r.t. postal ballot/ e-voting conducted by the Company, please find enclosed the following:

- Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)
 Regulations, 2015 ('Listing Regulations') enclosed as Annexure- A. The resolutions as stated in the Notice
 of Postal Ballot/ E-voting dated February 28, 2023 have been approved by the Shareholders with requisite
 majority.
- 2. Scrutinizer's Report dated April 03, 2023, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 is enclosed as Annexure-B.
- 3. Shareholders have approved the following resolutions:

Ordinary Resolutions:

- (a) Appointment of Mr. Prachur Sah (DIN: 07871676) as a Director, liable to retire by rotation
- (b) Appointment of Mr. Prachur Sah (DIN: 07871676) as Managing Director & Chief Executive Officer of the Company

Special Resolution:

(c) Appointment of Mr. Ramesh Abhishek (DIN: 07452293) as an Independent Director of the Company

Details as required under Regulation 30 of the Listing Regulations read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 is enclosed as Annexure- C.



We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Indus Towers Limited

Samridhi Rodhe Company Secretary Encl: As above

Indus Towers Limited				
Voting Results of Postal Ballot	(E-voting)			
E-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requ	uirements) Regulations, 2015 in respect of the following resolutions:			
Date	Saturday, April 01, 2023			
Total number of shareholders on record date i.e. Friday, February 24, 2023	2,64,772			
No. of shareholders present in the meeting either in person or through proxy:	N.A.			
Promoters and Promoter Group:				
Public:				
No. of Shareholders attended the meeting through Video Conferencing	N.A.			
Promoters and Promoter Group:				
Public				

1. Appointment of Mr. Prachur Sah (DIN: 07871676) as a Director, liable to retire by rotation

Resolution red	quired: (Ordinary/ Specia	l)	Ordinary Resolution						
Whether pron	moter/ promoter group are	interested in	No						
the agenda/re	solution?								
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes against	
		shares held	votes polled	Polled on	Votes – in	Votes -	favour on votes	on votes polled	
				outstanding	favour	against	polled		
				shares					
		(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
				100					
Promoter	E-Voting	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000	
and	Poll		0	0.0000	0	0	0	0	
Promoter	Postal Ballot (Not		0	0.0000	0	0	0	0	
Group	applicable)								
	Total	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000	
Public-	E-Voting	785460798	744739375	94.8156	707926895	36812480	95.0570	4.9430	
Institutions	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (Not		0	0.0000	0	0	0	0	
	applicable)								
	Total	785460798	744739375	94.8156	707926895	36812480	95.0570	4.9430	
Public-	E-Voting	50050753	109765	0.2193	92529	17236	84.2974	15.7026	

Non-	Poll		0	0.0000	0	0	0	0
Institutions	Postal Ballot (Not		0	0.0000	0	0	0	0
	applicable)							
	Total	50050753	109765	0.2193	92529	17236	84.2974	15.7026
	Total	2694936950	2604274539	96.6358	2567444823	36829716	98.5858	1.4142

2. Appointment of Mr. Prachur Sah (DIN: 07871676) as Managing Director & Chief Executive Officer (CEO) of the Company

Resolution re	Resolution required: (Ordinary/ Special) Ordinary Resolution								
Whether pro the agenda/re	moter/ promoter group a esolution?	re interested in	No	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter	E-Voting	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000	
and	Poll		0	0.0000	0	0	0	0	
Promoter	Postal Ballot (Not		0	0.0000	0	0	0	0	
Group	applicable)								
	Total	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000	
Public-	E-Voting	785460798	744739375	94.8156	677872311	66867064	91.0214	8.9786	
Institutions	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0	
	Total	785460798	744739375	94.8156	677872311	66867064	91.0214	8.9786	
Public-	E-Voting	50050753	109785	0.2193	91342	18443	83.2008	16.7992	
Non-	Poll		0	0.0000	0	0	0	0	
Institutions	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0	
	Total	50050753	109785	0.2193	91342	18443	83.2008	16.7992	
	Total	2694936950	2604274559	96.6358	2537389052	66885507	97.4317	2.5683	

