



### MINDSPACE BUSINESS PARKS REIT

**Reg. No.:** IN/REIT/19-20/0003

**Registered Office:** Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, Maharashtra, India


**Corporate Office:** Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, Maharashtra, India



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### PRIVATE PLACEMENT MEMORANDUM DATED – July 25, 2022

#### Issuer details:

<b>PAN</b>	AAGTM5757Q	<b>Date and Place of registration</b>	December 10, 2019 (Registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014) in Mumbai.
<b>Registered Office and Corporate Office of the Issuer</b>	<b>Registered Office:</b> Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India <b>Corporate Office:</b> Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India <b>Phone:</b> +91 2656 4000 <b>Fax:</b> +91 22 2656 4747 <b>E-mail:</b> <a href="mailto:bondcompliance@mindspacereit.com">bondcompliance@mindspacereit.com</a>	<b>Compliance Officer of the Investment Manager of the Issuer</b>	<b>Name:</b> Preeti Chheda <b>Address:</b> Raheja Tower, Level 8, Block 'G', C-30 Bandra Kurla Complex, Mumbai – 400051, Maharashtra, India <b>Phone:</b> +91 2656 4000 <b>E mail id:</b> <a href="mailto:bondcompliance@mindspacereit.com">bondcompliance@mindspacereit.com</a>
<b>Promoter (Sponsors) of the Issuer</b>	<b>Name:</b> Anbee Constructions LLP <b>LLP identification number:</b> AAF-9712 <b>Address:</b> Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (East), Mumbai - 400051 <b>Phone:</b> +91 2656 4000 <b>E-mail:</b> <a href="mailto:krsec@kraheja.com">krsec@kraheja.com</a>  <b>Name:</b> Cape Trading LLP <b>LLP identification number:</b> AAF-9676 <b>Address:</b> Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (East), Mumbai - 400051 <b>Phone:</b> +91 2656 4000 <b>E-mail:</b> <a href="mailto:krsec@kraheja.com">krsec@kraheja.com</a>	<b>CFO of the Investment Manager of the Issuer</b>	<b>Name:</b> Ms. Preeti Chheda <b>Address:</b> Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400051, Maharashtra, India <b>Phone:</b> +91 2656 4000 <b>Email:</b> <a href="mailto:bondcompliance@mindspacereit.com">bondcompliance@mindspacereit.com</a>
<b>Registrar of the Issue</b> 	Link Intime India Private Limited <b>SEBI Registration No.:</b> INR0000004058 <b>Contact Person:</b> Mr. Ganesh Jadhav <b>Address:</b> 247 Park, C 101 1st Floor , LBS Marg , Vikhroli (W) , Mumbai – 400 083	<b>Legal Advisors to the Issue</b>	Shardul Amarchand Mangaldas & Co. <b>Address:</b> Amarchand Towers, 216 Okhla Industrial Estate, Phase III, New Delhi - 110 02 <b>Phone:</b> +91 11 41590700, 40606060 <b>Website :</b> <a href="http://www.amsshardul.com">www.amsshardul.com</a>

	<p><b>Phone:</b> +91 22 49186000 <b>Fax:</b> 022-4918660 <b>E-mail:</b> <a href="mailto:debtca@linkintime.co.in">debtca@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a></p>	 <p>Shardul Amarchand Mangaldas</p>													
		<p><b>Inclusion of a compliance clause in relation to electronic book mechanism and details pertaining to the uploading the placement memorandum on the Electronic Book Provider Platform, if applicable.</b></p> <p><b>The issue schedule -</b> <b>(i) date of opening of the issue;</b> <b>(ii) date of closing of the issue;</b> <b>(iii) date of earliest closing of the issue, if any.</b></p>	<p>The Issuer has complied with all the provisions related to electronic book mechanism and the same shall be uploaded on BSE EBP platform.</p> <p><b>The issue schedule -</b> <b>(i) date of opening of the issue –July 27, 2022</b> <b>(ii) date of closing of the issue – July 27, 2022</b> <b>(iii) date of earliest closing of the issue, if any - NA</b></p>												
<p><b>Trustee of the Issue</b></p>  <p><b>CATALYST</b> <i>Believe In Yourself... Trust Us!</i> CIN: U74999PN1997PLC110262</p>	<p>Catalyst Trusteeship Ltd. (Formerly GDA Trusteeship Ltd.) <b>SEBI Registration No.:</b> IND0000000034 <b>Registered Address:</b> GDA House, First Floor, Plot No. 85 S. No. 94 &amp; 95, Bhusari Colony (Right), Kothrud Pune 411038. <b>Corporate Office:</b> Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098. <b>Phone:</b> 022-49220555 <b>Contact Person:</b> Mr. Umesh Salvi, Managing Director <b>Website :</b> <a href="http://www.catalysttrustee.com">www.catalysttrustee.com</a> <b>E-mail:</b> <a href="mailto:ComplianceCTL-Mumbai@ctltrustee.com">ComplianceCTL-Mumbai@ctltrustee.com</a></p>	<p><b>The name(s) of the stock exchanges where the securities are proposed to be listed;</b></p>	<p>BSE Limited (“BSE”).</p>												
<p><b>The nature, number, price and amount of securities offered and issue size (base issue or green shoe), as may be applicable;</b></p>	<p>Senior, Listed, Rated, Secured, Non-Cumulative, Taxable, Transferrable, Redeemable, Non-Convertible Debentures of face value of INR 1,000,000 (Indian Rupees One Million) per Debenture for aggregate principal amount of upto INR 5,000,000,000/- (Indian Rupees Five Thousand Million Only) <b>(the “Debentures”)</b>, by Mindspace Business Parks REIT (the “<b>Issuer</b>” or “<b>REIT</b>”) each by way of private placement for cash aggregating upto INR 5,000,000,000/- (Indian Rupees Five Thousand Million Only) (the “<b>Issue</b>”).</p>	<p><b>Latest registration / identification number issued by any regulatory authority which regulates such issuer (viz. Reserve Bank of India, IRDAI etc.), if applicable,</b></p> <p><b>Coupon/dividend rate, coupon/dividend payment frequency, redemption date, redemption amount;</b></p>	<p>Registration No. IN/REIT/19-20/0003 (Registered as a real estate investment trust on December 10, 2019 under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014)</p> <table><tr><td><b>Principal amount</b></td><td>INR 5000,000,000/- (Indian Rupees Five Thousand Million Only)</td></tr><tr><td><b>Tenor</b></td><td>5 years from Deemed Date of Allotment</td></tr><tr><td><b>Maturity date</b></td><td>27 July 2027</td></tr><tr><td><b>Coupon Rate</b></td><td>7.95%</td></tr><tr><td><b>Face value (Nominal Value per Debenture)</b></td><td>INR 1,000,000 (Indian Rupees One Million)</td></tr><tr><td><b>Redemption Price at Maturity per Debenture</b></td><td>The principal amount of all the Debentures, the Coupon, the default interest and all other amounts payable in accordance with the provisions of</td></tr></table>	<b>Principal amount</b>	INR 5000,000,000/- (Indian Rupees Five Thousand Million Only)	<b>Tenor</b>	5 years from Deemed Date of Allotment	<b>Maturity date</b>	27 July 2027	<b>Coupon Rate</b>	7.95%	<b>Face value (Nominal Value per Debenture)</b>	INR 1,000,000 (Indian Rupees One Million)	<b>Redemption Price at Maturity per Debenture</b>	The principal amount of all the Debentures, the Coupon, the default interest and all other amounts payable in accordance with the provisions of
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<b>Redemption Price at Maturity per Debenture</b>	The principal amount of all the Debentures, the Coupon, the default interest and all other amounts payable in accordance with the provisions of														

