

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE AUDIT COMMITTEE OF ONE INTERNATIONAL CENTER PRIVATE LIMITED (“THE COMPANY”) HELD ON FRIDAY, 12<sup>TH</sup> JANUARY, 2024 AT ONE BKC, C WING 407, PLOT NO. C-66, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (E), MUMBAI - 400051, MAHARASHTRA, INDIA.**

**APPROVAL OF THE MODIFIED SCHEME AND ADDITIONAL DOCUMENTS IN RELATION TO CAPITAL REDUCTION OF THE COMPANY:**

“**RESOLVED THAT** in furtherance to the resolution passed at the meeting of the Audit Committee of the Company held on December 21, 2023 for approval of scheme of reduction of share capital of the Company and its shareholders for reduction of the entire balance available in the securities premium account which shall be utilized to set off against the accumulated losses ie, the debit balance in the profit and loss account to an extent of Rs. 8,23,93,70,000/- (Rupees Eight Hundred and Twenty Three Crores Ninety Three Lakhs and Seventy Thousand only) as on September 30, 2023 reflected under ‘Reserves and Surplus – Retained Earnings’ as part of the ‘Other Equity’ under the provisions of Section 66 read with Section 52 of the Companies Act, 2013 (**‘Scheme’**).

**RESOLVED FURTHER THAT:**

- (i) the draft of modified Scheme as placed before the Members of the Audit Committee is hereby adopted;
- (ii) addendum to certificate issued by CA Akshat Jain, IBBI Registered Valuer dated January 12, 2024 certifying on the non-applicability of valuation report of listed non-convertible bonds of the Company pursuant to Scheme in paragraph A(2)(b) of Annex-XII-A to the SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (as updated on June 30, 2023 and amended from time to time) read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Circular’**), be accepted and is taken on record;
- (iii) statutory auditor's certificate issued by M/s Walker Chandiok & Co LLP dated December 21, 2023, as placed before the Members of the Audit Committee be accepted and is taken on record;
- (iv) addendum to fairness opinion issued by Expert Global Consultants Private Limited, SEBI Category-I Merchant Banker dated January 12, 2024, as placed before the Members of the Audit Committee be accepted and is taken on record;
- (v) compliance report dated December 22, 2023, as required under paragraph A(6) and under paragraph 2 (g) of Annex-XII-A to the SEBI Circular, as placed before the Members of the Audit Committee be accepted and is taken on record; and



**One International Center Private Limited**

- (vi) clarification letter on detailed evolution of accumulated losses as on September 30, 2023 and rationale for reduction of share capital, as placed before the Members of the Audit Committee be accepted and is taken on record.

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary and Compliance Officer or Mr. Sunil Kumar Tibra, the Authorized Signatories of the Company be and are hereby severally authorized to issue a certified copy of this resolution to such persons / NCLT / departments / authorities.

**For and on behalf of the Audit Committee of One International Center Private Limited**

*Miti Ashok Shah*

**Miti Ashok Shah**

**Chairperson of the Audit Committee**

**DIN: 08618888**



**One International Center Private Limited**

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