3/10/2021 Rating Rationale

Ratings



Pursuant to SEBI notifications, CRISIL Limited (CRISIL) has transferred its Ratings business to its wholly owned subsidiary, CRISIL Ratings Limited (CRISIL Ratings), with effect from December 31st 2020. Any reference to CRISIL in the documents published by the Ratings division of CRISIL, such as Rating Rationales, Credit Rating Reports, Press Releases, Criteria, Methodology, FAQs, Policies and Disclosures, shall henceforth refer to CRISIL Ratings.

Rating Rationale

March 09, 2021 | Mumbai

Mindspace Business Parks REIT (Mindspace REIT)

'CRISIL PPMLD AAA r /Stable' assigned to Long Term Principal Protected Market Linked Debentures; 'CRISIL AAA/Stable' Converted from Provisional Rating to Final Rating for Rs.300 Crore NCD

Rating Action

Rs.375 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AAA r /Stable (Assigned)
Rs.500 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AAA r /Stable (Reaffirmed)
Rs.200 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.300 Crore Non Convertible Debentures	CRISIL AAA/Stable (Converted from Provisional Rating to Final Rating)
Corporate Credit Rating	CCR AAA/Stable (Reaffirmed)
Rs.250 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

¹ crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has assigned its 'CRISIL PP-MLD AAAr/Stable' rating to the proposed long-term principal protected market-linked debentures (MLDs) worth Rs 375 crore of Mindspace Business Parks REIT (Mindspace REIT). CRISIL Ratings has also converted the provisional rating assigned to the Rs 300 crore non-convertible debentures (NCDs) to a final rating of 'CRISIL AAA/Stable'. CRISIL has received draft term sheets for the MLDs of Rs 375 crore and NCDs of Rs 75 crore, and the proposed terms and conditions are in line with those of the real estate investment trust's (REIT's) existing debentures. Furthermore, the already placed debentures incorporate covenants capping incremental debt throughout their tenure. Consequently, these covenants will be applicable to the new instruments by default. Hence, CRISIL Ratings has converted the provisional rating on the NCDs of Rs 300 crore to a final rating.

CRISIL Ratings has also reaffirmed its rating on MLDs of Rs 500 crore, NCDs of Rs 200 crore and commercial paper at 'CRISIL PP-MLD AAAr/CRISIL AAA/Stable/CRISIL A1+'. The corporate credit rating has also been reaffirmed at 'CCR AAA/Stable'.

Mindspace REIT is sponsored by the K Raheja Corp group. The REIT owns eight special purpose vehicles (asset SPVs) comprising 10 commercial offices, information technology (IT) parks and special economic zone (SEZ) assets, and houses the facility management division.

The ratings continue to reflect Mindspace REIT's comfortable net loan-to-value (LTV) ratio, characterised by low debt, strong debt protection metrics supported by a cap on incremental borrowings, and stable revenue profile of the assets, amidst benefits of high occupancy and geographic diversification. The strengths are partially offset by susceptibility to volatility in the real estate sector, causing fluctuations in rental rates and occupancy levels

Subdued economic activity or extended periods of work-from-home adopted by certain corporates may lead to build up of vacancy in the near term. Further, there was a temporary halt in planned construction activity during the lockdown phase. Nevertheless, work has resumed for most projects now. CRISIL Ratings will continue to monitor events around the pandemic.

Analytical Approach

CRISIL Ratings has combined the business and financial risk profiles of Mindspace REIT with those of its asset SPVs, inline with its criteria for rating entities in homogeneous groups. This is because Mindspace REIT has direct control over the 3/10/2021 Rating Rationale

asset SPVs, and will support them in the event of any exigency. Additionally, as per Securities and Exchange Board of India's (SEBI's) REIT Regulations, 2014, Mindspace REIT and its asset SPVs are mandated to distribute 90% of their net distributable cash flow. Also, the cap on borrowing by the REIT has been defined at a consolidated level (equivalent to 49% of the aggregate value of Mindspace REIT's assets).

Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation.

