



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

November 9, 2023

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 INE0LQT08018 Security Code 974664

Further to our intimation dated November 2, 2023 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., Thursday, November 9, 2023, has, inter-alia, considered and approved the following:

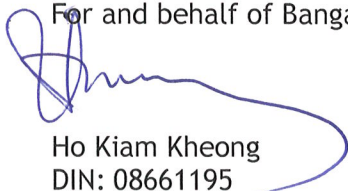
1. the Unaudited Financial Results along with Limited Review Report from M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants, Statutory Auditors of the Company for the quarter and half-year ended September 30, 2023.
2. Declaration regarding independent Auditors 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
3. issue of 3,100, 0.5% Unsecured Compulsorily Convertible Debentures ("CCDs") on preferential basis through private placement, having face of INR 1,00,000/- each amounting to INR 31,00,00,000, to, M/s. Keppel Investment (Mauritius) Pte Ltd, a holding company of our Company.
4. Hold Extra-ordinary General Meeting of Members/shareholders at shorter notice on 10th November 2023 to approve the issue of CCDs on preferential basis through private placement.

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 06:30 P.M.

We request you to take the same on record.

For and behalf of Bangalore Tower Private Limited



Ho Kiam Kheong
DIN: 08661195
Director



Chandrashekar. S
Company Secretary and Compliance Officer

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 September 30, 2023 and year to date from April 01, 2023 to September 30, 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 September 30, 2022 and six months ended from April 01, 2022 to September 30, 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: 23209567BGXWBV5998

Place: Bengaluru, India

Date: November 09, 2023



BANGALORE TOWER PRIVATE LIMITED

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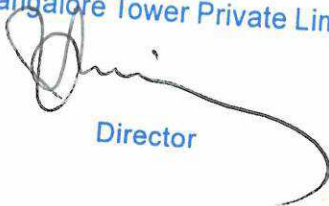
Statement of Unaudited Financial Results for the quarter and six months ended 30 September 2023

Sl. No.	Particulars	Rs. In Thousands					
		Quarter ended			Six Month Ended		Year ended
		30-Sep-23 (Unaudited)	30-Jun-23 (Unaudited)	30-Sep-22 (Unaudited)	30-Sep-23 (Unaudited)	30-Sep-22 (Unaudited) Refer note 8	31-Mar-23 (Audited)
1	Income						
	Revenue from operations	198,588	160,092	-	358,680	-	460,720
	Other income	7,229	9,558	3,00	16,787	1,654	4,251
	Total income	205,817	169,650	3,00	375,467	1,654	464,971
2	Expenses						
	Contractor costs	198,588	160,092	-	358,680	-	460,720
	Employee benefits expense	7,251	5,223	7,428	12,474	16,623	32,467
	Finance costs	3,071	204	12	3,275	12,499	39,975
	Depreciation and amortisation expense	1,549	1,648	0.00	3,197	335	6,942
	Other expenses	6,458	8,956	3,839	15,414	12,907	240,671
	Total expenses	216,917	176,123	11,279	393,040	42,364	780,775
3	Profit/(Loss) before tax (1-2)	(11,100)	(6,473)	(11,276)	(17,573)	(40,710)	(315,804)
4	Tax expense (net)						
	Current tax	-	-	-	-	-	-
	Deferred tax charge/ (credit)	932	(427)	(4,685)	505	(4,685)	(3,968)
		932	(427)	(4,685)	505	(4,685)	(3,968)
5	Profit/ (Loss) for the period/ year (3-4)	(12,032)	(6,047)	(6,591)	(18,078)	(36,025)	(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)	(12,032)	(6,047)	(6,591)	(18,078)	(36,025)	(311,733)
8	Paid-up equity share capital (Face Value of the Share Rs.10/- each)						
9	Earnings Per Share*						
	a) Basic	(1)	(1)	(1)	(1)	(6)	(32)
	b) Diluted	(1)	(1)	(1)	(1)	(6)	(32)
10	Ratios and Other Disclosure (Refer Note 7)						
	a) Debts	2,742,610	2,532,610	2,685,757	2,742,610	2,685,757	2,357,572
	b) Net worth	2,437,293	2,449,324	2,225,782	2,437,293	2,225,782	2,455,370
	c) Reserves excluding revaluation reserve	2,339,894	2,351,925	2,128,383	2,339,894	2,128,383	2,357,971
	d) Debenture redemption reserve (DRR)	-	-	-	-	-	-
	e) Debt equity ratio	1.13	1.03	1.21	1.13	1.55	0.96
	f) Debt service coverage ratio	(0.11)	(0.10)	0.01	(0.11)	(1.36)	(0.07)
	g) Interest service coverage ratio	(0.11)	(0.10)	0.01	(0.11)	(1.36)	(0.56)
	h) Current ratio	0.37	0.36	0.90	0.37	0.90	0.42
	i) Long term debt to working capital	(4.05)	(3.17)	(26.05)	(4.05)	(26.05)	(2.61)
	j) Bad debts to accounts receivable ratio	NA	NA	NA	NA	NA	NA
	k) Current liability ratio	0.25	0.29	0.24	0.25	0.24	0.35
	l) Total debts to total assets	0.40	0.37	0.43	0.40	0.43	0.34
	m) Debtors turnover *	NA	NA	NA	NA	NA	NA
	n) Inventory turnover *	NA	NA	NA	NA	NA	NA
	o) Operating margin %	-7%	-9%	NA	-8%	NA	-59%
	p) Net profit margin %	-6%	-4%	NA	-5%	NA	-68%

