Indus Towers Limited

Familiarization Programme for Independent Directors

Pursuant to Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. **Preamble and Objective**

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is required to familiarise the Independent Directors with the business and operations of the Company, their roles, rights & responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and the on-going events relating to the Company.

Further, Schedule IV of the Companies Act, 2013 also mandates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company's business and operations so as to enable them to contribute significantly to the Company.

2. **Familiarization Programme**

The Familiarization Programme for independent directors which also extends to other Non-Executive Directors aims to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

The Board of Directors of the Company has complete access to the information within the Company. Presentations are regularly made to the Board of Directors/ Audit & Risk Management Committee/ HR, Nomination and Remuneration Committee/ Corporate Social Responsibility Committee/ Stakeholders' Relationship Committee, Environment, Social and Governance Committee on various related matters, where directors get an opportunity to interact with senior management of the Company. Presentations, inter alia, cover the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, quarterly and annual results, human resources, technology, quality and such other areas as may arise from time to time. The Company circulates, through e-mail on a periodic basis, update for directors. Independent directors interact with the Company's management, internal auditors and statutory auditors on regular basis. The Company provides an orientation to the independent directors at the time of joining to enable them in understanding, inter alia, the business of the Company.

A detailed appointment letter is issued by the Company to the independent directors incorporating their roles, duties,responsibilities, etc.

3. **Review**

This Familiarization Programme shall be reviewed and revised by the Board as and when required.

4. **Disclosure by the Company**

This Familiarization Programme shall be hosted on the website of the Company at www.industowers.com for public information and a web link for the same shall also be provided in the annual report of the Company.

Details of Familiarization sessions held during the financial year 2026-27:

Particulars	Dates (Hours spent)	Topics covered	Member(s) participated
Functional Presentation / Business update during Board Meeting	April 30, 2026 (40 Mins)	• Q4 operational performance • Progress on key strategic projects – Q4 • Update on Africa Business	All Board members of the Company.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	Number of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2026-27	Cumulative till date	FY 2026-27	Cumulative till date
1.	Mr. Dinesh Kumar Mittal	3	28	40 Minutes	5 Hours 30 Minutes
2.	Ms. Anita Kapur	3	63	40 Minutes	26 Hours 35 Minutes
3.	Mr. Sharad Bhansali	3	53	40 Minutes	18 hours 20 Minutes
4.	Mr. Ramesh Abhishek	3	37	40 Minutes	9 hours 15 minutes

Details of Familiarization sessions held during the financial year 2025-26:

Particulars	Dates (Hours spent)	Topics covered	Member(s) participated
Functional Presentation / Business update during Board Meeting	April 30, 2025 (1 Hr 20 Mins)	• Update on risk management • Update on Project Harmony • Discussion on Strategy • Update on Green Energy Open Access	All Board members of the Company except Mr. Rajan Bharti Mittal and Mr. Jagdish Saksena Deepak.
	July 30, 2025 (15 Mins)	Progress report on strategic priorities	All Board members of the Company.
	October 27, 2025 (20 Mins)	Progress report on strategic priorities	All Board members except Mr. Gopal Vittal.
	February 02, 2026 (50 Mins)	• Progress report on strategic priorities • Annual Operating Plan for FY 2026-27 • Discussion on Africa Business Plan	All Board members except Mr. Gopal Vittal and Mr. Harjeet Singh Kohli

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	Number of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2025-26	Cumulative till date	FY 2025-26	Cumulative till date
1.	Mr. Dinesh Kumar Mittal	9	25	2 Hour 45 Minutes	4 Hours 50 Minutes
2.	Ms. Anita Kapur	9	60	2 Hour 45 Minutes	25 Hours 55 Minutes
3.	Mr. Sharad Bhansali	9	50	2 Hour 45 Minutes	17 Hours 40 Minutes
4.	Mr. Ramesh Abhishek	9	34	2 Hour 45 Minutes	8 Hours 35 Minutes

Details of Familiarization sessions held during the financial year 2024-25:

Particulars	Dates (Hours spent)	Topics covered	Member(s) participated
Functional Presentation / Business update during Board Meeting	April 30, 2024 (45 Mins)	• Update on EV Charging Infrastructure Business • Presentation on IT Architecture & Digital Strategy • Update on Green Energy Open Access • Update on VIL payment	All Board members of the Company.
	July 30, 2024 (15 Mins)	• Update on EV Charging • Update on Energy	All Board members of the Company except Mr. Randeep Singh Sekhon who requested leave of absence for the same.
	October 22, 2024 (30 Mins)	• Update on Billing Transformation • Update on iDOT • Update on EV Charging • Update on Green Energy Open Access	All Board members of the Company except Mr. Jagdish Saksena Deepak who requested leave of absence for the same.
	January 23, 2025 (35 Mins)	• Update on Operational Efficiency • Update on iDOT • Update on Green Energy Open Access • Update on EV • Update on amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 • Update on Project Harmony - Acquisition of passive infrastructure business undertaking from Bharti Airtel Limited and Bharti Hexacom Limited	All Board Members of the Company except Mr. Rajan Bharti Mittal who requested leave of absence for the same.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	Number of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2024-25	Cumulative till date	FY 2024-25	Cumulative till date
1.	Mr. Dinesh Kumar Mittal*	16	16	2 Hours 05 Minutes	2 Hours 05 Minutes
2.	Ms. Anita Kapur	16	51	2 Hours 05 Minutes	23 Hours 10 Minutes
3.	Ms. Sonu Bhasin@	6	31	1 Hour	13 Hours 50 Minutes
4.	Mr. Sharad Bhansali	16	41	2 Hours 05 Minutes	14 Hours 55 Minutes
5.	Mr. Ramesh Abhishek	16	25	2 Hours 05 Minutes	5 Hours 50 Minutes

**Mr. Dinesh Kumar Mittal was appointed as a Director of the Company w.e.f. April 01, 2024.*

@Ms. Sonu Bhasin ceased to be a Director of the Company w.e.f. closure of business hours of August 30, 2024.

Details of Familiarization sessions held during the financial year 2023-24:

Particulars	Dates (Hours spent)	Topics covered	Member(s) participated
Functional Presentation / Business update during Board Meeting	July 27, 2023 (15 Mins)	• Update on Phinergy • Update on changes in Listing Regulations	All Board members of the Company except Mr. Thomas Reisten who requested leave of absence for the same.
	October 25, 2023 (35 Mins)	• Update on EV Charging • Update on Green Energy Open Access	All Board members of the Company.
	January 23, 2024 (20 Mins)	• Update on EV Charging • Update on Green Energy Open Access	All Board members of the Company except Mr. Randeep Singh Sekhon who requested leave of absence for the same.
	March 13, 2024 (2 Hrs 15 Mins)	• Presentation on EV ecosystem • Strategy Session	All Board Members of the Company except Mr. Ravinder Takkar who requested leave of absence for the same.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	Number of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2023-24	Cumulative till date	FY 2023-24	Cumulative till date
1.	Mr. N Kumar*	8	43	3 Hours 25 Minutes	24 Hours 35 Minutes
2.	Ms. Anita Kapur	8	35	3 Hours 25 Minutes	21 Hours 05 Minutes
3.	Ms. Sonu Bhasin	8	25	3 Hours 25 Minutes	12 Hours 50 Minutes
4.	Mr. Sharad Bhansali	8	25	3 Hours 25 Minutes	12 Hours 50 Minutes
5.	Mr. Ramesh Abhishek	8	9	3 Hours 25 Minutes	3 Hours 45 Minutes

**Mr. N Kumar ceased to be an independent director and Chairperson of the Company w.e.f. close of business hours on March 31,2024.*

Details of Familiarization sessions held during the financial year 2022-23:

S. No.	Particulars	Dates (Hours spent)	Topics covered	Member(s) participated
1.	Functional Presentation / Business update during Board Meeting	May 05, 2022 (15 Mins)	Update on ESG	All Board members of the Company except Mr. Balesh Sharma who requested leave of absence for same.
		July 27, 2022 (15 Mins)	Update on Sales & Marketing	All Board members of the Company except Mr. Thomas Reisten who requested leave of absence for same.
		October 27, 2022 (10 Mins)	Presentation on Technology	All Board members of the Company.
		January 24, 2023 (20 Mins)	Update on market share	All Board Members of the Company.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	Number of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2022-23	Cumulative till date	FY 2022-23	Cumulative till date
1.	Mr. N Kumar	4	35	1 Hour	21 Hours 10 Minutes
2.	Ms. Anita Kapur	4	27	1 Hour	17 Hours 40 Minutes
3.	Ms. Sonu Bhasin	4	17	1 Hour	9 Hours 25 Minutes
4.	Mr. Sharad Bhansali	4	17	1 Hour	9 Hours 25 Minutes
5.	Mr. Ramesh Abhishek*	1	1	20 Minutes	20 Minutes

