



December 31, 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 the Postal Ballot/E-voting

Dear Sir/Madam,

Further to our intimation dated November 30, 2022 w.r.t. postal ballot/ e-voting conducted by the Company, please find enclosed the following:

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') enclosed as Annexure-A. The resolution as stated in the Notice of Postal Ballot/ E-voting dated November 28, 2022 has been approved by the Shareholders with requisite majority.
2. Scrutinizer's Report dated December 31, 2022, 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 appointment of Mr. Pankaj Tewari as a Director liable to retire by rotation. 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
(formerly Bharti Infratel Limited)**

**Samridhi Rodhe
Company Secretary
Encl: As above**

Indus Towers Limited

(formerly Bharti Infratel Limited)

Annexure I

Indus Towers Limited	
Voting Results of Postal Ballot (E-voting)	
E-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:	
Date	Saturday, December 31, 2022
Total number of shareholders on record date i.e. Friday, November 25, 2022	2,38,322
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

1. Appointment of Mr. Pankaj Tewari (DIN: 08006533) as a Director, liable to retire by rotation

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 and Promoter Group	E-Voting	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0
	Total	1859425399	1859425399	100.0000	1859425399	0	100.0000	0.0000
Public-Institutions	E-Voting	794029288	731074380	92.0715	409011981	322062399	55.9467	44.0533
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0
	Total	794029288	731074380	92.0715	409011981	322062399	55.9467	44.0533

Public- Non- Institutions	E-Voting	41482263	51208	0.1234	45832	5376	89.5016	10.4984
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (Not applicable)		0	0.0000	0	0	0	0
	Total	41482263	51208	0.1234	45832	5376	89.5016	10.4984
Total		2694936950	2590550987	96.1266	2268483212	322067775	87.5676	12.4324

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 3,04,064 (Three Lakh Four Thousand Sixty Four 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.

CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi-110074, India

Tel: +91 11-2630 2076; E-mail: support@corp-nexus.com

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 – 122 002, 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, South Delhi, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of Indus Towers Limited (“**the Company**”) through circular resolution passed on November 28, 2022 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 ordinary resolution contained in the Postal Ballot Notice dated November 28, 2022 (“**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 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 November 28, 2022 (“**Notice**”) on Wednesday, November 30, 2022 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, November 25, 2022 (“**Cut-off date**”).

The Company has published an advertisement on Thursday, December 1, 2022 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.

2. As per the MCA Circulars and in view of the Covid-19 pandemic, 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.



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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 resolution contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.
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 resolution 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 **Friday, December 30, 2022, at 5:00 p.m.**
5. The shareholders of the Company holding equity shares, as on the **cut-off date i.e., Friday, November 25, 2022** 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, November 25, 2022 was Rs. 26,949,369,500/- (Rupees Two Thousand Six Hundred Ninety-Four Crore Ninety-Three Lakh Sixty-Nine Thousand Five Hundred Only) divided into 2,694,936,950 (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 3,04,064 (Three Lakh Four Thousand Sixty Four 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 Thursday, December 01, 2022 at 09:00 A.M. (IST) and ended on Friday, December 30, 2022 at 05:00 P.M. (IST)**. The votes cast during the e-voting were unblocked on Friday, December 30, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Lalit and Ms. Rinki Rani, who are not in the employment of the Company and/ or KFin Technologies Limited ("RTA"). They have signed below in confirmation of the same:



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Lalit

Witness – 1

Pankaj Tewari

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.
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. Pankaj Tewari (DIN: 08006533) as a Director, liable to retire by rotation

Particulars	Ordinary Resolution	
	Number of Valid Votes	Percentage
Assent	2,26,84,83,212	87.57
Dissent	32,20,67,775	12.43
Total	2,59,05,50,987	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 A**.

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

H. Chawla

Harish Chawla
Partner

Membership No. F9002

CP No. 15492

PR No. 1423/2021

UDIN: F009002D002845275

Date: 31/12/2022

Place: New Delhi



Countersigned by

NARAYANAN KUMAR
Digitally signed
by NARAYANAN
KUMAR
Date:
2022.12.31
16:41:15 +05'30'

N. Kumar, Chairman

CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi-110074, India

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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*	953	2,59,05,50,987	25,90,55,09,870
Less: Invalid Votes	0	0	0
b) Net Valid Votes	953	2,59,05,50,987	25,90,55,09,870
c) Votes with Assent**	492	2,26,84,83,212	22,68,48,32,120
d) Votes with Dissent**	468	32,20,67,775	3,22,06,77,750

Note:

* The above-mentioned total votes received (2,59,05,50,987) excludes less voting of 83,69,787 nos. of equity shares by Eight (8) shareholders holding total 1,90,23,741 shares and voted for 1,06,53,954 shares only.

*There were 7 (Seven) shareholders holding 369 equity shares who abstained from voting on the resolution.

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



Annexure C

Annexure A

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

S. No.	Particulars	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. Pankaj Tewari (DIN: 08006533) as a Director, liable to retire by rotation.
2.	Date of appointment & term of appointment	The shareholders through postal ballot/e-voting on December 30, 2022 have approved the appointment of Mr. Pankaj Tewari as a Director liable to retire by rotation
3.	Brief Profile	<p>Mr. Pankaj Tewari is a member of the Institute of Company Secretaries of India and a law-graduate with over 21 years of professional experience spread across Industry and Consulting. He is the Group Company Secretary of Bharti group since June 2017 reporting to the group Chairman. He is responsible for ensuring high standards of Corporate Governance across the group. He has anchored / supported marquee corporate transactions including some of the largest fund-raising initiatives, mergers & acquisitions, corporate restructuring and overseas listing of Airtel Africa plc. He has engaged with regulatory bodies at senior levels both in India & overseas and represented the Company at various fora.</p> <p>Mr. Tewari is a part of Bharti Management Board and serves as a Non-Executive Director on the board of various Bharti Group companies including Bharti Enterprises Limited, Airtel Digital Limited and Telesonic Networks Limited amongst others.</p> <p>Before joining Bharti Group, he had a long stint of 12 years with PricewaterhouseCoopers (PwC). He has worked extensively in Corporate and allied laws, Corporate Governance and Compliance space and has the experience of working with Senior Boards on governance, board-effectiveness, and evaluation. He led the thought leadership initiative on the new company law and conducted workshops for boards of several large listed and</p>

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		<p>multinational companies. Prior to PwC, he has worked in the industry in the corporate secretarial and legal domain.</p> <p>Mr. Tewari has been a member of committees on corporate laws and regulatory affairs in CII, FICCI & PHD Chamber of Commerce. He has been a CII nominee on Secretarial Standards Board. He has been extensively involved in various initiatives on public advocacy, policy matters and thought leadership. He has spoken / written regularly on contemporary issues in corporate laws / governance and regulatory space.</p>
4.	Disclosure of relationship between directors	Mr. Pankaj Tewari 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. Pankaj Tewari is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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