

S.No.3

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
22-07-2024 AT 10:30 AM**

CA (CAA) No. 21/230/HDB/2024
u/s. 230 of Companies Act, 2013

IN THE MATTER OF:

M/s. Tower Vision India Pvt Ltd., (Transferor Co.,) & M/s. Ascend Telecom
Infrastructure Pvt Ltd., (Transferee Co.,) **...Petitioner**

C O R A M:-

**DR. VENKATA RAMAKRISHNA BADARINATH NANDULA, HON'BLE MEMBER (JUDICIAL)
SH. CHARAN SINGH, HON'BLE MEMBER (TECHNICAL)**

ORDER

Orders pronounced. In the result, **CA (CAA) No. 21/230/HDB/2024 is allowed,**
subject to the directions mentioned in the order.

Sd/-
MEMBER (T)

Sd/-
MEMBER (J)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, HYDERABAD-1**

CA (CAA) NO.21/230/HDB/2024
U/s 230 to 232 of the Companies Act, 2013

IN THE MATTER OF

**TOWER VISION INDIA PRIVATE LIMITED
(CIN U64203TS2006PTC181671)
(Transferor Company)**

AND

**ASCEND TELECOM INFRASTRUCTURE PRIVATE LIMITED
(CIN U70102TG2002PTC038713)
(Transferee Company)**

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

- 1. Tower Vision India Private Limited,**
Registered office at Unit No. 10, New
Municipal No. 9-1-87 & 119/1/4F/Unit No. 10,
4th Floor, Eden Amsri Square, St Johns Road,
Secunderabad, Hyderabad, Telangana, India,
500003.
Represented by its Authorized signatory Mr. V
Siva Vara Prasad.
.... Applicant Company No. 1/ Transferor Company
- 2. Ascend Telecom Infrastructure Private
Limited,** Registered office at Unit No 10, New
Municipal No- 9-1-87 & 119 / 1 / 4F / Unit
No.10 , 4th Floor, Eden Amsri Sqaure, St Jhons

Road , Secunderabad, Hyderabad, Telangana,
India, 500003.

Represented by its Authorized Signatory Mr. G.
Naga Anil Kumar

.... Applicant Company No. 2/ Transferee Company

DATE OF ORDER: 22.07.2024

Coram

Dr. Venkata Ramakrishna Badarinath Nandula, Hon'ble Member (Judicial)
Shri Charan Singh, Hon'ble Member (Technical)

Counsels / Parties Present

For the Applicants: Mr. R. Inbaraju, Counsel

PER - BENCH

1. This is an Application filed by the Applicant Companies under Sections 230 to 232 read with Companies (Compromises, Arrangements and Amalgamations), Rules 2016 by inter-alia seeking to dispense with the requirement of holding the meeting of the equity shareholders, Secured Creditors and Unsecured Trade Creditors of Applicant Companies and Debenture Holders and Unsecured Loan Creditors of the Applicant Company No.2/Transferee Company.

2. The averments made in the application are briefly described as under:
- a. The Applicant Company No.1/Transferor Company, "**TOWER VISION INDIA PRIVATE LIMITED**", (hereinafter referred to as 'Transferor Company') was originally incorporated on January 27, 2006 under the provisions of the Companies Act, 1956, under the name and style of "Tower Vision India Private Limited" with Corporate Identification Number U64203DL2006PTC145455 in the State of New Delhi. Subsequently, pursuant to a fresh certificate of Incorporation dated 1st February 2024, the Registered office of the Company was shifted from the State of New Delhi to the State of Telangana with Corporate Identification Number U64203TS2006PTC181671. A copy of the Certificate of Incorporation of the Applicant Company No.1/Transferor Company are annexed as **Annexure 1 at page 45 to 46** of the application.
 - b. The main objects of the Applicant Company No.1/Transferor Company are:

- i. To carry out in India or elsewhere the business of network planning, design and setting-up of transmission towers, telescopic mast intelligent appliances, information appliances by constructing, owning, acquiring, developing, leasing, managing and multi tenanting telecommunication, and broadcasting antenna carriers for wireless communication services being the mast, support structures, fixing apparatus, support plinths, technology room, foundations for the mast and equipment cabin, telecommunication sites and other telecommunication infrastructures."
- ii. To carry on in India' or elsewhere the business of purchasing, selling, acquiring, developing, constructing, owning, managing, multi tenanting, hiring telecommunication and broadcasting sites, towers, structures, telescopic mast intelligent appliances, information appliances and all other telecommunication infrastructure.
- iii. To carry on in India or elsewhere the business to manufacture, produce, assemble, repair, install, maintain, convert, service, overhaul, test, buy, exchange, modify, design, develop, export, import, renovate, discover, research, improve, mechanise, mould, print, insulate, hire, let on hire, broadcast, relay, exhibit, inform and to deal in all sorts of transmission towers, telescopic mast intelligent appliances, information appliances items, systems, plants, machines, instruments, apparatus, appliances,

devices, articles or things of communications of different models and capacities.

