



Ascend Telecom Infrastructure Private Limited

To,
BSE Limited
20th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

Respected Sir/Madam,

Sub: **Compliance Report to be submitted along with the application for obtaining No-Objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI operational circular no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (updated as on December 01, 2022) ("SEBI Scheme Circular")**

It is hereby certified that the scheme of amalgamation involving Ascend Telecom Infrastructure Private Limited and Tower Vision India Private Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No.	Particulars	Whether complied (Yes/ No)	Remarks
1	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	Yes, complied since it does not violate, override or limit the provisions of securities laws or the requirements of the Stocks Exchange(s)
2	Submission of Valuation Report	Yes	Yes, complied and the Valuation Report is attached
3	Submission of Fairness opinion	Yes	Yes, complied and the Fairness Opinion is attached
4	Submission of documents to Stock Exchange(s)	Yes	Complied
5	Disclosures in the Scheme of Arrangement	Yes	Complied
6	Provision of approval of holders of NCDs/ NCRPS through e-voting	NA	The company has obtained the no objection from the respective NCD holders pursuant to provision of section 230(9) and same is attached
7	Grievance redress/ Report on Complaints/	Yes	The Company undertakes to file



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	Comments		the Report on Complaints / comments in prescribed format as per Para 7 of Chapter 12 of SEBI Circular SEBI/HO/DDHS/DDHS_Div1/P/ CIR/2022/0000000103 Dated July 29, 2022 (updated as on December 01, 2022)
8	Conditions for schemes of arrangement involving unlisted entities	Yes	Complied
9	Auditor's certificate regarding payment/repayment capability compliance with Accounting Standards	Yes	Yes, complied and Auditor's certificate regarding repayment capability compliance with accounting standards is attached

Your Faithfully,
For, Ascend Telecom Infrastructure Private Limited

Jayaraman Rajagopalan
Chief Financial Officer, Company Secretary & Compliance officer
22 December 2023



Director

Certified that the transactions/ accounting treatment provided in the draft scheme of amalgamation involving Ascend Telecom Infrastructure Private Limited and Tower Vision India Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Your Faithfully,
For, Ascend Telecom Infrastructure Private Limited

Jayaraman Rajagopalan
Chief Financial Officer, Company Secretary & Compliance officer
22 December 2023



Director



Ascend Telecom Infrastructure Private Limited

To,
BSE Limited
20th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

Respected Sir/Madam,

Sub: **Compliance Report to be submitted along with the application for obtaining No-Objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular")**

It is hereby certified that the draft scheme of amalgamation involving Ascend Telecom Infrastructure Private Limited and Tower Vision India Private Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and aforesaid mentioned circular, including the following:

Sl.	Reference	Particulars	Whether complied (Yes/ No/NA)	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes	Based on the second proviso to the Regulation 15(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulation"), the Company is in process to comply with Regulation 16 to 27 of the SEBI Listing Regulation at earliest, till that time would undertake compliance on "comply or explain" basis. The same would be complied within prescribed time limit as provided by SEBI.



Sangeetha Tower, # 3, 80 Feet Road, Indiranagar, Bangalore - 560 038 Ph: +91 08061164553
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 : UT70102TG20C2PTC038713

2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes	Yes, complied since it does not violate, override or limit the provisions of securities laws or the requirements of the Stocks Exchange(s)
Requirements of this circular				
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes	Complied.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	NA	The company has only listed its Non-Convertible Debentures (NCD's) and the equity shares of the company is unlisted.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	NA	Not Applicable

Your Faithfully,
For, Ascend Telecom Infrastructure Private Limited

Jayaraman Rajagopalan

Jayaraman Rajagopalan
Chief Financial Officer, Company Secretary & Compliance officer



M. D. Joshi
Director

Certified that the transactions/ accounting treatment provided in the draft scheme of amalgamation involving Ascend Telecom Infrastructure Private Limited and Tower Vision India Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Your Faithfully,
For, Ascend Telecom Infrastructure Private Limited

Jayaraman Rajagopalan

Jayaraman Rajagopalan
Chief Financial Officer, Company Secretary & Compliance officer



M. D. Joshi
Director

22 December 2023

GIP EM ASCEND 2 PTE. LTD.

(the "Company")

Company Registration No.: 202243994G
(Incorporated in the Republic of Singapore)

Date: December 15, 2023

To,
Ascend Telecom Infrastructure Private Limited
H. No. 37-2, Plot.No.332, Mani Mansion,
Defence Colony, Sainikpuri,
Secunderabad TG 500094

Dear Sir/Madam,

Re: No-Objection Certificate for scheme of amalgamation of Tower Vision India Private Limited (Transferor Company) with Ascend Telecom Infrastructure Private Limited (Transferee Company) and their respective shareholders" ("Scheme").

Sub: Your letter dated December 15, 2023 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 4 below, pursuant to the Unsecured (for the purposes of The Companies Act and The SEBI Regulations), Listed, Rated, Redeemable, Non-Convertible Debentures/Private Placement Memorandum Dt: 2nd June 2023, we hereby provide our consent/no objection to the Scheme and all transactions therein and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme.
3. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees and assigns in due course.
4. The consent provided in Paragraph 2 above shall be subject to all our rights under the Private Placement Memorandum remaining unchanged and in full force and effect. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
5. The Company may submit this letter to the BSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

GIP EM ASCEND 2 PTE. LTD.

