



August 1, 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: Annual General Meeting (AGM) – Notice of 16th AGM and Integrated Report for the financial year ended on March 31, 2022

Dear Sir/ Madam,

Further to our letter dated July 31, 2022, and pursuant to the provisions of Regulation 30, 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that:

- The 16th (Sixteenth) AGM of the Company will be held on Tuesday, August 23, 2022, at 03:30 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means, in accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. Notice of the AGM along with the Integrated Report, Business Responsibility and Sustainability Report (BRSR) & Annual Accounts 2021-2022 is enclosed and is also being sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

- The Company is offering e-voting facility to its members to transact the businesses set forth in the Notice. The facility to exercise vote by electronic means (i.e. remote e-voting/ e-voting at the AGM) on all resolutions as set out in the Notice will be provided to the members holding shares either in physical or electronic form as on the cut-off date i.e. Tuesday, August 16, 2022. The remote e-voting will commence on Thursday, August 18, 2022 at 9:00 a.m. (IST) and will end on Monday, August 22, 2022 at 5.00 p.m. (IST) (both days inclusive).

The Notice and Integrated Report are also available on the website of the Company at www.industowers.com.

Kindly take the same on record.

Thanking you,

Indus Towers Limited
(formerly Bharti Infratel Limited)



indus
TOWERS

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 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 Annual General Meeting

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting (“AGM”) of the members of Indus Towers Limited (formerly Bharti Infratel Limited) (“the Company”), will be held on Tuesday, August 23, 2022 at 3.30 p.m. (IST) through Video Conferencing and/or Other Audio-Visual Means to transact the following businesses:

Ordinary Businesses

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

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

“Resolved that the audited standalone financial statements of the Company for the financial year ended March 31, 2022 as per IND-AS including reports of the Board and Auditors thereon and audited consolidated financial statements of the Company for the financial year ended March 31, 2022 as per IND-AS including report of Auditors thereon be and are hereby received, considered and adopted.”

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

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Bimal Dayal (DIN: 08927887), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gopal Vittal (DIN: 02291778), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To re-appoint Mr. Thomas Reisten (DIN: 06900067) as a Director liable to retire by rotation

“Resolved that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Thomas Reisten (DIN: 06900067), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

“Resolved that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendation of the Audit & Risk Management Committee and Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration no. 117366W/W -100018), be and is hereby re-appointed as the Statutory Auditors of the Company for a period of five years i.e. from the conclusion of

this 16th AGM till the conclusion of 21st AGM of the Company, to be held in the year 2027.

Resolved further that on the recommendation of the Audit & Risk Management Committee, the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to Statutory Auditors.”

Special Businesses

6. To appoint Mr. Sunil Sood (DIN: 03132202) 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 Sections 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 thereof), Mr. Sunil Sood (DIN: 03132202), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 30, 2022 and who holds office till the date of this Annual General Meeting in terms of Section 161(1) of

the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. To re-appoint Ms. Anita Kapur (DIN: 07902012) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anita Kapur (DIN 07902012), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from January 17, 2023 to January 16, 2028.”

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: July 27, 2022

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

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

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and circular no. 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and Securities Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 read with circular dated January 15, 2021 and May 13, 2022 (collectively referred to as “SEBI Circulars”) has permitted the holding of the AGMs through Video Conferencing (“VC”)/ Other Audio-Visual means (“OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.**
- The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, in respect of Item No. 5 to 7 of this Notice of the 16th AGM (“Notice”), is annexed herewith. The Board of Directors of the Company considered that the special businesses under Item No. 6 and 7, being unavoidable, shall be transacted at this AGM of the Company.
- The Company has appointed M/s KFin Technologies Limited (“KFIN”), Registrar and Transfer Agent of the Company, to provide the VC/ OAVM facility for conducting

AGM electronically and for voting through remote e-voting or through e-voting at the AGM.

- Since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and SEBI Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.

DISPATCH OF INTEGRATED REPORT THROUGH ELECTRONIC MODE:

- In compliance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circulars”):
 - Notice of AGM along with the Integrated Report & Annual Accounts 2021-2022 (“Integrated Report”) is being sent through e-mail, to those Members whose email addresses are registered with the Company/ Depository Participants (“DPs”). No physical copy would be dispatched, unless any member has requested for a physical copy of the same. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.

- Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP) and members holding shares in physical mode are requested to update their email addresses with KFIN. Members may follow the process detailed below for registration of email ID and also update of bank account details for the receipt of dividend, as and when declared by the Company.

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the KFIN by post at KFin Technologies Limited Selenium Building, Tower - B Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.

