



Bangalore Tower Private Limited

CIN: U45309KA2021PTC152825

The Cube at Karle Town Centre, 5th Floor

Nada Prabhu Kempe Gowda Main Road

Adjacent to Nagavara Lake, Bengaluru - 560045

Tel: +91 80 6949 5555

February 12, 2024

The Manager,
Bombay Stock Exchange (BSE),
1st Floor, P J Towers,
Dalal Street,
Mumbai 400001

Dear Sir,

Sub: Intimation of outcome of Board meeting as required under Regulation 52(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: ISIN INEOLQT08018 Security Code 974664

Further to our intimation dated January 30, 2024 and pursuant to Regulations 52(1) of SEBI LODR Regulations, we hereby inform you that the Board of Directors of Bangalore Tower Private Limited (the "Company") at their Meeting held today i.e., Monday, February 12, 2024, has, inter-alia, considered and approved the following:

- 1) Un-audited Financial Results for the quarter ended December 31, 2023, we are enclosing herewith the following:
 - a) Un-audited Financial Results of the Company for the third quarter ended December 31, 2023.
 - b) Limited review report in respect of Financial Results, received from M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants, Statutory Auditors of the Company for the quarter ended December 31, 2023.
 - c. Declaration regarding independent Auditors Review Report issued by the Statutory Auditors of the Company with unmodified opinion on Un-audited Financial Results (Limited Reviewed) of the Company for the quarter and half-year ended September 30, 2023.



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- e. Approved amendment to the terms and conditions with respect to Maturity clause 2 (e) of Compulsorily Convertible Debentures (CCDs) agreement entered between the Company and the Holding Company. The change includes as “CCDs may be converted on or before 8 years from the date of issuance of CCDs.”
- f. To call for an Extraordinary General Meeting (EGM) of the members of the Company on Tuesday, 20th February 2024 at 01:00 P.M at the Registered office to approve amendment to the CCD agreement.

Requisite information pursuant to Regulation 52 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. Is enclosed herewith.

The Meeting of the Board of Directors commenced at 05:30 P.M and concluded at 06:00 P.M.

We request you to take the same on record.

For Bangalore Tower Private Limited

A handwritten signature in blue ink, appearing to read "Chandrashekar S".

Chandrashekar S
Company Secretary and Compliance Officer
ACS 46789

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Financial Results of the Company Pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
Bangalore Tower Private Limited**

1. We have reviewed the accompanying statement of unaudited financial results of Bangalore Tower Private Limited (the "Company") for the quarter ended December 31, 2023 and year to date from April 01, 2023 to December 31, 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

5. The figures for the corresponding quarter December 31, 2022 and period ended from April 01, 2022 to December 31, 2022, as reported in these unaudited financial results have been approved by the Company's Board of Directors, but have not been subjected to audit/review.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004


per Adarsh Ranka
Partner
Membership No.: 209567

UDIN: 24209567BKCZPG5281

Place: Bengaluru, India
Date: February 12, 2024



BANGALORE TOWER PRIVATE LIMITED

The Cube at Karle Town Centre, 2nd Floor, Nada Prabhu Kempe Gowda Main Road, Adjacent to Nagavara Lake, Bangalore - 560 045
CIN: U45309KA2021PTC152825

Statement of Unaudited Financial Results for the quarter and nine months ended 31 December 2023

