Indus Towers Limited

(formerly Bharti Infratel Limited)

Corporate Social Responsibility (CSR) Policy

TABLE OF CONTENTS

1. Introduction

Indus Towers Limited (formerly Bharti Infratel Limited) (hereby referred to as the 'Company'), has formulated this Corporate Social Responsibility Policy (hereby referred to as the 'CSR Policy') in accordance with requirements of the Section 135 of the Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, each as amended, and the subsequent notifications/circulars, clarifications and amendments (collectively referred to as the 'Act').

This CSR Policy is in keeping with the current maturity of the organization and will evolve with the growth of the organization and dynamic needs of society. The CSR Policy is intended to ensure that the CSR programs of the Company reflect its vision and values and is aligned with the applicable regulatory requirements.

2. Vision

The Company believes in taking an active role and responsibility in transforming the lives of communities by improving their socio-economic conditions. The efforts of the Company will not only impact the development of the direct beneficiaries, but also attempt to enhance the quality of lives of those who are present in the ecosystem which drive positive change.

3. Thematic Areas of Intervention

The thematic areas in which the Company's CSR efforts will operate are aligned to the activities specified in Schedule VII of the Act. The Company may also align its CSR projects with the national priorities and/or Sustainable Development Goals (SDG) adopted by all United Nations member states in 2015.

The Company has adopted a multi-fold approach for CSR and would mainly promote:

<table>
<tr><th>Indus CSR Flagship Program</th><th>Thematic areas</th></tr>
<tr><td rowspan="4">Saksham
सक्षम</td><td>Education</td></tr>
<tr><td>Empowering Girl Child</td></tr>
<tr><td>Digital and Creative Literacy</td></tr>
<tr><td>Skill Development</td></tr>
<tr><td rowspan="2">Pragati
प्रगति</td><td>Local Community Needs</td></tr>
<tr><td>Disaster Relief and Rehabilitation</td></tr>
</table>

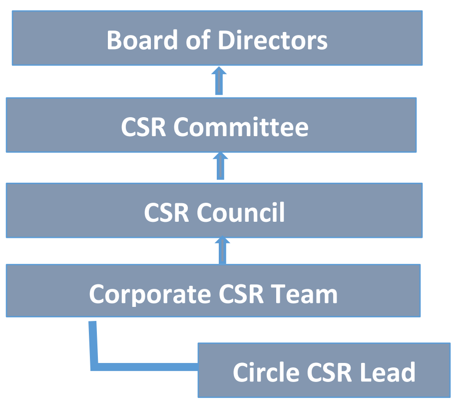
The above list is illustrative and not exhaustive- the CSR Committee is authorized to consider activities that may or may not fall in the list and also consider the activities which may be specified by the Ministry of Corporate Affairs from time to time.

4. Implementation

The Company will implement its CSR projects / programs through a combination of direct implementation and/or with the support of implementing partner/ agency(s) under applicable regulations. The Company will select its implementing agency after appropriate due diligence to ensure compliance with the requirements specified in the Act. While selecting implementing partner the company will ensure that it should have proven track record, expertise and experience in the chosen Corporate Social Responsibility program and have the capability to scale up the program. The company will also ensure that such organization is aligned with overall vision of the company.

The Company may use services of expert agencies, consultancy firms, academic institutions, or such other third-party organizations, wherever required, for carrying out surveys, guidance on project design, implementation, monitoring and impact assessment, etc., Including international agencies for monitoring and evaluation of programmes and capacity building of CSR team.

5. Monitoring and Governance Mechanism



A. The Board of the Company will be responsible for the following:

- To constitute the CSR Committee as per the Act.
- To approve the CSR Policy as formulated by the CSR Committee.
- To approve the Annual Action Plan on the recommendation of the CSR Committee and to update, alter, modify, amend, withdraw and replace the Annual Action Plan for justified reasons.
- To ensure that the activities undertaken by the Company are in compliance with the Act and CSR Policy of the Company.

- To ensure that the Company spends in every financial year requisite funds committed for CSR projects / programs pursuant to applicable law and that these are utilized effectively.
- To specify in its report the reasons for not spending the funds committed to CSR projects / programs if the Company fails to spend such funds and treat the unspent amount as per the provisions of the Act.
- To ensure that any excess amount spent as part of CSR obligation shall be treated in line with the requirements of the CSR Rules, amendments and clarifications / notifications thereof.

B. The CSR Committee of the Board, comprising at least three directors of the Board, out of which at least one shall be an independent director, will be responsible for the following:

- To formulate, modify and recommend to the Board the CSR Policy along with the Annual Action Plan as per the requirements under the Act
- To Recommend projects that are in line with the CSR Policy
- To recommend the amount of expenditure to be incurred on CSR projects / programs
- To monitor the execution of, and adherence to the CSR Policy from time to time
- Review the outcome and impact of the CSR projects
- To ensure that a transparent monitoring mechanism for implementation of the CSR projects / programs or activities undertaken by the Company
- To ensure that any surplus arising out of the CSR projects/programs or activities will not form part of the business profit of the Company and will be dealt with in accordance with the Act.
- To perform any other functions and ensure due compliance of all provisions as required under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other laws or regulations from time to time.

C. The CSR Council comprising CEO, CRO, Company Secretary and Head CSR, headed by CEO, will report to the CSR Committee and its responsibilities will be as follows:

- To ensure corporate commitment towards CSR
- To recommend CSR programs/projects, their monitoring and impact assessment mechanism, modalities of execution and fund utilization, annual budget, and annual operating plans to the CSR Committee
- To review CSR projects / programs, expenditure and execution plan
- To notify any major deviations to CSR programs/projects to the CSR Committee
- To submit periodic reports to the CSR Committee
- To Review annual report on CSR programs/projects in compliance with the Act
- To finalize a partner/agency panel for execution, monitoring, impact assessment and other activities for CSR projects/programs
- Ensure timely identification of need and impact assessment of programs, if any

D. Corporate CSR team driven by Head CSR will report to the CSR Council. The team's responsibilities will be to as follows:
   - To formulate and propose the strategy for CSR activities as per the Company's philosophy in alignment with the CSR Policy
   - To formulate the annual action plan as per the provisions of the Act
   - To formulate CSR projects/programs with clear vision on goals, target communities, geographies, budget, and impact
   - To recommend potential CSR partners/agencies for the panel with due diligence
   - To ensure execution of the CSR projects/programs as per the approved plan
   - To ensure regular monitoring and review of programs through governance with partners, regular field visit, interaction with beneficiary community etc. and ensuring all relevant documents are maintained.
   - To measure the outcomes of the CSR projects on a timely basis
   - To undertake timely impact assessment as per Compliance.
   - To ensure timely reporting to all stakeholders and reporting as required by law
   - To report any deviations in CSR program/project plan to CSR Council
   - Value creation through an employee volunteering program

E. Circle CSR Lead will report to the Corporate CSR Team. Circle CSR Lead will be jointly responsible for projects recommended and approved in the relevant circle as regards to project execution, monitoring, reporting and assessment.

6. Reporting

The Annual report on CSR shall be included in the Board's Report including details as per the details specified in the Act.
The Board to ensure that details of CSR projects and programs, the composition of CSR Committee and the CSR policy is available on the Company's website.

7. General

Any exception to the above will require an approval from the Board based on the recommendation of the CSR Committee.

Any or all provisions of the CSR Policy will be subject to revision / amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The Board of Directors of the Company reserves the right to review and amend the Policy from time to time.