** Mr. Ramesh Abhishek was appointed as an Independent Director of the Company w.e.f. January 03, 2023.*

Details of Familiarization sessions held during the financial year 2021-22:

S. No.	Particulars	Dates (Hours spent)	Topics covered	Member(s) participated
1	Functional Presentation / Business update during Board Meeting	April 22, 2021 (50 Mins)	Business Strategy of the Company	All Board members of the Company.
		July 29, 2021 (15 Mins)	Update on amendments in Listing Regulations	All Board members of the Company.
		September 02, 2021 (2 Hours)	Strategy session	All Board members of the Company except Mr. Balesh Sharma who requested leave of absence for same.
		October 25, 2021 (25 Mins)	• Update on the telecom relief package approved by Union Cabinet on September 15, 2021 • Update on Supply Chain Management	All Board members of the Company.
		January 27, 2022 (40 Mins)	• Update on ESG • Update on Cost Benchmarking • Reporting of Towers & Colocations and Industry Benchmark • Update on amendments in SEBI LODR w.r.t. related party transactions	All Board members of the Company.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	Number of sessions attended		No. of hours and minutes spent in the sessions attended	
		FY 2021-22	Cumulative till date	FY 2021-22	Cumulative till date
1.	Mr. N Kumar	9	31	4 Hours 10 Minutes	20 Hours 10 Minutes
2.	Ms. Anita Kapur	9	23	4 Hours 10 Minutes	16 Hours 40 Minutes
3.	Ms. Sonu Bhasin	9	13	4 Hours 10 Minutes	8 Hours 25 Minutes
4.	Mr. Sharad Bhansali	9	13	4 Hours 10 Minutes	8 Hours 25 Minutes

Details of Familiarization sessions held during the financial year 2020-21:

S. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1.	a) Orientation session b) Familiarization session	December 11, 2020 (1.5 Hours) December 24, 2020 (1 Hour) March 23, 2021 (1.5 Hour)	Update on business including business model, Performance Indicators and Drivers, Key Opportunities ahead, etc. • Walkthrough on Indus Towers Strategy • Annual Operating Plan for FY 2021-22 • Annual CSR Plan for FY 2021-22	All Independent Directors post-merger i.e. Mr. Narayanan Kumar, Ms. Anita Kapur, Mr. Sharad Bhansali and Ms. Sonu Bhasin
2.	Functional Presentation / Business update during Board Meeting	April 23, 2020 (15 Mins) July 27, 2020 (15 Mins) October 22, 2020 (15 Mins) January 28, 2021 (15 Mins)	• Update on preparedness for COVID-19 • Update on COVID-19 • Update on E-invoicing under GST and Tax Collection at Source (TCS) • IT Update	All Board members of the Company prior to merger All Board members of the Company post-merger

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	No. of the Sessions attended		No. of hours and minutes spent in the Sessions attended	
		FY 2020-21	Cumulative till date	FY 2020-21	Cumulative till date
1.	Ms. Anita Kapur	7	14	5 Hours	12 Hours 30 Minutes
2.	Mr. Bharat Sumant Raut*	3	22	45 Minutes	14 Hours 30 Minutes
3.	Mr. Jitender Balakrishnan*	3	22	45 Minutes	14 Hours 30 Minutes
4.	Dr. Leena Srivastava*	3	19	45 Minutes	9 Hours 15 Minutes
5.	Mr. N Kumar	7	22	5 Hours	16 Hours
6.	Mr. R P Singh *	3	22	45 Minutes	18 Hours 15 Minutes
7.	Mr. Sharad Bhansali*	4	4	4 Hours 15 Minutes	4 Hours 15 Minutes
8.	Ms. Sonu Bhasin*	4	4	4 Hours 15 Minutes	4 Hours 15 Minutes

*Pursuant to the Shareholders' agreement between the parties and Articles of Association, upon the completion of merger between the Company (formerly Bharti Infratel Limited) and erstwhile Indus Towers Limited on November 19, 2020, the Board of Directors of the Company was re-constituted. Consequently, Mr. Bharat Sumant Raut, Mr. Jitender Balakrishnan, Dr. Leena Srivastava and Mr. R P Singh ceased to be the Independent Directors of the Company while Mr. Sharad Bhansali and Ms. Sonu Bhasin were appointed as Independent Directors of the Company w.e.f. November 19, 2020.