<u>Key Rating Drivers & Detailed Description</u> Strengths:

• Comfortable LTV ratio, supporting the ability to refinance: Consolidated debt was low at Rs 3,634 crore as on December 31, 2020. Consequently, Mindspace REIT has a comfortable LTV ratio of around 15% (as per external valuation dated September 30, 2020). The low LTV ratio shields investors from the risk of any decline in property prices and its consequent impact on refinancing.

The proceeds from the NCDs of Rs 200 crore were utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are non-amortising with bullet repayment at the end of 36 months from deemed date of allotment, while the coupon is payable quarterly.

The MLDs of Rs 500 crore were utilised for refinancing external debt at underlying asset SPVs. These instruments are similar to the NCDs in terms of amortisation, and have a tenure of 577 days from the date of allotment. The coupon is accruing and to be paid at the time of redemption of MLDs, subject to terms of and conditions mentioned in the transaction documents.

The proposed MLDs and NCDs of Rs 450 crore are expected to be utilised for - a) refinancing of external debt at underlying SPVs, b) construction finance for ongoing projects and future development c) working capital, d) funding acquisitions and/or e) other general corporate purposes. These are also expected to be non-amortising with bullet repayment at the end of 3-5 years. Coupon, if any, may be payable quarterly, half-yearly or annually.

- Strong debt protection metrics: Residual debt at the asset SPVs are amortising and will run down over the next 10-12 years. However, incremental debt may be availed for repayments, construction, working capital requirement, acquisitions and other corporate purposes. Average consolidated interest service coverage ratio (ISCR) should be comfortable at over 2.0 times, including for all incremental financing in the underlying asset SPVs. This is because incremental debt, over and above the proposed instruments and existing debt, to be raised over the next 3-5 years is expected to be around Rs 3,000 crore. Consequently, LTV and debt-to-NOI/EBITDA (net operating income/earnings before interest, tax, depreciation and amortization) ratios should remain comfortable at below 40% and 4.5 times, respectively, vis-à-vis 49% and 5.0 times, respectively, as proposed in the MLD and NCD term sheets.
- Stable revenue of asset SPVs: Mindspace REIT's entire revenue comes from 10 commercial offices, IT parks and SEZs. Consolidated revenue was Rs 1,202 crore (excluding revenue from works contract) for 9 months ended December 31, 2020. The portfolio assets had committed occupancy of 86.9% as on December 31, 2020. Committed occupancy has come down from 92.0% in March 2020, mainly because of addition of new area in June 2020, of 8.0 lakh square feet (sq. ft), which is to be leased out gradually; committed occupancy on same store basis remained robust at close to 90%. The rentals have high mark-to-market potential, given the superior asset and service quality, favourable location in prime areas of Hyderabad, Mumbai Region, Pune and Chennai, good demand and competitive rental rates.

Weakness:

• Susceptibility to volatility in the real estate sector: Rental collection remains susceptible to economic downturns, which may constrain the tenant's business risk profile, and therefore, limit occupancy and rental rates. Top 10 tenants and technology sector concentration at 40.9% and 46.3% of gross contracted rentals, respectively, as on December 31, 2020, exposes the REIT to moderate concentration risk. Further, as on December 31, 2020, 20.3% of the total completed leasable area will be due for renewal between the fourth quarter of fiscal 2021 and fiscal 2023. While majority of the tenants are established corporates and may continue to occupy the property, any industry shock leading to vacancies may make it difficult to find alternate lessees within the stipulated time. This could adversely impact cash flow, and hence, will be a key rating sensitivity factor.

Liquidity: Superior

Liquidity remains strong, supported by healthy average consolidated ISCR of over 2.0 times, including for permitted additional financing. Further, a low LTV ratio enhances the REIT's financial flexibility. Consolidated debt is unlikely to cause LTV ratio to exceed 40%, thus protecting investors from any decline in property prices and the consequent impact on refinancing.

Outlook Stable

CRISIL Ratings believes Mindspace REIT will continue to benefit from the quality of its underlying assets over the medium term.

