

November 30, 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: Notice of Postal Ballot/ E-voting

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot/ E-voting dated November 28, 2022 (“Notice”) being sent to the shareholders, seeking their approval for the appointment of Mr. Pankaj Tewari, in the capacity of Non-Executive Non-Independent Director, liable to retire by rotation.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with applicable circulars issued by Ministry of Corporate Affairs in this regard, this Notice is being sent only through electronic mode 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 engaged the services of KFin Technologies Limited (“KFin”) to provide e-voting facility to its shareholders. The e-voting period shall commence on Thursday, December 1, 2022, at 9.00 a.m. (IST) and end on Friday, December 30, 2022, at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin thereafter. Voting rights of the shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.

The Notice will also be available on the Company’s website www.industowers.com.

Indus Towers Limited

(formerly Bharti Infratel Limited)

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Indus Towers Limited**
(formerly **Bharti Infratel Limited**)

SAMRIDHI
RODHE

Digitally signed by SAMRIDHI RODHE
DN: c=IN, o=PERSONAL,
pseudonym=854447ee41a52905a238fdb1a79b7
681cd85011663c8c0754e29aeea767f95e,
postalCode=110015, st=DELHI,
serialNumber=6731e060e0bc5e3f830e585ae35e
03ad273571a3d2d3b18fae6bfc393248689,
cn=SAMRIDHI RODHE
Date: 2022.11.30 22:58:28 +05'30'

Samridhi Rodhe
Company Secretary

Encl: As above

Cc:

1. Central Depository Services (India) Ltd., Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai – 400013
2. National Securities Depository Ltd., Trade World, A-Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013
3. KFin Technologies Limited, Selenium Building, Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032

Indus Towers Limited

(formerly *Bharti Infratel Limited*)



Indus Towers Limited

(FORMERLY BHARTI INFRATEL LIMITED)

CIN: L64201HR2006PLC073821

Regd. Office: Building No. 10, Tower A, 4th Floor, DLF Cyber City Gurugram, 122002, Haryana

Tel.: +91-124-4296766 **Fax:** +91-124-4289333

Email id: compliance.officer@industowers.com

Website: www.industowers.com

Notice of Postal Ballot/ E-Voting

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholder(s),

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), Circulars issued by Securities and Exchange Board of India, as applicable ("SEBI Circulars"), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process through e-voting vide 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 ("**MCA Circulars**"), that the resolution appended below is proposed to be passed by the shareholders of Indus Towers Limited (formerly Bharti Infratel Limited) ("**the Company**") through postal ballot by way of electronic voting only ("**Postal Ballot/ Remote e-Voting**").

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice of Postal Ballot/Remote e-Voting (the "**Notice**").

Registered Office:

Building No. 10, Tower A, 4th Floor,

DLF Cyber City Gurugram, 122002, Haryana

CIN: L64201HR2006PLC073821

Email id: compliance.officer@industowers.com

Special Business:

Item No. 1

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Mr. Pankaj Tewari (DIN: 08006533), who was appointed as an Additional Director (in the category of Non-Executive Non-Independent Director) of the Company by the Board of Directors w.e.f. October 8, 2022 and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a shareholder pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board of Directors

For Indus Towers Limited
(formerly Bharti Infratel Limited)

Samridhi Rodhe

Company Secretary

Membership No.: A25440

Address: Building No. 10, Tower A, 4th Floor,
DLF Cyber City Gurugram, 122002, Haryana

Place: Gurugram

Date: November 28, 2022

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Act read with Rule 20 and 22 of the Rules and Regulation 17(11) of the Listing Regulations, setting out the material facts and the reason for the proposed resolution is annexed hereto and forms part of this Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Friday, November 25, 2022 ("**Cut-off Date**"). A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purpose only.
3. In accordance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those shareholders, whose e-mail addresses are registered with KFin Technologies Limited (formerly KFin Technologies Private Limited), the Company's Registrar and Transfer Agent ("KFin", "RTA") or with the Depositories/ Depository Participants and whose names appear in the Register of Shareholders/list of Beneficial Owners as on the Cut-off date.

The Notice shall also be uploaded on the website of the Company (www.industowers.com), on the website of KFin (<https://evoting.kfintech.com/>) and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

All the shareholders of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in Note No. 9. As per the MCA Circulars, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot.