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FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme for Independent Directors which also extends to other Non-Executive Directors aims to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry, business model of the Company etc.

The Board of Directors has complete access to the information within the Company. Presentations are regularly made to the Board of Directors/ Audit & Risk Management Committee/ HR, Nomination and Remuneration Committee/ CSR Committee/ Stakeholders' Relationship Committee on various related matters, where Directors get an opportunity to interact with Senior Management. Presentations, inter alia, cover the Company's strategy, business model, operations, markets, organisation structure, product offerings, finance, risk management framework, quarterly and annual results, human resources, technology, quality and such other areas as may arise from time to time. The Company circulates through mail on periodic basis, update for Directors. Independent Directors interact with Company's management, internal auditors and statutory auditors on regular basis. The Company provides an orientation to the Independent Directors at the time of joining so as to enable them understand, inter alia, the business of the Company.

The appointment letter issued by the Company to Independent Directors also incorporates their roles, duties and responsibilities.

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Details of Familiarization sessions held during the financial year 2019-2020

S. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1.	Functional Presentation / Business update during Board Meeting	April 24, 2019 (15 Mins) October 21, 2019 (15 Mins)	• Update on new technologies • Presentation on New Business Opportunity	All Board members participated except Mr. Prakul Kaushiva and Dr. Leena Srivastava for the Board meeting held on April 24, 2019 and October 21, 2019, respectively. Ms. Tan Yong Choo, Alternate Director to Mr. Tao Yih Arthur Lang attended the Board meeting held on October 21, 2019.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	No. of the Sessions attended		No. of hours and minutes spent in the Sessions attended	
		FY 2019-20	Cumulative till date	FY 2019-20	Cumulative till date
1.	Ms. Anita Kapur	2	7	30 Minutes	7 Hours 30 Minutes
2.	Mr. Bharat Sumant Raut	2	19	30 Minutes	13 Hours 45 Minutes
3.	Mr. Jitender Balakrishnan	2	19	30 Minutes	13 Hours 45 Minutes

4.	Dr. Leena Srivastava	1	16	15 Minutes	8 Hours 30 Minutes
5.	Mr. N Kumar	2	15	30 Minutes	11 Hours
6.	Mr. R P Singh	2	19	30 Minutes	17 Hours 30 Minutes

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Details of Familiarization sessions held during the financial year 2018-19

S. No.	Particulars	Dates (Hours spent)	Topics Covered	Member(s) participated
1.	Risk Management Session	July 24, 2018 (2 Hours)	• Governance Structure • Risk Management Framework • Top 10 risks for FY 18-19	All Audit Committee members except Sanjay Nayar.
2.	Functional Presentation / Business update during Board Meeting	April 23, 2018 (15 Mins) July 25, 2018 (15 Mins) January 23, 2019 (15 Mins)	• IT Security Presentation • Update on uniform tower guidelines (RoW) and automated compliance tool • Presentation on Stock Return Note (SRN)	All Board members except **N** Kumar and Sanjay Nayar for the Board meeting held on July 25, 2018. Tan Yong Choo, Alternate Director to Tao Yih Arthur Lang attended the Board meeting held on July 25, 2018.

No. of Hours spent by the Independent Directors

S. No.	Name of Independent Director	No. of the Sessions attended		No. of hours and minutes spent in the Sessions attended	
		FY 2018-19	Cumulative till date	FY 2018-19	Cumulative till date
1.	Anita Kapur	3	5	45 Minutes	7 Hours
2.	Bharat Sumant Raut	4	17	2 Hours 45 Minutes	13 Hours 15 Minutes
3.	Jitender Balakrishnan	4	17	2 Hours 45 Minutes	13 Hours 15 Minutes
4.	Leena Srivastava	3	15	45 Minutes	8 Hours 15 Minutes
5.	**N** Kumar	2	13	30 Minutes	10 Hours 30 Minutes

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6.	RP Singh	4	17	2 Hours 45 Minutes	17 Hours

Anita Kapur was appointed as a member of Audit & Risk Management Committee w.e.f. conclusion of Board meeting dated July 25, 2018.