Rating Sensitivity factors

Downward Factors:

- Reduction in the value of underlying assets, leading to LTV ratio of over 40%
- Higher-than-expected incremental borrowing

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- Increase in overall vacancy by over 5% for completed assets of 239 lakh sq. ft, of which 207 lakh sq. ft has been leased (occupied and committed) as on December 31, 2020
- Significant delay in the completion and leasing of under construction assets
- Any other non-adherence to the structural features of the transaction

About the Trust

Mindspace REIT is registered as an irrevocable trust under the Indian Trust Act, 1882, and as a REIT with SEBI's REIT Regulations, 2014, as amended. Mindspace REIT's portfolio assets are held through the following asset SPVs:

K Raheja IT Park (Hyderabad) Ltd (KRIT), Sundew Properties Ltd (Sundew) and Intime Properties Ltd (Intime) own and operate a SEZ/IT park, Mindspace, in Madhapur, Hyderabad. The property has been operational since 2005, and has a total completed area of approximately (approx.) 100 lakh sq. ft with committed occupancy 95.2% as on December 31, 2020, while an additional area of approx. 6 lakh sq. ft is expected to be developed over the medium term.

Avacado Properties and Trading (India) Pvt. Ltd (Avacado) owns and operates:

- a) An IT park, Mindspace, in Malad, Mumbai region. The property has been operational since 2004, and has a total leasable area of approx. 7 lakh sq. ft with committed occupancy of 82.4% as on December 31, 2020.
- b) A commercial office, The Square, in Bandra Kurla Complex, Mumbai region, with a total leasable area of approx. 1 lakh sq. ft and committed occupancy of 27.4% as on December 31, 2020. The property was acquired by the group in August 2019, and is being leased gradually.

Mindspace Business Parks Pvt. Ltd (MBPPL) owns and operates:

- a) An SEZ, Mindspace, in Airoli (East), Mumbai region. The property has been operational since 2007, and has a total completed leasable area of approx. 47 lakh sq. ft with committed occupancy of 93.2% as on December 31, 2020, while an additional area of approx. 21 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- an additional area of approx. 21 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
 b) An IT park, Commerzone, in Yerwada, Pune. The property has been operational since 2010, and has a total leasable area of approx. 17 lakh sq. ft with committed occupancy of 97.5% as on December 31, 2020.
- c) An IT park/commercial office, The Square, in Nagar Road, Pune. The property has been operational since 2015, and has a total leasable area of approx. 7 lakh sq. ft with committed occupancy of 79.8% as on December 31, 2020.
- d) An SEZ, Mindspace, in Pocharam, Hyderabad. The property has been operational since 2012 and has a total completed leasable area of approx. 4 lakh sq. ft with committed occupancy of 71.1% as on December 31, 2020.

Gigaplex Estate Pvt. Ltd (Gigaplex) owns and operates an SEZ/IT park, Mindspace, in Airoli (West) (Mumbai region). The property has been operational since 2013, and has a total completed leasable area of approx. 35 lakh sq. ft with committed occupancy of 72.3% as on December 31, 2020, while an additional area of approx. 10 lakh sq. ft is under construction and expected to be completed in phases over the next 12 months.

KRC Infrastructure and Projects Pvt. Ltd (KRC Infra):

- a) Owns and operates an SEZ/IT park, Commerzone, in Kharadi, Pune. The property was completed in fiscal 2020, and has completed leasable area of approx. 13 lakh sq. ft with committed occupancy of 93.1% as on December 31, 2020. Another approx. 13 lakh sq. ft of area is under development or proposed to be developed over the medium term.
- b) The facility management arm, housed under this entity beginning October 1, 2020, provides services for each asset under the REIT. Services include housekeeping, management of equipment, facade cleaning, security expenses, repair and maintenance and maintenance of common areas, etc.

Horizonview Properties Pvt. Ltd (Horizonview) owns an IT park, Commerzone, in Porur, Chennai. The property was completed in June 2020, having completed leasable area of approx. 8 lakh sq. ft, to be leased gradually over the medium term.

