

**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, 22<sup>ND</sup> 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 TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS:**

**1. To alter the Articles of Association 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 Section 14, 117 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 rules made thereunder and the Memorandum of Association and Articles of Association of the Company, the consent of the Members be and is hereby given to insert the following clause as Clause 5.1 in the Articles of Association of the Company:

*“The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:*

- (i) its share capital;*
- (ii) any capital redemption reserve account; or*
- (iii) any share premium account.”*

**RESOLVED FURTHER THAT** any of the Directors of the Company or Mr. Gaurav Malik, Authorised Signatory of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution and to sign/ execute all necessary documents, applications and returns for the purpose of giving effect to this resolution including but not limited to filing of necessary e-Form(s) with the Registrar of Companies.”

**For One International Center Private Limited**



**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: 17<sup>th</sup> March, 2022**

**Place: Mumbai**

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, 10<sup>th</sup> Floor, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400013

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Telephone: +91 22 68305500 | E-mail: info@nucleusofficeparks.com | Website: www.nucleusofficeparks.com | CIN: U70101HR2005PTC07759

**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 of the Members for holding the Extra-Ordinary General Meeting by giving shorter notice shall be obtained.
9. 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.

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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 No. 1 of the accompanying Notice:

**ITEM NO. 1: TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

The Members be informed that, the Board of Directors may in the near future consider reduction of capital of the Company and hence, the Board in their Meeting held on 17<sup>th</sup> March, 2022 have decided to include provision for reduction of capital in the Articles of Association of the Company by addition of Clause 5.1.

The proposed change will in no way be detrimental to the interest of any member or public or employees or other associates of the Company in any manner whatsoever. As per the provisions of the Companies Act, 2013, the alteration of Articles of Association requires approval from the Shareholders of the Company. The Board of Directors therefore, recommends the resolution set out in the Item No. 1 of the accompanying Notice for approval of Members as a **Special Resolution**.

None of the Directors, Managers and/ or the Key Managerial Personnel and their relatives are in any way, concerned or interested in the aforesaid resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e., Monday to Saturday) during working hours (9 AM to 6 PM).

**For One International Center Private Limited**



**Sumit Bhartia**

**Director**

**DIN: 07726897**

**Address: 1103, Floor No. 11, Wing R, Plot No. 51/B,  
Godrej Origins, Eastern Express Highway, The Trees,  
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**Date: 17<sup>th</sup> March, 2022**

**Place: Mumbai**

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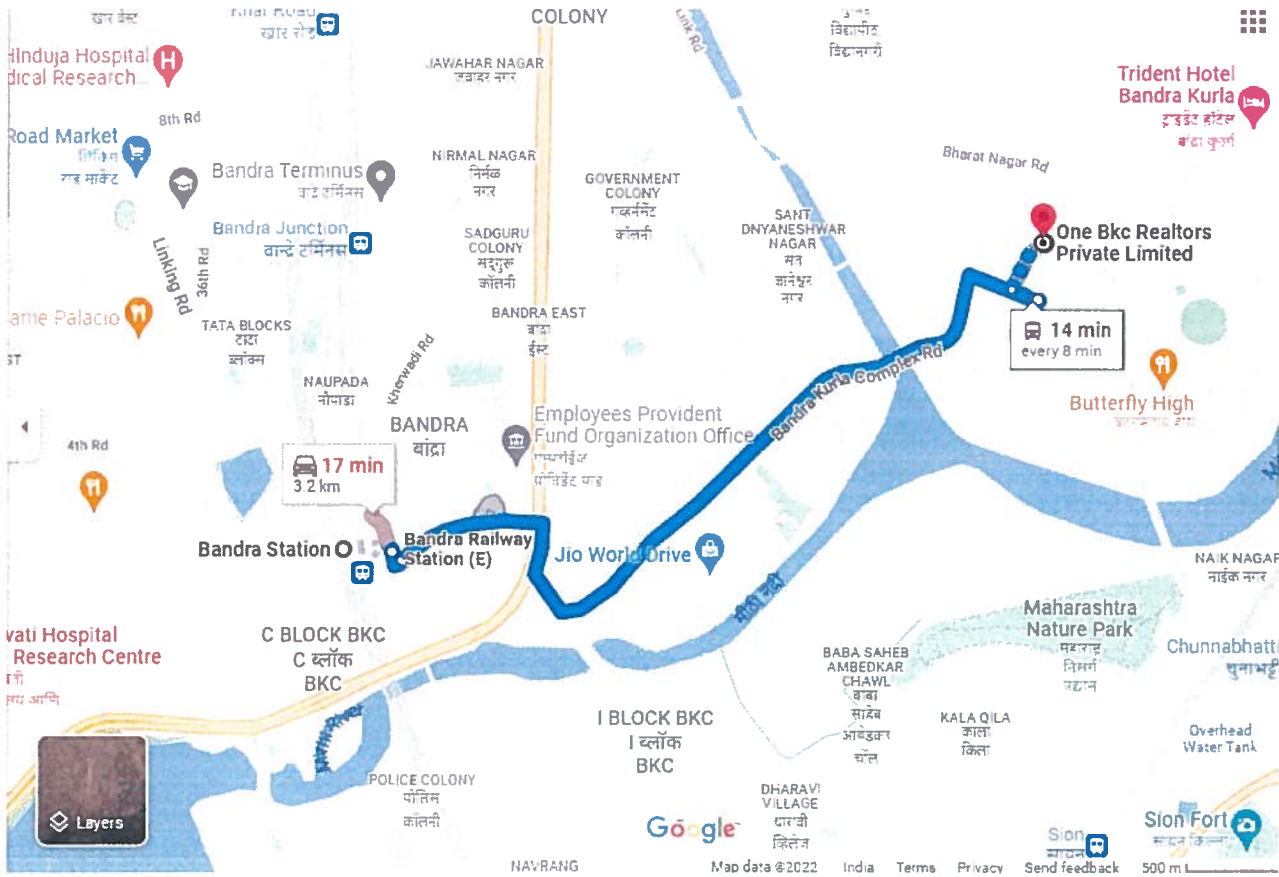
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**ROUTE MAP FOR EGM VENUE**

**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:

- 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 Extra Ordinary General Meeting of the Company to be held on Tuesday, 22<sup>nd</sup> 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:

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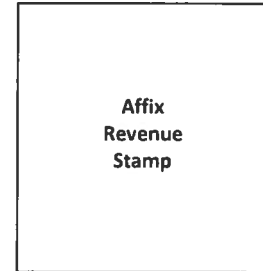
**Resolution No.:**

1. To alter the Articles of Association 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 –  
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 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, 22<sup>nd</sup> 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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