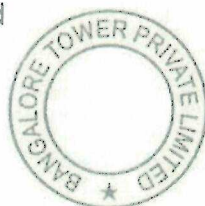
Sl. No.	Particulars	Rs. In Thousands					
		Quarter ended			Nine Month Ended		Year ended
		31-Dec-23 (Unaudited)	30-Sep-23 (Unaudited)	31-Dec-22 (Unaudited) Refer note 6	31-Dec-23 (Unaudited)	31-Dec-22 (Unaudited) Refer note 6	31-Mar-23 (Audited)
1	Income						
	Revenue from operations	141,858	198,588	-	500,538	460,720	
	Other income	222	7,229	284	17,009	4,251	
	Total income	142,080	205,817	284	517,547	464,971	
2	Expenses						
	Contractor costs	141,858	198,588	-	500,538	460,720	
	Employee benefits expense	1,713	7,251	5,528	14,187	32,467	
	Finance costs	1,746	3,071	4,107	5,021	39,975	
	Depreciation and amortisation expense	1,354	1,549	568	4,551	6,942	
	Other expenses	6,319	6,458	222,994	21,733	240,671	
	Total expenses	152,991	216,917	233,197	546,030	780,775	
3	Profit/(Loss) before tax (1-2)	(10,910)	(11,100)	(232,913)	(28,483)	(315,804)	
4	Tax expense (net)						
	Current tax	-	-	-	-	-	
	Deferred tax charge/ (credit)	(352)	932	(294)	153	(3,968)	
		(352)	932	(294)	153	(3,968)	
5	Profit/ (Loss) for the period/ year (3-4)	(10,558)	(12,032)	(232,619)	(28,636)	(311,836)	
6	Other Comprehensive income/ (loss)						
	Items that will not be recycled to profit or loss						
	Remeasurements of the defined benefit liabilities / (asset)	-	-	-	-	137	
	Tax impact	-	-	-	-	(34)	
7	Total Comprehensive Income/ (Loss) for the period/ year [Comprising Profit/(Loss) for the period (after tax) and Other Comprehensive Income/(Loss) (after tax)] (5+6)	(10,558)	(12,032)	(232,619)	(28,636)	(311,733)	
8	Paid-up equity share capital (Face Value of the Share Rs 10/- each)						
9	Earnings Per Share*						
	a) Basic	(1.08)	(1.24)	(23.88)	(2.94)	(28.00)	
	b) Diluted	(1.08)	(1.24)	(23.88)	(2.94)	(28.00)	
10	Ratios and Other Disclosure (Refer Note 7)						
	a) Debts	2,950,471	2,742,610	3,337,363	2,950,471	3,337,363	
	b) Net worth	2,650,986	2,437,293	2,498,429	2,650,986	2,498,429	
	c) Reserves excluding revaluation reserve	2,553,587	2,339,894	2,401,030	2,553,587	2,401,030	
	d) Debenture redemption reserve (DRR)	-	-	-	-	-	
	e) Debt equity ratio	1.11	1.13	1.34	1.11	1.34	
	f) Debt service coverage ratio	(0.13)	(0.11)	(1.93)	(0.12)	(0.75)	
	g) Interest service coverage ratio	(0.13)	(0.11)	(1.93)	(0.12)	(0.56)	
	h) Current ratio	0.75	0.37	1.17	0.75	1.17	
	i) Long term debt to working capital	(11.85)	(4.05)	17.38	(11.85)	17.38	
	j) Bad debts to accounts receivable ratio	NA	NA	NA	NA	NA	
	k) Current liability ratio	0.22	0.25	0.24	0.22	0.24	
	l) Total debts to total assets	0.41	0.40	0.48	0.41	0.48	
	m) Debtors turnover *	NA	NA	NA	NA	NA	
	n) Inventory turnover *	NA	NA	NA	NA	NA	
	o) Operating margin %	-6%	-7%	NA	-7%	NA	
	p) Net profit margin %	-7%	-6%	NA	-6%	NA	

(* Not annualised for the quarters)

