



August 25, 2022

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: Outcome of 16th Annual General Meeting (AGM) of the Company

Dear Sir/ Madam,

Pursuant to Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we submit the following w.r.t. the 16th Annual General Meeting (AGM) of the Company held on Tuesday, August 23, 2022 at 3:30 P.M. (IST) through video conferencing/ Other Audio Visual Means:

- a. Voting results of the AGM as **Annexure–A**. All the resolutions as stated in the Notice of AGM dated July 27, 2022 have been approved with requisite majority.
- b. Scrutinizer's Report dated August 25, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure–B**.
- c. Appointment of Mr. Sunil Sood as a director liable to retire by rotation by the shareholders in the AGM on August 23, 2022. Details as required under Regulation 30 of the SEBI Listing Regulations read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 forms part of **Annexure–C**.
- d. Re-appointment of Ms. Anita Kapur as Independent Director of the Company by the shareholders in the AGM on August 23, 2022, for a further period of five consecutive years i.e. from January 17, 2023 to January 16, 2028. Details as required under Regulation 30 of the SEBI Listing Regulations read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 forms part of **Annexure–D**.
- e. Re-appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018) as the Statutory Auditors of the Company by the shareholders in the AGM on August 23, 2022, for a further term of five years, i.e. from the conclusion of 16th AGM till the conclusion of 21st AGM of the Company. Details as required under Regulation 30 of the SEBI Listing Regulations read with clause 7 of Annexure I of the SEBI Circular dated September 9, 2015 forms part of **Annexure–E**.

Indus Towers Limited

(formerly Bharti Infratel Limited)



indus
TOWERS

Kindly take the above information on record

Thanking you,
Yours faithfully,

For Indus Towers Limited
(formerly Bharti Infratel Limited)

Samridhi Rodhe
Company Secretary



Encl: As above

Indus Towers Limited

(formerly Bharti Infratel Limited)

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (“**the Act**”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) as amended, read with the applicable circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”)]

To,

The Chairman

INDUS TOWERS LIMITED

(FORMERLY BHARTI INFRATEL LIMITED)

(CIN: L64201HR2006PLC073821)

Building No. 10, Tower A, 4th Floor, DLF Cyber City,
Gurugram – 122 002

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of Indus Towers Limited (formerly known as Bharti Infratel Limited) (“**the Company**”) in its meeting held on May 05, 2022 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at the 16th Annual General Meeting (“**AGM**”) under the provisions of Section 108 of the Act read with the applicable Rules and General Circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Circulars issued by SEBI (“**SEBI Circulars**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice of AGM dated July 27, 2022 (“**AGM Notice**”) for AGM of the Company held on Tuesday, August 23, 2022 at 3:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility.



I submit my report as under:-

1. 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 & SEBI Circulars; and (iii) the LODR Regulations related to e-voting in respect of the resolutions contained in the AGM Notice as well as to ensure a secured framework for the e-voting.
2. My responsibility as scrutinizers for e-voting at the AGM and remote e-voting is restricted to make the Consolidated Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited ('KFIN').
3. The remote e-voting period commenced on Thursday, August 18, 2022 at 09:00 A.M. (IST) and ended on Monday, August 22, 2022 at 05:00 P.M. (IST). The Company had also provided e-voting facility to the Members who attended the AGM through VC/OAVM to enable them to cast their votes, if they had not cast their votes earlier through remote e-voting. Both the facilities were provided through the designated website of KFin Technologies Limited, Authorized Agency, i.e. via remote e-voting platform viz. <https://evoting.kfintech.com> and e-voting platform at the AGM viz. <https://emeetings.kfintech.com>.
4. The Members of the Company as on the **“cut off” date i.e. Tuesday, August 16, 2022** were entitled to avail the facility of remote e-voting as well as e-voting at the AGM (**“e-voting”**) on the proposed resolutions as set out in the Notice of AGM.
5. The total paid up Equity Share Capital of the Company as on Tuesday, August 16, 2022 was INR 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 Fifty Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

Total issued share capital of the Company includes 50 (fifty) shares which are lying in Indus Towers Limited – Unclaimed Suspense Account of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 39 read with Schedule VI (E) (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 520,337 (Five Lakh Twenty Thousand Three Hundred and Thirty Seven Only) shares held by Indus Towers Employees' Welfare Trust ('ESOP Trust') to be



treated as ‘Non-Promoter Non-Public Shareholding’ as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, of which voting rights are not exercised and 1,081 equity shares transferred to Investor Education and Protection Fund (IEPF) on which voting rights has been frozen pursuant to the applicable provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended.

