



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)

**INDUS TOWERS LIMITED
(FORMERLY BHARTI INFRA TEL LIMITED)**

Annexure A

Voting Results of Annual General Meeting

Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the AGM	August 23, 2022
Total number of shareholders on cut-off date i.e. August 16, 2022	236,108
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	12 174

1. Ordinary Resolution: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	0	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
Public-Institutions	Remote E-voting	792,014,017	729,472,445	92.1035	728,355,477	1,116,968	99.8469	0.1531
	E-voting at AGM		-	0.0000	-	0	0.0000	0.0000
	Total		729,472,445	92.1035	728,355,477	1,116,968	99.8469	0.1531
Public-Non Institutions	Remote E-voting	43,497,534	90,334	0.2077	89,548	786	99.1299	0.8701
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		92,035	0.2116	91,248	787	99.1449	0.8551
Total		2,694,936,950	2,588,989,879	96.0687	2,587,872,124	1,117,755	99.9568	0.0432

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

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	0	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
Public-Institutions	Remote E-voting	792,014,017	410,304,095	51.8052	374,885,566	35,418,529	91.3677	8.6323
	E-voting at AGM		-	0.0000	-	0	0.0000	0.0000
	Total		410,304,095	51.8052	374,885,566	35,418,529	91.3677	8.6323
Public-Non Institutions	Remote E-voting	43,497,534	90,246	0.2075	83,736	6,510	92.7864	7.2136
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		91,947	0.2114	85,436	6,511	92.9187	7.0813
Total		2,694,936,950	2,269,821,441	84.2254	2,234,396,401	35,425,040	98.4393	1.5607

3. Ordinary Resolution: To re-appoint Mr. Gopal Vittal (DIN: 02291778) as a Director liable to retire by rotation								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	0	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	0	100.0000
Public-Institutions	Remote E-voting	792,014,017	730,669,382	92.2546	532,353,579	198,315,803	72.8583	27.1417
	E-voting at AGM		-	0.0000	-	0	0.0000	0.0000
	Total		730,669,382	92.2546	532,353,579	198,315,803	72.8583	27.1417
Public-Non Institutions	Remote E-voting	43,497,534	90,190	0.2073	84,808	5,382	94.0326	5.9674
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		91,891	0.2113	86,508	5,383	94.1420	5.8580
Total		2,694,936,950	2,590,186,672	96.1131	2,391,865,486	198,321,186	92.3434	7.6566

4. Ordinary Resolution: To re-appoint Mr. Thomas Reisten (DIN: 06900067) as a Director liable to retire by rotation								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	0	100.0000
Public-Institutions	Remote E-voting	792,014,017	730,669,382	92.2546	439,827,568	290,841,814	60.1952	39.8048
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		730,669,382	92.2546	439,827,568	290,841,814	60.1952	39.8048
Public-Non Institutions	Remote E-voting	43,497,534	90,568	0.2082	83,307	7,261	91.9828	8.0172
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		92,269	0.2121	85,007	7,262	92.1295	7.8705
Total		2,694,936,950	2,590,187,050	96.1131	2,299,337,974	290,849,076	88.7711	11.2289

5. Ordinary Resolution: To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration no. 117366W/ W-100018) as the Statutory Auditors of the Company								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	0	100.0000
Public-Institutions	Remote E-voting	792,014,017	730,669,382	92.2546	730,669,382	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		730,669,382	92.2546	730,669,382	-	0	100.0000
Public-Non Institutions	Remote E-voting	43,497,534	90,814	0.2088	85,720	5,094	94.3907	5.6093
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		92,515	0.2127	87,420	5,095	94.4928	5.5072
Total		2,694,936,950	2,590,187,296	96.1131	2,590,182,201	5,095	99.9998	0.0002

6. Ordinary Resolution: To appoint Mr. Sunil Sood (DIN: 03132202) as a Director, liable to retire by rotation								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
Public-Institutions	Remote E-voting	792,014,017	730,669,382	92.2546	531,316,675	199,352,707	72.7164	27.2836
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		730,669,382	92.2546	531,316,675	199,352,707	72.7164	27.2836
Public-Non Institutions	Remote E-voting	43,497,534	90,254	0.2075	86,394	3,860	95.7232	4.2768
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		91,955	0.2114	88,094	3,861	95.8012	4.1988
Total		2,694,936,950	2,590,186,736	96.1131	2,390,830,168	199,356,568	92.3034	7.6966

7. Special Resolution: To re-appoint Ms. Anita Kapur (DIN: 07902012) as an Independent Director of the Company								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	Remote E-voting	1,859,425,399	1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		1,859,425,399	100.0000	1,859,425,399	-	100.0000	0.0000
Public-Institutions	Remote E-voting	792,014,017	730,303,479	92.2084	681,784,121	48,519,358	93.3563	6.6437
	E-voting at AGM		-	0.0000	-	-	0.0000	0.0000
	Total		730,303,479	92.2084	681,784,121	48,519,358	93.3563	6.6437
Public-Non Institutions	Remote E-voting	43,497,534	90,699	0.2085	85,260	5,439	94.0032	5.9968
	E-voting at AGM		1,701	0.0039	1,700	1	99.9412	0.0588
	Total		92,400	0.2124	86,960	5,440	94.1126	5.8874
Total		2,694,936,950	2,589,821,278	96.0995	2,541,296,480	48,524,798	98.1263	1.8737

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. The aforesaid shares are part of Total Public- Non Institutions and no voting right has been exercised on these shares.

