

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 01/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ONE INTERNATIONAL CENTER PRIVATE LIMITED (FORMERLY KNOWN AS INDIABULLS REAL ESTATE COMPANY PRIVATE LIMITED) WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, 20<sup>TH</sup> MAY, 2022 AT ONE BKC, C WING 407, PLOT NO. C- 66, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (E), MUMBAI – 400051, MAHARASHTRA, INDIA AT 11.00 AM TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**1. APPROVAL FOR SHIFTING OF REGISTERED OFFICE ADDRESS OF THE COMPANY FROM THE STATE OF HARYANA TO THE STATE OF MAHARASHTRA AND CONSEQUENTLY ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 12(5), 13(4) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of the Regional Director (Northern Region), Ministry of Corporate Affairs at New Delhi and any other authority as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any other statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting the Registered Office of the Company from Gurgaon in the state of Haryana to Mumbai in the state of Maharashtra and that Clause II of the Memorandum of Association of the Company be amended / substituted by the following clause:

*“II. The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.”*

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from “Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon – 122016, Haryana, India” to “One International Center, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013, Maharashtra, India” or such other place in Mumbai, as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Mr. Gaurav Malik, Authorized Signatory of the Company be and are hereby severally authorised to appoint counsels and advisors, file all necessary forms and documents with the Registrar of Companies and any other authority, execute and file applications / petitions, affidavits, issue notice and advertisements, obtain orders for shifting of registered office from concerned authorities, issue clarifications and take all such steps and to do all such acts and deeds as they may deem necessary and proper in connection with the above resolutions.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised, to sign and execute power of attorney and other necessary documents and papers in this regard and to take such other steps that may be required to give effect to this resolution

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to certify a copy of the aforementioned resolutions and issue the same and a certified extract of the minutes of this meeting be delivered to the concerned parties.”

**For One International Center Private Limited**

**SUMIT**  
**BHARTIA**  
Digitally signed  
by SUMIT  
BHARTIA  
Date: 2022.05.17  
14:59:52 +05'30'

**Sumit Bhartia**

**Director**

**DIN: 07726897**

**Address:** 1103, Floor No. 11, Wing R, Plot No. 51/B,  
Godrej Origins, Eastern Express Highway, The Trees,  
Vikhroli, Mumbai – 400079, Maharashtra, India.

**Date:** 17<sup>th</sup> May, 2022

**Place:** Mumbai

**Notes:**

1. A member entitled to vote is entitled to appoint one or more proxies to attend and vote instead of him / her and a proxy need not be a member of the Company.
2. 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.
3. Members are requested to promptly notify any change in their postal address/ e-mail address to the Registered Office of the Company.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
5. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (EGM) 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.
6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, or shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
8. Necessary consents shall be obtained from the Members for holding the Extra-Ordinary General Meeting at shorter notice.
9. 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.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

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. 1 of the accompanying Notice:

**ITEM NO. 1: APPROVAL FOR SHIFTING OF REGISTERED OFFICE ADDRESS OF THE COMPANY FROM THE STATE OF HARYANA TO THE STATE OF MAHARASHTRA AND CONSEQUENTLY ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The Registered Office of the Company is presently situated at Gurgaon, Haryana.

The Board of Directors at their meeting held on 17<sup>th</sup> May, 2022 have decided to shift the Registered Office from Gurgaon, Haryana to Mumbai, Maharashtra in accordance with the provisions of the Companies Act, 2013 and rules thereunder, as One International Center, the asset owned by the Company is located in Mumbai, such change in registered office would enable the Company to carry on the business more economically, efficiently and for better administration. Further, given the employees of the Company are also located in Mumbai, the Board of Directors think it would be fit and expedient to undertake the business activities with the registered office at Mumbai in more convenient and conducive manner. Section 12(5) of the Companies Act, 2013 provides that for shifting of the Registered Office of the Company from one State to another, approval of the Members by way of Special Resolution and confirmation by the Regional Director is required. Hence, with a view to improve the business opportunities of the Company and to enhance its growth prospects it is considered fit to shift the Registered Office of the Company to the State of Maharashtra.