			the Debenture Trust Deed.
<b>The aggregate amount proposed to be raised through all the stages of offers of non-convertible securities made through the shelf placement memorandum;</b>	INR 5,000,000,000/- (Rupees Five Thousand Million Only)	<b>Details about Underwriter to the issue including the amount undertaken to be underwritten by the underwriters;</b>	N.A.
<b>The details about eligible investors;</b>	<p>Eligible Investors shall include all persons eligible to invest in these Debentures as permitted under Applicable Laws including but not limited to the following:</p> <ol style="list-style-type: none"> <li>resident individuals,</li> <li>Hindu undivided family,</li> <li>trust,</li> <li>limited liability partnerships, partnership firm(s),</li> <li>portfolio managers,</li> <li>association of persons,</li> <li>companies and bodies corporate including public sector undertakings,</li> <li>commercial banks, regional rural banks, financial institutions and non-banking financial companies,</li> <li>insurance companies,</li> <li>mutual funds/ alternative investment fund (AIF),</li> <li>foreign portfolio investors, and</li> <li>any other investor eligible to invest in these Debentures in each case, as may be permitted under Applicable Law.</li> </ol> <p><b>Note:</b> The Issue is open for subscription by Qualified Institutional Buyers only.</p>	<p><b>Details about Guarantor to the Issue</b></p>  <p><b>Details about the Arrangers to the Issue;</b></p> 	<p>Sundew Properties Limited <b>Address (Regd):</b> Mindspace Cyberabad, S. No. 64 (Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad 500081</p> <p><b>Website:</b> <a href="http://www.sundewproperties.com">www.sundewproperties.com</a> <b>Email:</b> <a href="mailto:debt@sundewproperties.com">debt@sundewproperties.com</a> <b>Phone:</b> +91-40-6628 0000+91 2656 4000 <b>Contact Person:</b> Ms. Preeti Chheda, Director</p> <p>Trust Investment Advisors Private Limited ("TIAPL") <b>Address:</b> 1101, Naman Centre, BKC, Bandra (E), Mumbai - 400 051 <b>Contact Person:</b> Hani Jalan <b>Phone:</b> +91 9821523152; +91 22 42245029 <b>E-mail:</b> <a href="mailto:Hani.jalan@trustgroup.in">Hani.jalan@trustgroup.in</a></p> <p><b>Note:</b> TIAPL and the Issuer have entered into a letter agreement dated on or about the date of this Private Placement Memorandum for appointment of TIAPL as arrangers to the Issue.</p>
<p><b>Credit Rating Agencies of the Issue</b></p>  	<p>(I) CRISIL Ratings Limited <b>Address:</b> Hiranandani Business Park, Central Ave, Hiranandani Gardens, Powai, Mumbai, Maharashtra 400076 <b>Phone:</b> +91 22 3342 3000 <b>Contact Person:</b> Parth Luthra <b>Website:</b> <a href="http://www.crisil.com">www.crisil.com</a> <b>E-mail:</b> <a href="mailto:parth.luthra@crisil.com">parth.luthra@crisil.com</a></p> <p>(II) ICRA Limited <b>Address:</b> B-710, Statesman House 148, Barakhamba Road, New Delhi-110001 <b>Phone:</b> 80 4332 6415 <b>Website:</b> <a href="https://www.icra.in">https://www.icra.in</a> <b>E-mail:</b> <a href="mailto:mathew.eranat@icraindia.com">mathew.eranat@icraindia.com</a></p>	<b>Auditors of the Issuer</b>	<p>Deloitte Haskins &amp; Sells, LLP <b>Address:</b> One International Centre, Tower 3, 27th-32nd Floor, Senapati Bapat Marg, Elphinstone Mill Compound, Elphinstone (W), Mumbai - 400 013 <b>Contact Person:</b> Nilesh Shah <b>Phone:</b> +91 22 6245 1100 <b>E-mail:</b> <a href="mailto:nilshah@deloitte.com">nilshah@deloitte.com</a> <b>Logo of the Auditor:</b> N.A.</p>
<b>GENERAL RISKS</b>	Investment in non-convertible securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained in this placement memorandum. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.		
<b>CREDIT RATING</b>	<p><b>CRISIL Ratings</b> has assigned a rating of <b>CRISIL AAA/Stable</b> (pronounced as CRISIL triple A rating with stable outlook) and <b>ICRA Limited</b> has assigned a rating of '[ICRA] AAA (Stable)' (pronounced as "ICRA triple A") to the Debentures. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigned rating agency and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agency has the right to suspend, withdraw the rating at any time on the basis of new information, etc.</p> <p>Details of all the ratings obtained for the Issue: The rating letter and rating rationale (published on the website of the Credit Rating Agencies) provided by the Credit Rating Agencies has been provided in <b>Schedule II</b>. The rating rationale can be accessed using the below link:</p>		

	<a href="https://www.crisil.com/mnt/winshare/Ratings/RatingList/RatingDocs/MindspaceBusinessParksREITMindspaceREIT_May%2027,%202022_RR_294472.html">https://www.crisil.com/mnt/winshare/Ratings/RatingList/RatingDocs/MindspaceBusinessParksREITMindspaceREIT_May%2027,%202022_RR_294472.html</a> ; <a href="https://www.icra.in/Rationale/Index?CompanyName=Mindspace%20Business%20Parks%20REIT">https://www.icra.in/Rationale/Index?CompanyName=Mindspace%20Business%20Parks%20REIT</a>
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**Note:** The Issuer reserves the right to change the Issue Schedule and in such an event, the Deemed Date of Allotment for the Debentures may also be revised by the Issuer at its sole and absolute discretion without giving any prior notice.

The said issue does not form part of non-equity regulatory capital as specified under Chapter V (*Issuance and Listing of Perpetual debt instruments, Perpetual non-cumulative preference shares and similar instruments*) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI Debt Regulations**”).

The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.



## TABLE OF CONTENTS

DISCLAIMERS.....	1
GLOSSARY .....	8
RISK FACTORS .....	20
DISCLOSURES (IN ACCORDANCE WITH SEBI DEBT REGULATIONS).....	36
I. Details of promoters (sponsors) of the Issuer.....	36
Details of credit rating along with reference to the rating letter issued (not older than one month on the date of the opening the issue) by the Credit Rating Agency in relation to the Issue.....	36
II. Name(s) of the stock exchange(s) where the Debentures are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s).....	37
III. Issue Schedule.....	37
IV. Brief summary of the business/ activities of the Issuer and its line of business: .....	37
V. Financial Information of the Issuer .....	41
VI. The amount of guarantee issued by the Issuer along with details of the counterparty (like name and nature of the counterparty i.e. subsidiary, Joint Venture entity, group company etc) on behalf of whom it has been issued .....	48
VII. Details of any other contingent liabilities of the Issuer based on the last audited Financial Statements including amount and nature of liability.....	49
VIII. Brief history of the Issuer since its registration giving details of the following activities:.....	49
IX. Details regarding Parties to the Mindspace Business Parks REIT:.....	52
X. Brief particulars of the management of the Issuer: .....	54
XI. Details regarding the auditors of the Issuer:.....	57
XII. Details of the following liabilities of the Issuer, as at the end of the last quarter or if available, a later date .....	58
DISCLOSURES PRESCRIBED UNDER PAS-4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014 .....	74
I. General Information .....	74
II. Particulars of the Offer.....	74
III. Pre-issue and Post-issue unitholding pattern of the Issuer .....	77
IV. Disclosure with regard to interest of governing board of the Investment Manager, litigation, etc. 79	
V. Financial position of the Issuer .....	80
APPLICATION PROCESS .....	92
MATERIAL DOCUMENTS .....	100
SUMMARY OF TERMS .....	101
DECLARATION .....	120
Declaration by the Authorized Signatory of the Investment Manager.....	121
Schedule I.....	122

Schedule II .....	123
Schedule III.....	124
Schedule IV.....	125
Schedule V .....	126
Schedule VI.....	127
Schedule VII .....	131
Schedule VIII.....	132
Schedule IX.....	133
Schedule X.....	134

## **DISCLAIMERS**

### **DISCLAIMERS OF THE ISSUER:**

THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED TO PROVIDE GENERAL INFORMATION ABOUT THE ISSUER TO POTENTIAL INVESTORS TO WHOM IT IS ADDRESSED AND WHO ARE WILLING AND ELIGIBLE TO SUBSCRIBE TO THE DEBENTURES. THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT PURPORT TO CONTAIN ALL THE INFORMATION THAT ANY POTENTIAL INVESTOR MAY REQUIRE. NEITHER THIS PRIVATE PLACEMENT MEMORANDUM NOR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE DEBENTURES IS INTENDED TO PROVIDE THE BASIS OF ANY CREDIT OR OTHER EVALUATION NOR SHOULD ANY RECIPIENT OF THIS PRIVATE PLACEMENT MEMORANDUM CONSIDER SUCH RECEIPT A RECOMMENDATION TO PURCHASE ANY DEBENTURES. EACH INVESTOR CONTEMPLATING THE PURCHASE OF ANY DEBENTURES SHOULD MAKE ITS OWN INDEPENDENT INVESTIGATION OF THE FINANCIAL CONDITION AND AFFAIRS OF THE ISSUER, AND ITS OWN APPRAISAL OF THE CREDITWORTHINESS OF THE ISSUER. POTENTIAL INVESTORS SHOULD CONSULT THEIR OWN FINANCIAL, LEGAL, TAX AND OTHER PROFESSIONAL ADVISORS AS TO THE RISKS AND INVESTMENT CONSIDERATIONS ARISING FROM AN INVESTMENT IN THE DEBENTURES AND SHOULD POSSESS THE APPROPRIATE RESOURCES TO ANALYSE SUCH INVESTMENT AND THE SUITABILITY OF SUCH INVESTMENT TO SUCH INVESTOR'S PARTICULAR CIRCUMSTANCES. IT IS THE RESPONSIBILITY OF INVESTORS TO ALSO ENSURE THAT THEY WILL SELL THESE DEBENTURES IN STRICT ACCORDANCE WITH THIS PRIVATE PLACEMENT MEMORANDUM AND OTHER APPLICABLE LAWS, SO THAT ANY SUCH OFFER, INVITATION, DISTRIBUTION OR SALE DOES NOT CONSTITUTE AN OFFER TO THE PUBLIC WITHIN THE MEANING OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021. THIS PRIVATE PLACEMENT MEMORANDUM IS INTENDED TO BE CIRCULATED TO SUCH NUMBER OF PERSONS AS MAY BE PERMISSIBLE UNDER APPLICABLE LAWS IN A FINANCIAL YEAR. NONE OF THE INTERMEDIARIES OR THEIR AGENTS OR ADVISORS ASSOCIATED WITH THIS ISSUE UNDERTAKE TO REVIEW THE FINANCIAL CONDITION OR AFFAIRS OF THE ISSUER DURING THE LIFE OF THE ARRANGEMENTS CONTEMPLATED BY THIS PRIVATE PLACEMENT MEMORANDUM OR HAVE ANY RESPONSIBILITY TO ADVISE ANY INVESTOR OR POTENTIAL INVESTOR IN THE DEBENTURES OF ANY INFORMATION AVAILABLE WITH OR SUBSEQUENTLY COMING TO THE ATTENTION OF THE INTERMEDIARIES, AGENTS OR ADVISORS.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED OR INCORPORATED BY REFERENCE IN THIS PRIVATE PLACEMENT MEMORANDUM OR IN ANY MATERIAL MADE AVAILABLE BY THE ISSUER TO ANY POTENTIAL INVESTOR PURSUANT HERETO AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE ISSUER. THE INTERMEDIARIES AND THEIR AGENTS OR ADVISORS ASSOCIATED WITH THIS ISSUE HAVE NOT SEPARATELY VERIFIED THE INFORMATION CONTAINED HEREIN. ACCORDINGLY, NO REPRESENTATION, WARRANTY OR UNDERTAKING, EXPRESS OR IMPLIED, IS MADE AND NO RESPONSIBILITY IS ACCEPTED BY ANY SUCH INTERMEDIARY. SUCH PERSON HAS NOT RELIED ON ANY INTERMEDIARY AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM OR ANY OTHER INFORMATION PROVIDED BY THE ISSUER. ACCORDINGLY, ALL SUCH INTERMEDIARIES ASSOCIATED WITH THIS ISSUE SHALL HAVE NO LIABILITY IN

