

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



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