3. Appointment of Mr. Ramesh Abhishek (DIN: 07452293) as an Independent Director of the Company

Resolution re	Resolution required: (Ordinary/ Special)			Special Resolution						
Whether prot the agenda/re	moter/ promoter group a solution?	re interested in	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter	E-Voting	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000		
and	Poll		0	0.0000	0	0	0	0		
Promoter Group	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0		
	Total	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000		
Public-	E-Voting	785460798	744739375	94.8156	741750151	2989224	99.5986	0.4014		
Institutions	Poll		0	0.0000	0	0	0	0		
	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0		
	Total	785460798	744739375	94.8156	741750151	2989224	99.5986	0.4014		
Public-	E-Voting	50050753	109570	0.2189	91495	18075	83.5037	16.4963		
Non-	Poll		0	0.0000	0	0	0	0		
Institutions	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0		
	Total	50050753	109570	0.2189	91495	18075	83.5037	16.4963		
	Total	2694936950	2604274344	96.6358	2601267045	3007299	99.8845	0.1155		

Note: Total issued share capital of the Company includes 50 (Fifty) shares which are lying in the Indus Towers Limited - Unclaimed Suspense Account of which voting rights are frozen till the rightful owner claims these shares pursuant to Regulation 39 read with Schedule VI (E) (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 676,322 (Six Lakh Seventy Six Thousand Three Hundred Twenty Two Only) equity shares held by Indus Towers Employees' Welfare Trust ("ESOP Trust") to be treated as 'Non-Promoter Non-Public holding' as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulations, 2014 and 1,266 (One Thousand Two Hundred Sixty Six) equity shares transferred to and held by Investor Education and Protection Fund (IEPF) on which voting rights are frozen pursuant to Section 125 and Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rule, 2016. Please note that the voting was done through e-voting only.

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Scrutinizer's Report

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended]

To,

The Chairman

Indus Towers Limited
(CIN: L64201HR2006PLC073821)

Building No. 10, Tower A, 4th Floor, DLF Cyber City,
Gurugram – 122002, India

Dear Sir,

I, Harish Chawla, Partner of M/s. CL & Associates, Company Secretaries, having office at D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of Indus Towers Limited ("the Company") through circular resolution passed on February 28, 2023 for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("Remote e-voting") in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated February 28, 2023 ("Notice").

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("Remote e-voting") only, in view of the Covid-19 pandemic, the Company has sent the Postal Ballot Notice dated February 28, 2023 ("Notice") on Thursday, March 02, 2023 through electronic mode only to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, February 24, 2023 ("Cut-off date").

The Company has published an advertisement on Friday, March 03, 2023 in "Mint" an English Newspaper, "Hindustan" a vernacular (Hindi) newspaper regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to Remote e-voting.

- As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply
 envelopes were not dispatched to the Members. Accordingly, the communication of the assent or dissent of the
 members had taken place through the remote e-voting system only.
- 3. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations in respect of the resolutions contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.

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- 4. My responsibility as scrutinizer for e-voting process is restricted to make the Scrutinizer's Report of the votes cast in "Favour" or "Against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by KFin Technologies Limited ("KFin"), the Company's Registrar and Transfer Agent ("RTA"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e., till Saturday, April 01, 2023, at 5:00 p.m.
- The shareholders of the Company holding equity shares, as on the cut-off date i.e., Friday, February 24, 2023 were entitled to vote on the proposed resolution as set out in the Notice, through remote e- voting only.
- 6. The total paid up Equity Share Capital of the Company as on Friday, February 24, 2023 was Rs. 26,94,93,69,500/- (Rupees Two Thousand Six Hundred Ninety-Four Crore Ninety-Three Lakh Sixty-Nine Thousand Five Hundred Only) divided into 2,69,49,36,950 (Two Hundred Sixty-Nine Crore Forty-Nine Lakh Thirty-Six Thousand Nine Hundred and Fifty) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten) each.

As per Section 47 of the Companies Act, 2013, every member of a Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the Company.

The total issued share capital of the Company includes 50 (Fifty only) shares which are lying in the Indus Towers Limited – Unclaimed Suspense Account, of which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with Schedule V(F)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 676,322 (Six Lakh Seventy Six Thousand Three Hundred and Twenty Two Only) equity shares held by Indus Towers Employees' Welfare Trust ("ESOP Trust") which are treated as "Non - Promoter Non-Public Shareholding" as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, of which voting rights are not exercised and 1,266 (One Thousand Two Hundred Sixty Six) equity shares transferred to and held by Investor Education and Protection Fund (IEPF) on which voting rights are frozen pursuant to Section 125 and Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rule, 2016.

7. The Remote e-voting period commenced on Friday, March 03, 2023 at 09:00 A.M. (IST) and ended on Saturday, April 01, 2023 at 05:00 P.M. (IST). The votes cast during the e-voting were unblocked on Saturday, April 01, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Lalit Fuloria and Deepanshu Aggarwal, who are not in the employment of the Company and/or KFin Technologies Limited. They have signed below in confirmation of the same:

Witness - 1

Witness 2

8. The Remote e-voting were reconciled with records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization provided by the respective Equity shareholders.