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Details of Familiarization sessions held during the financial year 2017-18

Sr. No.	Particulars	Dates {Hours spent)	Topics Covered	Member{s) participated
1.	Strategic Meet	April 20, 2017 (3 Hours)	• Global trends • India trends • Operator market • Tower market • Site visit	All Board members except Leena Srivastava, Rajan Bharti Mittal, Mark Chin Kok Chong
2.	Orientation Program	March 8, 2018 (6 Hours)	• Introduction with Executive Committee Members • Update about business includina site visit	Anita Kapur
3.	Functional Presentation / Business update during Board Meeting	May 8, 2017 (15 Mins) July 24, 2017 (15 Mins) January 17, 2018 (15 Mins)	• Events and Impact Analysis for deactivation of Towers • Small Cells • Consolidation in Telecom Industry	All Board members except N Kumar for the Board meeting held on May 8, 2017 and Sanjay Nayar for the Board meeting held on July 24, 2017 and January 17, 2018.

No. of Hours spent by the Independent Directors

Sl. No.	Name of Independent Director	No. of the Sessions attended		No. of hours and minutes spent in the Sessions attended	
		FY 2017-18	Cumulative till date	FY 2017-18	Cumulative till date
1.	Anita Kapur	2	2	6 Hours 15 Minutes	6 Hours 15 Minutes
2.	Bharat Sumant Raut	4	13	3 Hours 45 Minutes	10 Hours 30 Minutes
3.	Jitender Balakrishnan	4	13	3 Hours 45 Minutes	10 Hours 30 Minutes
4.	Leena Srivastava	3	12	45 Minutes	7 Hours 30 Minutes

5.	**N Kumar**	3	**11**	**3 Hours 30 Minutes**	**10 Hours**
6.	**RP Singh**	**4**	**13**	**3 Hours 45 Minutes**	**14 Hours 15 Minutes**

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Details of FamIllarization sessions held during the financial year 2016-17

SI. No	Particulars	Dates (Hours soentr	Topics Covered	Members oartieipated -
1	Board Session	23rd January 2017 1 Hour	• Bharti Infratel Limited - March towards Sustainability • The Green Tower p? Progam • Challenges & Solutions • Way Forward	All board members
2	Functional Presentation / Business update on quarterly basis during Board Meeting	2ath April 2016 26th July 2016 24th October 2016 (15 Minutes each}	• Market outlook • Amendment in Master Service Agreement • Pieventive Maintenance through Maximo	All board members

No of Hours spent by the Independent Directors

SI. No.	Name of Independent Director	No. of the Sessions attended		No. of hours and minutes spent in the Sessions attended	
		FY 2016-17	Cumulative till date	FY 2016-17	Cumulative till date
1	Bharat Sumant Raut	4	9	1 Hour 45 minutes	6 Hours 45 minutes
2	Jitender Balakrishnan	4	9	1 Hour 45 minutes	6 Hours 45 Minutes
3	Leena Srivastava	4	9	1 Hour 45 minutes	6 Hours 45 minutes

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4	N Kumar	4	8	1 Hour 45 minutes	6 Hours 30 Minutes
5	RP Singh	4	9	1 Hour 45 minutes	10 Hours 30 minutes

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Details of Familiarization sessions held during the financial year 2015-16

Sl. No	Particulars	Dates (Hours spent)	Topics Covered	Members participated
1	Orientation Program	27th July 2015 4 Hours·approx.	• Introduction with Executive Committee Members • Update about business including site visit	RP Singh
2	Board Session	23rd July 2015 4 Hours	• Presentation on GST • Presentation on IND-AS • Update on Risk Framework of the Companv	All board members
3	Functional Presentation / Business update on quarterly basis during Board Meeting	25th April 2015 22nd July 2015 23rd October 2015 27th January 2016 (15 Minutes each)	• Legal & Regulatory Updates • Towers Deployment Readiness • IT Transformation Projects • Technical Update covering Tower Design Types	All board members except Mr. N Kumar for the session held on 23 October, 2015

No of Hours spent by the Independent Directors

Sl. No.	Name of Independent Director	No. of the Sessions attended		No. of hours and minutes spent in the Sessions attended	
		FY 2015-16	Cumulative till date	FY 2015-16	Cumulative till date
1	Bharat Sumant Raut	5	5	5	5
2	Jitender Balakrishnan	5	5	5	5

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3	Leena Srivastava	5	5	5	5
4	N Kumar	4	4	4.45	4.45
5	RP Singh	5	5	8.45	8.45
6	Vinod Dhall	3	3	4.30	4.30

Mr. R P Singh joined the Board on July 15, 2016

Mr. Vinod Dhall ceased to be a Director effective September 2, 2016