



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST ANNUAL GENERAL MEETING OF THE MEMBERS OF NUCLEUS OFFICE PARKS PRIVATE LIMITED WILL BE HELD ON MONDAY, 6TH SEPTEMBER, 2021 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT ONE BKC, C WING 407, PLOT NO. C-66, G-BLOCK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI-400051, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, Statement of Profit & Loss and the Cash Flow Statement of the Company for the period ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company:

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

“**RESOLVED THAT** pursuant to Section 139, 142 and 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), the consent of the members be and is hereby accorded for the appointment of **M/s. Deloitte Haskins & Sells LLP**, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixth Annual General Meeting of the Company to be held for the financial year 2025-2026, at such remuneration plus service 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. Asheesh Mohta (DIN:00358583)** 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 section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, **Mr. Asheesh Mohta (DIN:00358583)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th November, 2020 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.”

4. To appoint Mr. David Robert McClure (DIN:08973365) 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 section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. David Robert McClure (DIN:08973365) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th December, 2020 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.”

5. To appoint Mr. Eugene Min (DIN:08404031) 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 section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Eugene Min (DIN:08404031) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th December, 2020 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
Nucleus Office Parks Private Limited**



**Quaiser Parvez
Director**

DIN: 07478598

Address: Flat 101, Navsonarbala Annexe,
Turner Road, Tava Restaurant, Bandra West,
Mumbai- 400050, Maharashtra, India.

Date: 12th August, 2021

Place: Mumbai

Notes:

1. 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.
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. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
5. 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.
6. 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, 4 and 5 above are annexed hereto.
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. Route Map for the venue of the AGM is enclosed to this 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. Asheesh Mohta (DIN:00358583) was inducted into the Board of Directors on 30th November, 2020 as an Additional Director, to hold office until the conclusion of this Annual General Meeting. Mr. Asheesh Mohta holds Bachelor of Commerce (Honours) from the University of Calcutta and MBA from the Indian School of Business. He has an experience of 17 years.

The Board therefore recommends the resolution stated in Item No. 3 for appointment of Mr. Asheesh Mohta for the approval of the members.

Mr. Asheesh Mohta 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. Asheesh Mohta 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.

ITEM No. 4

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. 4 of the accompanying notice:

Mr. David Robert McClure (DIN:08973365) was inducted into the Board of Directors on 9th December, 2020 as an Additional Director, to hold office until the conclusion of this Annual General Meeting. Mr. David Robert McClure is a Senior Managing Director and the Head of Real Estate Asset Management Asia Pacific, based in Hong Kong. Before joining Blackstone, Mr. McClure was a Vice President at Silverpeak Real Estate, where he focused on asset management activities in the United Kingdom and France.

Mr. McClure received an Honours Degree in Law from the University of Edinburgh, Scotland and is also a qualified accountant with the Institute of Chartered Accountants in England & Wales.

The Board therefore recommends the resolution stated in Item No. 4 for appointment of Mr. David Robert McClure for the approval of the members.

Mr. David Robert McClure 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. David Robert McClure 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.

ITEM No. 5

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. 5 of the accompanying notice:

Mr. Eugene Min (DIN:08404031) was inducted into the Board of Directors on 9th December, 2020 as an Additional Director, to hold office until the conclusion of this Annual General Meeting. Mr. Eugene Min is a Managing Director and Chief Operating Officer of Real Estate Asia, based in Hong Kong. Mr. Min previously served as Blackstone’s Head of Business Finance for Asia supporting the Real Estate, Private Equity and Tactical Opportunities businesses. Prior to joining Blackstone in 2018, Mr. Min worked at CLSA Capital Partners, a multi-strategy alternative investment platform, as their Chief Financial Officer based in Hong Kong.

Mr. Min received a B.S. in Business and Economics from Lehigh University and is a CFA Charter holder.