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THE CONTENTS OF THIS PRIVATE PLACEMENT MEMORANDUM ARE INTENDED TO BE USED ONLY BY THOSE INVESTORS TO WHOM IT IS ISSUED. IT IS NOT INTENDED FOR DISTRIBUTION TO ANY OTHER PERSON AND SHOULD NOT BE REPRODUCED BY THE RECIPIENT.

THE PERSON WHO IS IN RECEIPT OF THIS PRIVATE PLACEMENT MEMORANDUM SHALL MAINTAIN UTMOST CONFIDENTIALITY REGARDING THE CONTENTS OF THIS PRIVATE PLACEMENT MEMORANDUM AND SHALL NOT REPRODUCE OR DISTRIBUTE IN WHOLE OR PART OR MAKE ANY ANNOUNCEMENT IN PUBLIC OR TO A THIRD PARTY REGARDING ITS CONTENTS, WITHOUT THE PRIOR WRITTEN CONSENT OF THE ISSUER.

EACH PERSON RECEIVING THIS PRIVATE PLACEMENT MEMORANDUM ACKNOWLEDGES THAT:

- SUCH PERSON HAS BEEN AFFORDED AN OPPORTUNITY TO REQUEST AND TO REVIEW AND HAS RECEIVED ALL ADDITIONAL INFORMATION CONSIDERED BY SUCH PERSON TO BE NECESSARY TO VERIFY THE ACCURACY OF OR TO SUPPLEMENT THE INFORMATION HEREIN; AND
- SUCH PERSON HAS NOT RELIED ON ANY INTERMEDIARY THAT MAY BE ASSOCIATED WITH ISSUANCE OF THE DEBENTURES IN CONNECTION WITH ITS INVESTIGATION OF THE ACCURACY OF SUCH INFORMATION OR ITS INVESTMENT DECISION.

THE ISSUER DOES NOT UNDERTAKE TO UPDATE THE PRIVATE PLACEMENT MEMORANDUM TO REFLECT SUBSEQUENT EVENTS AFTER THE DATE OF THE PRIVATE PLACEMENT MEMORANDUM EXCEPT IN ACCORDANCE WITH APPLICABLE LAWS AND THUS IT SHOULD NOT BE RELIED UPON WITH RESPECT TO SUCH SUBSEQUENT EVENTS WITHOUT FIRST CONFIRMING ITS ACCURACY WITH THE ISSUER. NEITHER THE DELIVERY OF THIS PRIVATE PLACEMENT MEMORANDUM NOR ANY SALE OF DEBENTURES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CONSTITUTE A REPRESENTATION OR CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE ISSUER SINCE THE DATE HEREOF.

THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE, NOR MAY IT BE USED FOR OR IN CONNECTION WITH, AN OFFER OR SOLICITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO EXTEND SUCH AN OFFER OR SOLICITATION. NO ACTION IS BEING TAKEN TO PERMIT AN OFFERING OF THE DEBENTURES OR THE DISTRIBUTION OF THIS PRIVATE PLACEMENT MEMORANDUM IN ANY JURISDICTION WHERE SUCH ACTION IS REQUIRED. THE DISTRIBUTION OF THIS PRIVATE PLACEMENT MEMORANDUM AND THE OFFERING AND SALE OF THE DEBENTURES MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. PERSONS INTO WHOSE POSSESSION THIS PRIVATE PLACEMENT MEMORANDUM COMES ARE REQUIRED TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS.

NO PRIOR CONSENT OF ANY THIRD PARTY, INCLUDING ANY LENDER, IS REQUIRED FOR THE CREATION AND PERFECTION OF THE TRANSACTION SECURITY, AS ON THE DATE OF THIS PRIVATE PLACEMENT MEMORANDUM

THE PRIVATE PLACEMENT MEMORANDUM IS MADE AVAILABLE TO POTENTIAL INVESTORS IN THE ISSUE ON THE STRICT UNDERSTANDING THAT IT IS CONFIDENTIAL.

**DISCLAIMER OF THE STOCK EXCHANGE:**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS PRIVATE PLACEMENT MEMORANDUM WITH THE STOCK EXCHANGE SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE STOCK EXCHANGE NOR DOES THE STOCK EXCHANGE IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS PRIVATE PLACEMENT MEMORANDUM, NOR DOES THE STOCK EXCHANGE WARRANT THAT THE ISSUER'S DEBENTURES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE STOCK EXCHANGE; NOR DOES THE STOCK EXCHANGE TAKE ANY RESPONSIBILITY FOR THE SOUNDNESS OF THE FINANCIAL AND OTHER CONDITIONS OF THE ISSUER, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THE ISSUER.

**DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA:**

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## GLOSSARY

*References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made under that provision.*

*Unless the context otherwise indicates or requires, the following terms used in this Private Placement Memorandum shall have the meanings given below.*

TERM	DESCRIPTION
<b>ACL</b>	Anbee Constructions LLP having a limited liability partnership identification number AAF-9712 and having its registered office at Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (East), Mumbai - 400051.
<b>APIIC</b>	Andhra Pradesh Industrial Infrastructure Corporation Limited, a government company registered under the Companies Act and wholly owned by the Government of Andhra Pradesh, India. Consequent upon Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") (a Government of Telangana Undertaking) becoming a shareholder and member of the Issuer, K. Raheja IT Park (Hyderabad) Limited and Intime Properties Limited, the references to APIIC shall be substituted for TSIIC.
<b>Accounts Agreement</b>	The escrow account agreement dated on or about the date of the Debenture Trust Deed and executed among, <i>inter alia</i> , the Asset SPV, the Escrow Account Bank, and the Debenture Trustee, in relation to opening, operation and maintenance of the Escrow Account.
<b>Applicable Law</b>	Any statute, national, state, provincial, local, municipal, foreign, international, multinational or other law, treaty, code, regulation, ordinance, rule, judgment, order, decree, bye-law, approval of any Governmental Authority, directive, guideline, policy, requirement or other governmental restriction, or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, which is in effect as of the date of this Private Placement Memorandum, the Deemed Date of Allotment or at any time thereafter as the context requires.
<b>Asset SPV</b>	Sundew Properties Limited, a company incorporated under the provisions of the Companies Act, 1956 and validly existing under the Companies Act, 2013 with its corporate identification number (CIN) U70102TG2006PLC050883 and its registered office at Mindspace Cyberabad, S. No. 64 (Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad 500081, Telangana.
<b>Bank Account (ICCL)</b>	The clearing corporation bank account selected, and as disclosed below on page no. 95 ( <i>Application Process</i> ), by the Issuer, for the pay-in of funds towards the issue of

