



## Ascend Telecom Infrastructure Private Limited

Date: 22 December 2023

To,

The General Manager,  
Department of Corporate Service,  
BSE Limited  
20th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001

Respected Sir/Madam,

**Sub: Application under regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of Tower Vision India Private Limited ("Transferor Company") with Ascend Telecom Infrastructure Private Limited ("Transferee Company") and their respective shareholders and Creditors ("Scheme")**

The Board of Directors of Ascend Telecom Infrastructure Private Limited had at their meeting held on 15<sup>th</sup> December 2023 had proposed for a Scheme of Amalgamation of Tower Vision India Private Limited ("Transferor Company") with Ascend Telecom Infrastructure Private Limited ("Transferee Company"). Thus pursuant to the said Scheme of Amalgamation all the assets and liabilities of the Transferor Company shall be merged with the Transferee Company. In Consideration to the proposed merger, the Transferee Company shall issue shares to the Shareholders holding 7.3% of the Transferor Company as per swap ratio determined by the Registered Valuer i.e., 01 (One) equity share of face and fully paid-up value of INR 10/- (Ten) of Transferee Company shall be issued and allotted for every 24 (Twenty-Four) equity share of face and fully paid-up value of INR 10/- (Ten) held in Transferor Company and 92.7% of paid-up capital of the Transferor Company is held by the Transferee Company shall stand cancelled. The said Scheme of Amalgamation is subject to the approval of the Hon'ble National Company Law Tribunal ('NCLT'), Hyderabad Bench.

Whereas both the Transferor and the Transferee Company are Private Limited Companies. The Transferee Company has listed their Non- Convertible Debentures [NCD] with the BSE Limited [BSE]. By virtue of the definition under Regulation 2 (1) (p) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed Entity means an entity which is listed on a recognised stock exchange, the designated securities issued by or designated securities issued under the Scheme managed by it in accordance with the Listing Agreement entered into between the entity and the recognised stock exchange(s). Since the designated security includes the Non-Convertible Debentures pursuant to definition under Regulation 2 (1) (h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the present application is being made in line with

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Sangeetha Tower, # 3, 80 Feet Road, Indiranagar, Bangalore - 560 038 Ph: +91 08061164555

Registered Office : House No. 37-2, Plot No. 332, Mani Mansion, Defence Colony, Sainikpuri, Secundrabad- 500094 Ph: 040 - 66220000

Email: info@ascendtele.com Website : www.ascendtele.com CIN : UT70102TG2002PTC038713

the requirement of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further it is hereby respectfully submitted that pursuant to the Scheme of Amalgamation, the shareholding of the Transferee Company does not have any change except for the issue of shares pursuant to the merger nor the interest of the NCD holders will be affected pursuant to this Scheme.

S.NO	PARTICULARS	REMARKS	Annexure
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme including report from the board of directors of the listed entity recommending the draft scheme, taking into consideration, inter-alia, the Valuation Report and ensuring that the scheme is not detrimental to the holders of the NCDs/ NCRPS. This report shall also comment on the following: 1. Impact of the scheme on the holders of NCDs/ NCRPS. 2. Safeguards for the protection of holders of NCDs/ NCRPS Exit offer to the dissenting holders of NCDs/ NCRPS, if any		1
2.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the NCLT.		2
3.	Present and expected structure of NCDs/NCRPS		3
4.	Valuation report from a Registered Valuer along with the Computation of Fair Share Exchange Ratio.	Valuation Report duly provided by the Registered valuer along with the Computation of Fair Share Exchange Ratio in the prescribed Format	4
5.	Confirmation from the listed entity signed by Company Secretary/ Compliance Officer stating that: a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange		5