- iv. To carry on the business of manufacturing, buying, selling, renting, importing, exporting, storing, packing, distributing, installing, maintaining, providing after sales service and otherwise dealing and trading in all kinds of telecommunication software and hardware including routers and modems, signal transmission equipment including insulated and uninsulated wires and cables whether made of copper, aluminium, alloy steel, or any other substance and fibre optic cables and coaxial cables, microwave and other wireless transmission equipment for providing telephone signals and other multimedia services to the consumers.
- v. To carry on all kinds of business in connection with all communication equipment like receivers, transmitters, trans-receivers, walkie-talkies, radio, relay equipment, point to point communication equipment, antennas and associated equipment, singly channel, multi-channel, fixed frequency, variable frequency, static, mobile, airborne, shipborne equipment in any frequency spectrum, TV systems, receivers, transmitters, pattern generators and associated equipment, amplifiers, oscillators, synthesizers, waveform generating, measuring and associated equipment, sonic, ultrasonic and radio frequency ranging and depth finding sonar and telemetry coding and data transmission equipment, data acquisition, processing and

logging equipment, computers mini-computers, micro-computers, printers, readers display terminal, facsimile transmitting and receiving equipment and systems.

- vi. To design, develop, manufacture, install, buy, sell, import, export, or obtain know-how and technology in India or abroad, or otherwise engage in activities similar or compatible with the objects of the Company.

A copy of the Memorandum and Articles of Association of the Applicant Company No.1/Transferor Company are annexed as **Annexure 2 at page 47 to 73** to the application.

- c. The Authorised Share Capital of the Applicant Company No.1/Transferor Company is Rs.9,25,00,00,000/- (Rupees Nine Thousand two hundred and fifty Crores only) divided into 92,50,00,000 (Ninety-Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each. The Present issued, subscribed and paid-up share capital of the Applicant Company No.1/Transferor Company is Rs. 8,97,20,81,840/- (Rupees Eight Hundred Crore Ninety-Seven Crore twenty Lakh Eighty-One Thousand Eight hundred forty only) divided into 89,72,08,184 (Eighty-Nine Crore Seventy-Two Lakh Eight Thousand One

hundred eighty-Four) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid-up.

- d. The financial summary of the Applicant Company No.1/ Transferor Company as on 31.03.2024 is given below:

Particulars	Amount of Rs. In Millions
EQUITY AND LIABILITIES:	
Share Capital	8,972
Reserves and Surplus	5,582
Non-Current Liabilities	13,844
Current Liabilities	3,060
TOTAL	31,458
ASSETS:	
Non-Current Assets	22,619
Current Assets	8,839
TOTAL	31,458

Copy of the Audited Balance Sheet as at 31.03.2024 of the Applicant Company No.1/Transferor Company is annexed as **Annexure 4 at page 75 to 113** of the Application.

- e. The Applicant Company No.2/Transferee Company, "**ASCEND TELECOM INFRASTRUCTURE PRIVATE LIMITED**", (hereinafter referred to as "Transferee Company) was originally incorporated on March 28, 2002 under the provisions of Companies Act, 1956, under the name and style of "Aster Infrastructure Private Limited with Corporate Identification Number U70102AP2002PTC038713 is the State of Andhra Pradesh. Subsequently, pursuant to fresh Certificate of Incorporation dated 9th August, 2010 the name of the Transferee Company was changed to "Ascend Telecom Infrastructure Private Limited. Subsequently, due to the division of the State of Andhra Pradesh into State of Telangana the Corporate identification Number of Transferee Company was changed to UT0102TG2002PTC038713. A copy of the Certificate of Incorporation and fresh certificate of incorporation on change of name of the Applicant Company No.2/Transferee Company is annexed as **Annexure 5 at page 114 to 115** of the Application.