	Debentures on EBP.
<b>Base Rent (psf per month)</b>	$\frac{\text{Base Rentals for the specified period}}{\text{Occupied Area} * \text{monthly factor}}$
<b>Base Rentals (₹)</b>	Rental income contracted from the leasing of Occupied Area. It does not include fit-out rent, maintenance services income, car park income and others
<b>BREP Entities</b>	BREP Asia SBS Pearl Holding (NQ) Ltd, BREP VIII SBS Pearl Holding (NQ) Ltd, and BREP Asia SG Pearl Holding (NQ) Pte. Ltd., being certain entities affiliated with The Blackstone Group Inc.
<b>CIBIL</b>	The TransUnion CIBIL Limited
<b>CDSL</b>	Central Depository Services (India) Limited
<b>Commerzone Porur</b>	Completed and operational building with Tower A and B, which is located in the South West Chennai micro- market at Porur, Chennai, Tamil Nadu, India.
<b>Commerzone Yerwada</b>	Completed and operational building nos. 1, 4, 5, 6, 7, 8 and the amenity building situated at Commerzone, Samrat Ashok Path, Off Airport Road, Yerwada, Pune, Maharashtra, India
<b>Committed Area</b>	Completed Area which is unoccupied but for which letter of intent / agreement to lease have been signed.
<b>Companies Act</b>	Companies Act, 2013 and shall include the rules, regulations, circulars and notifications issued thereunder and any other statutory amendment or re-enactment thereof.
<b>Committed Occupancy</b>	$\frac{(\text{Occupied Area} + \text{Committed Area})}{\text{Completed Area}}$
<b>Completed Area (sf)</b>	Leasable area for which occupancy certificate has been received; Completed Area comprises Occupied Area, Committed Area and Vacant Area.
<b>Credit Rating Agencies</b>	Collectively, hereinafter referred to as Credit Rating Agency I and Credit Rating Agency II
<b>Credit Rating Agency I</b>	CRISIL Limited
<b>Credit Rating Agency II</b>	ICRA Limited
<b>Coupon</b>	the amount of interest payable in relation to the Debentures in the manner as set out in Clause 3.2 ( <i>Covenant to pay Coupon</i> ) of Part A ( <i>Statutory information pertaining to issuance of non-convertible debentures</i> ) of the Debenture Trust Deed.
<b>CTL</b>	Cape Trading LLP having a limited liability partnership identification number AAF-9676 and having its registered office at Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (East), Mumbai - 400051.
<b>Debenture Documents</b>	<ul style="list-style-type: none"> <li>(a) the Debenture Trust Deed;</li> <li>(b) the Debenture Trustee Agreement;</li> <li>(c) the Accounts Agreement;</li> <li>(d) the letter agreement dated May 19, 2022 appointing the RTA with respect to issuance of the Debentures;</li> </ul>

	<p>(e) the tripartite agreement with NSDL dated September 28, 2020 and CDSL dated September 22, 2020 and the Registrar and Transfer Agent;</p> <p>(f) the listing agreement entered into between the Issuer and the Stock Exchange for the purpose of listing the Debentures on the Stock Exchange;</p> <p>(g) the Private Placement Memorandum;</p> <p>and</p> <p>(h) any other documents as may be designated by the Debenture Trustee and the relevant Obligors executing such documents as Debenture Documents.</p>
<b>Debenture Holder(s)</b>	Persons who are, for the time being and from time to time, the holders of the Debentures and whose names appear in the Register of Beneficial Owners in accordance with the Debenture Trust Deed.
<b>Debenture Trust Deed</b>	The debenture trust deed dated on or about the date of this Private Placement Memorandum between the Issuer and the Debenture Trustee for the purposes of setting out the detailed terms and conditions of the Debentures.
<b>Debenture Trustee Agreement</b>	The debenture trustee agreement dated July 19, 2022 between the Issuer and the Debenture Trustee confirming the Debenture Trustee's appointment as the trustee for the Debenture Holders.
<b>Debenture Trustee</b>	The trustee for the Debenture Holders of the Debentures, in this case being Catalyst Trusteeship Limited, a company incorporated under Companies Act, 1956 and validly existing under the Companies Act, 2013 with corporate identification number U74999PN1997PLC110262 and having its registered office at GDA House, First Floor, Plot No. 85 S. No. 94 & 95, Bhusari Colony (Right), Kothrud, Pune 411038, and acting through its Mumbai office at, Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098, Maharashtra, India.
<b>Debentures</b>	5000 (five thousand) senior, listed, rated, secured, non-cumulative, taxable, transferrable, redeemable, non-convertible debentures in the denomination of INR 1000,000 (Indian Rupees one million only) each and which are non-convertible at all times comprising the debentures in the aggregate principal amount up to INR 5,000,000,000. (Indian Rupees five thousand million only) constituted by, and issued under, the Debenture Trust Deed and this Private Placement Memorandum and for the time being outstanding or, as the context may require, a specific number or principal amount of them.
<b>Debt</b>	Shall mean at any time, all the amounts owing, incurred, outstanding and/or payable by the Issuer to the Debenture Holders/ Debenture Trustee or to their account, in connection with or under the Debentures and/or the Transaction Documents (in each case, whether alone or jointly, or jointly and severally, with any other person, and whether as principal, surety or otherwise), including the following

	<p>amounts:</p> <ul style="list-style-type: none"> <li>(a) the principal amount of all the Debentures, the Coupon and the default interest;</li> <li>(b) all other monies, debts and liabilities of the Issuer, including indemnities, damages, costs, charges, expenses and fees and interest incurred under, arising out of or in connection with the Transaction Documents;</li> <li>(c) fees, costs and expenses of the Debenture Trustee acting for the Debenture Holders, and agents, delegates, receivers and custodians appointed by them or for the benefit of the Debenture Holders/ Debenture Trustee in connection with the Transaction Documents;</li> <li>(d) any and all sums expended by the Debenture Holders, and/or the Debenture Trustee, in order to create or preserve any Security created to secure the Debentures; and</li> <li>(e) any and all costs, expenses, fees and duties incurred or to be incurred by the Debenture Holders and/or the Debenture Trustee for the enforcement and collection of any amounts due under the Transaction Documents, including for enforcement and realisation of the Security created to secure the issuance of the Debentures hereto.</li> </ul>
<b>Deed of Hypothecation</b>	The deed of hypothecation to be executed in accordance with the terms of the Transaction Documents for the creation of a first ranking exclusive charge by way of hypothecation over the Hypothecated Properties.
<b>Deemed Date of Allotment</b>	July 28, 2022
<b>Depository</b>	The NSDL and/or the CDSL, as the case may be.
<b>Depository Participant/ DP</b>	A participant as defined under the Depositories Act, 1996.
<b>EBP</b>	Electronic Book Building Platform of BSE.
<b>EBP Guidelines</b>	The Operational Framework read with the 'Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism' dated September 28, 2018, issued by BSE <i>vide</i> their notice no. 20180328-53 dated March 28, 2018 and updated on April 27, 2018, and any amendments thereto.
<b>ECGC</b>	Export Credit Guarantee Corporation of India Ltd.
<b>Eligible Investor(s)</b>	<ul style="list-style-type: none"> <li>• resident individuals,</li> <li>• Hindu undivided family,</li> <li>• trust,</li> <li>• limited liability partnerships, partnership firm(s),</li> <li>• portfolio managers,</li> <li>• association of persons,</li> <li>• companies and bodies corporate including public sector undertakings,</li> <li>• commercial banks, regional rural banks, financial institutions and non-banking financial companies,</li> </ul>

	<ul style="list-style-type: none"> <li>• insurance companies,</li> <li>• mutual funds/ alternative investment fund (AIF),</li> <li>• foreign portfolio investors, and</li> <li>• any other investor eligible to invest in these Debentures in each case, as may be permitted under Applicable Law.</li> </ul> <p><b>Note:</b> The Issue is open for subscription by Qualified Institutional Buyers only.</p>
<b>Escrow Account</b>	The escrow account opened and maintained by the Asset SPV with the Escrow Account Bank in accordance with the terms of the Accounts Agreement.
<b>Escrow Account Bank</b>	ICICI Bank Limited
<b>Final Settlement Date</b>	The date on which all (and not less than all) the Debentures have been redeemed and the outstanding Debt has been irrevocably and unconditionally paid and discharged in full to the satisfaction of the Debenture Trustee.
<b>Financial Statements (Combined)</b>	The financial statements of the Issuer, which comprise the balance sheet as at financial year ending March 31, 2022, financial year ended March 31, 2021 and financial year ended as at March 31, 2020; the statement of profit and loss as at financial year ended March 31, 2021 and as at as at financial year ended March 31, 2020, and the cash flow statement as at financial year ended March 31, 2021, and as at financial year ended March 31, 2020, and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures. Such financial statements have been prepared in accordance with the basis of preparation described within Note 2 to such financial statements.
<b>Financial Statements (Consolidated)</b>	The condensed consolidated interim financial statements of the Issuer which comprise the condensed balance sheet as at 31 March 2022, 31 March 2021 and 31 March 2020, the condensed statement of profit and loss, including other comprehensive income, the condensed statement of cash flow for year ended 31 March 2022, 31 March 2021 and 31 March 2020, the statement of net distributable cash flows for the quarter and year ended 31 March 2022, 31 March 2021 and 31 March 2020, the condensed statement of changes in unitholders equity for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, the statement of net assets at fair value as at 31 March 2022, 31 March 2021 and 31 March 2020, the statement of total returns at fair value for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures. Such financial statements have been prepared in accordance with the basis of preparation described within Note 2 to such financial statements.
<b>Financial Statements (Standalone)</b>	The condensed standalone financial statements of the Issuer which comprise the condensed balance sheet as at 31 March 2022, 31 March 2021 and 31 March 2020, the condensed

