

March 13, 2024

To,
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
Maharashtra, India

ISIN:	INE065I07031
BSE Scrip Code:	973382
BSE Scrip ID:	918OICPL27

Dear Sir / Madam,

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of reduction of share capital of One International Center Private Limited ('Company') and its shareholders under Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 and the NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016 ('Scheme')

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 59A of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of 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') and Bombay Stock Exchange Limited ("BSE").
- b) In the explanatory statement to be forwarded by the Company to the shareholders accompanying a proposed resolution to be passed under Section 66 read with Section 52 of the Companies Act 2013, it shall disclose:
 - the pre and post-reduction capital structure and holding pattern
 - Present and expected debt structure



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

- the “fairness opinion” obtained from an independent merchant banker on valuation of assets / Non-convertible bonds (‘NCBs’) done by the valuer for the Company.
 - Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable. – Not applicable
 - The Complaint report as per Annex-XII-C of SEBI Circular.
 - Exchange No Objection Letter
 - Details of exit option given to the NCB holders, if any – Not applicable
- c) The draft Scheme together with all documents mentioned in paragraph A (9) of Annex - XII-A to the SEBI Circular has been disseminated on company’s website as per website link given hereunder.

Website link: <https://www.nucleusofficeparks.com/investors.php>

- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall ensure that wherever the approval by holders of NCBs for Scheme is submitted with NCLT for sanction is required at any stage, the facility for e-voting shall be provided after the disclosure of all material facts in the notice including No-Objection Letter from the Exchange.
- f) The documents filed by the Company with the Exchange are same / similar / identical in all respect, which have been filled by the Company with Registrar of Companies / SEBI, wherever applicable.
- g) None of the promoters or directors of the companies involved in the Scheme is a fugitive economic offender.

Thanking you,

Yours faithfully,

For **One International Center Private Limited**

Neha Wason
Company Secretary and Compliance Officer
Membership No.: A40023



Place: Bangalore

Date: March 13, 2024

PS: There is no Managing Director in the Company

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