(the "Company")

Company Registration No.: 202243994G
(Incorporated in the Republic of Singapore)

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Unsecured (for the purposes of The Companies Act and The SEBI Regulations), Listed, Rated, Redeemable, Non-Convertible Debentures/Private Placement Memorandum Dt: 2nd June 2023. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Yours Faithfully



GIP EM Ascend 2 Pte Ltd
Authorized Signatory

ATSL/DEL/2023-2024/1781

December 18, 2023

To,
Ascend Telecom Infrastructure Private Limited
H. No. 37-2, Plot.No.332, Mani Mansion,
Defence Colony, Sainikpuri,
Secunderabad TG 500094

Sub: No-Objection Certificate for proposed scheme of amalgamation of Tower Vision India Private Limited (“Transferor Company”) with Ascend Telecom Infrastructure Private Limited (“Transferee Company and Issuer”) and their respective shareholders” (“Scheme”)

Ref: Request Letter from Issuer dated December 15, 2023 (“Request Letter”) and No-Objection Certificate from GIP EM Ascend 2 Pte. Ltd. (“Debentureholder”) dated December 15, 2023 (Copy enclosed)

Dear Sir/Madam,

We are acting as Debenture Trustee for 1,33,600 (One Lakh Thirty Three Thousand Six Hundred) rated, listed, redeemable, unsecured (for the purposes of the Companies Act and the SEBI Regulations), non-convertible debentures of face value of INR 1,00,000 (Indian Rupees One Lakh only) each, aggregating upto INR 1336,00,00,000 (Indian Rupees One Thousand Three Hundred And Thirty Six Crore Only) issued by Ascend Telecom Infrastructure Private Limited.

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 4 below, pursuant to the Debenture Documents, we hereby provide our consent/no objection to the Scheme and all transactions therein and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Debenture Documents.
3. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees and assigns in due course.
4. The consent provided in Paragraph 2 above shall be subject to all our rights under the Debt and the Debenture Documents remaining unchanged and in full force and effect. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
5. The Company may submit this letter to the BSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

Corporate Identity Number : U74999MH2008PLC182264 | MSME Registered UDYAM MH-190046029

Registered Office :

Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025

Corporate Office:

The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028

Tel No.: 022-62300451 Fax No.: 022-6230 0700 Website: www.axistrustee.in



AXIS TRUSTEE

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Debenture Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Yours Faithfully,

For Axis Trustee Services Limited

 
Authorized Signatory

Date: December 15, 2023

To,
Ascend Telecom Infrastructure Private Limited
H. No. 37-2, Plot.No.332, Mani Mansion,
Defence Colony, Sainikpuri,
Secunderabad TG 500094

Dear Sir/Madam,

Re: No-Objection Certificate for scheme of amalgamation of Tower Vision India Private Limited (Transferor Company) with Ascend Telecom Infrastructure Private Limited (Transferee Company) and their respective shareholders" ("Scheme").

Sub: Your letter dated December 15, 2023 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 4 below, pursuant to the Common Loan Agreement, we hereby provide our consent/no objection to the Scheme and all transactions therein and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme.
3. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees and assigns in due course.
4. The consent provided in Paragraph 2 above shall be subject to all our rights under the Common Loan Agreement remaining unchanged and in full force and effect. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
5. The Company may submit this letter to the BSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Common Loan Agreement. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Yours Faithfully

A blue circular stamp with the text "NIIF Infrastructure Finance Limited" around the perimeter and a star in the center. A handwritten signature in blue ink is written over the stamp.

Authorized Signatory

Date: 19/12/2023

To,
Ascend Telecom Infrastructure Private Limited
H. No. 37-2, Plot.No.332, Mani Mansion,
Defence Colony, Sainikpuri,
Secunderabad TG 500094

Dear Sir/Madam,

Re: No-Objection Certificate for scheme of amalgamation of Tower Vision India Private Limited (Transferor Company) with Ascend Telecom Infrastructure Private Limited (Transferee Company) and their respective shareholders” (“Scheme”).

Sub: Your letter dated December 15, 2023 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.

Subject to Paragraph 4 below, pursuant to the Common Loan Agreement dated March 26, 2022 executed amongst the You, the Senior Lenders and the Lenders’ Agent (the “**Common Loan Agreement**” as amended from time to time., we hereby provide our consent/no objection to the Scheme and all transactions therein and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme.

2. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees and assigns in due course.
3. The consent provided in Paragraph 2 above shall be subject to the terms of the Common Loan Agreement and all our rights under the Common Loan Agreement remaining unchanged and in full force and effect. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
4. The Company may submit this letter to the BSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.
5. This consent is subject to other lenders of Company giving the similar consent/approval for The Scheme. This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Common Loan Agreement. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Yours Faithfully



Authorized Signatory



Date: 15/12/2023

To,
Ascend Telecom Infrastructure Private Limited
H. No. 37-2, Plot.No.332, Mani Mansion,
Defence Colony, Sainikpuri,
Secunderabad TG 500094

Dear Sir/Madam,

Re: No-Objection Certificate for scheme of amalgamation of Tower Vision India Private Limited (Transferor Company) with Ascend Telecom Infrastructure Private Limited (Transferee Company) and their respective shareholders" ("Scheme").

Sub: Your letter dated December 15, 2023 ("Request Letter")

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 4 below, pursuant to the Common Loan Agreement, we hereby provide our consent/no objection to the Scheme and all transactions therein and confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the loan agreement.
3. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees and assigns in due course.
4. The consent provided in Paragraph 2 above shall be subject to all our rights under the Common Loan Agreement remaining unchanged and in full force and effect. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
5. The Company may submit this letter to the BSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Common Loan Agreement. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Yours Faithfully,



Authorized Signatory

