



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING OF THE MEMBERS OF NUCLEUS OFFICE PARKS PRIVATE LIMITED (“THE COMPANY”) WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, 30TH SEPTEMBER, 2022 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ONE BKC, C WING 407, PLOT NO. C-66, G-BLOCK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400051, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2022, Statement of Profit & Loss and the Cash Flow Statement of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.**

SPECIAL BUSINESS:

- 2. To appoint Ms. Nina Xanthe James (DIN: 09571907) as a Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Ms. Nina Xanthe James (DIN: 09571907) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th April, 2022 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the Company.”

- 3. To appoint Ms. Yixiao Liu (DIN: 09573376) as a Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Ms. Yixiao Liu (DIN: 09573376) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th April, 2022 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the Company.”



**By order of the Board of Directors
Nucleus Office Parks Private Limited**

**Quaiser Parvez
Director**

DIN: 07478598

Address: B-1702, Floor-17, Plot-131/132,
Indiabulls BLU, Ganpatrao Kadam Marg, Worli
Mumbai- 400013, Maharashtra, India.

Date: 23rd September, 2022

Place: Mumbai

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”), in regard to the business as set out in Item No. 2 and 3 above are annexed hereto.
2. A Member entitled to vote is entitled to appoint a proxy to attend and vote instead of him / her and a proxy need not be a Member of the Company.
3. Proxies, in order to be valid shall be lodged, duly executed with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting.
4. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
5. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
7. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the Registered Office of the Company.
8. In terms of applicable Secretarial Standards on General Meeting, necessary route map of venue of General Meeting is provided overleaf for your ease and reference.
9. Necessary consents shall be obtained from the Members for holding AGM at shorter notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,
FORMING PART OF NOTICE CONVENING THE ANNUAL GENERAL MEETING:**

ITEM NO. 2

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business mentioned under Item No. 2 of the accompanying notice:

Ms. Nina Xanthe James (DIN: 09571907) was inducted into the Board of Directors on 13th April, 2022 as an Additional Director, to hold office until the conclusion of this Annual General Meeting.

Ms. James holds a bachelor’s degree in landscape architecture and a master’s degree in environmental management from the University of New South Wales and a Certificate in Sustainable Finance from Columbia University, New York.

Ms. James is a Managing Director and Head of Asia ESG for Blackstone Real Estate and has 22 years of experience.

The Board therefore recommends the resolution stated in Item No. 2 for appointment of Ms. Nina Xanthe James (DIN: 09571907) for the approval of the Members.

Ms. Nina Xanthe James (DIN: 09571907) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Except Ms. Nina Xanthe James (DIN: 09571907) or her relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 3

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying notice:

Ms. Yixiao Liu (DIN: 09573376) was inducted into the Board of Directors on 15th April, 2022 as an Additional Director, to hold office until the conclusion of this Annual General Meeting.

Ms. Liu holds a BA degree in Mathematics and a BA degree in Economics from the University of Chicago. She also holds an MBA degree from Harvard Business School.

Ms. Liu is a Managing Director in the Blackstone Real Estate group and is involved in the financing and capital markets activities for Asia Pacific real estate investments and has more than 13 years of experience. Before joining Blackstone, Ms. Liu worked for Morgan Stanley’s Fixed-Income CMBS Group.



The Board therefore recommends the resolution stated in Item No. 3 for appointment of Ms. Yixiao Liu (DIN: 09573376) for the approval of the Members.

Ms. Yixiao Liu (DIN: 09573376) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Except Ms. Yixiao Liu (DIN: 09573376) and/or her relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

By order of the Board of Directors
Nucleus Office Parks Private Limited

Quaiser Parvez
Director

DIN: 07478598

Address: B-1702, Floor-17, Plot-131/132,
Indiabulls BLU, Ganpatrao Kadam Marg, Worli,
Mumbai- 400013, Maharashtra, India.