The proposed change will in no way be detrimental to the interest of any Member of Public / Employees / other Associates of the Company in any manner whatsoever. The Board of Directors accordingly recommends the resolution set out in the Item No. 1 of the accompanying Notice for approval of Members as a **Special Resolution**.

None of the Directors, Managers and/ or the Key Managerial Personnel and their relatives are in any way, concerned or interested in the aforesaid resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e., Monday to Friday) during working hours (9 AM to 6 PM).

**For One International Center Private Limited**

**SUMIT**  
Digitally signed  
by SUMIT  
BHARTIA  
**BHARTIA**  
Date: 2022.05.17  
15:00:25 +05'30'

**Sumit Bhartia**

**Director**

**DIN: 07726897**

**Address:** 1103, Floor No. 11, Wing R, Plot No. 51/B,  
Godrej Origins, Eastern Express Highway, The Trees,  
Vikhroli, Mumbai – 400079, Maharashtra, India.

**Date:** 17<sup>th</sup> May, 2022

**Place:** Mumbai

**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

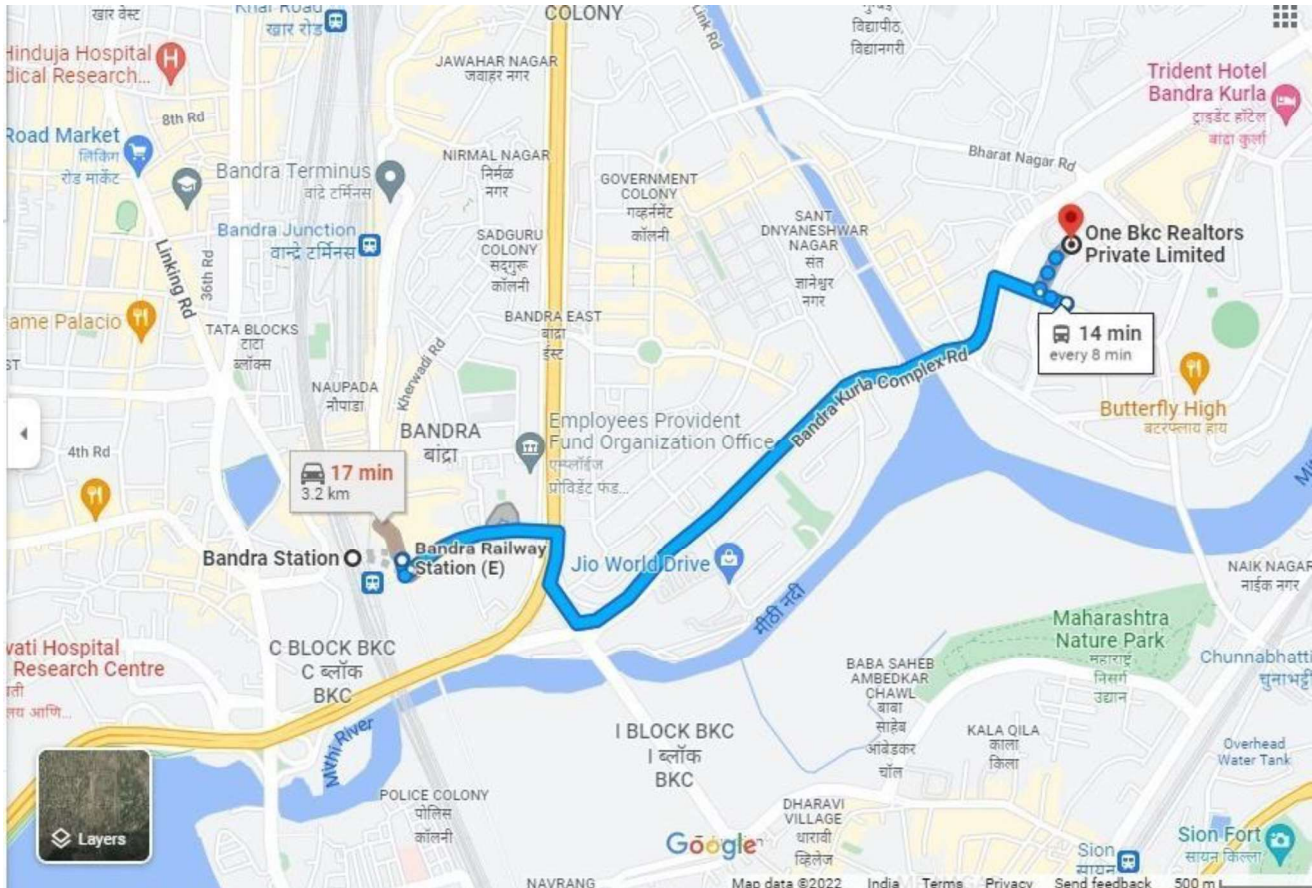
**Corporate Office:** One International Center, Tower - 1, 10<sup>th</sup> Floor, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400013