The Company hereby requests all its shareholders to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the shareholders through e-mail.

4. Those shareholders who have not yet registered their email addresses are requested to get their email addresses and mobile numbers registered with KFin, by following the guidelines mentioned below:

Guidelines to register email address:

- a) Visit the link <https://ris.kfintech.com/clientservicespostalballot/>.

- b) Select the company name i.e. Indus Towers Limited.
- c) Enter DPID-CLID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
- d) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- e) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- f) Enter the email address and Mobile No.
- g) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and send the OTPs at the registered Mobile No. as well as email address for validation.
- h) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- i) The Company through KFin will send the Notice and the e-voting instructions along with the User ID and Password to the email address given by you.
- j) Alternatively, shareholders may send an e-mail request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- k) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice and the e-voting instructions along with the User ID and Password. Such shareholders will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- l) In case of queries, shareholders are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

5. Dispatch of the Notice shall be deemed to be completed on Wednesday, November 30, 2022.
6. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulations 44 of the Listing Regulations, the Company has extended e-voting facility to its shareholders to enable them to cast their votes electronically. The Company has engaged the services of KFin as the agency to provide e-voting facility.
7. The voting rights of the shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off Date.
8. The e-voting shall commence on **Thursday, December 1, 2022 at 9.00 A.M. (IST) and end on Friday, December 30, 2022 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by KFin for voting thereafter. During this period, the shareholders of the Company (including those Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) holding shares in physical form or dematerialized form, as on the Cut-off date, may cast their vote by electronic means in the manner as set out here in Note No. 9. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
9. The detailed process and manner for remote e-Voting is explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register, click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on Login and New System Myeasi. Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:**I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7099, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Indus Towers Limited (formerly Bharti Infratel Limited)" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xii. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to support@corp-nexus.com with a copy marked to einward.ris@kfintech.com.
10. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale, an official of KFIN, at telephone number: 040-67162222 or the toll-free number 1800-309-4001 or at email: evoting@kfintech.com.
 11. The Board of Directors has appointed Mr. Harish Chawla (Membership No. F9002) and failing him Mr. Abhishek

Lamba (Membership No. 10489), Partners of M/s CL & Associates, Company Secretaries, New Delhi as **'Scrutinizer'** to scrutinize the Postal Ballot process in a fair and transparent manner.

12. The Scrutinizer, after scrutinizing the voting through e-voting shall, within 2 (two) working days or not later than 3 (three) days, whichever is earlier, make a scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of voting forthwith.

The result of the Postal Ballot along with Scrutinizer Report will also be displayed on the Company's website (www.industowers.com), on the website of M/s KFin Technologies Limited i.e. (<https://evoting.kfintech.com/public/Downloads.aspx>), and will also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges where Company's shares are listed.

13. The resolution if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the Shareholders convened in that behalf. The resolution, if approved by the requisite majority of Shareholders by means of Postal Ballot (Remote

E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Friday, December 30, 2022 at 5:00 P.M.

14. All documents referred to in this Notice and Explanatory Statement are available for inspection by the Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up to the last date of e-voting i.e., Friday, December 30, 2022 at 5:00 P.M.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the shareholders from the date of circulation of this Notice up till the closure of the voting period. Shareholders seeking to inspect such documents can send an email to compliance.officer@industowers.com.

15. In case of any query/concern/grievance, shareholders may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr. Raj Kumar Kale of KFin, at toll-free number 1800-3454-001, or at email: evoting@kfintech.com or einward.ris@kfintech.com; or may write to the Company Secretary at compliance.officer@industowers.com.

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item No. 1

The Board of Directors, on the recommendation of HR, Nomination and Remuneration Committee (“HRC”), approved appointment of Mr. Pankaj Tewari (DIN: 08006533) as an Additional Director (in the category of Non-Executive Non-Independent Director) of the Company w.e.f. October 8, 2022, who shall hold office up till the date of ensuing General Meeting or up to three months from the date of his appointment, whichever is earlier in terms of applicable law.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a shareholder proposing the candidature of Mr. Pankaj Tewari as Director of the Company, liable to retire by rotation. Mr. Tewari is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to be appointed as a Director. Further, on the recommendation of HRC and in accordance with the provisions of Articles of Association, the Board of Directors has recommended the appointment of Mr. Tewari as Director of the Company (in the category of Non-Executive Non-Independent Director) liable to retire by rotation, for approval of the shareholders of the Company.