Type of holder	Process to be followed
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Form ISR-1
	Update of signature of securities holder
	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014
	Form SH-13
	Declaration for Opting-out of Nomination
	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee
	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form
	Form ISR-4
	The forms for updating the above details are available at the Company's website i.e. www.industowers.com
Demat	Please register your email address and bank account details in your demat account through your DP.

6. The Notice along with Integrated Report will be sent through e-mail to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, July 22, 2022.
7. The Notice and the Integrated Report have also been uploaded on the website of the Company (<https://www.industowers.com/investor/result/?var=1659008253>), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the MCA Circulars.

PROCEDURE FOR JOINING AGM THROUGH VC/OAVM

8. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
9. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live

webcast:

- i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
 - ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - iii) After logging in, click on "Video Conference" option.
 - iv) Then click on camera icon appearing against AGM event of Indus Towers Limited to attend the AGM.
10. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
 11. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. The facility will be available to the Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors will be allowed to attend the AGM without restriction on first-come-first-served basis.
 12. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com>.

[com](#) and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open at 9:00 A.M. (IST), Thursday, August 18, 2022 and will end at 6:00 P.M. (IST) on Saturday, August 20, 2022. Only those members who are registered, will be allowed to express their views or ask questions.

13. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an e-mail to the Company at compliance.officer@industowers.com and marking a copy to evoting@Kfintech.com mentioning their name, DP ID-Client ID/ Folio number on or before Saturday, August 20, 2022 or they can post their questions from 9:00 A.M. (IST), Thursday, August 18, 2022 till 6:00 P.M. (IST) on Saturday, August 20, 2022 by logging on to <https://emeetings.kfintech.com>. They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com/> -> speaker registration. The maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
14. In case of any query relating to the procedure for attending AGM through VC/OAVM or for any technical assistance, the members may call on toll free no.: 18003094001 or send an e-mail at einward.ris@kfintech.com.
15. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer at contact@cssanjaygrover.in with a copy marked to einward.ris@kfintech.com (KFIN's id).
16. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Institutional shareholders are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

18. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - i. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - ii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
19. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
20. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM.
21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9:00 a.m. (IST) on Thursday, August 18, 2022

End of remote e-voting: Upto 5:00 p.m. (IST) on Monday, August 22, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.

23. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on cut-off date i.e. Tuesday, August 16, 2022.
24. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date Tuesday, August 16, 2022 only shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
25. Any person who becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Tuesday, August 16, 2022 may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: **MYEPWD**<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE> XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com> , the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.
 - c) Member may Call KFin's Toll free number 1800 3094 001
 - d) Member may send an e-mail request to evoting@kfintech.com
26. The detailed process and manner for remote e-Voting and e- Voting at the AGM 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.

Type of shareholders	Login Method
	<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 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on Login and New System Myeasi. III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
<p>Individual Shareholders login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. 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. III. 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://emeetings.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) 6788, 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-AGM)' 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).

27. 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 .
28. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, and failing him, Mr. Vijay K Singhal Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
29. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within 2 (two) working days or not later than 3 (three) days, whichever is earlier, from conclusion of the AGM, make a consolidated 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 results declared shall be available on the website of the Company (<https://www.industowers.com/investor/result/?var=1659008253>) and on the website of KFIN (<https://evoting.kfintech.com>) and shall also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

30. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 will be available during the AGM for inspection in the electronic mode at <https://emeetings.kfintech.com>.
31. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up till the date of AGM. Members seeking to inspect such documents can send an email to compliance.officer@industowers.com.

IEPF RELATED INFORMATION:

32. Members wishing to claim dividends due to them which has remained unclaimed or unpaid are requested to contact KFIN.
33. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/ unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, the shares on which dividend remains unpaid/ unclaimed for seven consecutive years or more are also required to be transferred to IEPF. Members may visit the Company's website www.industowers.com for tracking the details of unclaimed/ unpaid amounts, pending transfer to IEPF. Members may note that they can claim their unclaimed/ unpaid interim dividend for the financial year 2014-15 till September 15, 2022 by following the procedure specified on the Company's website at <https://www.industowers.com/cps-portal/web/shares.html>. Once the above-mentioned dividend amounts and shares are transferred to IEPF, no claim shall lie in respect thereof with the Company. The Members may claim the same by making an online application to the IEPF Authority in Form IEPF-5 available on the website of the Company and IEPF i.e. www.industowers.com and www.iepf.gov.in.

OTHER INFORMATION:

34. Information regarding particulars of the Directors to be appointed/re-appointed requiring disclosure in terms of the Secretarial Standard 2, Listing Regulations and the explanatory statement pursuant to Section 102 of the Act are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure do not include the directorships held in foreign companies.
35. As per Regulation 40 of Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
36. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of

shares or any other share related matters and/ or change in address or updation thereof to KFIN. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

37. Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement;
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
38. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules,

2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to KFIN. The Nomination Form in the prescribed format is available on the website of the Company at www.industowers.com. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.

39. Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN.
40. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

In accordance with the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) (Deloitte or Firm) was appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of 11th AGM till the conclusion of 16th AGM. The same was approved by the members of the Company at their 11th AGM held on July 22, 2017.

In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. Deloitte is eligible for reappointment for a second term of five years. Based on the recommendations of the Audit & Risk Management Committee, the Board of Directors, at its meeting held on May 5, 2022, approved the re-appointment of Deloitte as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM i.e. 16th AGM until the conclusion of the 21st AGM to be held in the year 2027. The re-appointment is subject to approval of the shareholders of the Company.

While considering the re-appointment of Deloitte as Statutory Auditor, the Audit & Risk Management Committee and Board of Directors considered various factors such as their industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc.

Deloitte has given consent to act as the Statutory Auditor of the Company for the second term, and have confirmed that their re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The proposed remuneration to be paid to Deloitte for conducting statutory audit of the Company for FY 2022-23 is Rs. 12.5 Mn. (exclusive of applicable taxes and out of pocket expenses, if any). Further, the Board of Directors on the recommendation of the Audit & Risk Management Committee are authorized to finalize the aforesaid remuneration and decide the remuneration for the remaining part of their tenure.

In addition to the statutory audit, the Company may also obtain certifications from the Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit & Risk Management Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

Brief profile of Deloitte

Deloitte Haskins & Sells was constituted in 1997 and was converted to a Limited Liability Partnership namely Deloitte Haskins & Sells LLP, in November 2013. Deloitte is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4,000 professionals and 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.

None of the Directors, 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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 5 of this Notice for approval of Members.

Item No. 6

As per the Articles of Association of the Company and based on the recommendation of HR, Nomination and Remuneration Committee, Mr. Sunil Sood (DIN: 03132202), was appointed as Additional Director in the capacity of Non-Executive Director on the Board of the Company w.e.f. June 30, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Sood will hold office up to the date of this Sixteenth AGM.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sunil Sood, as Director of the Company, liable to retire by rotation. Further, Mr. Sood 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.

Brief profile of Mr. Sunil Sood

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. 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).

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. His career and experience gained in FMCG, Telecommunications and Fin-Tech extends over 35 years. He was also a Director of erstwhile Indus Towers Limited and Safaricom-Kenya in the past. With respect to his education, he 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).

Further, detailed profile of Mr. Sunil Sood is available on the Company's website at www.industowers.com.

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.

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. 6 of the Notice as an Ordinary Resolution.

Except Mr. Sunil Sood 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. 6 of the Notice.

Item No. 7

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Ms. Anita Kapur was appointed as an independent director of the Company for a period of five years w.e.f. January 17, 2018 up to January 16, 2023. Since, Ms. Anita Kapur will be completing her initial term as an independent director of the Company on January 16, 2023, she is eligible for re-appointment for one more term of five consecutive years.

Brief profile of Ms. Anita Kapur

Ms. Anita Kapur, 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. 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.

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.

Ms. Kapur is the Chairperson of the Audit & Risk Management Committee and the Stakeholders' Relationship Committee of the Company. Considering her vast experience, time commitment towards the Company in fulfilling her duties and based on the outcome of her performance evaluation, on the recommendation of the HR, Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on May 5, 2022, has approved the re-appointment of Ms. Anita Kapur for the second term as provided in the resolution, and she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received consent and a declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Ms. Anita Kapur fulfils the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations 2015 ("Listing Regulations") for re-appointment as an Independent Director and is independent of management of the Company.

In terms of Regulation 25(8) of the Listing Regulations, Ms. Kapur has also confirmed that she is not aware of any circumstance

or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing candidature of Ms. Anita Kapur to be appointed as an Independent Director as per the provisions of the Act.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Ms. Anita Kapur be appointed as an Independent Director for a second term of five consecutive years w.e.f. January 17, 2023 upto January 16, 2028.

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.

A copy of the letter of appointment of Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the conclusion of AGM and is also available on the website of the Company and will also be available for inspection in the electronic mode.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, the Board recommends the passing of resolution set out in item no. 7 as a Special Resolution.

