



November 17, 2022

To,

**BSE Limited**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

**The National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No.C/1-G Block  
BKC, Bandra (E ), Mumbai- 400051

**Scrip Code "543217" (Units) and Scrip Code "960327", 973069, "973070", "973754" and 974075 (Debentures)**

**Subject: Intimation of the voting results of the meeting of the Debenture Holders ("the Meeting") of Mindspace Business Parks REIT ("Mindspace REIT") held on Thursday, November 17, 2022**

Dear Sir / Madam,

Further to our notice dated November 11, 2022 intimating adjournment of the Meeting, we wish to inform you that the adjourned Meeting for ISIN INE0CCU07041, under Debenture Trust Deed dated March 17, 2021, was held on Thursday, November 17, 2022 at 10:30 a.m. at JW Marriott Mumbai Sahar, IA Project Road, Chhatrapati Shivaji International Airport, Andheri East, Mumbai- 400099.

The Debenture Holders have with the simple majority, duly approved all the items set out in the Adjourned Meeting Notice dated November 10, 2022 of Mindspace REIT.

Details of the voting results along with the copy of the Scrutinizer's Reports are enclosed for your reference

The above information shall also be made available on Mindspace REIT's website viz; <https://www.mindspacereit.com/home> under investor relations tab.

Please take the same on your record.

Thanking you,

**For and on behalf of K Raheja Corp Investment Managers LLP  
(acting as the Manager to Mindspace Business Parks REIT)**

**Authorised Signatory**

**Name: Preeti Chheda**

**Designation: Chief Financial Officer & Compliance Officer**

**Encl: as above**

# *MMJB & Associates LLP*

## Company Secretaries

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Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022- 21678100

**Report of Scrutinizer on voting at the Adjourned Debenture Holders Meeting**  
(10 Year G-Sec linked, market-linked, principal protected, listed, rated, secured, redeemable, non-Convertible 3750 debentures of Mindspace Business Parks REIT)

To,  
The Chairman of the meeting  
**IDBI Trusteeship Services Limited**  
**(Debenture Trustee of Mindspace Business Parks REIT)**  
Ground Floor, Asian Building, 17, R Kamani Rd,  
Ballard Estate, Fort,  
Mumbai, Maharashtra-400001

**Scrutinizer's Report on voting through written instructions and voting at the adjourned meeting of Debenture holders of the Mindspace Business Parks REIT, held on Thursday, 17<sup>th</sup> November, 2022 at 10.30 a.m. at JW Marriott Mumbai Sahar, IA Project Road, Chhatrapati Shivaji International Airport, Andheri East, Mumbai- 400099.**

- A. We M/s. MMJB & Associates LLP, Company Secretaries, appointed as Scrutinizer to conduct the following:
- (i) **Voting through Written instruction** sent by Debenture holders of the Mindspace Business Parks REIT to the Debenture trustee pursuant to the provisions of Sub clause (b) of clause 12.3 and clause 43 of Schedule I of the Debenture Trust deed executed between the Mindspace Business Parks REIT and the Debenture Trustee dated 17<sup>th</sup> March, 2021 ("Debenture Trust Deed").
  - (ii) **Voting at the Debenture holders meeting through poll** conducted pursuant to the provisions Debenture Trust deed, at the adjourned meeting of Debenture holders of the Mindspace Business Parks REIT, held on Thursday, 17<sup>th</sup> November , 2022 at 10.30 a.m.
- B. Original meeting was scheduled on 10<sup>th</sup> November 2022, at 10.30 AM at Studio 2, JW Marriott Mumbai Sahar, IA Project Road, Chhatrapati Shivaji International Airport, Andheri East, Mumbai-400099. As per Debenture Trust Deed dated 17<sup>th</sup> March 2021 Clause 8 of Schedule I, the quorum for the meeting is Debenture Holders holding not less than 51% of aggregate Nominal value of the Debentures for the time being outstanding should be present within half an hour from the time appointed for the holding meeting. Since the requisite quorum for the meeting was not present within the stipulated time on 10<sup>th</sup> of November 2022, the meeting was dissolved and stood adjourned to next week, same day, same place and time as per debenture trust deed clause 9 of Schedule I; i.e. 17<sup>th</sup> November 2022.

- C. On the basis of the votes exercised by the Debenture holders of the Mindspace Business Parks REIT through Written instruction and voting at the adjourned Debenture holders meeting, we have issued this Scrutinizer's Report dated 17<sup>th</sup> November 2022.
- D. As per the terms of Debenture Trust Deed dated 17<sup>th</sup> March 2021, Debenture holders have a facility to vote via written instructions or via poll. At the request of Management for this meeting debenture holders were given both the options and hence while calculating votes we have consider votes polled via written instruction as well as via poll to determine whether the resolution herein are passed or rejected. Further it was ensured that Debenture holders who have already voted through written consent were not entitled to vote at the meeting.
- E. The Notice contains 2 items. Item No 1- To consider and approve the potential Sundew Real Estate Private limited acquisition and Item 2 No- To consider and approve future permitted acquisition for which one combined resolution is proposed and accordingly votes have been considered for both items in single resolution.
- F. The term Debenture holders wherever used in this report means Debenture holders representing 10 Year G-Sec linked, market-linked, principal protected, listed, rated, secured, redeemable, non-Convertible debentures of Mindspace Business Parks REIT.

<b>Date of Adjourned Debenture holders meeting</b>	17 <sup>th</sup> November 2022
<b>Nominal value of the outstanding Debentures as on record date that is 07<sup>th</sup> October 2022</b>	3,75,00,00,000

**Resolution - Simple Majority:**

**Item No. 1 -To consider and approve the potential Sundew Real Estate Private Limited acquisition, and**

**Item No. 2 - To consider and approve future permitted acquisitions.**

<b>Mode of Voting</b>	<b>Total Nominal value of the outstanding Debentures</b>	<b>No. of votes (Nominal Value) polled (Poll /Written Instructions)</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
<b>Written Instructions</b>	3,75,00,00,000	2,30,00,000	2,30,00,000	0	100.00	0.00
<b>Poll</b>		2,20,00,000	2,20,00,000	0	100.00	0.00
<b>Total</b>		4,50,00,000	4,50,00,000	0	100.00	0.00

G. As requested by the management, we are submitting herewith a consolidated report on the results of written instructions together with the results of the poll at the Debenture holders meeting.

H. The aforesaid resolutions was passed with Simple Majority.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP  
Company Secretaries**

OMKAR  
MADHAV  
DINDORKAR

Digitally signed by  
OMKAR MADHAV  
DINDORKAR  
Date: 2022.11.17  
13:06:03 +05'30'

**Omkar Dindorkar  
Designated Partner**

**ACS: A43029**

**CP: 24580**

**UDIN: A043029D001814183**

**Place: Mumbai**

**Date: 17<sup>th</sup> November 2022**

# **KDA & ASSOCIATES**

**(Formerly Known as KDT & Associates)**

**COMPANY SECRETARIES**

201, Modi Niwas CHS LTD, S V Road, Santacruz (W), Mumbai - 400 054 ☆ Email ID: [team@cskda.com](mailto:team@cskda.com) ☆ Phone: 2600 0308

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## **Report of Scrutinizer on voting at the Adjourned Debenture Holders Meeting held on 17<sup>th</sup> November, 2022 of Mindspace Business Parks REIT**

To,  
The Chairman of the meeting,  
**IDBI Trusteeship Services Limited**  
**(Debenture Trustee of Mindspace Business Parks REIT)**  
Ground Floor, Asian Building, 17, R Kamani Rd,  
Ballard Estate, Fort,  
Mumbai, Maharashtra-400001

Dear Sir,

### **Sub: Scrutinizer's Report on voting done through written instructions and voting at the meeting of Debenture holders of the Mindspace Business Parks REIT.**

The Debenture Trustees in the Adjourned Debenture holder meeting held on Thursday, 17<sup>th</sup> November, 2022 have appointed us i.e., KDA and Associates (Formerly Known as KDT and Associates), Company Secretaries, as a 2<sup>nd</sup> Independent Scrutinizer as per Clause 27 and 29 of Schedule I of the Debenture Trust Deed dated 17<sup>th</sup> March, 2021 ("the DTD"), to scrutinize the voting done by the Debenture holder through E-mail or Written instruction as stated in DTD and through poll conducted during the meeting in the connection with the above referred matter.