(* Not annualised for the quarters)

See accompanying notes to financial results

For Bangalore Tower Private Limited


Director




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

Notes to financial results**1 Balance sheet**

Particulars	Rs. In Thousands	
	As at 30-Sep-23 (Unaudited)	As at 31-Mar-23 (Audited)
A. ASSETS		
(1) Non-current assets		
(a) Property, plant and equipment	1,290	1,949
(b) Investment property under development	6,393,645	6,252,270
(c) Right of Use assets	5,498	8,035
(d) Financial assets		
(i) Other financial assets	350	350
(e) Income tax assets (net)	601	548
	6,401,384	6,263,152
(2) Current assets		
(a) Financial assets		
(i) Cash and cash equivalents	93,271	342,458
(ii) Other financial assets	1,837	11,903
(b) Other current assets	306,282	295,220
	401,390	649,581
Total	6,802,774	6,912,733
B. EQUITY AND LIABILITIES		
(1) Equity		
(a) Equity share capital	97,399	97,399
(b) Other Equity	2,339,894	2,357,971
	2,437,293	2,455,370
(2) Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	2,742,610	2,357,572
(ii) Lease liabilities	-	3,452
(b) Deferred tax liabilities (net)	541,400	540,895
(c) Provisions	2,526	2,625
	3,286,536	2,904,544
(3) Current liabilities		
(a) Financial Liabilities		
(i) Trade payables		
- Dues to micro and small enterprises	-	-
- Dues to creditors other than micro and small enterprises	4,330	4,981
(ii) Lease liabilities	6,127	5,189
(iii) Other financial liabilities	425,845	539,831
(b) Other current liabilities	642,461	1,002,635
(c) Provisions	183	183
	1,078,945	1,552,819
Total	6,802,774	6,912,733

For Bangalore Tower Private Limited



Director



BANGALORE TOWER PRIVATE LIMITED

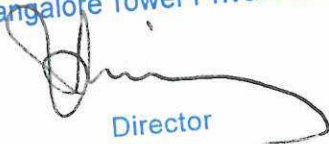
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2 Statement of cash flows

Particulars	Rs. In Thousands	
	Six months ended	
	30-Sep-23 (Unaudited)	30-Sep-22 (Unaudited)
Cash flow from operating activities		
Profit / (Loss) before tax	(17,573)	(40,710)
<i>Adjustments to reconcile profit (loss) before tax to net cash flows</i>		
Depreciation and amortisation	3,197	335
Finance costs	3,275	12,499
Non cash adjustments	(16,146)	-
Profit on sale of asset	(71)	-
Finance income	(570)	(1,648)
Working capital adjustments		
(Increase) / decrease in Other financial assets	10,065	3,351
(Increase) / decrease in other assets	129,201	(17,182)
Increase / (decrease) in trade payables	(652)	3,425
Increase / (decrease) in other financial liabilities	(5,607)	36,055
Increase / (decrease) in other liabilities	(1,493)	(17)
Increase / (decrease) in provisions	(98)	247
Cash generated from / (used in) operations	103,528	(3,645)
Direct taxes (paid) / refund	(53)	(175)
Net Cash generated from / (used in) operating activities - A	103,474	(3,820)
Cash flow from investing activities		
Capital expenditure on property, plant and equipment and investment property under development	(615,065)	(312,959)
Sale proceeds of property, plant and equipment	71	-
Receipt of intercorporate deposits given	-	577,669
Interest received	570	1,648
Net Cash generated from / (used in) investing activities - B	(614,425)	266,358
Cash flow from financing activities		
Proceeds from secured borrowings	389,561	-
Proceeds from issue of compulsorily convertible debentures	-	723,600
Repayment of secured borrowings	-	(579,187)
Redemption of optionally convertible debentures	-	(36,900)
Payment of Lease liabilities	(2,892)	-
Interest paid	(124,905)	(12,439)
Net Cash generated from / (used in) financing activities - C	261,763	95,074
Net increase / (decrease) in cash and cash equivalents during the year (A+B+C)	(249,187)	357,612
Cash and cash equivalents at the beginning of of the year	342,458	275,456
Cash and cash equivalents at year end	93,271	633,067
Components of cash and cash equivalents at year end		
Cash on hand	35	-
Balances with banks		
- in current accounts	43,234	633,067
- in deposit accounts	50,001	-
	93,271	633,067