See accompanying notes to financial results

For Bangalore Tower Private Limited

Director




BANGALORE TOWER PRIVATE LIMITED

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CIN: U45309KA2021PTC152825

Notes to financial results

- 1 Bangalore Tower Private Limited ('the Company' or 'BTPL') had issued 20,000 redeemable, rated, listed, unsecured non-convertible debentures ('NCD') of Rs 1,00,000 each on March 14, 2023, which were listed on BSE Limited ('BSE') on March 15, 2023
- 2 The above financial results of the Company for the quarter and period ended December 31, 2023 have been reviewed and taken on record at the meeting of the Board of Directors of the Company held on February 12, 2024. The statutory auditors of the Company have carried out limited review of the above unaudited financial results of the Company for the quarter and period ended December 31, 2023
- 3 NCD's issued are unsecured and there is no requirement regarding maintenance of security/ asset cover as at December 31, 2023
- 4 **Segment information**
As the Company's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided under Indian Accounting Standard 108 'Operating Segment'
- 5 **Formulas used for computations of ratios:**
 - (a) Debt represents borrowings outstanding as at reporting date including current maturities of long term debt
 - (b) Net worth: Equity share capital + Reserves [i.e. other equity excluding Revaluation Reserve]
 - (c) Debt Equity ratio: Debt/ Equity Debt represents borrowings outstanding as at reporting date including current maturities of long term debt Equity represents paid-up equity share capital and reserves [i.e. other equity excluding Revaluation Reserve]
 - (d) Debt service coverage ratio: Earnings before interest and tax (EBIT)/ [interest charged + interest capitalised + Principal repayments during the year/ period] excluding loss on redemption of OCD's
 - (e) Interest service coverage ratio: EBIT/ (interest charged + interest capitalised) excluding loss on redemption of OCD's
 - (f) Current ratio: Current Assets/ Current Liabilities
 - (g) Long term debt to working capital : Non Current Borrowings (Including Current Maturities of Long Term Debt)/ Current Assets Less Current Liabilities (Excluding Current Maturities of Non Current Borrowings)
 - (h) Bad debts to accounts receivable ratio: Bad Debts/ Average Trade Receivables
 - (i) Current liability ratio : Current Liabilities/ Total Liabilities
 - (j) Total debts to total assets : Total Debt/ Total Assets
 - (k) Inventory turnover ratio : Revenue from operations/ Average Inventory
 - (l) Debtors turnover ratio : Revenue from operations/ Average Trade Receivables
 - (m) Operating margin (%) : (EBITDA-Other income)/ Revenue from operations
 - (n) Net profit margin (%) : Earnings after tax but before Interest, Depreciation & amortisation/ Revenue from operations
- 6 The figures for the corresponding quarter and nine months ended December 31, 2022, have been approved by the Company's Board of Directors, but have not been subjected to audit/review.
- 7 The Company has incurred net loss in the current quarter and immediately preceding previous year and the Company's current liabilities exceeded its current assets as at December 31, 2023. The Company based on the support letter obtained from the shareholder and its internal assessment is confident of its ability to meet the funds requirement in case of any shortfall in liquidity during the period of 12 months from the financial results date and to continue its business as a going concern and accordingly the financial results of the Company have been prepared on that basis.
- 8 Figures pertaining to previous period/ year have been regrouped or reclassified, wherever necessary, to conform to the classification adopted in the current year.

On behalf of Board of Directors


Romit D'sa
Director
DIN: 10230554



Place: Bengaluru, India
Date: February 12, 2024



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February 12, 2024

The Manager,
Bombay Stock Exchange (BSE),
1st Floor, P J Towers,
Dalal Street,
Mumbai 400001

Dear Sir,

Sub: Declaration pursuant to Regulation 52(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: ISIN INEOLQT08018 Security Code 974664

DECLARATION

In terms of the provisions of Regulation 52(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm and declare that M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants, the Statutory Auditors of the Company, have issued Limited review Reports with unmodified opinion on the Un-audited Standalone Financial Results of the Company for the third quarter ended December 31, 2023.

This is for your information and records.

Thanking you,

Yours faithfully,

For and behalf of Bangalore Tower Private Limited

Chandrashekar S
Company Secretary and Compliance Officer
ACS 46789



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Notice convening the meeting of Equity Shareholders of Bangalore Tower Private Limited at a shorter notice.

To,

The Equity Shareholders of Bangalore Tower Private Limited

Notice is hereby given that a meeting to be held of Equity shareholders of Bangalore Tower Private Limited ("Company") at a shorter notice be convened and held at 5th Floor, The Cube-Karle Town Centre, 100 Ft, Nada Prabhu Kempe Gowda Main Road, next to Nagavara, Bengaluru - 560045, Karnataka on Tuesday, 20th February 2024 at 01:00 P.M for the purpose of considering, and if thought fit, approve and to pass the following resolution with or without modification:

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:

1. TO AMEND THE TERMS AND CONDITIONS OF AGREEMENT ENTERED WITH HOLDERS OF 0.5% UNLISTED COMPULSORILY CONVERTIBLE DEBENTURE ("CCDS")

"RESOLVED THAT subject to the provision of section 23, 42, 71, 62(1)(c) and all other applicable provisions of the Companies Act 2013 ("The Act"), the Companies (Share Capital and Debenture) Rules, 2014, the Companies (Prospectus and allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of the act, read with Articles of Association of the Company, all other applicable provisions of Foreign Exchange Management Act (FEMA), the approval of the members at the Extra - Ordinary General Meeting, is be and are hereby accorded for amendment of Clause 2 (e) of series of CCD agreements ("Agreements") entered into with M/s. Keppel Investment (Mauritius) Pte Ltd, Mauritius with respect to issuance of in Aggregate 24,420, 0.5% unlisted Compulsorily Convertible Debenture in various tranches.

RESOLVED FURTHER THAT the amendment to the Maturity Clause 2 (e) of agreements to state that the "CCDs may be converted on or before 8 years from the date of issuance of CCDs."



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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all the necessary agreement, documents, forms, papers, as may be required in this behalf, also to do necessary acts, deeds, matters and things as may be required to give effect to the forgoing resolution from time to time in the best interests of the Company.”