	and period under consideration for valuation. b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme Declaration/ Details as to whether the listed entity or any of its promoters or directors is a willful defaulter.		
6.	Fairness opinion on valuation of assets done by a registered valuer for the entities involved in the scheme of arrangement from a SEBI registered Merchant Banker as per Para (A)(2)(c) of Part I of SEBI Circular.	Fairness Opinion as provided by the Merchant Banker is enclosed	6
7.	Pre and Post Amalgamation/ Arrangement number of debenture holders and Debenture holding pattern in all the companies		7
8.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years		8
9.	Annual Report for the last 3 financial years for all unlisted companies involved in the scheme.		9
10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(6) of Part I of SEBI Circular		10
11.	Detailed Compliance Report as per the format specified in Annexure V of SEBI Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(g) of Part I of SEBI Circular	NOC provided by the Debenture holders, Debenture Trustee and secured lenders	11
12.	Complaint report as per Annexure III of SEBI Circular	To be submitted within 7 days of expiry of 10 days from the date of uploading of Draft Scheme and related documents on Exchange's website	-
13.	The listed entities shall confirm that it shall provide the facility for e-voting after the disclosure of all material	Undertaking Attached	12

	facts in the notice to the NCDs/NCRPS holders including No-Objection Letter of the Exchange.																		
14.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.		13																
15.	Brief details of the transferee and transferor companies		14																
16.	Brief details of the Board of Directors and Promoters of transferee and transferor companies		15																
17.	Confirmation by the Managing Director/ Company Secretary		16																
18.	Annual Reports of the listed transferee company involved and audited financial of all the unlisted transferor company for the last financial year.		17																
19.	Report on the Unpaid Dues		18																
20.	<p>Processing fee paid to BSE payment details are below:</p> <table border="1"> <tr> <td>Date of remittance</td> <td>22 December 2023</td> </tr> <tr> <td>Processing Fees (Rs.)</td> <td>4,00,000</td> </tr> <tr> <td>GST Amount (Rs.)</td> <td>72,000</td> </tr> <tr> <td>TDS deducted, if any (Rs.)</td> <td>40,000</td> </tr> <tr> <td>Total Amount remitted (Rs.)</td> <td>4,32,000</td> </tr> <tr> <td>Transaction Reference no.</td> <td>CMS/001344004323</td> </tr> </table> <p>Processing fee paid to SEBI payment details are below:</p> <table border="1"> <tr> <td>Complete Name of the remitter entity / person</td> <td>Ascend Telecom Infrastructure Private Limited</td> </tr> <tr> <td>Address of the entity / person</td> <td>House no. 37-2, Plot No 332, Mani Mansion, Defence Colony, Sainikpuri, Secunderabad, Telangana-500094.  Corporate office Address: Sangeetha Tower, #</td> </tr> </table>	Date of remittance	22 December 2023	Processing Fees (Rs.)	4,00,000	GST Amount (Rs.)	72,000	TDS deducted, if any (Rs.)	40,000	Total Amount remitted (Rs.)	4,32,000	Transaction Reference no.	CMS/001344004323	Complete Name of the remitter entity / person	Ascend Telecom Infrastructure Private Limited	Address of the entity / person	House no. 37-2, Plot No 332, Mani Mansion, Defence Colony, Sainikpuri, Secunderabad, Telangana-500094.  Corporate office Address: Sangeetha Tower, #		19
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21.	NOC/Clearance from the respective sectorial regulators, if any sectoral regulators approval is applicable to the any of the company involved in the scheme. Also confirm status of the approval. If not applicable, the Company is requested to provide an undertaking confirming the same	Undertaking Attached	20																		
22.	No Objection Certificate (NOC) from the debenture trustee(s).		21																		
23.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Separately Attached	22																		
24.	Pre and Post Scheme Shareholding Pattern of the entities involved in the scheme		23																		
25.	Pre and Post scheme Numbers of Shareholders of all the entities involved in the scheme		24																		
26.	Net-worth certificate from Auditor / PCA/ PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.		25																		
27.	Capital evolution details of the transferee company and transferor company		26																		
28.	NOC form NCD Holders and Secured Lenders		27																		



on the basis of the above submissions, we request you to kindly consider this application seeking the No objection from your good office and kindly grant us the approval.

Thanking you,

Yours Faithfully  
For, **Ascend Telecom Infrastructure Private Limited**

**Jayaraman Rajagopalan**  
**Chief Financial Officer, Company Secretary & Compliance officer**



Date: 22 December 2023  
Place: Bangalore