

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 02/2022-23 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 THURSDAY, 07TH JULY, 2022 AT 04:00 P.M. AT ONE BKC, C WING 407, PLOT NO. C-66, G-BLOCK, BANDRA KURLA COMPLEX, BANDRA (E), MUMBAI – 400051, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. APPROVAL FOR ISSUE OF 1,00,000 UNSECURED, UNLISTED, REDEEMABLE, NON-CONVERTIBLE BONDS OF THE NOMINAL VALUE OF RS. 10,000/- EACH ON PRIVATE PLACEMENT BASIS:

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013 (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors to offer, create, issue or invite subscription for and allot up to 1,00,000 (One Lakh) unsecured, unlisted, redeemable, non-convertible bonds having a nominal value of Rs. 10,000/- (Rupees Ten Thousand only) each in one or more tranches, (**“Bonds”**) to prospective investor(s) on a private placement basis for an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only) (the **“Issue”**), within the overall borrowing limits of the Company (if any), as may be approved by the Members from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Gaurav Malik, Authorised Signatory of the Company, or any other officer authorized by the board of directors be and are severally authorized to arrange, settle, negotiate and determine the terms and conditions (including without limitation, interest, repayment or otherwise) in relation to the Issue and file necessary forms with the relevant Registrar of Companies, make necessary declarations, issue the disclosure documents, execute all such agreements and documents and do all such acts, deeds, matters and things, as may be required to give effect to the above resolution.”

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

For One International Center Private Limited



Shравan Sharma

Director

DIN: 07380246

Address: 404, Shalimar Gallant, Vigyan Puri,
Mahanagar Extn., Mahanagar, Lucknow - 226006,
Uttar Pradesh, India.

Date: 06th July, 2022

Place: Mumbai

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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.

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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 ISSUE OF 1,00,000 UNSECURED, UNLISTED, REDEEMABLE, NON-CONVERTIBLE BONDS OF THE NOMINAL VALUE OF RS. 10,000/- EACH ON PRIVATE PLACEMENT BASIS:

As per the provisions of section 42, 71 and 179 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014 and any other rules made thereunder (the “Act”), a Company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the approval of its Members.

Hence, it is proposed to seek approval from the Members in respect of the proposed issuance of 1,00,000 (One Lakh) unsecured, unlisted, redeemable, non-convertible bonds having a nominal value of Rs. 10,000/- (Rupees Ten Thousand only) each in one or more tranches, to prospective investor(s) on a private placement basis for an aggregate amount not exceeding Rs 100,00,00,000/- (Rupees One Hundred Crores only).

Disclosures in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

a	Particulars of the offer including date of passing of Board resolution	The offer is authorized vide Board resolution passed on 6 th July, 2022 and the offer will remain open for a period as prescribed in the Private Placement offer letter
b	Kinds of securities offered and the price at which security is being offered	Unsecured, unlisted, redeemable, non-convertible bonds having a nominal value of Rs. 10,000/- (Rupees Ten Thousand only) at par
c	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The Bonds are proposed to be issued at par for a face value of Rs. 10,000/- (Rupees Ten Thousand only). As per valuation report dated 30 th June, 2022 issued by Bajaj and Dedania, Chartered Accountants, the valuer has certified the face value of each Bond i.e., Rs. 10,000/- (Rupees Ten Thousand only).
d	Name and address of valuer who performed valuation	Bajaj and Dedania, Chartered Accountants having office at 336 Gala Complex, Dumping Road, Mulund (W), Mumbai - 400 080
e	Amount which the company intends to raise by way of such securities	Rs. 100,00,00,000/- (Rupees One Hundred Crores only)
f	Material terms of raising such securities and proposed time schedule	Refer Annexure 1

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g	Purposes or objects of offer	<p>The funds raised by issuance of Bonds shall be utilized for general corporate purposes including repayment of borrowings and for meeting working capital requirements.</p> <p>Without prejudice to the generality of the foregoing, the proceeds of the Bonds issuance shall not be used (i) towards investment in real estate business, capital markets or for purchase of land or for refinancing of debt which was used for the said activities; and (ii) for any purpose which may be in contravention of applicable law.</p>																				
h	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	<p>BREP Asia SG L&T Holding (NQ) Pte Ltd, BREP Asia SBS L&T Holding (NQ) Ltd and BREP VIII SBS L&T Holding (NQ) Ltd (together referred to as “BREP Entities”) are the promoters of the Company and collectively hold 100% shareholding in the Company. BREP Entities intend to subscribe to the offer of the Bonds to the extent as tabulated below:</p> <table border="1" data-bbox="667 958 1347 1422"> <thead> <tr> <th data-bbox="667 958 756 1061">Sr. No.</th> <th data-bbox="756 958 962 1061">Bond Holders</th> <th data-bbox="962 958 1114 1061">Number of Bonds</th> <th data-bbox="1114 958 1347 1061">Total Consideration (in Rs.)</th> </tr> </thead> <tbody> <tr> <td data-bbox="667 1061 756 1171">1</td> <td data-bbox="756 1061 962 1171">BREP Asia SG L&T Holding (NQ) Pte Ltd</td> <td data-bbox="962 1061 1114 1171">98,878</td> <td data-bbox="1114 1061 1347 1171">98,87,80,000</td> </tr> <tr> <td data-bbox="667 1171 756 1281">2</td> <td data-bbox="756 1171 962 1281">BREP Asia SBS L&T Holding (NQ) Ltd</td> <td data-bbox="962 1171 1114 1281">932</td> <td data-bbox="1114 1171 1347 1281">93,20,000</td> </tr> <tr> <td data-bbox="667 1281 756 1391">3</td> <td data-bbox="756 1281 962 1391">BREP VIII SBS L&T Holding (NQ) Ltd</td> <td data-bbox="962 1281 1114 1391">190</td> <td data-bbox="1114 1281 1347 1391">19,00,000</td> </tr> <tr> <td colspan="2" data-bbox="667 1391 962 1422">Total</td> <td data-bbox="962 1391 1114 1422">1,00,000</td> <td data-bbox="1114 1391 1347 1422">1,00,00,00,000</td> </tr> </tbody> </table>	Sr. No.	Bond Holders	Number of Bonds	Total Consideration (in Rs.)	1	BREP Asia SG L&T Holding (NQ) Pte Ltd	98,878	98,87,80,000	2	BREP Asia SBS L&T Holding (NQ) Ltd	932	93,20,000	3	BREP VIII SBS L&T Holding (NQ) Ltd	190	19,00,000	Total		1,00,000	1,00,00,00,000
Sr. No.	Bond Holders	Number of Bonds	Total Consideration (in Rs.)																			
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3	BREP VIII SBS L&T Holding (NQ) Ltd	190	19,00,000																			
Total		1,00,000	1,00,00,00,000																			
i	Principle terms of assets charged as securities	Not applicable																				

The Board recommends the resolution set forth in the Notice for approval of the Members as a **Special Resolution**.

None of the Directors/ Key Managerial Personnel (KMPs)/ and their relatives is concerned or interested in this 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).

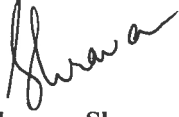
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For One International Center Private Limited



Shravan Sharma

Director

DIN: 07380246

**Address: 404, Shalimar Gallant, Vigyan Puri,
Mahanagar Extn., Mahanagar, Lucknow - 226006,
Uttar Pradesh, India.**

Date: 06th July, 2022

Place: Mumbai

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Annexure 1

Terms and conditions

1.	Security Name	6%, Fully Paid, Unsecured, Unlisted, Redeemable, Non-convertible Bonds (“ Bonds ”)
2.	Issuer	One International Center Private Limited (“ Company ” or “ Issuer ”)
3.	Type of Instrument	Unsecured
4.	Nature of Instrument	Fully Paid, unsecured, unlisted, redeemable, non-convertible bonds
5.	Seniority	Subordinate to the following: <ol style="list-style-type: none"> 1. rupee term loan of up to INR 2250,00,00,000 availed by the Issuer from State Bank of India (“SBI”) vide facility agreement dated January 28, 2020 (“SBI Facility”); and 2. 4,730 redeemable, listed, rated, secured non-convertible bonds of a nominal value of INR 1,000,000 each, aggregating to not more than INR 4,730,000,000 (“DB Bonds”), on a private placement basis issued by the Issuer to Deutsche Bank AG, Mumbai Branch, as per the debenture trust deed dated August 9, 2021 between the Issuer and IDBI Trusteeship Services Limited (“Bond Trustee”).
6.	Mode of Issue	Private placement
7.	Eligible Investors	The following categories of investors, who have been specifically approached by the Company and have been identified upfront, are eligible to apply for this private placement of Bonds subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form: <ul style="list-style-type: none"> ▪ Mutual Funds ▪ Non-banking financial companies (NBFCs) and residuary NBFCs ▪ Provident Funds and Pension Funds ▪ Corporates and bodies corporate including public sector undertakings ▪ Scheduled Commercial Banks ▪ Foreign Portfolio Investors (FPIs) ▪ Qualified Foreign Investors (QFIs) ▪ Alternative investment funds ▪ Eligible financial institutions and Insurance Companies ▪ Investment holding companies of high net worth individuals ▪ Provident funds, gratuity, superannuation and pension funds,

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		<p>subject to their investment guidelines</p> <ul style="list-style-type: none"> Any other person (not being an individual or a group of individuals) eligible to invest in the Bonds <p>All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Bonds.</p>
8.	Issue Size	Up to INR 100,00,00,000/-
9.	Option to retain oversubscription (Amount)	Not applicable
10.	Objects of the Issue/ Details of the utilization of the Proceeds	<p>The funds raised by issuance of Bonds shall be utilized by the Issuer for general corporate purposes including repayment borrowings and for meeting working capital requirements</p> <p>Without prejudice to the generality of the foregoing, the proceeds of the Bonds issuance shall not be used (i) towards investment in real estate business, capital markets or for purchase of land or for refinancing of debt which was used for the said activities; and (ii) for any purpose which may be in contravention of applicable law.</p>
11.	Coupon Rate	<ul style="list-style-type: none"> 0% per annum from Deemed Date of Allotment till March 31, 2024; and 6% per annum from April 1, 2024 till maturity
12.	Step Up/ Step Down Coupon Rate	Step up, as set out in S No. 11 (Coupon rate) above
13.	Coupon Payment Frequency	Annually, subject to availability of sufficient funds with the Company, and subject to regular payments of any amount due and payable by the Company to secured lenders.
14.	Coupon Payment Dates	<p>March 31 of each financial year, starting from FY 2024-25. It is hereby clarified that the last coupon payment period shall end on the Final Redemption Date, instead of March 31.</p> <p>The Coupon will accrue at Coupon Rate on a year-on-year basis, but will be paid by the Issuer subject to the availability of the adequate cash flows in the Issuer to service such Coupon payments, <i>provided however that</i> any Coupon not paid by the Issuer on account of non-availability of adequate cash flows as above, shall be adjusted and paid by the Issuer on any subsequent Coupon Payment Date, and no later than the Redemption Date</p>
15.	Coupon Type	Variable
16.	Coupon Reset Process (including rates, spread,	Not applicable

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	effective date, interest rate cap and floor etc.)	
17.	Day Count Basis	Actual
18.	Interest on Application Money	Not Applicable
19.	Default Interest Rate	2% per annum, over and above the Coupon Rate payable on any unpaid sum in respect of the Bonds which is otherwise due but remains unpaid.
20.	Tenor	168 months 20 days from the Deemed Date of Allotment
21.	Redemption Date	1. July 31, 2036, being the Final Redemption Date 2. Dates on which Call Option or Put Option is executed
22.	Redemption Amount	Outstanding face value of the Bonds along with accrued (but unpaid) Coupon and the Redemption Premium
23.	Redemption Premium/ Discount	Issuer shall pay a premium on redemption of Bonds at 10.75% IRR computed using the XIRR formula in Microsoft excel (adjusted for Coupon paid during the Tenor) computed on the outstanding Face Value of the Bonds from the Deemed Date of Allotment up to the relevant Redemption Date
24.	Issue Price	At par
25.	Put Option	Subject to applicable law (including the Foreign Exchange Management Act, 1999 and regulations notified thereunder), holders of the Bonds shall have the right to require the Company to redeem the Bonds (in part or in full) at any time from October 11, 2022 (Tentative) onwards upto 30 days prior to the Final Redemption Date Provided however that, till the SBI Facility and DB Bonds are repaid in full, this right of the holders of the Bonds to require the Company to redeem the Bonds, shall be subordinate to the SBI Facility and DB Bonds and can be exercised only with prior written approval of SBI and Bond Trustee.
26.	Put Price	Redemption Amount along with accrued (but unpaid) Coupon and the Redemption Premium, computed as on the date of execution of the Put Option
27.	Call Option	Subject to applicable law (including the Foreign Exchange Management Act, 1999 and regulations notified thereunder), the Company shall have a right to redeem the Bonds (in part or in full) at any time from October 11, 2022 (Tentative) onwards upto 30 days prior to the Final Redemption Date

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		Provided however that, till the SBI Facility and DB Bonds are repaid in full, this right of the Company to redeem the Bonds can be exercised only with prior written approval of SBI and Bond Trustee.
28.	Call Price	Redemption Amount along with accrued (but unpaid) Coupon and the Redemption Premium, computed as on the date of execution of the Call Option
29.	Put Notification Time	15 days
30.	Call Notification Time	15 days
31.	Face Value	INR 10,000 (Indian Rupees Ten Thousand only) per Bond
32.	Minimum Application size and in multiples of 1 debt security thereafter	Minimum application – 10 Bonds Multiples thereafter – 1 Bond
33.	Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	1. Issue Opening Date: July 11, 2022 (Tentative) 2. Issue Closing Date: July 11, 2022 (Tentative) 3. Pay-in Date: July 11, 2022 (Tentative) 4. Deemed Date of Allotment: July 11, 2022 (Tentative)
34.	Issuance mode of the Instrument	Demat
35.	Settlement mode of the Instrument	By RTGS or any other electronic mode or any other mode which is permissible as per applicable law
36.	Depository	NSDL
37.	Business Day Convention	‘Business Day’ shall mean a day (other than Saturday or Sunday) on which banks are generally open for operation in Mumbai and Gurgaon, India. Any payment relating to Coupon or Default Interest (if any), which is due to be made on a day that is not a Business Day shall be made on the immediately succeeding Business Day and any payment (other than payment of Coupon or Default Interest) which is due to be made on a day that is not a Business Day shall be made on the preceding Business Day
38.	Record Date	2 days prior to the relevant Redemption Date
39.	Pay in Date	July 11, 2022 (Tentative)
40.	Governing Law & Jurisdiction	Indian law and courts of Mumbai

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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, Mumbai



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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:

- Name** :

Address :

E-mail Id :

Signature :, or failing him
- Name** :

Address :

E-mail Id :

Signature :, or failing him
- Name** :

Address :

E-mail Id :

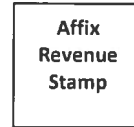
Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 02/2022-23 Extra-Ordinary General Meeting of the Company to be held on Thursday, 07th July, 2022 at 04:00 P.M. 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 resolutions as are indicated below:

Resolution No.:

- Approval for issue of 1,00,000 unsecured, unlisted, redeemable, non-convertible bonds of the nominal value of Rs. 10,000/- each on private placement basis.

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.

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING – 07TH JULY, 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 02/2022-23 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 Thursday, 07th July, 2022 at 04:00 P.M.

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.**

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