6. After completion of e-voting at the AGM, the votes cast by the members through e-voting and through remote e-voting were unblocked in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Vijay Reddy who are not in the employment of the Company.
7. The data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
9. The consolidated summary of results of e- voting at AGM and remote e-voting are as under:

Resolution No. 1 - To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,58,78,70,424	2,58,78,72,124	99.9568
Dissent	1	11,17,754	11,17,755	0.0432
Total	1,701	2,58,89,88,178	2,58,89,89,879	100.0000

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 - To re-appoint Mr. Bimal Dayal (DIN: 08927887) as a Director liable to retire by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,23,43,94,701	2,23,43,96,401	98.4393
Dissent	1	3,54,25,039	3,54,25,040	1.5607
Total	1,701	2,26,98,19,740	2,26,98,21,441	100.0000

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 - To re-appoint Mr. Gopal Vittal (DIN: 02291778) as a Director liable to retire by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,39,18,63,786	2,39,18,65,486	92.3434
Dissent	1	19,83,21,185	19,83,21,186	7.6566
Total	1,701	2,59,01,84,971	2,59,01,86,672	100.0000

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.**



Resolution No. 4 - To re-appoint Mr. Thomas Reisten (DIN: 06900067) as a Director liable to retire by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,29,93,36,274	2,29,93,37,974	88.7711
Dissent	1	29,08,49,075	29,08,49,076	11.2289
Total	1,701	2,59,01,85,349	2,59,01,87,050	100.0000

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-D**.

Resolution No. 5 - To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/ W-100018) as the Statutory Auditors of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,59,01,80,501	2,59,01,82,201	99.9998
Dissent	1	5,094	5,095	0.0002
Total	1,701	2,59,01,85,595	2,59,01,87,296	100.0000

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-E**.



Resolution No. 6 - To appoint Mr. Sunil Sood (DIN: 03132202) as a Director, liable to retire by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,39,08,28,468	2,39,08,30,168	92.3034
Dissent	1	19,93,56,567	19,93,56,568	7.6966
Total	1,701	2,59,01,85,035	2,59,01,86,736	100.0000

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-F**.

Resolution No. 7 - To re-appoint Ms. Anita Kapur (DIN: 07902012) as an Independent Director of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	1,700	2,54,12,94,780	2,54,12,96,480	98.1263
Dissent	1	4,85,24,797	4,85,24,798	1.8737
Total	1,701	2,58,98,19,577	2,58,98,21,278	100.0000

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-G**.



10. The electronic data and all other relevant record related to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Devesh Kumar Vasisht

Devesh Kumar Vasisht

Partner

Scrutinizer

CP No.:13700 / M. No.: F8488

UDIN. F008488D000843181

August 25, 2022

New Delhi

Countersigned by

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

A1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	1,264	2,58,89,88,178	25,88,98,81,780
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,264	2,58,89,88,178	25,88,98,81,780
d) Votes with Assent**	1,224	2,58,78,70,424	25,87,87,04,240
e) Votes with Dissent**	44	11,17,754	1,11,77,540

*There were 27 (Twenty Seven) shareholders holding 11,98,863 (Eleven Lakhs Ninety Eight Thousand Eight Hundred and Sixty Three) equity shares who abstained from voting on the resolution.

**there are 4 (four) shareholders who partially voted in favour of the resolution and partially voted against the resolution.