Brief profile of Mr. Pankaj Tewari

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.

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.

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 multinational companies. Prior to PwC, he has worked in the industry in the corporate secretarial and legal domain.

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.

While Mr. Tewari possesses skills, expertise and competencies in multiple domains, his key skills, expertise and competencies are as below:

Key skills

1. Board Governance
2. Corporate Governance, Risk and Compliance
3. Strategic Leadership
4. Public Policy, Regulatory and Legal
5. Global Business and Industry Experience
6. Sustainability and ESG

In recent past, the Company has increased its efforts and focus on its ESG Agenda. Indus's ESG Vision has an unwavering focus on exemplary governance, strengthening communities and environmental accountability. While considering the appointment of Mr. Pankaj Tewari, HRC considered his vast knowledge and experience in various facets including corporate governance and sustainability, risk and compliance, besides public advocacy and strategic decision making. His leadership and guidance has been instrumental in various recognition and accolades conferred for high standards of Corporate Governance. Keeping in view his rich and varied experience, the Board recommends his appointment as Director, liable to retire by rotation and proposes to pass the resolution as set out at item no. 1 of the Notice as an Ordinary Resolution.

Indus Towers Limited

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto. Detailed profile of Mr. Pankaj Tewari is also available on the Company's website at www.industowers.com.

Except Mr. Pankaj Tewari and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out at item no. 1 of the Notice.

Registered Office:

Building No. 10, Tower A, 4th Floor,
DLF Cyber City Gurugram, 122002, Haryana
CIN: L64201HR2006PLC073821
Email id: compliance.officer@industowers.com

Place: Gurugram
Date: November 28, 2022

By order of the Board of Directors
For Indus Towers Limited
(formerly Bharti Infratel Limited)

Samridhi Rodhe
Company Secretary
Membership No.: A25440
Address: Building No. 10, Tower A, 4th Floor,
DLF Cyber City Gurugram, 122002, Haryana

BRIEF RESUME OF DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2 IS AS UNDER.

Forming part of the explanatory statement in respect of Item No. 1

Name of the Director	Mr. Pankaj Tewari
Directors Identification Number (DIN)	08006533
Date of Birth (Age in years)	17/05/1972; 50 Yrs.
Original date of Appointment	Appointment as an additional director w.e.f. October 8, 2022 (subject to shareholders' approval)
Qualifications	Company Secretary and a law-graduate
Experience and expertise in specific functional area	General Management, Corporate Governance and Corporate Laws
Remuneration Last Drawn	Not Applicable
Number of Meetings of Board attended during the Year (during the tenure)	2
Shareholding in the Company including beneficial ownership, if any	Nil
Relationship with other Directors / KMPs	Nil
Terms and conditions of appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industowers.com)
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Telesonic Networks Limited 2. Airtel Limited 3. Airtel Digital Limited 4. Bharti Airtel Services Limited 5. Nettle Infrastructure Investments Limited 6. Bharti General Ventures Private Limited 7. Bharti Life Ventures Private Limited 8. One Web India Communications Private Limited 9. Bharti Enterprises Limited
Membership / Chairmanship of committees	<ol style="list-style-type: none"> 1. Telesonic Networks Limited <ul style="list-style-type: none"> • Audit Committee- Chairman • Nomination and Remuneration Committee- Chairman • Stakeholder Relation Committee- Chairman • Risk Management Committee- Chairman 2. Bharti Airtel Services Limited <ul style="list-style-type: none"> • CSR Committee- Member 3. Nettle Infrastructure Investments Limited <ul style="list-style-type: none"> • CSR Committee- Member 4. Bharti General Ventures Private Limited <ul style="list-style-type: none"> • CSR Committee- Chairman 5. Bharti Life Ventures Private Limited <ul style="list-style-type: none"> • CSR Committee- Chairman 6. Bharti Airtel Limited <ul style="list-style-type: none"> • Risk Management Committee- Member
Listed entities from which the Director has resigned in the past three years	Nil