Except Ms. Anita Kapur and her 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. 7 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: July 27, 2022

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

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

Information of Directors seeking appointment/ re-appointment at the forthcoming AGM pursuant to the provisions of the Listing Regulations and Companies Act 2013, including Secretarial Standards as on the date of the Notice:

Name	Mr. Bimal Dayal
DIN	08927887
Date of Birth	April 24, 1966
Age	56 years
Original date of appointment	January 8, 2021
Qualifications	Engineering Degree in Electronics and Communication, Advance Management Program at Harvard Business School
Experience and expertise in specific functional area	General Management
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industowers.com)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	
Shareholding in Indus Towers Limited (formerly Bharti Infratel Limited)	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other Indian Companies	Smartx Services Limited
Membership/Chairmanship of committees in Indian Companies	Indus Towers Limited <ul style="list-style-type: none"> • Environmental, Social and Governance Committee - Member

Name	Mr. Gopal Vittal
DIN	02291778
Date of Birth	June 18, 1966
Age	56 years
Original date of appointment	W.e.f. conclusion of the Board meeting dated November 19, 2020
Qualifications	MBA from Indian Institute of Management, Kolkata, IIM, Kolkata
Experience and expertise in specific functional area	Sales, Marketing and General Management
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industowers.com)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	
Shareholding in Indus Towers Limited (formerly Bharti Infratel Limited)	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other Indian Companies	<ol style="list-style-type: none"> 1. Bharti Airtel Limited 2. Airtel Payments Bank Limited 3. Satya Bharti Foundation (Section 8 Company)
Membership/Chairmanship of committees in Indian Companies	Bharti Airtel Limited <ul style="list-style-type: none"> • Environmental, Social and Governance Committee - Member • Risk Management Committee - Member • Stakeholders Relationship Committee - Member • Corporate Social Responsibility Committee - Member • Committee of Directors - Member Airtel Payments Bank Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member • IT Strategy Committee - Member • Special Committee on Frauds – Member • Committee of Directors - Chairman

Name	Mr. Thomas Reisten
DIN	06900067
Date of Birth	August 2, 1972
Age	49 years
Original date of appointment	W.e.f. conclusion of the Board meeting dated November 19, 2020
Qualifications	Controlling & Accounting, International Market Management, Industrial Management, University of Munster
Experience and expertise in specific functional area	Finance and General Management
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industowers.com)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	
Shareholding in Indus Towers Limited (formerly Bharti Infratel Limited)	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other Indian Companies	Nil
Membership/Chairmanship of committees in Indian Companies	Indus Towers Limited <ul style="list-style-type: none"> • Audit & Risk Management Committee - Member • Environmental, Social and Governance Committee - Member

Name	Mr. Sunil Sood
DIN	03132202
Date of Birth	February 9, 1961
Age	61 years
Original date of appointment	June 30, 2022
Qualifications	B. Tech (IIT-Delhi), MBA (IIM – Kolkata)
Experience and expertise in specific functional area	FMCG, Telecommunications and Fin-Tech
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industowers.com)
Remuneration last drawn	Not Applicable
No. of Board Meetings attended during the year	
Shareholding in Indus Towers Limited (formerly Bharti Infratel Limited)	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other Indian Companies	<ol style="list-style-type: none"> 1. Vodafone Idea Limited 2. Harvard Business School Club of India (Company limited by guarantee) 3. White Spread Foods Private Limited 4. Jalpak Foods India Private Limited
Membership/Chairmanship of committees in Indian Companies	Indus Towers Limited <ul style="list-style-type: none"> • Stakeholders' Relationship Committee - Member Vodafone Idea Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination & Remuneration Committee - Member • Risk Management Committee - Member

Name	Ms. Anita Kapur
DIN	07902012
Date of Birth	November 8, 1955
Age	66 years
Original date of appointment	January 17, 2018
Qualifications	Postgraduate in English; Tax Administrators' course conducted by the Inland Revenue Training Institute, Leeds, UK; Leadership Programme conducted by the Wharton School of University of Pennsylvania of USA; Leadership and Change Management Programme conducted by the Indian Institute of Management, Bangalore.
Experience and expertise in specific functional area	Taxation & Finance
Terms and conditions of re-appointment and remuneration	As per the Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industowers.com)
Remuneration last drawn	As mentioned in the Corporate Governance Report
No. of Board Meetings attended during the year	
Shareholding in Indus Towers Limited (formerly Bharti Infratel Limited)	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other Indian Companies	1. Shriram Properties Limited 2. Airtel Payments Bank Limited
Membership/Chairmanship of committees in Indian Companies	Indus Towers Limited <ul style="list-style-type: none"> • Audit & Risk Management Committee – Chairperson • HR, Nomination and Remuneration Committee – Member • Stakeholders' Relationship Committee - Chairperson Shriram Properties Limited <ul style="list-style-type: none"> • Audit Committee – Member • CSR Committee – Chairperson Airtel Payments Bank Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee – Chairperson • Special Committee on Frauds – Member • Committee of Directors - Member