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

B1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	891	2,26,98,19,740	22,69,81,97,400
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	891	2,26,98,19,740	22,69,81,97,400
d) Votes with Assent**	789	2,23,43,94,701	22,34,39,47,010
e) Votes with Dissent**	106	3,54,25,039	35,42,50,390

*There were 400 (Four Hundred) shareholders holding 31,98,76,141 (Thirty One Crore Ninety Eight Lakhs Seventy Six Thousand One Hundred and Forty One) equity shares who abstained from voting on the resolution.

**there are 4 (four) shareholders who partially voted in favour of the resolution and partially voted against the resolution.



Details of e-voting at AGM & Remote e-voting for Resolution No.3 are as under:

C1. E- VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	1259	2,59,01,84,971	25,90,18,49,710
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	1259	2,59,01,84,971	25,90,18,49,710
d) Votes with Assent**	850	2,39,18,63,786	23,91,86,37,860
e) Votes with Dissent**	418	19,83,21,185	1,98,32,11,850

*There were 32 (Thirty Two) shareholders holding 2,045 (Two Thousand Forty Five) equity shares who abstained from voting on the resolution.

**There were 9 (nine) shareholders who voted partially in favour of the resolution and partially against the resolution.



Details of e-voting at AGM & remote e-voting for Resolution No.4 are as under:

D1. E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	1,261	2,59,01,85,349	25,90,18,53,490
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	1,261	2,59,01,85,349	25,90,18,53,490
d) Votes with Assent**	748	2,29,93,36,274	22,99,33,62,740
e) Votes with Dissent**	517	29,08,49,075	2,90,84,90,750

*There were 30 (Thirty) shareholders holding 1,657 (One Thousand Six Hundred Fifty Seven) equity shares who abstained from voting on the resolution.

**There were 4 (four) shareholders who voted partially in favour of the resolution and partially against the resolution



Annexure-E

Details of e-voting at AGM & remote e-voting for Resolution No.5 are as under:

E1. E- VOTING AT AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	1,267	2,59,01,85,595	25,90,18,55,950
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	1,267	2,59,01,85,595	25,90,18,55,950
d) Votes with Assent**	1,209	2,59,01,80,501	25,90,18,05,010
e) Votes with Dissent**	59	5,094	50,940

*There were 24 (Twenty Four) shareholders holding 1,416 (One Thousand Four Hundred Sixteen) equity shares who abstained from voting on the resolution.

**There was 1 (one) shareholder who voted partially in favour of the resolution and partially against the resolution.



Details of e-voting at AGM & remote e-voting for Resolution No.6 are as under:

F1. E- VOTING AT AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	1,262	2,59,01,85,035	25,90,18,50,350
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	1,262	2,59,01,85,035	25,90,18,50,350
d) Votes with Assent**	854	2,39,08,28,468	23,90,82,84,680
e) Votes with Dissent**	416	19,93,56,567	1,99,35,65,670

*There were 29 (Twenty Four) shareholders holding 1,981 (One Thousand Nine Hundred Eighty One) equity shares who abstained from voting on the resolution.

**There were 8 (eight) shareholder who voted partially in favour of the resolution and partially against the resolution.



Details of e-voting at AGM & remote e-voting for Resolution No.7 are as under:

G1. E- VOTING AT AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	21	1,701	17,010
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	21	1,701	17,010
d) Votes with Assent	20	1,700	17,000
e) Votes with Dissent	1	1	10

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received*	1,262	2,58,98,19,577	25,89,81,95,770
b) Less: Invalid Votes	-	-	-
c) Net Valid Votes	1,262	2,58,98,19,577	25,89,81,95,770
d) Votes with Assent**	1,118	2,54,12,94,780	25,41,29,47,800
e) Votes with Dissent**	156	4,85,24,797	48,52,47,970

*There were 29 (Twenty Four) shareholders holding 3,67,434 (Three Lakh Sixty Seven Thousand Four Hundred Thirty Four) equity shares who abstained from voting on the resolution.

**There were 12 (twelve) shareholders who voted partially in favour of the resolution and partially against the resolution.

