

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 02/2021-22 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 TUESDAY, 8TH MARCH, 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 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. To appoint Mr. Prakash Gupta (DIN: 05357983) as an Executive Director of the Company:

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

“**RESOLVED THAT** pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Prakash Gupta (DIN: 05357983) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd December, 2021 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 ensuing General Meeting, be and is hereby appointed as an Executive Director of the Company.”

2. To appoint Ms. Miti Ashok Shah (DIN: 08618888) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Ms. Miti Ashok Shah (DIN: 08618888) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who had submitted a declaration and who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 22nd December, 2021 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 ensuing General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of 5 years commencing from 22nd December, 2021.”

3. To re-designate Mrs. Swati Fanil Shah (DIN: 08312446) as a Women Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as a **Special 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: U70101HR2005PTC07775

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mrs. Swati Fanil Shah (DIN: 08312446), Non-Executive Women Independent Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration and consent to that effect on 22nd December, 2021 and is eligible for re-designation as a Women Independent Director of the Company, be and is hereby re-designated as a Women Independent Director of the Company for a period of 5 years commencing from 22nd December, 2021.”

For One International Center Private Limited

Sumit Bhartia

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: 4th March, 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 Saturday 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 Nos. 1 to 3 of the accompanying Notice:

ITEM NO. 1: TO APPOINT MR. PRAKASH GUPTA (DIN: 05357983) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

The Securities and Exchange Board of India (SEBI) vide its circular number SEBI/LAD-NRO/GN/2021/47 dated 7th September, 2021, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) pursuant to which Regulations 15 to 27 of the SEBI LODR Regulations has been made applicable to all entities which had listed its non-convertible debt securities and had an outstanding value of listed non-convertible debt/securities of Rs. 500 Crore or more as on 31st March, 2021 (“High Value Debt Listed Entity”). Since the Company’s outstanding value of listed Debt Securities as on 31st March, 2021 was higher than the prescribed limits, the said provisions are applicable to the Company.

Accordingly, pursuant to Regulation 17(1)(a) of SEBI LODR Regulations, Board of Directors of the Company is required to have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and not less than fifty per cent of the Board of Directors shall comprise of Non-Executive Directors.

In this regard, to comply with the amended regulations, Mr. Prakash Gupta (DIN: 05357983) was inducted into the Board of Directors of the Company on 22nd December, 2021 as an Additional Executive Director, to hold office until the conclusion of ensuing Annual General Meeting. Mr. Prakash Gupta holds Master’s in Business Administration (Finance) degree. He has an experience of over 25 years.

The Board therefore recommends the resolution stated in Item No. 1 in relation to appointment of Mr. Prakash Gupta (DIN: 05357983) as an Executive Director of the Company, for approval of the Members.

Mr. Prakash Gupta (DIN: 05357983) is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act and has given his consent to act as an Executive Director.

Except Mr. Prakash Gupta (DIN: 05357983) and/or his relatives, no other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 2: TO APPOINT MS. MITI ASHOK SHAH (DIN: 08618888) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Regulation 17(1)(b) of SEBI LODR Regulations, where the Chairperson of the Board of Directors is a Non-Executive Director, at least one-third of the Board of Directors shall comprise of Independent Directors.

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Accordingly, Ms. Miti Ashok Shah (DIN:08618888) was inducted into the Board of Directors on 22nd December, 2021 as an Additional Independent Director, to hold office until the conclusion of this Annual General Meeting. Ms. Miti Ashok Shah (DIN: 08618888) is a qualified Practicing Chartered Accountant from the Institute of Chartered Accountants of India. She has experience of over 19 years.

The Board therefore recommends the resolution stated at Item No. 2 in relation to appointment of Ms. Miti Ashok Shah (DIN: 08618888) as an Independent Director of the Company, for the approval of the Members.

Ms. Miti Ashok Shah (DIN: 08618888) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. Further, she has also submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Except Ms. Miti Ashok Shah (DIN:08618888) and/or her relatives, no other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 3: TO RE-DESIGNATE MRS. SWATI FANIL SHAH (DIN: 08312446) AS A WOMEN INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Regulation 17(1)(b) of SEBI LODR Regulations, where the Chairperson of the Board of Directors is a Non-Executive Director, at least one-third of the Board of Directors shall comprise of Independent Directors.

Accordingly, Mrs. Swati Fanil Shah (DIN: 08312446) was re-designated by the Board of Directors on 22nd December, 2021 from Non-Executive Director to Non-Executive Women Independent Director of the Company. Mrs. Swati Fanil Shah (DIN: 08312446) has worked with Citi Bank, Card Section Department for a year, with Max New York Life as an agent for 3 years and as a Lesson Planner for Orchid International School, overall she has an experience of more than 20 years.

The Board therefore recommends the resolution stated at Item No. 3 in relation to re-designation of Mrs. Swati Fanil Shah (DIN: 08312446) as a Women Independent Director of the Company, for the approval of the Members.

Mrs. Swati Fanil Shah (DIN: 08312446) is not disqualified from being appointed as a Women Independent Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. Further, she has also submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Except Mrs. Swati Fanil Shah (DIN: 08312446) and/or her relatives, no other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

For One International Center Private Limited



Sumit Bhartia

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

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Director

DIN: 07726897

Address: 1103, Floor No. 11, Wing R, Plot No. 51/B,
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Vikhroli, Mumbai – 400079, Maharashtra, India.

Date: 4th March, 2022

Place: Mumbai

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Details of Directors being appointed/reappointed as required under the provisions of the Companies Act, 2013:

1. Prakash Gupta (DIN: 05357983)

Name of Director	Prakash Gupta
DIN	05357983
Date of Birth	2 nd May, 1971
Age	50 years
Date of Appointment	22 nd December, 2021
Qualification	B.com, MBA (Finance)
Experience	More than 25 years
Directorships held in other Companies	i. Pairs Retail India Private Limited (Amalgamated) ii. Legitimate Assets Operators Private Limited (Amalgamated)
No. of shares held in Company	Nil
Relationships with other directors and KMP of the Company	Nil

2. Miti Ashok Shah (DIN: 08618888)

Name of Director	Ms. Miti Ashok Shah
DIN	08618888
Date of Birth	12 th October, 1979
Age	42 years
Date of Appointment	22 nd December, 2021

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Qualification	Chartered Accountant from the Institute of Chartered Accountants of India
Experience	More than 19 years
Directorships held in other companies	i. Mariana Infrastructure Limited ii. Prestige Exora Business Parks Limited iii. One Qube Realtors Limited
No. of shares held in the Company	Nil
Relationships with other directors and KMP of the Company	Nil

3. Swati Fanil Shah (DIN: 08312446)

Name of Director	Mrs. Swati Fanil Shah
DIN	08312446
Date of Birth	15 th November, 1972
Age	49 years
Date of Appointment	24 th February, 2020
Qualification	B. Com, L.L.B
Experience	More than 20 years
Directorships held in other Companies	i) One Qube Realtors Limited ii) Mariana Infrastructure Limited
No. of shares held in Company	Nil
Relationships with other directors and KMP of the Company	Nil

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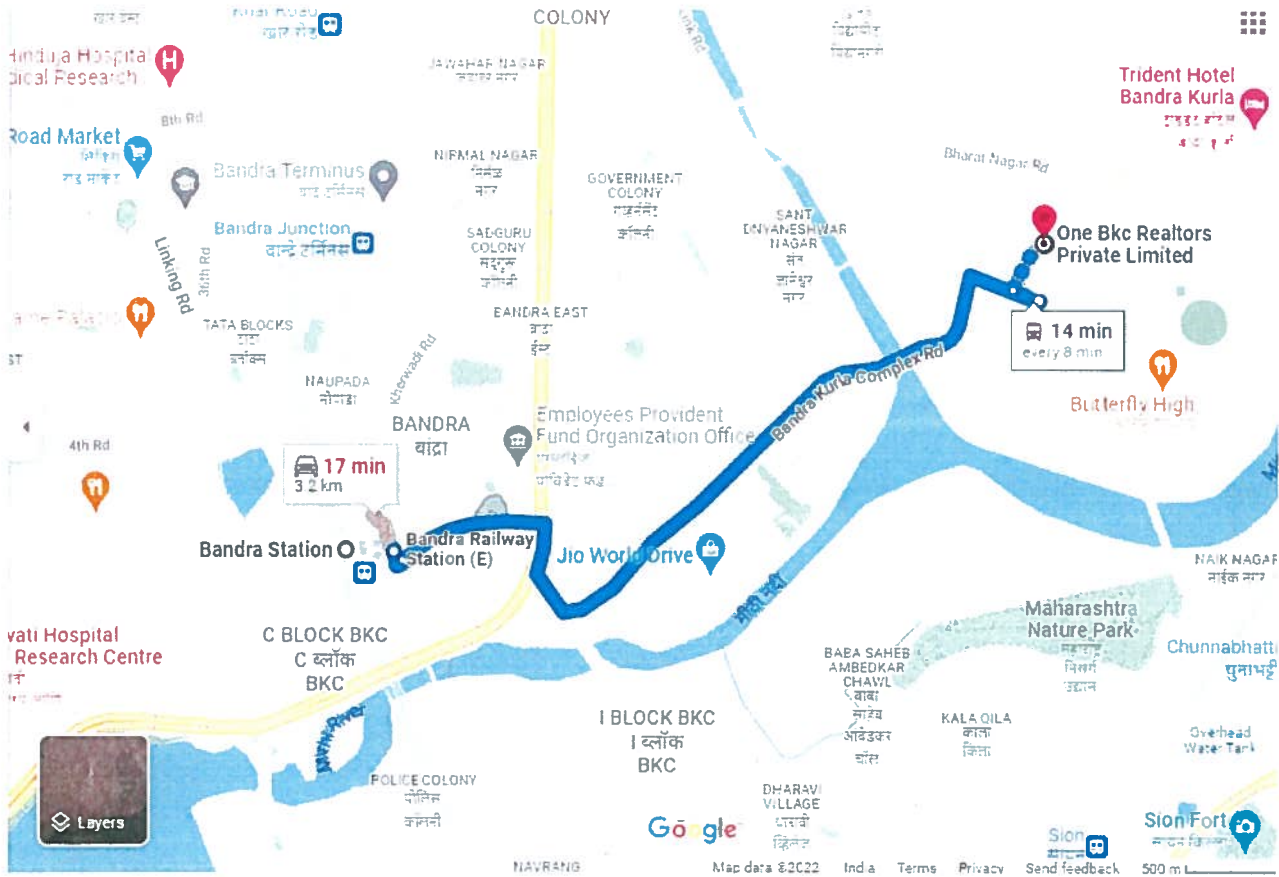
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ROUTE MAP FOR EGM VENUE

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

Prominent Landmark: One BKC



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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 02/2021-22 Extra Ordinary General Meeting of the Company to be held on Tuesday, 8th March, 2022 at 11.00 A.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 resolution as indicated below:

Resolution No. 1 to 3:

- To appoint Mr. Prakash Gupta (DIN: 05357983) as an Executive Director of the Company;

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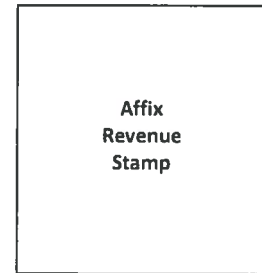
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2. To appoint Ms. Miti Ashok Shah (DIN: 08618888) as an Independent Director of the Company; and
3. To re-designate Mrs. Swati Fanil Shah (DIN: 08312446) as a Women Independent Director of the Company.

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.

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING – 8TH MARCH, 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 02/2021-22 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 Tuesday, 8th March, 2022 at 11.00 A.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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