

Date: 20th April, 2023

To,
The Manager - Listing Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001

ISIN	INE065I07031
Scrip Code	973382
Scrip ID	918OICPL27

Dear Sir/Madam,

Subject: Submission of Compliance Report on Corporate Governance of One International Center Private Limited (“the Company”) for the fourth quarter ended 31st March, 2023 in PDF form.

With reference to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, BSE Circular dated 07th January, 2022 and the SEBI Circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated 29th July, 2022 (updated as on 01st December, 2022) we wish to inform you that the quarterly compliance report on corporate governance of the Company for the fourth quarter ended 31st March, 2023 has been annexed below for your information and records.

Request you to take the above on record.

Thanking You,

**For One International Center Private Limited
(Formerly known as Indiabulls Real Estate Company Private Limited)**

**Neha Wason
Company Secretary and Compliance Officer**

Place: Bengaluru

One International Center Private Limited
Corporate Governance Report for the quarter ended March 31, 2023

I. Composition of Board of Directors													
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive / Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Whether the director is disqualified?	Current Status	Date of Re-appointment	Date of Cessation	Tenure*	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sumit Bhartia	DIN: 07726897	Chairperson - Non - Executive - Non Independent Director	06-06-2018	No	Active	-	-	58	0	0	0	0

Mr.	Aaryaman Pankaj Tibrewal	DIN: 09694867	Non-Executive - Non Independent Director	10-08-2022	No	Active	-	-	08	0	0	0	0
Mr.	Nikhil Pradeep Jalan	DIN: 08236319	Non - Executive - Non Independent Director	23-10-2018	No	Active	-	-	53	0	0	0	0
Mr.	Prakash Gupta	DIN: 05357983	Executive Director	22-12-2021	No	Active	-	-	15	0	0	0	0
Ms.	Miti Ashok Shah	DIN: 08618888	Non - Executive - Independent Director	22-12-2021	No	Active	-	-	15	0	0	2	0
Mrs.	Swati Fanil Shah	DIN: 08312446	Non - Executive - Independent Director	24-02-2020	No	Active	-	-	37	0	0	0	0

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

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Whether Regular chairperson appointed: Yes
 Whether Chairperson is related to managing director or CEO: No
 PAN of any director would not be displayed on the website of Stock Exchange.
 Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Directors. Tenure would mean total period from which independent director is serving on board of directors in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
2. Nomination & Remuneration Committee	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
3. Risk Management Committee (if applicable)	Yes	Miti Ashok Shah	Chairperson – Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-

4. Stakeholders Relationship Committee'	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	30-09-2021	-
5. Corporate Social Responsibility Committee	Yes	Miti Ashok Shah	Chairperson - Non - Executive - Independent Director	22-12-2021	-
		Swati Fanil Shah	Non - Executive - Independent Director	22-12-2021	-
		Sumit Bhartia	Non - Executive - Non Independent Director	03-10-2019	-
<i>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					

III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes / No	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	Number of independent directors attending the meeting*	Maximum gap between any two consecutive (in number of days)
14-11-2022	-	Yes	6	3	1	-
	16-01-2023	Yes	6	5	2	62 days
	09-02-2023	Yes	6	4	2	23 days
	16-02-2023	Yes	6	4	1	6 days
	21-02-2023	Yes	6	3	1	4 days
-	27-03-2023	Yes	6	4	1	33 days
<i>* to be filled in only for the current quarter meetings</i>						

IV. Meetings of Committees								
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)** Yes / No	Total Number of Directors as on date of the meeting	Number of Directors present*(all including independent directors)	Number of independent directors attending the meeting**	No. of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee	16-01-2023	Yes	3	2	1	-	14-11-2022	62 days
	09-02-2023	Yes	3	3	2	-	-	23 days
	-	-	-	-	-	-	-	-
2. Nomination & Remuneration Committee	16-01-2023	Yes	3	3	2	-	-	-
	27-03-2023	Yes	3	3	2	-	-	-
3. Corporate Social Responsibility Committee	-	-	-	-	-	-	-	-
4. Risk Management Committee	16-01-2023	Yes	3	3	2	-	-	-
5. Stakeholders Relationship Committee	27-03-2023	Yes	3	3	2	-	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional								
**to be filled in only for the current quarter meetings								

Annexure 1

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A.

