

Bangalore Tower Private Limited

CIN: U45309KA2021PTC152825

The Cube at Karle Town Centre, 2nd Floor

Nada Prabha Kempe Gowda Main Road

Adjacent to Nagavara Lake, Bengaluru - 560045

Tel: +91 80 6949 5555

BANGALORE TOWER PRIVATE LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES

1. INTRODUCTION

Securities and Exchange Board of India by Notification dated September 2, 2015 introduced Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. It shall come into force on the ninetieth day from the date of their publication in the Official Gazette i.e., December 01, 2015. Pursuant to Regulation 30 of aforesaid Regulation, every listed entity shall frame a policy for determination of materiality based on criteria specified in Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 duly approved by its board of directors.

2. DEFINITIONS

- a) “**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.
- b) “**Board**” shall mean the Board of Directors of the Company.
- c) “**Company**” shall mean Bangalore Tower Private Limited.
- d) “**Key Managerial Personnel or KMP**” means key managerial personnel as defined in the Companies Act, 2013.
- e) “**Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.
- f) “**Material Events/Information**” means events specified in Para A and Para B of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 are deemed to be Material Events/Information
- g) “**Policy**” means this Policy on Criteria for Determining Materiality for Disclosure of Events or Information and as may be amended from time to time.
- h) “**SEBI**” shall mean the Securities and Exchange Board of India
- i) “**Stock Exchange**” means the Exchanges where the securities of the Company are listed.

Any words used in this Policy but not defined herein shall have the same meaning ascribed to it in the Act or Rules made thereunder, Listing Regulations or any other relevant legislations or law applicable to the Company.

3. CRITERIA FOR DETERMINING MATERIALITY UNDER SUB-REGULATION (4) OF REGULATION 30

Material Events/ Information covered under this Policy shall be determined and disclosed by the Company in the manner set forth in this Policy.

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or.
- b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.
- c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following.
 - i. two percent of turnover, as per the last audited consolidated financial statements of the listed entity
 - ii. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.

In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material.

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the listing regulation.

4. Material Events

- a. Events specified in Schedule III Part A (A) of the Listing Regulations as amended from time to time and are deemed to be material events and will be disclosed irrespective of application of any quantitative and qualitative materiality thresholds.
- b. The following guidelines will be applied for determining materiality for events specified in Schedule III Part A (B) of the Listing Regulations, as amended from time to time.

Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the event / information.

- c. Any other information/event viz. major development that is likely to affect business, e.g. emergence on new technologies, expiry of patents, any changes of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the company to appraise its position and to avoid the establishment of false market in such securities.
- d. Without prejudice to the generality of para (a), (b) and (c) above, the Company may make disclosure of event /information as specified by the Board from time to time.

The company may on its own initiative also, confirm or deny any reported events or information to stock exchange(s).

Where an event occurs or information is available with the company, which has not been indicated in schedule III Part (A) and (B), but which may have material effect on it, the company shall make adequate disclosure in regard thereof to the stock exchange(s).

5. TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION

Pursuant to Sub-Regulation (6) of Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (As amended from time to time) the company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this regulation as soon as reasonably possible and in any case not later than the following:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity;
- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

Provided further that in case the disclosure is made after the timelines specified under this regulation, the listed entity shall, along with such disclosure provide the explanation for the delay.

6. DISSEMINATION OF THE POLICY

The company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) in accordance with this policy, and such disclosure shall be hosted on the website of the company for minimum period of Eight years and thereafter as per the archival policy of the company, as disclosed on its website.

7. POLICY REVIEW

Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.

8. CONTACT DETAILS

The materiality or otherwise of an event or information in terms of the Listing Regulations will be determined severally by following authorised officials of the Company as detailly mentioned in the table appended below along with their contact details.

The Authorized Persons will also decide the appropriate period / stage at which disclosure is to be made to the Stock Exchange(s) including details that may be disclosed.

Sl, No	Name of the Director and KMP	Designation	Contact details
1	Ho Kiam Kheong	Director	kiamkheong.ho@keppelland.com
2	Tan Boon Ping	Director	boonping.tan@keppelland.com
3	Abhijit Kukade	Director	abhijit.k@keppelland.com
4	Romit D'Sa	Director	romit.d@keppelland.com
5	Chandrashekar. S	Company Secretary and Compliance Officer	Chandrashekar.S@keppelland.com