- f. The main objects of the Applicant Company No.2/Transferee Company are:
- i. To carry on the business as to provide ready to use site infrastructure to use telecom operators, or any others who are in need of such infrastructure.
 - ii. To carry on the business of acquisitions, lease, deal or sell of land required for setting up telecom facilities either in India or outside India.
 - iii. To Carry on The Business as surveyors, Construction, installers, Assembles, Manufactures, Researcher, Designers, maintainers, Buyers, sellers, hirers, exporters, importers, distributors, agent, dealer, improvers, covering survey, civil, structure and electricals, works as needed for any infrastructure projects in the field of telecommunication infrastructure either in India or outside India.
 - iv. To carry the businesses as to build maintain telecom infrastructure that are not limited to development of site, construction of rooms, shelters, back-up power systems, environmental control system, accesses control system, alarms towers, feeder cable system and allied activities and also research and development activates in all related fields.
 - v. To carry on business as to the generate, harness, accumulate, produce distribute supply power of all kind by setting up power plant by use for liquid, gaseous or solid fuels for the purpose of light, heat, motive power, hydel, hydro-electric and for all other

purpose which electric energy can be employed and carry on allied activities on such powers either directly or through transmission line or facilities or central/state government or private company (ies), or electric boards, industries and to any other consumer of electricity and to enter into contracts with the central and/or state government municipal or local authority(ies) company(ies) or person(s) in India or abroad and to construct law down, establish, fix, erect, equip, and maintain generators, machinery, electrical equipment and cables, wires, lines accumulators, lamps, fittings, and apparatus in the capacity of principle contracts or otherwise to manufacturer deal buy, sell and hire all apparatus and things required for or used in connection with the generation, distribution, supply, accumulation of electricity including in the form electricity all power that that may be directly or indirectly derived therefrom. A copy of the Certificate of Memorandum and Articles of Association of the Applicant Company No.2/Transferee Company is annexed as **Annexure 6 at 116 to 160** of the Application.

- g. The Authorised Share Capital of the Applicant Company No.2/Transferee Company is Rs.7,64,00,00,000/- (Rupees Seven Hundred Crore Sixty-Four Crore only) divided into 76,40,00,000/- (Seventy-Six Crore forty Lakh) Equity Shares of

Rs.10/- (Rupees Ten only) each and 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000/- (Rupees Ten Lakh) Preference Shares of Rs.10/- (Rupees Ten Only). The Present issued, subscribed and paid-up share capital of the Applicant Company No.2/Transferee Company is Rs 45,50,79,830/- (Rupees Forty-Five Crore fifty Lakh Seventy-Nine Thousand Eight hundred thirty Only) divided into 4,55,07,983/- (Four Crore fifty-Five Lakh Seven Thousand Nine hundred eighty-Three) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid-up.

- h. The financial summary of the Applicant Company No.2/Transferee Company as on 31.03.2024 is given below:

Particulars	Amount of Rs. In millions
EQUITY AND LIABILITIES:	
Share Capital	455
Reserves and Surplus	19,127
Non-Current Liabilities	29,856
Current Liabilities	5,584
TOTAL	55,022
ASSETS:	

Non-Current Assets	50,084
Current Assets	4,938
TOTAL	55,022

Copy of the audited financial statements of the Applicant Company No.2/Transferee Company as on 31.03.2024 is annexed as **Annexure 8 at page 162 to 209** to this Application.

3. The Board of Directors of the Applicant Companies at their meeting held on 15.12.2023 have approved the Scheme of Amalgamation, subject to the approval/directions of this Hon'ble National Company Law Tribunal, Hyderabad Bench, and such other approvals as may be required. Certified copy of the Board Resolution of Applicant Companies is annexed as **Annexure no. 9 & 10 at page numbers 210 to 221.**
4. The copy of the proposed scheme of Amalgamation as **Annexure No. 11 at page no. 222 to 248.**
5. The Applicant Company No. 2 / Transferee Company listed its listed, rated, redeemable non-convertible Debenture on BSE Limited (BSE), the Applicant Company No.2/ Transferee company obtained

Approval (principal approval) from the BSE as per 59A of SEBI (LODR) Regulation 2015 and circular No. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103. Copy of the said principal approval from BSE vide letter dated 20th March, 2024 as **Annexure no. 12** at **page numbers 249 to 250**.

6. BENEFITS OF THE SCHEME OF AMALGAMATION:

- i) Completing acquisition, integration and consolidation of the Passive Telecom Infrastructure business of the Companies resulting in expansion of such Companies' business allowing the merged entity to capitalize on the geographic coverage to cater to the growing demand of passive infrastructure services which will assist in achieving higher long term returns thereby creating greater value for shareholders/stakeholders of the merged entity;
- ii) Enhance future business potential, achieve cost reduction and efficiencies, productivity gains and logistical advantages by pooling the technologies and resources of the Transferor and Transferee Companies thereby significantly contributing to future growth and maximizing shareholders value;
- iii) Availability of the combined resources and assets together with the synergies in the operational processes which can be utilized for improved quality of services to the telecom operators/license holders under Indian Telegraph Act by establishing consistently

high service standards across the business leading to economies of scale, rationalization of network infrastructure, creation of efficiencies and optimization of capital and operational expenditure;

- iv) Building a strong and robust infrastructural capability for improved network quality and greater coverage to effectively meet future challenges in the ever-evolving telecom business and a strategic fit for serving existing market; and
- v) Bring about environmental benefits like reduction in diesel consumption, conservation of resources, energy savings, reduced pollution etc., due to enhanced sharing, improved tenancy ratio etc.