	statement of profit and loss, including other comprehensive income, the condensed statement of cash flow for year ended 31 March 2022, 31 March 2021 and 31 March 2020, the statement of net distributable cash flows for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, the condensed statement of changes in unitholders equity for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, the statement of net assets at fair value as at 31 March 2022, 31 March 2021 and 31 March 2020, the statement of total returns at fair value for the year ended 31 March 2022, 31 March 2021 and 31 March 2020 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures. Such financial statements have been prepared in accordance with the basis of preparation described within Note 2 to such financial statements.
<b>Formation Transactions</b>	The transactions pursuant to which the Issuer acquired interest in the Group SPVs holding the Portfolio.
<b>FY / Financial Year</b>	The accounting year of the Obligors commencing each year on April 1st and ending on the following March 31st, or such other period as (i) may be prescribed by Applicable Law, or (ii) if not prescribed by Applicable Law, the relevant Obligor, with the consent of the Debenture Holders and the Debenture Trustee, from time to time designates as its accounting year.
<b>Future Development Area(sf)</b>	Leasable area of an asset that is planned for future development, as may be permissible under the relevant rules and regulations, subject to requisite approvals as may be required, and for which internal development plans are yet to be finalized and applications for requisite approvals required under law for commencement of construction are yet to be received.
<b>Gera Commerzone Kharadi</b>	Completed and operational building nos. 3 and 6, under-construction building no. 5 and under construction building no. 4 situated in Gera Commerzone, Kharadi, Pune, Maharashtra, India.
<b>Governmental Authority</b>	Any: (a) government (central, state or otherwise) or sovereign state; (b) any governmental agency, semi-governmental or judicial or quasi-judicial or regulatory or supervisory or administrative entity, department or authority, court or tribunal or any political subdivision thereof; or (c) international organization, agency or authority; including, without limitation, any stock exchange or any self-regulatory organisation, established under any Applicable Law.
<b>Gross Contracted Rentals (₹)</b>	The sum of Base Rentals and fit-out rent invoiced from Occupied Area that is expected to be received from the lessees and licensees, as the case maybe pursuant to the

	agreements entered into with them
<b>Group (REIT)</b>	The Issuer and the Group SPVs.
<b>Group SPVs</b>	Collectively, <ul style="list-style-type: none"> <li>- Avacado Properties and Trading (India) Private Limited</li> <li>- Gigaplex Estate Private Limited</li> <li>- Horizonview Properties Private Limited</li> <li>- KRC Infrastructure and Projects Private Limited</li> <li>- K. Raheja IT Park (Hyderabad) Limited</li> <li>- Intime Properties Limited</li> <li>- Mindspace Business Parks Private Limited</li> <li>- Sundew Properties Limited</li> </ul> Being SPVs of the Issuer (as on date) established in accordance with the REIT Regulations and other Applicable Laws.
<b>Guarantee</b>	The deed of corporate guarantee to be executed by the Asset SPV in favour of the Debenture Trustee (for the benefit of Debenture Holders) on or about the date of the execution of the Debenture Trust Deed in relation to the Debentures.
<b>Hypothecated Properties</b>	All rights, title, interests, benefits, claims and demands whatsoever of the Asset SPV in the: (a) the current & future movable assets owned by the Asset SPV and receivables pertaining solely and exclusively to the Mortgaged Immovable Properties; and (b) the Escrow Account, including all amounts standing to the credit of, or accrued or accruing on such escrow account pertaining to the abovementioned receivables, each as more particularly described in the Debenture Trust Deed and the Deed of Hypothecation.
<b>Indian Rupee</b>	The lawful currency of India.
<b>In-place Rent (psf per month)</b>	Base Rent for a specified month
<b>Investment Manager</b>	K Raheja Corp Investment Managers LLP, a limited liability partnership registered under the Limited Liability Partnership Act, 2008 with LLP registration number AAM – 1179 and having its registered office at Raheja Tower, Level 8, Block ‘G’, C-30, Bandra Kurla Complex, Mumbai - 400 051, and unless repugnant to or inconsistent with the context or meaning thereof, the term shall be deemed to mean and include its successors and assigns.
<b>Investment Management Agreement</b>	The investment management agreement dated November 21, 2019, executed between the REIT Trustee (on behalf of the Issuer) and the Investment Manager
<b>Investor</b>	An Eligible Investor investing in the Debentures.
<b>Insurance Policies</b>	All the insurance policies entered into or renewed from time to time by the Asset SPV in relation to the Mortgaged Immoveable Properties and “ <b>Insurance Policy</b> ” means each of them.



<b>Insurance Proceeds</b>	Any proceeds of any Insurance Policy received by the Asset SPV or the Debenture Trustee after the date on which the Debenture Trust Deed is executed, attributable to the Mortgaged Immoveable Properties.
<b>Issue Closing Date</b>	July 27, 2022
<b>Issue Opening Date</b>	July 27, 2022
<b>Issuer</b>	Mindspace Business Parks REIT
<b>K. Raheja Corp Group</b>	The companies/entities in which Mr. Chandru L. Raheja and/or Mrs. Jyoti C. Raheja and /or Mr. Ravi C. Raheja and/or Mrs. Sumati R. Raheja and/or Mr. Neel C. Raheja and/or Mrs. Jaya N. Raheja and their lineal descendants, as shareholders/partners/beneficiaries, as the case may be, directly or indirectly, (on the basis of considering the shareholding/partnership/beneficial interest, in the shareholding company/entity and also in the ultimate shareholding company/entity) hold/considered to hold (as aforesaid) more than 50% (fifty per cent.) of the paid up the equity share capital or the voting rights or the partnership/beneficial interest thereto, as the case may be, and also collectively control the respective company/entity
<b>MIDC</b>	Maharashtra Industrial Development Corporation
<b>MMRDA</b>	Mumbai Metropolitan Region Development Authority
<b>Market Value</b>	Market Value as determined by the REIT Valuer as of March 31, 2022
<b>Mindspace Airoli East</b>	Completed and operational building nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12 & 14, completed club house and the future development building nos. 15, 16 and the high street retail shopping plaza (current under construction) situated at Mindspace, Thane Belapur Road, Airoli, Navi Mumbai, Maharashtra, India, including a portion of land admeasuring approximately 1.8 acres which is proposed to be transferred subject to receipt of all requisite prior approvals, permits, and consents from the relevant authorities, as may be required and other conditions as specified in the memorandum of understanding dated August 5, 2016, extension letters dated August 5, 2017, August 5, 2018 and August 5, 2019 and supplemental memorandum of understanding dated December 16, 2019 and second supplemental memorandum of understanding dated March 23, 2021.
<b>Mindspace Airoli West</b>	Completed and operational building nos. 1, 2, 3, 4, 5, 6 along with the centre court and the under-construction building no. 9 and 10 and future development building no. 8 situated at Gigaplex, Plot no. 5, MIDC, Airoli Knowledge Park, Airoli, Navi Mumbai, Maharashtra, India including a portion of land admeasuring approximately 16.4 acres which is proposed to be transferred subject to conditions as specified in the memorandum of understanding dated December 16, 2019. Furthermore, as per the supplemental agreement dated

	March 8, 2021, the area was further reduced from 16.44 acres to 5.66 acres.
<b>Mindspace Madhapur</b>	Collectively, Mindspace Madhapur (Intime), Mindspace Madhapur (KRIT) and Mindspace Madhapur (Sundew)
<b>Mindspace Madhapur (Intime)</b>	Completed and operational building nos. 5B, 6 and 9 situated at Mindspace, Madhapur, Hyderabad, Telangana, India
<b>Mindspace Madhapur (KRIT)</b>	Completed and operational building nos. 1A*, 1B*, 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10 and approximately 1.8 acres land for future development situated at Mindspace, Madhapur, Hyderabad, Telangana, India  * The buildings are proposed to be redeveloped subject to necessary approvals under applicable laws.
<b>Mindspace Madhapur (Sundew)</b>	Completed and operational buildings nos. 11, 12A, 12B, 12C, 14, 20, and 12D and 22 (hotel) situated at Mindspace, Madhapur, Hyderabad, Telangana, India
<b>Mindspace Pocharam</b>	Completed and operational building no. 8, under-construction building no. 9 situated at Mindspace, Pocharam, Ranga Reddy, Secunderabad, Telangana, India, including a portion of land admeasuring approximately 59.0 acres for future development out of which 40.0 acres is proposed to be transferred subject to conditions as specified in the memorandum of understanding dated December 16, 2019 to be read with extension letter dated September 1, 2021 issued by Mindspace Business Park Private Limited in favour of K. Raheja Corp. Private Limited.
<b>Mortgage Document(s)</b>	Collectively the memorandum of entry and declaration issued by the authorised signatory of the Investment Manager of the Issuer and shall include any letter of authority and custody in relation to the deposit of title deeds to be executed in relation to inter alia the creation of a charge by way of an equitable mortgage over the Mortgaged Immoveable Properties in favour of the Debenture Trustee (for the benefit of the Debenture Holders).
<b>Mortgaged Immoveable Properties</b>	Identified floors of Building number 12D situated on a notionally demarcated land admeasuring approximately 17414.77 square metres (equivalent to 4.30 acres), forming part of a portion of land admeasuring 14.02 hectares equivalent to 34.64 acres or thereabout declared as SEZ Land from and out of the larger piece of land bearing Survey no. 64(part), lying, being and situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, as more particularly described in the Debenture Trust Deed and other Transaction Documents.
<b>NSDL</b>	National Securities Depository Limited
<b>Obligors</b>	Collectively, the Issuer and the Asset SPV
<b>Occupancy (%)</b>	Occupied Area/ Completed Area
<b>Occupied Area (sf)</b>	Completed Area for which lease agreements / leave and license agreements have been signed with lessees and licensees, as the case maybe.
<b>Operational Framework</b>	The framework issued by the SEBI pursuant to the circular

