



Ascend Telecom Infrastructure Private Limited

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of 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”)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, securities contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act 2013, it shall disclose:
 - i. the pre and post-arrangement or amalgamation (expected) capital structure and holding pattern
 - ii. Present and expected debt structure
 - iii. the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / NCD/NCRPS done by the valuer for the company and unlisted company.
 - iv. Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
 - v. The Complaint report as per SEBI Circular.

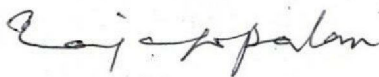


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- vi. Exchange No Objection Letter
- vii. Details of exit option given to the NCD/NCRPS holders, if any
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 or SEBI Operational Circular No. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (updated as on December 01, 2022) has been disseminated on company's website as per Website link given hereunder https://ascendtele.com/images/pdf/Scheme_of_Amalgamation.pdf. As per para 13.3 of the draft scheme the fractional entitlements, if any, shall round-off such fraction to the nearest whole number, and thereupon shall issue and allot equity shares to the shareholders holding 7.3% of the Transferor Company as of the Record Date in accordance with Clause 13.2 of the draft scheme and 92.7% of paid-up capital of the Transferor Company is held by the Transferee Company shall stand cancelled.
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) Being the Transferee Company is a private limited company and has not listed its equity shares on the stock exchange, the Company is not required to obtain shareholders' approval by way of special resolution passed through e-voting. However, the Company shall obtain the shareholders approval, by way of affidavit before filing the scheme with NCLT.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.
- h) None of the promoters or current directors of the companies involved in the scheme is a fugitive economic offender.

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