

Date: 19th October, 2023

To,
The Manager
Listing Compliance, BSE Limited, Ground Floor,
P. J. Towers, 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 second quarter ended 30th September, 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 second quarter ended 30th September, 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

Neha Wason
Company Secretary and Compliance Officer

Place: Bengaluru

One International Center Private Limited
Corporate Governance Report for the quarter ended September 30, 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) |
| | | | | | | | | | | | | | |

One International Center Private Limited

Registered Office: One International Center, Tower - 1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Delisle Road, Mumbai - 400013, Maharashtra, India

Telephone: +91 22 68305500 | E-mail: info@nucleusofficeparks.com | Website: www.nucleusofficeparks.com | CIN: U70101MH2005PTC407477

| | | | | | | | | | | | | | |
|-----|--------------------------|---------------|--|------------|----|--------|---|---|----|---|---|---|---|
| Mr. | Sumit Bhartia | DIN: 07726897 | Chairperson - Non - Executive - Non Independent Director | 06-06-2018 | No | Active | - | - | 64 | 0 | 0 | 0 | 0 |
| Mr. | Aaryaman Pankaj Tibrewal | DIN: 09694867 | Non-Executive - Non Independent Director | 10-08-2022 | No | Active | - | - | 14 | 0 | 0 | 0 | 0 |
| Mr. | Nikhil Pradeep Jalan | DIN: 08236319 | Non - Executive - Non Independent Director | 23-10-2018 | No | Active | - | - | 59 | 0 | 0 | 0 | 0 |
| Mr. | Prakash Gupta | DIN: 05357983 | Executive Director | 22-12-2021 | No | Active | - | - | 21 | 0 | 0 | 0 | 0 |

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| | | | | | | | | | | | | | |
|------|------------------|---------------|--|------------|----|--------|---|---|----|---|---|---|---|
| Ms. | Miti Ashok Shah | DIN: 08618888 | Non - Executive - Independent Director | 22-12-2021 | No | Active | - | - | 21 | 0 | 0 | 2 | 0 |
| Mrs. | Swati Fanil Shah | DIN: 08312446 | Non - Executive - Independent Director | 24-02-2020 | No | Active | - | - | 43 | 0 | 0 | 0 | 0 |

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.*

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| 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 | - |

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| | | | | | |
|---|-----|------------------|--|------------|---|
| 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> | | | | | |

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| 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) |
| 01-04-2023 | - | Yes | 6 | 6 | 2 | - |
| 18-04-2023 | - | Yes | 6 | 6 | 2 | 16 days |
| 29-05-2023 | - | Yes | 6 | 6 | 2 | 40 days |
| 01-06-2023 | - | Yes | 6 | 6 | 2 | 2 days |
| - | 03-07-2023 | Yes | 6 | 4 | 1 | 31 days |
| - | 04-07-2023 | Yes | 6 | 4 | 1 | 0 days |
| - | 10-08-2023 | Yes | 6 | 6 | 2 | 36 days |
| - | 28-09-2023 | Yes | 6 | 4 | 1 | 48 days |

** to be filled in only for the current quarter meetings*

| IV. Meetings of Committees | | | | | | | | |
|-----------------------------------|---|--|--|---|--|---|---|--|
| Name of Committee | Date(s) of meeting of the committee in the | Whether requirement of Quorum met | Total Number of Directors as on | Number of Directors present*(all including | Number of independent directors attending | No. of members attending the meeting | Date(s) of meeting of the committee in the | Maximum gap between any two consecutive |

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| | relevant quarter | (details)** Yes / No | date of the meeting | independent directors) | the meeting** | (other than Board of Directors) | previous quarter | e meetings in number of days* |
|---|------------------|-------------------------|---------------------|------------------------|---------------|----------------------------------|------------------|-------------------------------|
| 1. Audit Committee | 10-08-2023 | Yes | 3 | 3 | 2 | 0 | 18.04.2023 | 40 days |
| | - | - | - | - | - | - | 29.05.2023 | 72 days |
| 2. Risk Management Committee | 04-07-2023 | Yes | 3 | 3 | 2 | 0 | - | - |
| 3. Corporate Social Responsibility Committee | 28-09-2023 | Yes | 3 | 3 | 2 | 0 | 29.05.2023 | 121 days |
| * 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. | |

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Details of Cyber Security Incidence

| Subject | Compliance status (Yes/No) |
|--|-------------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |
| Date of the event | NA |
| Brief details of the event | NA |

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 |

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| | |
|---|-----|
| 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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Half Yearly Affirmations

| Subject | Regulation Number | Compliance status (Yes/No/NA) |
|---|--------------------------------------|-------------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website* | 46(2) | NA |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes |
| Submission of Annual Secretarial Compliance Report | 24A(2) | Yes |
| Whether “Corporate Governance Report” disclosed in Annual Report** | 34(3) read with para C of Schedule V | NA |

*Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company. However, the Company has published the copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report on its website in compliance with Regulation 53 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

** Regulation 34(3) read with para C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company. However, the Company has disclosed “Corporate Governance Report” in Annual Report in compliance with Regulation 53 read with para C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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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 | Type (guarantee, comfort letter etc.) | 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 | - | - | - |

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(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:

| 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 | Prakash Gupta |
| Designation | Chief Executive Officer |
| Place | Mumbai |
| Date | 19-10-2023 |

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For One International Center Private Limited

Neha Wason
Company Secretary and Compliance officer

Place: Bengaluru
Date: 19th October, 2023

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