	bearing the reference number SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 on "Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper" to the extent applicable in respect of the private placement of debt securities, as amended, modified, or restated from time to time.
<b>Paradigm Mindspace Malad</b>	The completed and operational building no. 12, comprising A and B wings of Paradigm Tower, situated at Chincholi Bunder Link Road, Malad (West), Mumbai, Maharashtra, India
<b>Pay In Date</b>	July 28, 2022
<b>Portfolio</b>	Assets directly or indirectly owned by the Issuer in terms of the REIT Regulations, in (i) Paradigm Mindspace Malad; (ii) Mindspace Airoli West; (iii) Commerzone Porur; (iv) Mindspace Madhapur (Intime); (v) Mindspace Madhapur (KRIT); (vi) Mindspace Madhapur (Sundew) (vii) Gera Commerzone Kharadi; (viii) Commerzone Yerwada; (ix) Mindspace Airoli East; (x) The Square, Nagar Road; (xi) Mindspace Pocharam; and (xii) The Square BKC
<b>Pre-Leased Area or Pre-Committed Area</b>	Under Construction Area for which letter of intent / agreement to lease/ lease deed/ leave and license agreement has been entered into with prospective lessees and licensees, as the case maybe.
<b>Private Placement Memorandum</b>	This Private Placement Memorandum for private placement of Debentures.
<b>RBI</b>	Reserve Bank of India.
<b>REIT(s)</b>	Real Estate Investment Trust
<b>REIT Regulations</b>	Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, including any amendment or modification thereto
<b>REIT Trustee</b>	Axis Trustee Services Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai, Maharashtra-400 025, acting as the trustee to the Issuer in accordance with the terms of the Trust Deed.
<b>Registrar and Transfer Agent</b>	Link Intime India Private Limited
<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Debt Regulations</b>	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
<b>SEZ</b>	Special economic zones
<b>Secured Assets</b>	Collectively the assets over which Security is created or to be created in accordance with the Security Documents for securing the Debt pertaining to the Issuer in accordance with the Transaction Documents on or prior to the Deemed Date of Allotment.

<b>Security Documents</b>	1. the Mortgage Documents; 2. the Deed of Hypothecation; 3. the Guarantee; and 4. any other document executed by the Obligors or any other person to secure all amounts owed by the Obligors to the Debenture Holders under the Transaction Documents in relation to the Debentures and designated as a 'Security Document' by the Debenture Trustee and the Obligors.
<b>Scheduled Redemption Date</b>	July 27, 2027
<b>Sponsor Group</b>	With reference to the Issuer, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L Raheja, Mrs. Jyoti C. Raheja, Ms. Sumati Raheja, Capstan Trading LLP, Casa Maria Properties LLP, Palm Shelter Estate Development LLP, Raghukool Estate Development LLP, Genext Hardware & Parks Pvt Ltd; K Raheja Corp Private Ltd and Mr. Chandru L Raheja for and on behalf of Ivory Property Trust, as on June 30, 2022 and shall include such Persons as supplemented, amended or modified from time to time.
<b>Sponsors</b>	Collectively, ACL and CTL, being Sponsors of the Issuer
<b>Stock Exchange / BSE</b>	BSE Limited (formerly known as Bombay Stock Exchange)
<b>Subscription Account</b>	The account established by the Issuer with the Subscription Account Bank at its branch located in Fort, Mumbai
<b>Subscription Account Bank</b>	HDFC Bank Limited
<b>Tax</b>	All forms of present and future taxes (including but not limited to indirect taxes such as goods and service tax, other state and local tax or other similar taxes), deductions, withholdings, duties, imposts, levies, cesses, fees, charges, social security contributions and rates imposed, levied, collected, withheld or assessed by any Governmental Authority or other taxing authority in India or elsewhere and any interest, additional taxation penalty, surcharge, cess or fine in connection therewith and "Taxes" shall be construed accordingly.
<b>The Square, BKC</b>	The completed and operational building C-61 located in Bandra Kurla Complex, Mumbai Region, Maharashtra. It is a commercial building, previously held by Citi Bank N.A., with a total leasable area of approximately 0.1 million square feet
<b>The Square, Nagar Road</b>	The completed and operational commercial and IT building situated at 7, Ahmednagar Road, Wadgaon Sheri, Pune, Maharashtra, India
<b>Transaction Document(s)</b>	(a) the Debenture Documents; and (b) the Security Documents.
<b>Trust Deed</b>	The trust deed dated November 18, 2019 entered into between the Sponsors and the REIT Trustee
<b>Total Leasable Area(sf)</b>	Sum of Completed Area, Under Construction Area and Future Development Area

<b>Transaction Security</b>	The security created or to be created by the Asset SPV to secure the Debentures in accordance with the terms of, and as covered under, the Debenture Trust Deed and the Security Documents.
<b>Under Construction Area(sf)</b>	Leasable area for which occupancy certificate has not been received.
<b>Unitholders</b>	Any person or entity who holds Units of the Issuer.
<b>Unit(s)</b>	An undivided beneficial interest in the Issuer, and such Units together represent the entire beneficial interest in the Issuer.
<b>Vacant Area</b>	Completed Area which is unoccupied and for which no letter of intent / lease agreement / leave and license agreement has been signed.
<b>REIT Valuer</b>	A valuer appointed in relation to the Issuer in accordance with the provisions contained in the REIT Regulations.
<b>WALE</b>	Weighted Average Lease Expiry based on area. Calculated assuming lessees and licensees, as the case maybe exercise all their renewal options post expiry of their initial commitment period.

## RISK FACTORS

*The Issuer believes that the following factors may affect its ability to fulfil its obligations in relation to the Debentures. These risks may include, among others, business aspects, bond market, interest rate, market volatility and economic, political and regulatory risks and any combination of these and other risks. Eligible Investors should carefully consider all the information in this Private Placement Memorandum, including the risks and uncertainties described below, before making an investment in the Debentures. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.*

### RISKS RELATING TO THE ISSUER AND ISSUE

Every business carries certain inherent risks and uncertainties that can affect its financial condition, results of operations and prospects. The management of the Issuer understands that risks can negatively impact the attainment of both short term operational and long term strategic goals.

The following factors have been considered for determining the materiality, of which:

- a) Some events may not be material individually but may be found material collectively.
- b) Some events may have material impact qualitatively instead of quantitatively.
- c) Some events may not be material at present but may have material impact in future.

The Issuer believes that these risk factors may affect its ability to fulfil its obligations under the Debentures issued under this Private Placement Memorandum. All of these factors may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such event occurring.

The following are the risks envisaged by the management of the Issuer relating to the Issuer, the Debentures and the market in general. Potential investors should carefully consider all the risk factors in this Private Placement Memorandum for evaluating the Issuer and its business and the Debentures before making any investment decision relating to the Debentures. Unless the context requires otherwise, the risk factors described below apply to the Issuer. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Debentures, but does not represent that the statements below regarding the risks of holding the Debentures are exhaustive. The order of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Investors should also read the detailed information set out elsewhere in this Private Placement Memorandum and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Issuer's business, financial conditions and results of operations could suffer and, therefore, the value of the Issuer's Debentures could decline and/or the Issuer's ability to meet its obligations in respect of the Debentures could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures such that the effect of a particular risk factor may not be predictable.

Please note that unless specified or quantified in the relevant risk factors, the Issuer is not in a position to quantify the financial or other implications of any risk mentioned herein below:

- a. **Repayment of principal and coupon is subject to the credit risk of the Issuer.**

While the repayment of sums due at maturity is provided by the Issuer, Investors should be aware that receipt of any coupon payment and principal amount at maturity on the Debentures or the relevant coupon payment date, as the case may be, is subject to the credit risk of the

Issuer whereby the investor may or may not recover all or part of the principal amount and/or the coupon in case of default by the Issuer. The Investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may be substantially reduced or delayed.

**b. Security maybe insufficient to redeem the Debentures**

The Debentures are proposed to be secured by the assets described in “Issue Details”. In the event that the Issuer is unable to meet its payment and other obligations towards potential investors under the terms of the Debentures, the Debenture Trustee may enforce the security. The potential investors’ recovery in relation to the Debentures will be *inter alia* subject to: (i) the market value of the underlying security; and (ii) finding a willing buyer for such security at a price sufficient to repay the amounts due and payable to the potential investors’ amounts outstanding under the Debentures.