- 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.
- The above financial results of the Company for the quarter and period ended September 30, 2023 have been reviewed and taken on record at the meeting of the Board of Directors of the Company held on November 09, 2023. 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 September 30, 2023.
- NCD's issued are unsecured and there is no requirement regarding maintenance of security/ asset cover as at September 30, 2023.

For Bangalore Tower Private Limited


Director



BANGALORE TOWER PRIVATE LIMITED

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6 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'.

7 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

- 8 The figures for the corresponding quarter and six months ended September 30, 2022, have been approved by the Company's Board of Directors, but have not been subjected to audit/review.
- 9 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 September 30, 2023. The Company based on the support letter obtained from the shareholder and its internal assesment is confident of its ability to meet the funds requirement incase 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.
- 10 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


Ho Kiam Kheong
Director
DIN: 08661195

Place: Bengaluru, India
Date: November 09, 2023



November 9, 2023

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 INE0LQT08018 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 Independent Auditor's Review Report (Limited Review) on the half year and year to Date Financial Results ((Unaudited and Standalone)) with unmodified opinion on the un - audited Standalone Financial Results of the Company for the quarter and half year ended September 30, 2023.


This is for your information and records.

Thanking you,

Yours faithfully,

For and behalf of Bangalore Tower Private Limited


Ho Kiam Kheong
DIN: 08661195
Director


Chandrashekar. S
Company Secretary and Compliance Officer

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 The Cube-Karle Town Centre, 100 Ft, Nada Prabhu Kempe Gowda Main Road, next to Nagavara, Bengaluru - 560045, Karnataka on Friday, 10th November 2023 at 11:00 A.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 OFFER COMPULSORILY CONVERTIBLE DEBENTURES ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT

"RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c), 71 and all other applicable provisions, if any, under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to create, offer and issue 3,100 (Three Thousand and One Hundred) Nos. of unsecured Compulsorily Convertible Debentures ("CCDs") of face value of Rs. 1,00,000/- each (Rupees One Lakh only) at par amounting to Rs. 31,00,00,000/- (Rupees Thirty-One Crore Only) with a coupon rate of 0.5% on a preferential basis through private placement to M/s. Keppel Investment (Mauritius) Pte Ltd.

The terms of the issue of Compulsorily Convertible Debentures ("CCD" or "Debentures") are as follows:

1. Par value of CCDs - Rs. 1,00,000/- per CCD
2. Coupon rate of CCDs - 0.5% per annum

3. Conversion ratio of the CCD - Each CCD shall be converted into equity share on the basis of Fair Market Value of such equity shares as on date of issuance of CCDs as decided by the Company.
4. The equity shares to be issued on conversion of CCDs to be ranked pari-passu with other equity shares of the Company.
5. Terms of the CCDs - 8 Years from the date of issuance of the instrument

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute all the necessary 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



Mr. Ho Kiam Kheong
Director
DIN: 08661195

Date: 09th November 2023
Place: Bangalore

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:



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

Item No. 1

The Company is considering raising funds to the tune of INR 31,00,00,000/- (Rupees Thirty-One Crore Only) from M/s. Keppel Investment (Mauritius) Pte Ltd. on preferential basis through private placement of CCDs. The fund raise would be undertaken in terms of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions of the Companies Act, 2013 and rules made thereunder. The funds raised would be utilized for the working capital for business operations of the Company.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