Date: 23rd September, 2022

Place: Mumbai

Details of Directors seeking appointment / re-appointment:

1. Ms. Nina Xanthe James:

Name of Director	Ms. Nina Xanthe James
DIN	09571907
Date of Birth	29/11/1977
Age	44 years
Date of Appointment	13/04/2022
Qualification	Bachelor's degree in landscape architecture and a master's degree in environmental management from the University of New South Wales Certificate in Sustainable Finance from Columbia University, New York
Experience	22 years
Directorships held in other companies	Horizon Industrial Parks Private Limited
No. of shares held in Company	Nil
Relationships with other directors and KMP of the Company	Nil

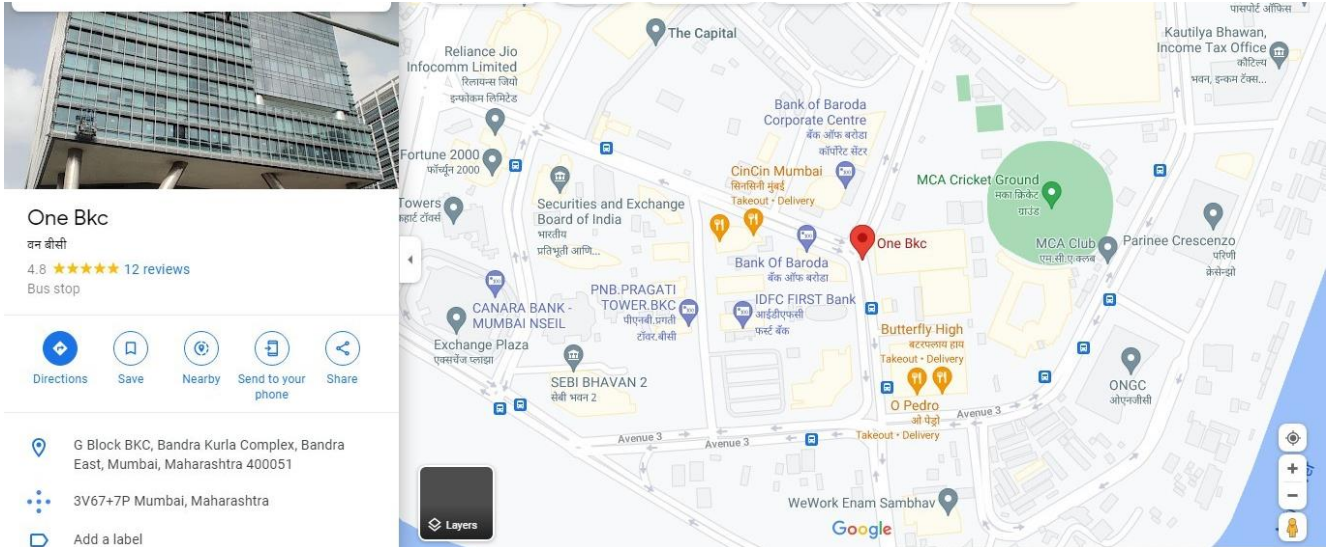
2. Ms. Yixiao Liu:

Name of Director	Ms. Yixiao Liu
DIN	09573376
Date of Birth	29/03/1985
Age	37 years
Date of Appointment	15/04/2022
Qualification	BA degree in Mathematics and Economics from the University of Chicago MBA from Harvard Business School
Experience	13 years
Directorships held in other companies	Horizon Industrial Parks Private Limited
No. of shares held in Company	Nil
Relationships with other directors and KMP of the Company	Nil

Annexure I

Route Map for AGM venue: One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.

Prominent Landmark: One BKC, Mumbai



Annexure II

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 : U45309MH2020FTC338743
Name of the Company : Nucleus Office Parks Private Limited
Registered Office : One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.

Name of the Member(s)	:
Registered Address	:
E-mail Id	:
Folio No. / Client Id	:
DP ID	:

I/We, being the member(s) of shares of the above named company, hereby appoint:

- Name :

Address :

E-mail Id :

Signature :, or failing him
- Name :

Address :

E-mail Id :

Signature :, or failing him
- Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 04:00 P.M. at the Registered Office of the Company situated at One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No. 1 to 3:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2022, Statement of Profit & Loss and the Cash Flow Statement of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint Ms. Nina Xanthe James (DIN: 09571907) as a Director of the Company; and
3. To appoint Ms. Yixiao Liu (DIN: 09573376) as a Director of the Company.

Signed this day of 2022

**Affix
Revenue
Stamp**

Signature of Shareholder

Signature of Proxy holder

Note:

- a) **Revenue Stamp to be affixed on this form.**
- b) **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.**



Annexure III

ATTENDANCE SLIP

NUCLEUS OFFICE PARKS PRIVATE LIMITED

Registered Office: One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.

Please complete this Attendance Slip and hand it over at the entrance of the place of the meeting

Folio No. _____

Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the 2nd Annual General Meeting of the Company held at the Registered Office of the Company situated at One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India on Friday, 30th September, 2022 at 04:00 P.M.

Signature of Shareholder/Proxy