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.





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Annexure - C

Particulars	Mr. Sunil Sood
	Details
Reason for change	The Shareholders of the Company in their meeting held on August 23, 2022 appointed Mr. Sunil Sood as Director liable to retire by rotation.
Date of resignation/ appointment	<u>Date of appointment:</u> As a Director, liable to retire by rotation- With effect from the shareholders' approval dated August 23, 2022 <u>Term of appointment:</u> Liable to retire by rotation
Brief profile	<p>Mr. Sunil Sood is a Director on the board of Vodafone Group's India unit joint venture - Vodafone Idea Limited (Vi) and Vodacom Group South Africa. He was the Group Commercial Director, AMAP and Group MPesa Financial Services Director of Vodafone Group Services from September 2018 to September 2020. In that capacity, he managed the Commercial Operations and Strategy as well as the Innovation and Transformation projects for the Africa, Middle East, Asia & Pacific Regions and as Director- Financial Services, his role was to transform the business from a meagre mobile phone-based money transfer service to a digital, future-fit FinTech Platform.</p> <p>He started his telecom journey with Vodafone in the summer of 2000 and over the years has held several senior positions including MD & CEO for Vodafone India Limited (April 2015- August 2018).</p> <p>Mr. Sood began his career in the FMCG industry in various roles across India and other emerging markets in Africa and South East Asia, including the role of CEO of Pepsico in Bangladesh.</p> <p>His career and experience gained in FMCG, Telecommunications and Fin-Tech extends over 35 years.</p> <p>He was also a Director of erstwhile Indus Towers Limited and Safaricom-Kenya in the past.</p> <p>With respect to his education, Mr. Sood is an alumnus of the Harvard Business School, and a distinguished alumni awardee of the Indian Institute of Management - Calcutta (MBA) and the Indian Institute of Technology- Delhi (B-Tech).</p>
Disclosure of relationship between Directors	Mr. Sunil Sood is not related to any other director of the Company.
Affirmation that Director is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Sunil Sood is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Indus Towers Limited

(formerly Bharti Infratel Limited)

Annexure - D

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

Particulars	Ms. Anita Kapur
	Details
Reason for change	Ms. Anita Kapur was appointed as an Independent Director for the first term of five years commencing from January 17, 2018 to January 16, 2023. She has been re-appointed by the shareholders in their meeting held on August 23, 2022, as an Independent Director for a second term of five years i.e. from January 17, 2023 to January 16, 2028.
Date of resignation/ appointment	<u>Date of appointment:</u> The shareholders at the AGM held on August 23, 2022 re-appointed Ms. Anita Kapur as an Independent Director of the Company w.e.f. January 17, 2023. <u>Term of appointment:</u> Five (5) years i.e., from January 17, 2023 to January 16, 2028.
Brief profile	<p>Ms. Anita Kapur, who joined the Indian Revenue Service (IRS) in 1978, held the position of Chairperson, Central Board of Direct Taxes (CBDT) during 2014-15. As Chairperson and earlier as Member CBDT (2012- 14), and post retirement as Adviser in the Ministry of Finance (2015- 16), she had the leadership role in formulating significant taxpayer friendly administrative measures and policy reforms to simplify tax laws, apply technology to enable tax assessments in an E- environment, reduce litigation, facilitate compliance, counter tax evasion and collect taxes fairly.</p> <p>She had secondment stints with the Foreign Tax and Tax Research (FT&TR) Division and the Tax Policy & Legislation (TPL) Division of the Ministry of Finance; the capital market regulator of India i.e. SEBI; and the Banking Division (currently known as Department of Financial Services) of the Ministry of Finance.</p> <p>She was a Director on the Boards of Delhi Stock Exchange, Jaipur Stock Exchange, Kanpur Stock Exchange and Ludhiana Stock Exchange as nominee of SEBI. She was Government of India nominee on the Boards of Directors of Andhra Bank, Oriental Bank of Commerce, State Bank of Hyderabad, State Bank of Bikaner and Jaipur, Punjab and Sind Bank and Institute of Chartered Accountants of India. In her personal capacity as a Tax Expert, she was made a Member of the UN Committee of Experts on International Cooperation in Tax Matters (2009-2013), and then was elected as Vice Chairperson of this Committee twice, covering the entire term of her membership, in recognition of her proficiency in International Tax matters.</p> <p>Her last assignment with the Government was as a Member of the Competition Appellate Tribunal (COMPAT) during 2016-2017.</p>
Disclosure of relationship between Directors	Ms. Anita Kapur is not related to any other director of the Company.

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Affirmation that Director is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Ms. Anita Kapur is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
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Annexure - E

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

Particulars	Details
Reason for change viz. appointment, resignation, removal, death or otherwise	Reappointment
Date of re-appointment	August 23, 2022 (i.e. from the conclusion of 16 th Annual General Meeting of the Company)
Term of re-appointment	From the conclusion of the 16 th Annual General Meeting of the Company, till the conclusion of the 21 st Annual General Meeting of the Company to be held in the year 2027
Brief Profile	Deloitte Haskins & Sells, Mumbai has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells LLP (“DHS LLP” or “Firm”), w.e.f. November 20, 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.
Disclosure of relationship between directors	Not applicable
Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Not applicable

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