Note:

1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
 2 If status is “No” details of non-compliance may be given here.

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

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Annexure 2

Website Affirmations

Sr.	Item	Compliance status	Details of non-compliance
1.	Details of business	Yes	-
2.	Terms and conditions of appointment of independent directors	Yes	-
3.	Composition of various committees of board of directors	Yes	-
4.	Code of conduct of board of directors and senior management personnel	Yes	-
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-
6.	Criteria of making payments to non-executive directors	Yes	-
7.	Policy on dealing with related party transactions	Yes	-
8.	Policy for determining 'material' subsidiaries	N.A.	-
9.	Details of familiarization programmes imparted to independent directors	Yes	-
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
11.	email address for grievance redressal and other relevant details	Yes	-
12.	Financial results	Yes	-
13.	Shareholding pattern	N.A.	-
14.	Details of agreements entered into with the media companies and/or their associates	N.A.	-

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15.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	-
16.	New name and the old name of the listed entity	N.A.	-
17.	Advertisements as per regulation 47 (1)	N.A.	-
18.	Credit rating or revision in credit rating obtained	Yes	-
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	-
20.	Whether company has provided information under separate section on its website as per Regulation 46(2)	N.A.	-
21.	Materiality Policy as per Regulation 30	N.A.	-
22.	Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	-
23.	It is certified that these contents on the website of the listed entity are correct	Yes	-

Annual Affirmations

Sr.	Subject	Regulation Number	Compliance status (Yes/No)	If status is “No” details of non-compliance
1.	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	-
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3.	Meeting of Board of directors	17(2)	Yes	-
4.	Quorum of Board meeting	17(2A)	Yes	-
5.	Review of Compliance Reports	17(3)	Yes	-
6.	Plans for orderly succession for appointments	17(4)	Yes	-

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7.	Code of Conduct	17(5)	Yes	-
8.	Fees/compensation	17(6)	Yes	-
9.	Minimum Information	17(7)	Yes	-
10.	Compliance Certificate	17(8)	Yes	-
11.	Risk Assessment & Management	17(9)	Yes	-
12.	Performance Evaluation of Independent Directors	17(10)	Yes	-
13.	Recommendation of Board	17(11)	Yes	-
14.	Maximum number of Directorships	17A	Yes	-
15.	Composition of Audit Committee	18(1)	Yes	-
16.	Meeting of Audit Committee	18(2)	Yes	-
17.	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22.	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
23.	Meeting of Risk Management Committee	21(3A)	Yes	-
24.	Vigil Mechanism	22	Yes	-
25.	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.	-
27.	Approval for material related party transactions	23(4)	N.A.	-

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28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.	-
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.	-
31.	Annual Secretarial Compliance Report	24(A)	Yes	-
32.	Alternate Director to Independent Director	25(1)	N.A.	-
33.	Maximum Tenure	25(2)	Yes	-
34.	Meeting of independent directors	25(3) & (4)	Yes	-
35.	Familiarization of independent directors	25(7)	Yes	-
36.	Declaration from Independent Director	25(8) & (9)	Yes	-
37.	D & O Insurance for Independent Directors	25(10)	Yes	-
38.	Memberships in Committees	26(1)	Yes	-
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40.	Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.	-
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-

Sr.	Particulars	Compliance status (Yes/No/N.A.)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	N.A.

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Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

Subject	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company	Yes
Name	Manish Jain
Designation	Chief Financial Officer

**For One International Center Private Limited
(Formerly known as Indiabulls Real Estate Company Private Limited)**

Neha Wason
Company Secretary and Compliance officer
Place: Bengaluru

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