The Board therefore recommends the resolution stated in Item No. 5 for appointment of Mr. Eugene Min for the approval of the members.

Mr. Eugene Min 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. Eugene Min 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
Nucleus Office Parks Private Limited



Quaiser Parvez
Director

DIN: 07478598

Address: Flat 101, Navsonarbala Annexe,
Turner Road, Tava Restaurant, Bandra West,
Mumbai- 400050, Maharashtra, India.

Date: 12th August, 2021

Place: Mumbai

Details of Directors seeking appointment / re-appointment:

1. Mr. Asheesh Mohta:

Name of Director	Mr. Asheesh Mohta
DIN	00358583
Date of Birth	25/12/1977
Age	43 years
Date of Appointment	30/11/2020
Qualification	Holds Bachelors of Commerce (Honours) from the University of Calcutta and MBA from the Indian School of Business
Experience	17 years
Directorships held in other Companies	<ul style="list-style-type: none"> i. Talegaon Industrial Parks Private Limited; ii. Ruchi Malls Private Limited; iii. Mindcomp Regency Park Private Limited; iv. Westerly Retail Private Limited; v. Padma Homes Private Limited; vi. Darshita Infrastructure Private Limited; vii. Embassy One Developers Private Limited; viii. Golfinks Software Park Private Limited; ix. Moonlike Construction Private Limited; x. Embassy Office Parks Management Services Private Limited; xi. Prestige Shantiniketan Leisures Private Limited; xii. Worldwide Realcon Private Limited; xiii. Naman Mall Management Company Private Limited; xiv. Manyata Promoters Private Limited; xv. GV Techparks Private Limited; xvi. Pluto Cessna Business Parks Private Limited; xvii. Chitralli Properties Private Limited; xviii. Prestige Exora Business Parks Limited.

No. of shares held in Company	Nil
Relationships with other directors and KMP of the Company	Nil

2. **Mr. David Robert McClure:**

Name of Director	Mr. David Robert McClure
DIN	08973365
Date of Birth	13/06/1978
Age	43 years
Date of Appointment	09/12/2020
Qualification	Honours Degree in Law from the University of Edinburgh, Scotland and is also a qualified accountant with the Institute of Chartered Accountants in England & Wales
Experience	More than 10 years
Directorships held in other Companies	Westerly Retail Private Limited
No. of shares held in Company	Nil
Relationships with other directors and KMP of the Company	Nil

3. Mr. Eugene Min:

Name of Director	Mr. Eugene Min
DIN	08404031
Date of Birth	23/09/1979
Age	41 years
Date of Appointment	09/12/2020
Qualification	B.S. in Business and Economics from Lehigh University and is a CFA Charter holder.
Experience	More than 13 years
Directorships held in other Companies	i. Westerly Retail Private Limited; ii. Wisler Investment Management 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 Hall – One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, India.

Prominent Landmark: One BKC.





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 : U45309MH2020FTC338743
Name of the Company : Nucleus Office Parks Private Limited
Registered Office : One BKC, C wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, 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 1st Annual General Meeting of the Company, to be held on Monday, 6th September, 2021 at 04:00 P.M. at the registered office of the Company at One BKC, C wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1 to 5:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021, Statement of Profit & Loss Account and the Cash Flow Statement of the Company for the period ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company, for a period of 5 years;
3. To appoint Mr. Asheesh Mohta (DIN: 00358583) as a Director of the Company;
4. To appoint Mr. David Robert McClure (DIN: 08973365) as a Director of the Company.
5. To appoint Mr. Eugene Min (DIN: 08404031) as a Director of the Company; and

Signed this day of 2021



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

NUCLEUS OFFICE PARKS PRIVATE LIMITED

Registered Office: One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, 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 1st Annual General Meeting of the Company held on Monday, 6th September, 2021 at 04.00 P.M. at the registered office of the Company at One BKC, C Wing 407, Plot No. C-66, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, India.

Signature of Shareholder/Proxy