Key Financial Indicators*

Particulars	Unit	2020	2019
Revenue from operations	Rs crore	1,757	1,422
Profit after tax (PAT)	Rs crore	514	515
PAT margin	%	29.3	36.2
Adjusted gearing	Times	3.22	3.29
Interest coverage	Times	2.67	2.83

^{*}CRISIL-adjusted numbers

Any other information: Not applicable

Note on complexity levels of the rated instrument:

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Annexure - Details of Instrument(s)

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ISIN	Name of	Date of	Coupon	Maturity	Issue size	Complexity	Rating
	instrument	allotment	rate (%)	date	(Rs.Crore)	level	assigned with

							outlook
NA	Non-convertible debentures*	NA	NA	NA	300.0	NA	CRISIL AAA/Stable
INE0CCU07025	Non-convertible debentures	17-Dec- 2020	6.45%	16-Dec- 2023	200.0	Simple	CRISIL AAA/Stable
INE0CCU07017	Long-term principal protected market linked debentures	29-Sep- 2020	10-year G-Sec linked	29-Apr- 2022	500.0	Highly complex	CRISIL PPMLD AAA r /Stable
NA	Long-term principal protected market linked debentures*	NA	NA	NA	375.0	NA	CRISIL PPMLD AAA r /Stable
NA	Commercial paper*	NA	NA	7-365 days	250.0	Simple	CRISIL A1+

^{*}Not yet placed

Annexure - List of entities consolidated

Names of Entities Consolidated	Extent of Consolidation	Rationale for Consolidation
KRIT	Full	89% subsidiary
Sundew	Full	89% subsidiary
Intime	Full	89% subsidiary
Avacado	Full	100% subsidiary
MBPPL	Full	100% subsidiary
Gigaplex	Full	100% subsidiary
KRC Infra	Full	100% subsidiary
Horizonview	Full	100% subsidiary

Annexure - Rating History for last 3 Years

		Current		2021 (History) 2020				2	019	2018		Start of 2018
Instrument	Туре	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Corporate Credit Rating	LT	0.0	CCR AAA/Stable			11-12-20	CCR AAA/Stable					
						09-10-20	CCR AAA/Stable					
						22-09-20	CCR AAA/Stable					
						18-08-20	CCR AAA/Stable					
						26-06-20	Provisional CCR AAA/Stable					
Commercial Paper	ST	250.0	CRISIL A1+			11-12-20	CRISIL A1+					
						09-10-20	CRISIL A1+					
						22-09-20	CRISIL A1+					
Non Convertible Debentures	LT	500.0	CRISIL AAA/Stable			11-12-20	Provisional CRISIL AAA/Stable,CRISIL AAA/Stable					
						09-10-20	Provisional CRISIL AAA/Stable					
						22-09-20	Provisional CRISIL AAA/Stable					
Long Term Principal Protected Market Linked Debentures	LT	875.0	CRISIL PPMLD AAA r /Stable			11-12-20	CRISIL PPMLD AAA r /Stable					
						09-10-20	CRISIL PPMLD AAA r /Stable					
						22-09-20	Provisional CRISIL PPMLD AAA r /Stable					

Links to related criteria

CRISILs rating criteria for REITs and InVITs

CRISILs criteria for rating debt backed by lease rentals of commercial real estate properties

Criteria for rating entities belonging to homogenous groups

Media Relations	Analytical Contacts	Customer Service Helpdesk
Saman Khan	Anuj Sethi	Timings: 10.00 am to 7.00 pm
Media Relations	Senior Director	Toll free Number:1800 267 1301
CRISIL Limited	CRISIL Ratings Limited	
D: +91 22 3342 3895	B:+91 44 6656 3100	For a copy of Rationales / Rating Reports
B: +91 22 3342 3000	anuj.sethi@crisil.com	CRISILratingdesk@crisil.com
saman.khan@crisil.com	<u> </u>	<u> </u>
Naireen Ahmed Media Relations CRISIL Limited D: +91 22 3342 1818 B: +91 22 3342 3000 naireen.ahmed@crisil.com	Anand Kulkarni Director CRISIL Ratings Limited B:+91 22 3342 3000 Anand.Kulkarni@crisil.com Saina S Kathawala Team Leader CRISIL Ratings Limited D:+91 22 3342 3325	For Analytical queries: ratingsinvestordesk@crisil.com
	saina.kathawala@crisil.com	

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