Telephone: +91 22 68305500 | E-mail: [info@nucleusofficeparks.com](mailto:info@nucleusofficeparks.com) | Website: [www.nucleusofficeparks.com](http://www.nucleusofficeparks.com) | CIN: U70101HR2005PTC077759

**ROUTE MAP FOR EGM VENUE**

**Route Map for EGM Venue:** One BKC, C Wing 407, Plot No. C- 66, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051, Maharashtra, India.

**Prominent Landmark:** One BKC



**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, 10<sup>th</sup> Floor, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400013

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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** : U70101HR2005PTC077759  
**Name of the Company** : One International Center Private Limited  
**Registered Office** : Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon - 122016, Haryana, 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:

1. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : ....., or failing him
  
2. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : ....., or failing him
  
3. 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 01/2022-23 Extra Ordinary General Meeting of the Company to be held on Friday, 20<sup>th</sup> May, 2022 at 11.00 AM at One BKC, C Wing 407, Plot No. C-66, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051, Maharashtra, India and at any adjournment thereof in respect of such resolution as indicated below:

**Resolution No.:**

1. Approval for shifting of Registered Office Address of the Company from the State of Haryana to the State of Maharashtra and consequently alter the Memorandum of Association of the Company.

**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

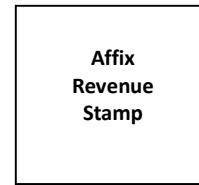
Corporate Office: One International Center, Tower - 1, 10<sup>th</sup> Floor, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400013

Telephone: +91 22 68305500 | E-mail: [info@nucleusofficeparks.com](mailto:info@nucleusofficeparks.com) | Website: [www.nucleusofficeparks.com](http://www.nucleusofficeparks.com) | CIN: U70101HR2005PTC077759

Signed this ..... day of ..... 2022

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.**

**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING – 20<sup>TH</sup> MAY, 2022**

**ONE INTERNATIONAL CENTER PRIVATE LIMITED**

**Registered Office:** Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon - 122016, Haryana, India.

**Folio No.** \_\_\_\_\_

**Client ID No.** \_\_\_\_\_

**Name of the Shareholder/Proxy:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**No. of shares held:** \_\_\_\_\_

I hereby record my presence at the 01/2022-23 Extra Ordinary General Meeting of the Company held at One BKC, C Wing 407, Plot No. C- 66, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051, Maharashtra, India on Friday, 20<sup>th</sup> May, 2022 at 11.00 AM.

\_\_\_\_\_  
**Signature of Member**

\_\_\_\_\_  
**Signature of Proxy**

**Notes:**

- 1. Only Member / Proxy can attend the meeting.**
- 2. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.**