

21st April, 2022

To,
The General Manager – Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001

ISIN	INE065I07023
Scrip Code	973382
Scrip ID	733OICPL26

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended 31st March, 2022 in PDF form.

Dear Madam/Sir,

This is to inform you that the Company is a High Value Debt Listed Entity as per Regulation 15(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI LODR, 2015**”) and accordingly, the Corporate Governance Report for the quarter ended March 31, 2022 was uploaded on the BSE Listing Centre on 21st April, 2022 in XML mode using the BSE XBRL utility w.r.t. Corporate Governance pursuant to Regulation 27(2) of the SEBI LODR, 2015.

However, kindly note that as per the BSE Circular dated 7th January, 2022, High Value Debt Listed Entities are required to submit Corporate Governance Report in PDF form through the BSE Listing Centre and accordingly, we hereby submit the Corporate Governance Report for the quarter ended March 31, 2022 in the PDF mode attached as **Annexure I**.

Further, kindly note that since there is no specific drop down for uploading the Corporate Governance Report in the PDF form under the “Corporate Announcement” tab at the BSE Listing Center, we shall upload the said report under the option: Regulation 51(1),(2) – Price Sensitive Information/ disclosure of event/ information at the BSE Listing Center.

Request you to take the said information and report on your records.

Thanking You,
For One International Center Private Limited
(Formerly known as Indiabulls Real Estate Company Private Limited)



Ritu Verma
Company Secretary and Compliance Officer
ICSI Membership No.: A41397

One International Center Private Limited (formerly known as Indiabulls Real Estate Company Private Limited)

Registered Office: 448-451 Indiabulls House, Udyog Vihar Phase V, Gurugram, Haryana, 122016

Corporate Office: One International Center, Tower - 1, 10th Floor, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400013

Annexure I

1. Name of the Listed Entity: One International Center Private Limited
2. Quarter ending: March 31, 2022

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	\$ PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cession	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sumit Bhartia	PAN: AKUPB2845E DIN: 07726897	Chairperson - Non - Executive - Non Independent Director	06-06-2018			46	25-12-1985	0	0	0	0
Mr.	Shravan Sharma	PAN: CKFPS5140A DIN: 07380246	Non - Executive - Non Independent Director	06-06-2018			46	21-01-1989	0	0	0	0

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Mr.	Nikhil Pradeep Jalan	PAN: AGRPJ866 8A DIN: 08236319	Non - Executive - Non Independent Director	23-10-2018			41	15-07-1987	0	0	0	0
Mr.	Prakash Gupta	PAN: AADPG770 4J DIN: 05357983	Executive Director	22-12-2021			3	02-05-1971	0	0	0	0
Ms.	Miti Ashok Shah	PAN: AEUPS598 3E DIN: 08618888	Non - Executive - Independent Director	22-12-2021			3	12-10-1979	0	0	2	0
Mrs.	Swati Fanil Shah	PAN: AMLPS540 9A DIN: 08312446	Non - Executive - Independent Director	24-02-2020			25	15-11-1972	0	0	1	0

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

\$ PAN of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen

** to be filled only for Independent Directors. Tenure would mean total period from which independent director is serving on board of directors in continuity without any cooling off period.*

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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
2. Nomination & Remuneration Committee	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
3. Risk Management Committee (if applicable)	Yes	Miti Ashok Shah	Chairperson - Non-Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
4. Stakeholders Relationship Committee'	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
5. Corporate Social Responsibility Committee	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	03-10-2019	-

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III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes / No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
13-11-2021	-	Yes	4	0	-
07-12-2021	-	Yes	4	0	23 days
22-12-2021	-	Yes	4	0	14 days
-	28-01-2022	Yes	6	2	36 days
-	14-02-2022	Yes	4	2	16 days
-	04-03-2022	Yes	4	0	17 days
	10-03-2022	Yes	4	0	5 days
	17-03-2022	Yes	6	2	6 days

** to be filled in only for the current quarter meetings*

IV. Meetings of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)** Yes / No	Number of Directors present**	Number of independent directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee	14-02-2022	Yes	3	2	13-11-2021	-
		-	-	-	06-12-2021	69 days
2. Nomination & Remuneration Committee	17-03-2022	Yes	3	2	22-12-2021	-
3. Corporate Social Responsibility Committee	28-01-2022	Yes	3	2	-	-
4. Stakeholders Relationship Committee	17-03-2022	Yes	3	2	-	-
5. Risk Management Committee	17-03-2022	Yes	3	2	-	-

** This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

***to be filled in only for the current quarter meetings*

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Annexure 1

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A.
<p>Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.</p>	

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

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5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
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Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-

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Shareholding pattern	NA	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	Yes	-
Criteria of making payments to non-executive directors	NA	-

Annual Affirmations

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-

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13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	NA	-
19	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	NA	-
21	Approval for material related party transactions	23(4)	NA	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	NA	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

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Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	NA

Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-

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KMPs or any other entity controlled by them	-	-	-
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes
Name	Vishal Tharwani
Designation	CFO

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**For One International Center Private Limited
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Ritu Verma
Company Secretary and Compliance Officer
ICSI Membership No.: A41397

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