SHARE HOLDERS OF THE APPLICANT COMPANIES

7. It is averred that the Applicant Company No.1/Transferor Company has 2 (Two) Equity shareholders. All the Equity shareholders of the Applicant Company No.1/Transferor Company have given their consents Affidavits. Certificate of Chartered Accountant, M/s. MRKS And Associates certifying the list of equity shareholders of the Applicant Company No.1/Transferor Company and consent affidavit of equity shareholders of the Applicant Company No.1/

Transferor Company are annexed at **Annexure 13 & 14 at page no. 251 to 268 of the Application.**

8. Applicant Company No.2/Transferee Company has 3 (Three) Equity shareholders. All the shareholders of the Applicant Company No.2/Transferee Company have given their consents affidavits. Certificate of Chartered Accountant, M/s. Mukesh Lade & Associates certifying the list of equity shareholders of the Applicant Company No.2/Transferee Company and consent affidavits of equity shareholders of the Applicant Company No.2/ Transferee Company are annexed at **Annexure 20 & 21 at page no. 419 to 443 of the Application.**

DEBENTURE HOLDERS

9. It is averred that the Applicant Company No.1/Transferor Company has Nil Debenture holder.
10. The Applicant Company No.2/Transferee Company has One Debenture Holder to the tune of Rs.1235,80,00,000/- has given his consent affidavit. Copy of Certificate of Chartered Accountant, M/s. Mukesh Lade & Associates certifying the list of Debenture Holders of Applicant Company No.2/Transferee Company and the consent

affidavits filed by Debenture Holders are annexed as **Annexure 22, 23** at page no **447 to 454 to the Application.**

SECURED CREDITORS

- 11.** It is averred that the Applicant Company No.1/Transferor Company has (3) Three Secured Creditor to the tune of Rs.591,73,71,407/- and All the Secured Creditors of the Applicant Company No.1/Transferor Company have given their consents affidavits. Certificate of Chartered Accountant, M/s. MRKS and Associates certifying the list of Secured Creditors of the Applicant Company No.1/Transferor Company and consent affidavit of Secured Creditors of the Applicant Company No.1/ Transferor Company are annexed at **Annexure 15 & 16 at page no. 270 to 290 of the Application.**
- 12.** Applicant Company No.2/Transferee Company has 4 (Four) Secured Creditors to the tune of Rs.722,00,00,000/-. All the Secured Creditors of the Applicant Company No.2/Transferee Company have given their consents. Certificate of Chartered Accountant, M/s. Mukesh Lade & Associates certifying the list of Secured Creditors of the Applicant Company No.2/Transferee Company and consent affidavits of Secured Creditors of the Applicant Company No.2/

Transferee Company are annexed at **Annexure 24 & 25 at page no. 455 to 477 of the Application.**

UNSECURED TRADE CREDITORS

- 13.** It is averred that the Applicant Company No.1/Transferor Company has (103) One Hundred and Three Unsecured Trade Creditor to the tune of Rs.5,45,19,507/- and 24 (Twenty-Four) Unsecured Trade Creditors Constituting Rs. 5,09,41,234 and aggregating to 93.43% of the total Unsecured Trade Creditors of the Applicant Company No.1/Transferor Company have given their consents. Certificate of Chartered Accountant, M/s. MRKS And Associates certifying the list of Unsecured Trade Creditors of the Applicant Company No.1/Transferor Company and consent affidavit of Unsecured Trade Creditors of the Applicant Company No.1/ Transferor Company are annexed at **Annexure 18 & 19 at page no. 292 to 418 of the Application.**
- 14.** Applicant Company No.2/Transferee Company has 205 (Two Hundred and Five) Unsecured Trade Creditors to the tune of Rs.13,06,94,394/- and 131 (One Hundred and Thirty One) Unsecured Trade Creditors Constituting Rs. 12,57,14,967 and aggregate of

