



**Ascend Telecom Infrastructure Pvt. Ltd.**

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400001.

Dear Sir/Madam,

**Company :** Ascend Telecom Infrastructure Private Limited ('the Company')

**Subject :** Filing of Scheme of Amalgamation under Regulation 59A

**Scrip :** 974895

This is in reference to the Application filed under Regulation 59A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the matter of Scheme of Amalgamation of Tower Vision India Private Limited with Ascend Telecom Infrastructure Private Limited ('merger scheme'). In this regard, your good office had vide mail dated 13<sup>th</sup> March 2024 sought clarification in relation to the above application. Please find below our responses for your kind consideration:

**Query as raised by SEBI** - You are requested to clarify as to how the Compliance Report submitted is in compliance with the regulatory requirements. The report submitted by the Company, is certified only by the CFO, CS, and Director (Unnamed) and not the MD, as prescribed by the circular. It is unclear how the reason cited by the entity for non-signature of MD viz. proviso to sub-section (1) of section 203 of the Companies Act, 2013 is relevant and applicable.

In response the above query, we wish to submit the following:

1. Ascend Telecom Infrastructure Private Limited (the Company) is a Private Limited Company had listed its Non-Convertible Debentures on private placement basis on the BSE Limited ('Stock Exchange').
2. As on date of making the application to Stock Exchange, the Company did not have a Managing Director in the Board of the Company and hence the Compliance Report as submitted before the Stock Exchange was signed by one of the Directors of the Company and by the Company Secretary.
3. In this regard, BSE Limited vide email dated 28<sup>th</sup> December, 2023 had sought for the clarification in the same matter and the response to the same was given by the Company to BSE Limited vide email dated 7<sup>th</sup> January, 2024 in para 13. The response as submitted to the BSE Limited vide email dated 7<sup>th</sup> January, 2024 is enclosed herewith as **Annexure-1** for your ease of reference.



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4. Whereas, in response the same query raised by SEBI, we hereby submit our detailed response in line with the provisions of Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

### A. Relevant Provisions under Companies Act, 2013:

1. Section 2(51) of the Companies Act, 2013 defines Key Managerial Personnel in relation to a Company means:
  - (i) Chief Executive Officer, Manager or **Managing Director**
  - (ii) Company Secretary
  - (iii) Whole Time Director
  - (iv) Chief Financial Officer
  - (v) Such other officers, designated by the Board as KMP but are not more than one level below the Directors in whole time employment
  - (vi) Such other officers as may be prescribed
2. **Section 2(52) define “Listed Company”** means a Company which has any of its securities listed on any recognized Stock Exchange. Provided that such class of companies which have listed or intend to list such class of securities as may be prescribed in consultation with SEBI shall not be considered as Listed Companies.”
3. **Rule 2A of The Companies (Specification of Definitions Details) Rules, 2014:**

The said rules state that for the purpose of the **proviso to clause (52) of section 2** of the Act, the following classes of companies **shall not be** considered as listed companies, namely:-

- (a) Public companies which have not listed their equity shares on a recognized stock exchange but have listed their –
  - (i) non-convertible debt securities issued on private placement basis in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008; or
  - (ii) non-convertible redeemable preference shares issued on private placement basis in terms of SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; or



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- (b) **Private companies which have listed their non-convertible debt securities on private placement basis on a recognized stock exchange in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008;**
- (c) Public companies which have not listed their equity shares on a recognized stock exchange but whose equity shares are listed on a stock exchange in a jurisdiction as specified in sub-section (3) of section 23 of the Act.

### 4. Section 203: Appointment of Key Managerial Personnel

1. Every company belonging to **such class or classes of companies as may be prescribed** shall have the following whole-time key managerial personnel: -
- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
  - (ii) Company Secretary; and
  - (iii) Chief Financial Officer:

Provided that an individual shall not be appointed or reappointed as the chairperson of the company, in pursuance of the articles of the company, as well as the managing director or Chief Executive Officer of the company at the same time after the date of commencement of this Act unless-

- (a) the articles of such a company provide otherwise; or
- (b) the company does not carry multiple businesses

Provided further that nothing contained in the first proviso shall apply to such class of companies engaged in multiple businesses and which has appointed one or more Chief Executive Officers for each such business as may be notified by the Central Government.

Further, Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 defines the **such class or classes of companies for whom Section 203 applies. Accordingly pursuant to Rule 8 Every listed company and every other public company** having a paid-up share capital of ten crore rupees or more shall have whole-time key managerial personnel.

### Response:

Ascend Telecom Infrastructure Private Limited (the Company) is a Private Limited Company and is not a listed company pursuant to Section 2(52) of the Companies Act, 2013 read with Rule 2A of The Companies (Specification of Definitions Details) Rules, 2014. Thereby the requirement of applicability of Section 203 (1) of the Companies Act, 2013 mandating a company to appoint a Managing Director does not arise.



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Since Companies Act, 2013 mandates only Public Company and a Listed Company whose Equity Shares are listed on a stock Exchange to mandatorily appoint a Managing Director under Section 203 of the Companies Act, 2013, reference to Section 203 was made in our response submitted to BSE Limited. Thus, as the Company was not mandated to appoint a Managing Director as per the provisions of Companies Act, 2013 the Compliance report submitted before your good office were duly signed by Mr. Milind Mukund Joshi (DIN: 02685576) who is the Non-Executive Director of the Company and who overviews and takes decisions about the affairs of the company.

In the light of the above provisions, we humbly request your good office to kindly consider the above response and consider our application.

### **2. Relevant Provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

1. Regulation 2 (o) defines "key managerial personnel" means key managerial personnel as defined in **subsection (51) of section 2 of the Companies Act, 2013;**
2. "listed entity" means an entity which has listed, on a recognized stock exchange(s), the designated securities issued by it or designated securities issued under schemes managed by it, in accordance with the listing agreement entered into between the entity and the recognized stock exchange(s);
3. Regulation 5 : General obligation of compliance states that "the listed entity shall ensure that key managerial personnel, directors, promoters or any other person dealing with the listed entity, complies with responsibilities or obligations, if any, assigned to them under these regulations"
4. Regulation 6 : Compliance Officer and his /her Obligations states that a listed entity shall appoint a qualified company secretary as the compliance officer.

### **Response:**

From the above definitions it is clear that a Key Managerial Personnel as per SEBI (LODR) is as defined under the Companies Act, 2013. Thus SEBI (LODR) had made references to the definition of KMP as per the Companies Act, 2013 and the Company being a private limited company and since the Company is not a listed company as per the definition of Rule 2A of the Companies (Specification of Definitions Details) Rules, 2014 it is not mandated to appoint a Managing Director.

Further the regulations of SEBI (LODR) had not mandated appointment of Managing Director elsewhere in the Regulation and hence the Company had not appointed a Managing Director as on date of the letter.



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In the light of the above submissions , since there were no requirement under the law for appointment of a Managing Director, the Board of Directors of the Company thought it fit to submit the Compliance Report duly signed by the Non Executive Director who is in charge of the affairs of the Company, Compliance Office, Chief Financial Officer and by the Company Secretary of the Company (i.e., Mr J.Rajagopalan) in order to comply with the letter and spirit of the Master Circular Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub- rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 and Operational Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitized Debt Instruments and/ or Commercial Paper.

**Submission:** In the light of the above provisions, we request your good office to kindly consider the submissions made by the Company and kindly consider the application made before your good office.

Thanking you,

Yours Faithfully

For, **Ascend Telecom Infrastructure Private Limited**

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

Date: 16 March, 2024

Place: Bangalore

Encl: As above