**c. Any downgrade in credit rating may affect the ability of the Issuer to redeem the Debentures**

The Debentures offered through this Issue have been rated **CRISIL AAA/Stable** (pronounced as “**CRISIL triple A rating with stable outlook**” by Credit Rating Agency I and [ICRA]AAA(Stable) (pronounced as “ICRA triple A” by Credit Rating Agency II. Credit rating is merely an indicator of the perceived repayment capability of a company. Therefore, the Credit Rating of the Debentures may not bear any co-relation to the price of the Debentures. Further, the Credit Rating is subject to continuous scrutiny and revision. Any stated Credit Rating of the Issuer, having been conducted, reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Issuer. Any downgrading of the Credit Ratings of the Issuer, by any rating agency could result in a reduction in the value of the Debentures.

**d. Issuer’s indebtedness and covenants imposed by its financing arrangements may restrict its ability to conduct its business or operations**

Issuer may enter into financing arrangements from time to time which may require it to maintain certain security cover for some of its borrowings. Should there be any breach of financial or other covenants of any financing arrangements and such breach continues beyond the stipulated cure period (if any), the Issuer may be subjected to various consequences as a result of such default and default in payment of interest, default in redemption or repayment, non-creation of debenture redemption reserve (if required under the Applicable Law), default in payment of penal interest of such borrowings. Further, under some of the financing arrangements, the Issuer may be required to inform / obtain prior approval of the lenders / debentures holders / debenture trustee for various actions. No prior consent is required from existing lenders of the Issuer for the issuance of Debentures or the creation and perfection of the Transaction Security, as on the date of this Private Placement Memorandum.

**e. Changes in regulations / tax laws to which the Issuer is subject could impair the Issuer’s ability to meet payments or other obligations.**

The Issuer is subject generally to changes in Indian law and/or tax laws, as well as to changes in government regulations by applicable regulators in India and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

f. **Trading in the Issuer's non-convertible debentures and bonds may be infrequent, limited or sporadic, which may affect its ability to raise debt financing in future**

The Issuer's bonds and non-convertible debentures are listed on the debt segment of the BSE. Trading in its debt securities has been limited and the Issuer cannot assure you that the debt securities will be frequently traded on the BSE or that there would be any market for its debt securities. Further, the Issuer cannot predict if and to what extent a secondary market may develop for the debt securities or at what price such debt securities will trade in the secondary market or whether such market will be liquid or illiquid.

g. **Refusal of listing of any security of the Issuer during last three years by any of the stock exchanges in India or abroad**

As on date, there is no refusal of listing of any security of the Issuer during the last 3 (three) years by any of the stock exchanges in India or abroad. Certain debt securities that may be issued by the Issuer in future may be listed on the designated stock exchange(s). If these securities are delisted from the designated stock exchange(s) for any reason whatsoever, the same may be in breach of certain covenants contained in the documents pertaining to such debt securities, leading to a default under such debt securities. Such default may trigger cross-default provisions or mandatory redemption provisions under the Debentures and the Issuer may be subjected to various consequences because of such default.

h. **Tax Considerations and Legal Considerations**

Special tax considerations and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of this investment.

i. **Accounting Considerations**

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

j. **General risk factors**

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. Investors are advised to take an informed decision and read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer, this Private Placement Memorandum issued in pursuance hereof and the Issue including the risks involved. The Issue has not been recommended or approved by SEBI, BSE or RBI nor does SEBI, BSE or RBI guarantee the accuracy or adequacy of this Private Placement Memorandum.

k. **Risks to Issuer's Business**

This section should be read together with "Overview" and "Management's perception of Risk Factors" as well as the Financial Statements (Standalone), and Financial Statements (Consolidated & Combined) including the notes thereto, and other financial information included elsewhere or referred or extracted in this Private Placement Memorandum. The risks and uncertainties described below are not the only risks that the Issuer currently faces. Additional risks and uncertainties not presently known to the Issuer, or that the Issuer currently



believes to be immaterial, may also adversely affect the Issuer's business, prospects, financial condition and results of operations and cash flow.

Without limiting or restricting the effect of the above, risks to Issuer's business includes the following:

- i. The Issuer has assumed liabilities in relation to the Portfolio and these liabilities, if realised, may adversely affect its results of operations, cash flows, the trading price of the Units and its profitability and ability to make distributions.
- ii. The REIT Regulations impose certain restrictions on the Issuer's operations, including maintaining a specific threshold of investment in rent generating properties and conditions on availing debt financing. These conditions may restrict its ability to raise additional funds as well as limit its ability to make investments.
- iii. Regulatory framework governing REITs in India has been recently promulgated and is relatively untested.
- iv. The Issuer has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations of the Group (REIT) and carrying amounts of property, plant and equipment, investment property, inventories, receivables and other assets. The Group (REIT), as at the date of approval of these condensed consolidated financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Group (REIT). The Group (REIT) based on current estimates expects the carrying amount of the assets to be recovered and fair value of the assets to be reasonable. However, due to the evolving nature of the pandemic and its response by various government authorities the management will continue to monitor developments to identify significant impacts, if any, on the Group (REIT)'s operations.

Factors related to the COVID-19 pandemic, or a future pandemic, that could have an adverse impact on its financial condition, results of operations and cash flows, primarily include:

- a. a complete or partial closure of, or other operational issues at, one or more of its properties;
  - b. tenants' inability to pay rent on their leases, in part or full or its inability to re-lease space that is or becomes vacant;
  - c. slowdown in getting lease commitments for new spaces;
  - d. any impairment in value of its properties;
  - e. an increase in operational costs; and
  - f. the extent of construction delays on its under-construction properties due to work-stoppage orders, disruptions in the supply of materials, shortage of labour, delays in inspections, or other factors
- v. Real estate markets are cyclical in nature, and a recession, slowdown or downturn in the real estate market as well as in specific sectors, such as technology, where its tenants are concentrated, increase in property taxes, changes in development regulations and zoning laws, availability of financing, rising interest rates, increasing competition,

adverse changes in the financial condition of its tenants, increased operating costs, disruptions in amenities and public infrastructure and outbreaks of infectious disease such as COVID-19, among others, may lead to a decline in demand for its Portfolio, which may adversely affect its business, results of operations and financial condition.

- vi. A significant portion of its revenues are derived from a limited number of tenants. Any conditions that impact these tenants could adversely affect its business, results of operations and financial condition.
- vii. The Issuer has limited operating history and it may not be able to operate its business successfully, achieve its business objectives or generate sufficient cash flows to make or sustain distributions.
- viii. The Issuer may be unable to renew leases or license arrangements, lease or license vacant area or re-lease or re-license area on favorable terms or at all, which could adversely affect its business, results of operations and cash flows.
- ix. The actual rents the Issuer receives for the Portfolio may be less than estimated market rents for future leasing, which could adversely affect its business, results of operations and cash flows.
- x. The Issuer has certain contingent liabilities, which if they materialize, may adversely affect its results of operations, financial condition and cash flows. For details, see Notes to accounts- Contingent Liabilities and Capital Commitments of the Financial Statements (Standalone), and Financial Statements (Consolidated) .
- xi. There are no appeals against which the order of the Karnataka High Court quashing the list of disqualified directors issued by the Ministry of Corporate Affairs may affect the ability of Mr. Ravi C. Raheja and Mr. Neel C. Raheja (designated partners of the Investment Manager) to continue as designated partners of the Investment Manager and directors on board of certain Group SPVs, which may have an adverse effect on the business and reputation of the Issuer.
- xii. There are no outstanding litigations against the Issuer. However, there are outstanding litigations, title irregularities and regulatory actions involving the Group SPVs, including the Asset SPV, which may adversely affect its business, results of operations and cash flows. For more details on litigations against the Asset SPV, refer to Annexure I of this Private Placement Memorandum.
- xiii. The business of the Issuer and results of operations are subject to compliances with various laws, and any non-compliances may adversely affect its business and results of operations.
- xiv. Non-compliance with, and changes in, environmental, health and safety laws and regulations could adversely affect the development of the properties and financial condition of the Issuer.
- xv. Any delay, failure or inability on part of the Issuer to obtain, maintain or renew all regulatory approvals that are required for its business, may adversely impact the Issuer's development and business.
- xvi. For the Issuer's assets located on land leased from MIDC and MMRDA, the relevant Group SPVs are required to comply with the terms and conditions provided in the respective lease agreements with such government bodies. Any non-compliance by the

Group SPVs of the respective lease agreements with such government bodies or by the tenants of the terms of the lease deed executed with them, may result in the action by the regulatory authorities, including revocation/termination of lease, demolition of the construction or payment of fines. In the event that the Issuer's leases are revoked, not renewed or terminated prematurely, it could have an adverse impact on the Group SPVs and in turn adversely affect its business, financial condition and results of operations.