For and Behalf of Bangalore Tower Private Limited

A handwritten signature in black ink, appearing to read "Romit D'Sa".

Romit D'Sa
Director
DIN: 10230554

Date: 12th February 2024

Place: Bangalore



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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXY FORM SHOULD BE SUBMITTED TO THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. MEMBERS AND PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
3. THE RELEVANT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.
4. ALL DOCUMENTS REFERRED TO IN THE NOTICE ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING OFFICE HOURS ON ALL WORKING DAYS, EXCEPT SATURDAY AND HOLIDAYS, BETWEEN 10.00 A.M. AND 5.00 P.M UP TO THE DATE OF THE EXTRA-ORDINARY GENERAL MEETING.
5. SHAREHOLDERS ARE REQUESTED TO INTIMATE CHANGES IN THEIR ADDRESS, IF ANY, QUOTING THE FOLIO NUMBER TO THE COMPANY.
6. THE MEETING IS PROPOSED TO BE HELD BY GIVING A SHORTER NOTICE FOR WHICH NECESSARY CONSENT HAS TO BE RECEIVED FROM THE MEMBER.
7. THE ROUTE MAP OF THE VENUE OF MEETING IS ATTACHED WITH THE NOTICE OF THE MEETING.



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ROUTE MAP:





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EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Company had issued in Aggregate 24,420, 0.5% unlisted Compulsorily Convertible Debenture (CCDs) to M/s. Keppel Investment (Mauritius) Pte Ltd, Mauritius in various tranches. Further, it had entered into a series of CCDs agreements in which clause 2 (e) with respect to Maturity clause states the conversion period as 8 years.

The Company received request from M/s. Keppel Investment (Mauritius) Pte Ltd, Mauritius (Finance Team, Singapore HQ) with respect to amendment of Clause 2 (e) of CCDs agreements for better clarity on the conversion terms of the CCDs for valuation purpose as per the audit requirement.

The Board of Directors at their meeting held on 12th February 2024, accorded their consent to amend the terms and conditions of the CCD agreement with respect to maturity clause 2 (e) and the amended clauses 2 (e) is as mentioned below.

“CCDs may be converted on or before 8 years from the date of issuance of CCDs”

Subject to approval of holders of CCDs, The Board recommends the resolution for members approval as a Special Resolution.

None of the directors, managers, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution.

For and behalf of Bangalore Tower Private limited

Romit D'Sa

Director

DIN: 10230554

Date: 12th February 2024

Place: Bangalore

Registered Office:

The Cube-Karle Town Centre, 100 Ft,
Nada Prabhu Kempe Gowda Main Road,
next to Nagavara, Bengaluru - 560045, Karnataka



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ATTENDANCE SLIP

I/We hereby record my/our presence at the Meeting of the shareholders of the Company held at 5th Floor, The Cube-Karle Town Centre, 100 Ft, Nada Prabhu Kempe Gowda Main Road, next to Nagavara, Bengaluru - 560045, Karnataka on Tuesday, 20th February 2024 at 01:00 P.M, at a shorter notice.

NAME (S) OF THE SHARE HOLDER (S) / AUTHORIZED REPRESENTATIVE (IN BLOCK LETTERS)	
FOLIO NO/ CLIENT ID NO	
DP ID NO	
NUMBER OF SHARES HELD	
SIGNATURE OF THE SHAREHOLDER(S) / AUTHORIZED REPRESENTATIVE	



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN:	U45309KA2021PTC152825
Name of the company:	Bangalore Tower Private Limited
Registered office:	5 th Floor, The Cube-Karle Town Centre, 100 Ft, Nada Prabhu Kempe Gowda Main Road, next to Nagavara, Bengaluru - 560045, Karnataka
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I,, Shareholders Representative of
..... (member) holding..... equity shares of the above-named company, hereby appoint

1	Name:	
2	Address:	
3	E-mail Id:	
4	Signature:



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 20th February 2024 at 01:00 P.M at 5th Floor, The Cube-Karle Town Centre, 100 Ft, Nada Prabhu Kempe Gowda Main Road, next to Nagavara, Bengaluru - 560045, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:1

Ordinary / Special Business:

1. TO AMEND THE TERMS OF AGREEMENT ENTERED WITH HOLDERS OF 0.5% UNLISTED COMPULSORILY CONVERTIBLE DEBENTURE (“CCDS”)

Signed this day of2024.

Signature of shareholder		Affix Revenue Stamp
Signature of Proxy holder(s)		

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.