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- 9. Thereafter, the details of members, who voted "in favour" or "against" on the resolution proposed for Postal Ballot were prepared based on report generated from the e-voting website of KFin.
- 10. The summary of results of remote e-voting are as under:

Resolution No. 1-Appointment of Mr. Prachur Sah (DIN: 07871676) as a Director, liable to retire by rotation

Ordinary Resolution				
Dordon	Number of Valid Votes	Percentage		
Particulars	Postal Ballot through Remote e-voting			
Assent	2,56,74,44,823	98.59		
Dissent	3,68,29,716	1.41		
Total	2,60,42,74,539	100.00		

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure A**.

Resolution No. 2-Appointment of Mr. Prachur Sah (DIN: 07871676) as Managing Director & Chief Executive Officer (CEO) of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes	D		
	Postal Ballot through Remote e-voting	Percentage		
Assent	2,53,73,89,052	97.43		
Dissent	6,68,85,507	2.57		
Total	2,60,42,74,559	100.00		

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as Annexure B.

Resolution No. 3-Appointment of Mr. Ramesh Abhishek (DIN: 07452293) as an Independent Director of the Company

Special Resolution				
	Number of Valid Votes			
Particulars	Postal Ballot through Remote e-voting	Percentage		
Assent	2,60,12,67,045	99.88		
Dissent	30,07,299	0.12		
Total	2,60,42,74,344	100		

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure C**.

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11. The electronic data and all other relevant record related to Remote e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thanking you,

For CL & Associates **Company Secretaries**

Countersigned by

NARAYAN Digitally signed by NARAYANAN KUMAR AN KUMAR Date: 2023.04.04 17:45:52 +05'30'

N. Kumar, Chairman

Harish Chawla

Partner

Membership No. F9002

CP No. 15492 PR No. 1423/2021

UDIN: F009002E000006043

Date: 03/04/2023 Place: New Delhi

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Annexure A:

Details of remote e-voting for Resolution No. 1 are as under:

VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of members voted	No. of equity shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received*	1,283	2,60,42,74,539	26,04,27,45,390
Less: Invalid Votes	0	0	0
b) Net Valid Votes	1,283	2,60,42,74,539	26,04,27,45,390
c) Votes with Assent**	1,143	2,56,74,44,823	25,67,44,48,230
d) Votes with Dissent**	147	3,68,29,716	36,82,97,160

Note:

^{**}There were 7 (Seven) shareholders who voted partially in favour of the resolution and partially against the resolution



^{*}The above-mentioned total votes received (2,60,42,74,539) excludes less voting of 83,42,391 nos. of equity shares by Nine (9) shareholders holding total 1,79,44,319 shares and voted for 96,01,928 shares only.

^{*}There were 29 (Twenty-Nine) shareholders holding 4,228 equity shares who abstained from voting on the resolution.

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Annexure B:

Details of remote e-voting for Resolution No. 2 are as under:

VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of members voted	No. of equity shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received*	1,285	2,60,42,74,559	26,04,27,45,590
Less: Invalid Votes	0	0	0
b) Net Valid Votes	1,285	2,60,42,74,559	26,04,27,45,590
c) Votes with Assent**	1,115	2,53,73,89,052	25,37,38,90,520
d) Votes with Dissent**	179	6,68,85,507	66,88,55,070

Note:

^{**}There were 9 (Nine) shareholders who voted partially in favour of the resolution and partially against the resolution.



^{*}The above-mentioned total votes received (2,60,42,74,559) excludes less voting of 83,42,371 nos. of equity shares by Eight (8) shareholders holding total 1,79,44,279 shares and voted for 96,01,908 shares only.

^{*}There were 27 (Twenty-Seven) shareholders holding 4,248 equity shares who abstained from voting on the resolution.

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Annexure C:

Details of remote e-voting for Resolution No. 3 are as under:

VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of members voted	No. of equity shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received*	1,281	2,60,42,74,344	26,04,27,43,440
Less: Invalid Votes	0	0	0
b) Net Valid Votes	1,281	2,60,42,74,344	26,04,27,43,440
c) Votes with Assent**	1189	2,60,12,67,045	26,01,26,70,450
d) Votes with Dissent**	95	30,07,299	3,00,72,990

Note:

^{**}There were 3 (Three) shareholders who voted partially in favour of the resolution and partially against the resolution.



