

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31 March 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : **U92100HR2007PLC073822**
- ii) Registration Date : **20th November, 2007**
- iii) Name of the Company : **INDUS TOWERS LIMITED**
- iv) Category / Sub-Category of the Company : **Company Limited by Share/Non Government Company**
- v) Address of the Regd. office and contact detail: : **Building No. 10, Tower-A, 4th Floor, DLF Cyber City Gurugram - 122002**
- vi) Whether listed company Yes / No : **No**
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

**Karvy Fintech Private Limited,
Karvy Selenium, Tower B, Plot
No.-31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad Rangareddi -500032
Contact No: +91 040 67161500**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Establishing, operating and maintaining wireless communication towers	612	100%

ii)Overseas b) Individuals i) Individual Shareholders holding nominal share capital upto Rs.1 lakh ii)Individual shareholders holding nominal share capital in excess of Rs 1 lakh c) Others (Specify)									
Sub-total (B) (2):-	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total Public Shareholding (B)=(B) (1) + (B) (2)	4.85 %	Nil	4.85 %	4.85 %	4.85%	Nil	4.85 %	4.85 %	Nil
C Shares held by Custodian for GDRs & ADRs	NA	NA	NA	NA	NA	NA	NA	NA	NA
Grand Total (A+B+C)	99.96 %	0.04 %	100%	100%	99.96 %	0.04 %	100%	100%	Nil

ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at end of the year	
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		No. of Shares	% of total Shares of the Company	% Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% Shares Pledged / encumbered to total Shares	% change in shareholding during the year
1.	Bharti Infratel Limited	500484	42%	Nil	500484	42%	Nil	Nil
2.	Akhil Gupta (nominee of Bharti Infratel Limited)	10	-	Nil	10	-	Nil	Nil
3.	Devendra Khanna (nominee of Bharti Infratel Limited)	10	-	Nil	10	-	Nil	Nil
4.	Al-Amin Investments Limited	-	-	Nil	27,501	2.31 %	Nil	2.31%
5.	Asian Telecommunication Investments (Mauritius) Limited	-	-	Nil	33,191	2.79 %	Nil	2.79%
6.	CCII (Mauritius) Inc	-	-	Nil	15,107	1.27 %	Nil	1.27%
7.	Euro Pacific Securities Limited	-	-	Nil	1,35,028	11.33 %	Nil	11.33 %
8.	Vodafone Telecommunications (India) Limited	-	-	Nil	55,003	4.62 %	Nil	4.62%
9.	Mobilvest	-	-	Nil	56,729	4.76 %	Nil	4.76%
10.	Prime Metals Limited	-	-	Nil	74,007	6.21 %	Nil	6.21%
11.	Trans Crystal Limited	-	-	Nil	49,462	4.15 %	Nil	4.15%
12.	Omega Telecom	-	-	Nil	11,295	0.94 %	Nil	0.94%

	Holdings Private Limited							
13.	Telecom Investments India Private Limited	-	-	Nil	28,639	2.40 %	Nil	2.40%
14.	Jaykay Finholding (India) Private Limited	-	-	Nil	1,133	0.10 %	Nil	0.10%
15.	Usha Martin Telematics Limited	-	-	Nil	13,409	1.12 %	Nil	1.12%
16.	Vodafone Idea Limited	-	-	Nil	1,32,868	11.15 %	Nil	11.15 %
17.	Vodafone India Limited	500484	42%	Nil	0	0.00 %	Nil	42%
18.	Vodafone Mobile Services Limited (nominee of Vodafone India Limited)	10	-	Nil	0	-	Nil	-
19.	Vodafone Business Services Limited (nominee of Vodafone India Limited)	10	-	Nil	0	-	Nil	-
20.	Aditya Birla Telecom Limited	132868	11.15%		0	0.00 %		11.15 %
	Total	1133876	95.15%		1133876	95.15 %	0	Nil

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the begging of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company

	At the beginning of the year	NO CHANGE
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	
	At the End of the year	

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	57,794	4.85%	57,794	4.85%
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year (or on the date of separation, if Separated during the year)	57,794	4.85%	57,794	4.85%

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beggning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
	For Each of the Directors and KMP				
	At the beginning of the year	Nil	Nil	Nil	Nil

	Date wise Increase / Decrease in Promoters share-holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	15,000,100,000	25,239,468,926	-	40,239,568,926
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,000,100,000	25,239,468,926	-	40,239,568,926
Change in Indebtedness during the financial year				
Addition	20,000,000,000	193,491,440,690	-	213,491,440,690
Reduction	(11,666,533,343)	(186,266,891,510)	-	(197,933,424,853)

Net Change	8,333,466,657	7,224,549,180	-	15,558,015,837
Indebtedness at the end of the financial year				
i) Principal Amount	23,333,566,657	32,464,018,106	-	55,797,584,763
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	28,505,137	11,445,205	-	39,950,342
Total (i+ii+iii)	23,362,071,794	32,475,463,311	-	55,837,535,105

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Directors and /or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
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1.	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	As the paid up capital of the company is Rs, 119,16,70, it is below the prescribed limit for the appointment of Managing Director, Whole-time Directors and /or Manager.				NA
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - As % of profit - Others, specify					
5.	Others, please specify					
	Total (A)					

Ceiling as per the Act	NA
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B Remuneration to other directors;

Sl. No.	Particulars of Remuneration	Name of Director		Total Amount
		Mr. V. V. Ranganathan	Mrs. Rita Bhagwati	
	3. Independent Directors			
	• Fee for attending board committee meetings	400,000	400,000	800,000
	• Commission	12,50,000	950,000	2,200,000
	• Others, please specify	-	-	-
	Total (1)	1,650,000	1,350,000	3,000,000
	4. Other Non-Executive Directors			
	• Fee for attending board committee meetings	NA	NA	NA
	• Commission	NA	NA	NA
	• Others, please specify			
	Total(2)	NA	NA	NA
	Total (B) = (1+2)	1,650,000	1,350,000	3,000,000
	Total Managerial Remuneration			3,000,000
	Overall Ceiling as per the Act			

C Remuneration to Key Managerial Personal other than MD/ MANAGER/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel*			Total Amount
		CEO	Company Secretary	CFO	
6.	Gross Salary 4. 5.				Total
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,62,57,723	1,30,69,855	2,73,64,754	9,66,92,332

	b) Value of perquisites u/s 17(2) Income-tax Act, 1961			28,800	28800
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
7.	Stock Option		-	-	-
8.	Sweat Equity		-	-	-
9.	Commission		-	-	-
	- As % of profit				
	- Others, specify				
10.	Others, please specify		-	-	-
	Total	5,62,57,723	1,30,69,855	2,73,93,554	9,67,21,132

The provisions of Sec 203 of the Companies Act, 2013 (the "Act") with regard to key managerial personal are not applicable to the company as paid up capital of the company is less than the prescribed threshold. However, in accordance with Articles of Association of the company, the Company continues to engage professional talents in key positions including Chief Executive Officer, Chief Financial Officer & Chief of Legal & Company Secretary. As a good corporate governance, your Board has since considered these positions as Key Managerial Personal under the provisions of Companies Act, 2013.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD /NCLT / COURT]	Appeal made if any (give Details)
A Company					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C OTHER OFFICERS IN DFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA