

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL 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 TUESDAY, 27TH SEPTEMBER, 2022 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 448-451, UDYOG VIHAR, PHASE-V, GURGAON – 122016, HARYANA, 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.**
- 2. To re-appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants as the Statutory Auditors of the Company, for a period of 5 years and fix their remuneration:**

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

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification and re-enactment if any thereof for the time being in force) and pursuant to recommendations of Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded for re-appointment of **M/s. Walker Chandiook & Co LLP**, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a term of five consecutive years who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the 22nd Annual General Meeting of the Company to be held for the financial year 2026-27, at such remuneration plus tax, out of pocket and travelling expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

- 3. To appoint Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) 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, Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th August, 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
One International Center Private Limited

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: 16th 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. 3 above is 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. 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:

Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) was inducted into the Board of Directors on 10th August, 2022 as an Additional Director, to hold office until the conclusion of forthcoming Annual General Meeting.

Mr. Tibrewal is a Chartered Accountant and a graduate in Bachelor of Commerce with a specialization in Financial Markets from NM College, Mumbai and has cleared CFA Level I.

Mr. Tibrewal is a Senior Associate in the Blackstone’s Real Estate group and is involved in all aspects of asset management for India investments. Since joining the firm in 2015, Mr. Tibrewal has worked on India office and hospitality assets and has been responsible for investment performance, operations, financial aspects, etc. as well as optimizing realizations via exits. Further, Mr. Tibrewal has also assisted several global in-house teams on institutional client solutions, business development and ESG.

The Board therefore recommends the resolution stated in Item 3 for appointment of Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) for the approval of the Members.

Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

Except Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) and/or his relatives, none 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
One International Center Private Limited**

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: 16th September, 2022

Place: Mumbai

Details of Directors seeking appointment / re-appointment:

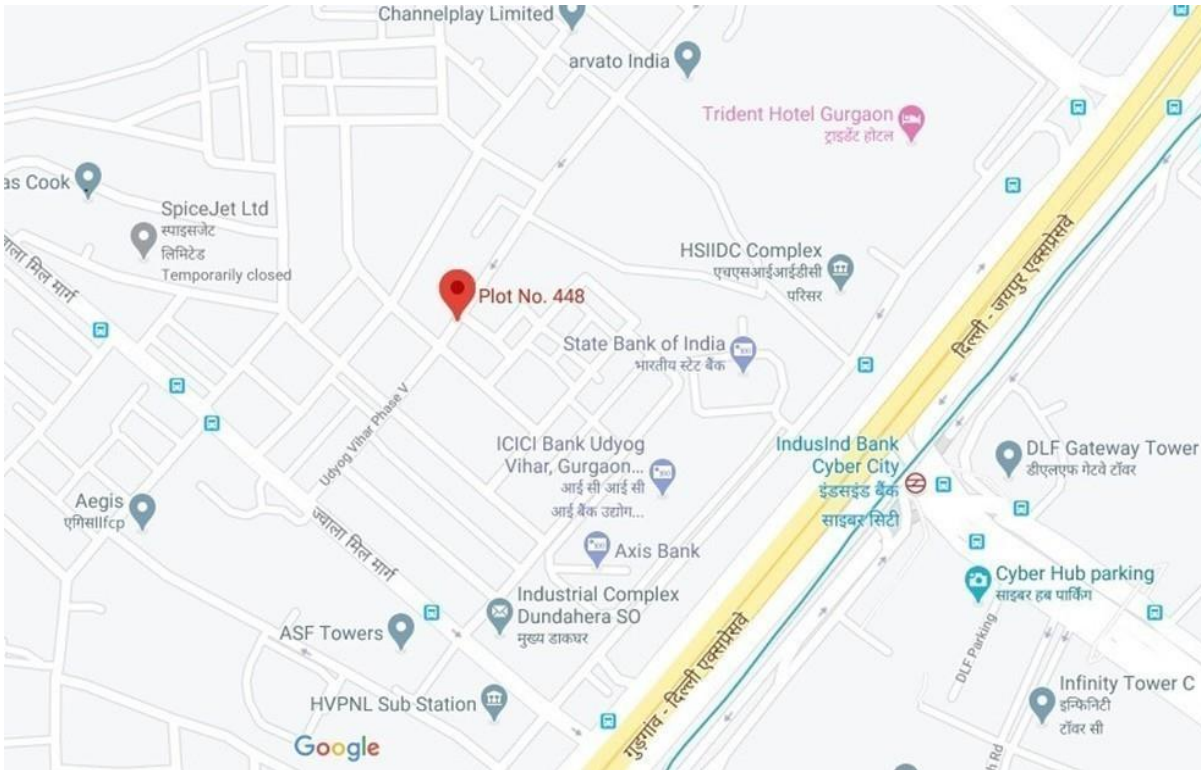
1. Mr. Aaryaman Pankaj Tibrewal:

Name of Director	Mr. Aaryaman Pankaj Tibrewal
DIN	09694867
Date of Birth	12/08/1993
Age	29
Date of Appointment	10/08/2022
Qualification	Chartered Accountant Bachelor of Commerce with a specialization in Financial Markets CFA-Level 1
Experience	Around 7 years
Directorships held in other Companies	1. Yashita Buildcon Limited 2. Mamadapur Solar 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: Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon – 122016, Haryana, India.

Prominent Landmark: Udyog Vihar, Gurgaon



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

Telephone: +91 22 68305500 | E-mail: info@nucleusofficeparks.com | Website: www.nucleusofficeparks.com | CIN: U70101HR2005PTC077759

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 : 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:

- 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 17th Annual General Meeting of the Company, to be held on Tuesday, 27th September, 2022 at 05:00 P.M. at the Registered Office of the Company situated at Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon – 122016, Haryana, India and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.:

- To receive, consider and adopt the Audited Balance Sheet as on March 31, 2022, Statement of Profit & Loss Account 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 re-appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants as the Statutory Auditors of the Company, for a period of 5 years and fix their remuneration; and
3. To appoint Mr. Aaryaman Pankaj Tibrewal (DIN: 09694867) as a Director of the Company.

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.**

Annexure III

ATTENDANCE SLIP

ONE INTERNATIONAL CENTER PRIVATE LIMITED

Registered Office: Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon – 122016, Haryana, 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 17th Annual General Meeting of the Company held at the Registered Office of the Company situated at Plot No. 448-451, Udyog Vihar, Phase-V, Gurgaon – 122016, Haryana, India on Tuesday, 27th September, 2022 at 05:00 P.M.

Signature of Shareholder/Proxy