^{*}The above-mentioned total votes received (2,60,42,74,344) excludes less voting of 83,42,371 nos. of equity shares by Eight (8) shareholders holding total 1,79,44,279 shares and voted for 96,01,902 shares only.

^{*}There were 31 (Thirty-One) shareholders holding 4,463 equity shares who abstained from voting on the resolution.



Annexure C

Annexure I Details under Regulation 30 of the Listing Regulations read with clause 7 of Annexure I of SEBI Circular dated September 9, 2015

S.	Particulars	Mr. Prachur Sah
No.		Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	The Shareholders of the Company, through postal ballot/e-voting, have appointed Mr. Prachur Sah (DIN: 07871676) as a Director, liable to retire by rotation and Managing Director & Chief Executive officer of the Company.
2.	Date of appointment & term of appointment	Date of appointment: The shareholders, through postal ballot/evoting on April 01, 2023 have approved the appointment of Mr. Prachur Sah as a Director liable to retire by rotation. Further, shareholders have approved his appointment as Managing Director & Chief Executive Officer of the Company w.e.f. January 3, 2023.
3.	Brief Profile	Term of appointment: Five (5) consecutive years w.e.f. January 3, 2023, liable to retire by rotation. Mr. Prachur Sah is an Electrical Engineer from Indian Institute of Technology, Mumbai and MSc in Management from HERIOTT WATT UNIVERSITY, EDINBURGH. He is a dynamic, result-oriented leader, with over 22 years of experience. He is currently the CEO for Oil & Gas Vertical of Vedanta. As an Oil & Gas industry leader, he has experience across 2 models in the sector – Upstream Asset Development and Management and Upstream engineering and technology services. In his current role, he has been handling a P&L with revenue of more than \$7B USD and is instrumental in leading the next phase of organizational growth with a focus on delivering volumes, cost, growth projects, R&R, and monetization (new blocks). He is known for building a culture that is value-driven, encourages innovation while maintaining the
		highest levels of safety, sustainability, and robust governance. Mr. Sah joined Cairn Oil & Gas in 2018 as Director – NV, OALP block where he was responsible for the 51 new blocks awarded to Cairn and resulting exploration opportunities.



		Mr. Sah was previously associated with Schlumberger for close to 18 years. He was the Managing Director of Schlumberger – South Asia region prior to moving to Cairn. He has formerly held leadership positions in line management, HR, Safety, Marketing in Schlumberger across the Middle East, Latin America, Europe, India, and the U.S. which gave him exposure to operations, strategic planning, and oil and gas management.
4.	Disclosure of relationship between directors	Mr. Prachur is not related to any other Director of the Company.
5.	Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Mr. Prachur Sah is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



S. No.	Particulars	Mr. Ramesh Abhishek
		Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	The Shareholders of the Company, through postal ballot/e-voting, have appointed Mr. Ramesh Abhishek (DIN: 07452293) as an Independent Director of the Company.
2.	Date of appointment & term of appointment	<u>Date of appointment</u> : The shareholders through postal ballot/e-voting on April 01, 2023 have approved the appointment of Mr. Ramesh Abhishek as an Independent Director of the Company w.e.f. January 3, 2023. <u>Term of appointment</u> : Five (5) years i.e., w.e.f. January 3, 2023 to January 2, 2028.
3.	Brief Profile	Mr. Ramesh Abhishek has decades of valuable experience as a former member of the IAS. His last role in the government was as Secretary to the Government of India in the Department for Promotion of Industry and Internal Trade (DPIIT) till 2019. Mr. Abhishek has been an eminent reformer and brings expertise in governance, policy design and implementation, competitiveness, investment promotion, and intellectual property rights to his role. He serves as an independent director in several listed companies. He also serves as Director on the Board of the US-India Business Council.
		As Secretary to the Government of India in DPIIT, Mr. Abhishek spearheaded a number of key government initiatives such as Make in India, Start-up India, and Ease of Doing Business. He played a crucial role in driving the Invest India initiative to strengthen investment promotion and usher in FDI. He also led the effective implementation of the startup India program. He also oversaw the implementation of the National IPR Policy 2016.
		Mr. Abhishek holds a master's degree in public administration from the Harvard Kennedy School, an MBA from Sikkim Manipal University, and a master's in international politics from Jawaharlal Nehru University.



4. Disclosure of	Mr. Ramesh Abhishek is not related to any other Director of the
relationship between	Company.
directors	
5. Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Mr. Ramesh Abhishek is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.