96.19% of total Unsecured Trade Creditors of the Applicant Company No.2/Transferee Company have given their consents. Certificate of Chartered Accountant, M/s. Mukesh Lade & Associates certifying the list of Unsecured Trade Creditors of the Applicant Company No.2/Transferee Company and consent affidavits of Secured Creditors of the Applicant Company No.2/Transferee Company are annexed at **Annexure 28 & 29 at page no. 490 to 495 of the Application.**

UNSECURED LOAN CREDITORS

- 15.** It is averred that the Applicant Company No.1/Transferor Company has (0) Nil Unsecured Loan Creditor. Certificate of Chartered Accountant, M/s. MRKS And Associates certifying the list of Unsecured Trade Creditors of the Applicant Company No.1/Transferor Company are annexed at **Annexure 17 at page no. 291 of the Application.**
- 16.** Applicant Company No.2/Transferee Company has 1 (One) Unsecured Loan Creditors to the tune of Rs.150,00,00,000/-. all the Unsecured Trade Creditors of the Applicant Company No.2/Transferee Company have given their consents. Certificate of

Chartered Accountant, M/s. Mukesh Lade & Associates certifying the list of Unsecured Trade Creditors of the Applicant Company No.2/Transferee Company and consent affidavits of Unsecured Trade Creditors of the Applicant Company No.2/ Transferee Company are annexed at **Annexure 26 & 27 at page no. 478 to 489 of the Application.**

17. COMPLIANCE OF ACCOUNTING STANDARD

It is averred that the Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the accounting standards prescribed under Section 133. Certificates under Section 133 of the Companies Act, 2013 issued by Statutory Auditors of the Applicant Companies are annexed as **Annexure-31 & 32.**

18. CONSIDERATION

- a. Upon this Scheme becoming effective and in consideration for the amalgamation of Transferor Company with Transferee Company, Transferee Company shall, without any further application, act, instrument or deed, issue and allot Merger Shares, to the extent indicated below, to the members of Transferor Company, holding fully paid-up equity shares in Transferor Company and whose names appear in the Register of Members of Transferor Company,

on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of Transferor Company in the following proportion:

"01 ('one') fully paid-up Equity Shares of face value of Rs.10/- each of the Transferee Company shall be issued and allotted for every 24 ('twenty four') fully paid-up equity shares of Rs. 10/- each held in the Transferor Company."

Copy of the Valuation Reports is annexed as **Annexure 30 at page 1101 to 1120** to the Application.

19. DECLARATION BY THE APPLICANT COMPANIES

- No investigation or proceedings under the Companies Act, 1956 / Companies Act, 2013 and/ or Insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been instituted or are pending in relation to the Applicant Companies
- The filed Scheme not involved with any corporate debt restructuring scheme and hence a creditor's responsibility statement and other requirements under Section 230(2)(c) of the Companies Act, 2013 are not applicable to the present case and the filed Scheme does not include reduction of equity share capital of the Applicant Companies.
- The list of statutory applicable to the Applicant Companies which we need send the notice of petition during the second motion petition.

- 20.** We have heard the Learned Counsel for Applicant Companies and perused the documents filed. This is the first stage joint Application seeking for dispensation of meetings of Shareholders, Secured Creditors, Unsecured Trade Creditors of Applicant Companies, and Debenture Holders and Unsecured Loan Creditors of the Applicant Company No.2/Transferee Company for the Scheme of Amalgamation. The proposed scheme in question prima facie satisfies fundamental requirements for its sanction, subject to approval of this Tribunal. The Applicant Companies stated to be following all provisions of Companies Act, 2013, and rules made thereunder. In any case, dispensing with meeting in question would not deprive any aggrieved party to approach this Tribunal at any point of time, when the approval of scheme in question finally come for consideration. Therefore, the Company application deserves to be allowed.
- a) Hereby dispensed with convening the meeting of equity Shareholders of the Applicant Companies.
 - b) Hereby dispensed with convening the meeting of Debenture Holders of the Applicant Company No.2 Company.

- c) Hereby dispensed with convening the meeting of Secured creditors and unsecured Trade creditors of the Applicant Companies.
- d) Hereby dispensed with convening the meeting of unsecured loan creditors of the Applicant Company No. 2 Company
- e) Notwithstanding the above, when the Applicant Companies approach this Tribunal seeking approval of the Scheme, it would be open for any person who is interested in the Scheme of Amalgamation to put forth their contentions before this Tribunal.
- f) Accordingly, the Company Application C.A. (CAA) No. 21/230/HDB/2024 is allowed and the same is disposed.

SD

Charan Singh
Hon'ble Member Technical

SD

Dr. Venkata Ramakrishna Badarinath Nandula
Hon'ble Member Judicial

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