1. We submit our report as under:

- A. As per Notice dated 28<sup>th</sup> October, 2022, Meeting of the Debenture holder were scheduled on Thursday, 10<sup>th</sup> November, 2022, however, due to lack of quorum, the said meeting was adjourned to next week at same time and at same venue as mentioned in the Notice i.e., Thursday, 17<sup>th</sup> November, 2022.
- B. Debenture holders who availed the option to vote through email/written instructions as per the DTD were not entitled to vote at the meeting. Any voting if done by them were counted "Invalid".
- C. After the announcement of voting through poll by the chairman of the meeting, the Debenture holders who were present during the meeting and had not cast through email exercised the voting at the meeting.

D. The Consolidated Result (Email+ Voting at Meeting) is as under: -

(a) Item No 1:

**To consider and approve the potential Sundew Real Estate Private Limited acquisition:**

Particulars	Total Value of Debenture Outstanding as on 07 <sup>th</sup> October, 2022	Number of Debenture Holders who voted	No of Debenture having nominal value of Rs. 10,00,000/- (Votes cast)	Total Nominal Value of Debentures vote cast received
		<b>A. Voting as Email/Written instruction</b>		
Total Votes received by Email/Written instruction		2	23	2,30,00,000/-
		<b>B. Voting by Poll</b>		
Total Votes received by Poll		2	22	2,20,00,000/-
<b>Less:</b> Total Number of Invalid Votes		-	-	-
<b>Total Number of Valid Votes</b>	<b>375,00,00,000/-</b>	<b>2</b>	<b>22</b>	<b>2,20,00,000/-</b>
		<b>C. Combined (A+B)</b>		
Total Votes received by Email/Written instruction and Poll		4	45	4,50,00,000/-
<b>Less:</b> Total Number of Invalid Votes		-	-	-
<b>Total Number of Valid Votes</b>		<b>4</b>	<b>45</b>	<b>4,50,00,000/-</b>

(b) Item No 2:

To consider and approve the future Permitted Acquisitions:

Particulars	Total Value of Debenture Outstanding as on 07 <sup>th</sup> October, 2022	Number of Debenture Holders who voted	No of Debenture having nominal value of Rs. 10,00,000/- (Votes cast)	Total Nominal Value of Debentures vote cast received
		<b>A. Voting as Email/Written instruction</b>		
Total Votes received by Email/Written instruction		2	23	2,30,00,000/-
		<b>B. Voting by Poll</b>		
Total Votes received by Poll		2	22	2,20,00,000/-
<b>Less:</b> Total Number of Invalid Votes		-	-	-
<b>Total Number of Valid Votes</b>	<b>375,00,00,000/-</b>	<b>2</b>	<b>22</b>	<b>2,20,00,000/-</b>
		<b>C. Combined (A+B)</b>		
Total Votes received by Email/Written instruction and Poll		4	45	4,50,00,000/-
<b>Less:</b> Total Number of Invalid Votes		-	-	-
<b>Total Number of Valid Votes</b>		<b>4</b>	<b>45</b>	<b>4,50,00,000/-</b>



- E. As requested by the management, I am submitting herewith a consolidated report on the results of written instructions together with the results of the poll at the Debenture holders meeting.

Thanking you,

**For KDA and Associates  
(Formerly Known as KDT and Associates)  
Company Secretaries**

KAUSHAL  
MADHUSU  
DAN DALAL

Digitally signed by KAUSHAL MADHUSUDAN DALAL  
DN: cn = PERSONAL, o = KDA & ASSOCIATES, ou = KDA & ASSOCIATES, email = kda@kda.com, c = IN  
c = IN, o = KDA & ASSOCIATES, ou = KDA & ASSOCIATES, email = kda@kda.com, c = IN  
Date: 2022.11.17 13:18:48 +05'30'

**Kaushal Dalal  
Partner  
M. NO FCS: 7141 CoP: 7512  
UDIN: F007141D001812991**

**Place: Mumbai  
Date: 17<sup>th</sup> November 2022**