Sr	Particulars under Rule	Material facts
1.	Particulars of Offer	Issuing and allotting 3,100 (Three Thousand One Hundred only) unsecured Compulsory Convertible Debentures of the Company having face value of Rs. 1,00,000/- (Rupees One Lakh) each on private Placement basis.
2.	Date of Passing of Board Resolution	09 th November 2023
3.	Purpose and Object of the Offer	a) Working capital requirement b) General corporate purposes
4.	Kind of Securities offered	0.5% Unsecured Compulsory Convertible Debentures.
5.	Price at which Security is being offered	The CCDs are being offered at a face value of Rs. 1,00,000/- per Debenture
6.	Basis for determining the price	The valuation report issued by M. Ashish Koppa, Registered Valuer (Registration Number: IBBI/RV/04/2019/11841) dated 03 rd November 2023 as obtained by the Company.

7.	Amount which the Company intends to raise by way of such securities	Rs. 31,00,00,000/- (Rupees Thirty-One Crore Only)
8.	Terms of issue including terms and rate of dividend on each share, etc.	0.5% per annum coupon rate of CCD and as per the terms mentioned in the resolution hereinabove
9.	Principal terms of assets charged as securities	Nil
10.	Relevant date with reference to which the price has been arrived at	30 th September 2023
11.	The class or classes of persons to whom the allotment is to be made	M/s. Keppel Investment (Mauritius) Pte Ltd, Holding Company
12.	Intention of promoters / directors / KMP to subscribe to the offer	The holding company (promoter) intends to subscribe to the proposed offer.
13.	Proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of share application money
14.	Change in control if any, in the Company that would occur consequent to the preferential offer	No change in control of the Company would occur consequent to this private placement
15.	No. of persons to whom allotment on preferential basis have already been made during the year, in terms of securities as well as price	1 Nos. 1. M/s. Keppel Investment (Mauritius) Pte Ltd - 3,100 CCDs of Rs. 1,00,000/- each amounting to Rs. 31,00,00,000/-
16.	Pre-issue and post issue shareholding pattern of the company	Outlined in a separate table below

Annexure 1 - Shareholding Pattern of the Company:

Sr.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's holding':				
1	Indian				
	Individual				
	Bodies Corporate	1	0.00001%	1	0.00001%
	Sub total	1	0.00001%	1	0.00001%
2	Foreign Promoters	97,39,871	99.99999%	97,39,871	99.99999%
	Sub-Total (A)	97,38,872	100%	97,38,872	100%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution	-	-	-	-
3	Private Corporate Bodies	-	-	-	-
4	Directors and relatives	-	-	-	-
5	Indian Public	-	-	-	-
6	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	GRAND TOTAL	97,38,872	100%	97,38,872	100%

Annexure 2 - Debenture holding Pattern of the Company:

The Post issue debenture holding pattern is subject to subscription to be made by the subscribers to whom the current offer is made

Sr.	Category	Pre-Issue		Post-Issue	
		No. of Debentures held	% of Debenture holding	No. of Debentures held	% of Debenture holding
A	Promoter's holding':				
1	Indian				
	Individual				
	Bodies Corporate				
	Sub total	-	-	-	-
2	Foreign Promoters	21,320	100%	24,420	100%
	Sub-Total (A)	21,320	100%	24,420	100%

B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution	-	-	-	-
3	Private Corporate Bodies	-	-	-	-
4	Directors and relatives	-	-	-	-
5	Indian Public	-	-	-	-
6	Others (Including NRIs)				
	Sub-Total (B)	-	-	-	-
	GRAND TOTAL	21,320	100%	24,420	100%

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



Mr. Ho Kiam Kheong

Director

DIN: 08661195

Date: 09th November 2023

Place: Bangalore

Registered Office:

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



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

ATTENDANCE SLIP

I/We hereby record my/our presence at the Meeting of the shareholders of the Company held at 2nd Floor, The Cube-Karle Town Centre, 100 Ft, Nada Prabhu Kempe Gowda Main Road, next to Nagavara, Bengaluru - 560045, Karnataka on Friday, 10th November 2023 at 11:00 A.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:	2nd 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:



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

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 Friday, 10th November 2023 at 11:00 A.M at 2nd 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 OFFER COMPULSORILY CONVERTIBLE DEBENTURES ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT**

Signed this day of2023.

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

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.