- xvii. The Issuer is exposed to a variety of risks associated with safety, security and crisis management.
- xviii. Inability to access infrastructure, certain logistical challenges in new markets and its relative inexperience with newer markets, may prevent the Issuer from expanding its presence in new markets in India which may adversely affect its business, results of operations and cash flows.
- xix. The Issuer has entered into and may enter into several related party transactions, which could involve conflicts of interest. The Issuer may face conflicts of interests in choosing its service providers, and certain service providers may provide services to the Issuer on more favorable terms than those applicable to the Issuer.
- xx. Some of its buildings in the Portfolio are located on land notified as SEZ and the Issuer is required to comply with the SEZ Act, 2005 and the rules made thereunder. The income tax benefits available to SEZ developers have been withdrawn for the SEZs which have commenced development after March 31, 2017, while for their tenants/units, income tax benefits are available on income earned by them on account of the exports from the SEZs, provided they commence operations in the SEZs on or before March 31, 2021, if necessary approvals have been received by March 31, 2020. This may result in the Issuer becoming less attractive for tenants in the future.
- xxi. The Issuer is required to lease units to such tenants who have a valid letter of approval from the SEZ authorities. The Issuer cannot assure you that letters of approval for all existing tenants have been obtained, or that the Issuer will receive such approvals in the future for new tenants. Further, such letters of approvals expire in the ordinary course of business and are subject to periodic renewals. The Issuer cannot assure you that such letters of approvals will be received or renewed in a timely manner or at all. The Issuer could be deemed to be in breach of terms of its SEZ approvals for leasing units to tenants who do not have a valid approval.
- xxii. SEZs are subject to restrictions and conditions prescribed by the Ministry of Commerce and Industry from time to time including restrictions on transfers of land and changes in shareholding. Failure to comply with the relevant restrictions and conditions could result in denotification of the SEZ status of the underlying land and/or imposition of penalties which could adversely affect its business and financial conditions.
- xxiii. Due to various regulatory and other restrictions, the Issuer may not be able to successfully meet financing requirements for refurbishments, renovation and improvements beyond its current estimates. Its inability to raise adequate finances may adversely affect its business, results of operations and cash flows.
- xxiv. The Issuer cannot assure you that it will be able to successfully complete future acquisitions or efficiently manage the assets it may acquire in the future. Further, any of its acquisitions in the future may be subject to acquisition related risks.
- xxv. Some or all of its Under Construction Area and Future Development Area may not be

completed by their expected completion dates or at all. Such delays could affect its estimated construction cost and timelines resulting in cost overruns, which in turn could adversely affect its reputation, business, results of operations and financial condition.

- xxvi. Liquidity in the credit market has been constrained due to market disruptions, including due to the COVID-19 pandemic, which may make it costly to obtain new lines of credit or refinance their existing debt and the Issuer may not be able to refinance its existing indebtedness or to obtain additional financing on attractive terms. Further, adverse economic conditions could negatively affect commercial real estate fundamentals and result in lower occupancy, lower rental rates and declining values in its Portfolio and in the collateral securing any loan investments the Issuer may make.
- xxvii. Its ability to make distributions to the unitholders could be adversely affected if expenses increase due to various factors. Also, any adverse tax changes or withdrawal of tax benefits may adversely affect its financial condition and results of operation.
- xxviii. Any maintenance or refurbishment of its Portfolio may result in disruption of operations and it may not be possible to collect the full or any rental income on area affected by such renovations and refurbishment of its assets.
- xxix. The Issuer and its Group SPVs may be subject to certain restrictive covenants under the financing agreements, entered or to be entered into with various lenders or investors, from time to time, include or could include, among others, obtaining prior consent of the lenders (i) for change in the capital structure, (ii) for amendment of constitutional documents, (ii) for declaration of dividends/ distribution of profits in case of defaults, (iii) for incurring further indebtedness against the security provided, and (iv) for providing surety or guarantee to any third party. These or other limitations may adversely affect its flexibility and its ability to make distributions to its unitholders.
- xxx. The Issuer is not fully insured against some business risks and the occurrence of accidents that cause losses in excess of limits specified under its policies, or losses arising from events not covered by its insurance policies, such as damage caused to its property and equipment due to war, which could adversely affect its business and results of operations. While the Issuer does believe that it has the industry standard insurance for its Portfolio, if a fire or natural disaster substantially damages or destroys some or all of its assets in the Portfolio, the proceeds of any insurance claim may be insufficient to cover any expenses faced by the Issuer, including rebuilding costs.
- xxxi. Under the REIT Regulations, a REIT is required to hold assets acquired by it for a period of three years from the date of purchase and in case of under-construction properties or under-construction portions of existing properties acquired by it, three years from the date of their completion. Additionally, any sale of property or shares of Asset SPVs exceeding 10% of the value of the REIT assets will require prior approval of the Unitholders. These factors could have an adverse effect on the Issuer's business, financial condition and results of operations.
- xxxii. Security and IT risks may disrupt its business, result in losses or limit its growth.
- xxxiii. In connection with its business, the Issuer may enter into collaboration or other similar arrangements. Such arrangements could require the Issuer to comply with conditions relating to management and operation of such properties. Any failure by the Issuer to comply with such conditions may have an adverse effect on its operations.
- xxxiv. Any disagreements with its collaborators or joint venture partners or any delay or

failure to satisfy the terms and conditions set-out in the binding agreements with such collaborators or the joint-venture partners, may adversely impact its business and operations.

- xxxv. The Issuer does not own the trademarks or logos for “Mindspace”, “Mindspace Business Parks”, “K Raheja Corp”, “Commerzone”, “CAMPLUS” and “The Square” that are associated with its Portfolio. Further, the Issuer does not own the trademark or logo for “Mindspace Business Parks REIT” and “Mindspace REIT”. These trademarks and logos are licensed to its Group SPVs, the Investment Manager and itself, as applicable, by the Sponsors or Sponsor Group or K. Raheja Corp Group entities who are either the registered owners of these trademarks and logos or have made applications for registered ownership. The inability of the Issuer to use or protect these intellectual property rights may have an adverse effect on its business and results of operations.
- xxxvi. Lease deeds, leave and license agreements and service agreements with some of its tenants may not be adequately stamped or registered, and consequently, the Issuer may be unable to successfully litigate over such deeds and documents in the future and penalties may be imposed on the Issuer.
- xxxvii. Its Group SPVs may, in the future be exposed to a variety of risks associated with development of an Integrated IT Township, which may adversely affect its business, results of operations and financial condition.
- xxxviii. The land underlying the Portfolio may be subject to acquisition by the government and compensation in lieu of such acquisition may be inadequate. Additionally, the Issuer may be subject to conditions of use or transfer of land wherever such land is subject to orders under the Urban Land (Ceiling and Regulation) Act, 1976.
- xxxix. There may be conflict of interests between the REIT Trustee and/or their respective associates/affiliates and the Group SPVs, the Investment Manager, the Sponsors, Sponsor Group and/or their respective associates/affiliates.
- xl. The Issuer seeks to protect its computer systems and network infrastructure from physical break-ins as well as fraud and system failures. Computer break-ins and power and communication disruptions could affect the security of information stored in and transmitted through its computer systems and network infrastructure. A significant failure of security measures or operational procedures could have a material adverse effect on its business and its future financial performance. Although the Issuer does take adequate measures to safeguard against system-related and other frauds, there can be no assurance that it would be able to prevent frauds. The Issuer is exposed to many types of operational risks, including the risk of fraud or other misconduct by employees and unauthorized transactions by employees.
- xli. Its title to the land where the Portfolio is located may be subject to legal uncertainties and defects, which may interfere with its ownership of the assets and result in the Issuer incurring costs to remedy and cure such defects. Any failure or inability to cure such defects may adversely affect the Portfolio of the Issuer including the rentals.
- xlii. **The dependence of the Issuer on rental income may adversely affect its profitability, its ability to meet debt, other financial obligations and its ability to make distributions to its Unitholders.**

The Issuer’s total income primarily comprises of income from facility rentals in its

Portfolio. As a result, its performance depends on its ability to collect rent from its tenants in a timely manner. Its income and cash flows would be adversely affected if a significant number of its tenants, or any of its large tenants, among other things, (i) delay lease commencements, (ii) do not extend or renew leases, leave and license agreements, upon expiration, (iii) fail to make rental payments on time or at all, (iv) prematurely terminate the lease, leave and license agreement, without cause (including termination during the lock-in period), or (v) declare bankruptcy. Any of these actions could result in the termination of the lease, leave and license agreement and the loss of rental income. The Issuer cannot assure you that it will be able to re-lease such area on commercially advantageous term or at all. The possibility of loss of rental income from a number of its tenants and its inability to replace such tenants may adversely affect its profitability and its ability to meet its financial obligations.

In addition, in a few instances, the Issuer enters into lease or leave and license agreements wherein it is required to undertake certain fit out and interior works in, or obtain occupancy certificates for, the premises prior to handing over the premises to tenants. Such works also include setting up infrastructure for providing power and power back up, air conditioning, sanitary facilities and fire protection services. In the event of any delay in completion of such works or obtaining occupancy certificates, the Issuer is required to provide rent-free days to tenants for such delay, which could adversely affect its revenues. The tenants also have a right to terminate the arrangement in case such delays exceed the agreed timelines. Any such instances may affect the Issuer's business, results of operations and cash flows.

xliii. **The Issuer may be unable to renew leases or license arrangements, lease or license vacant area or re-lease or re-license area on favorable terms or at all, which could adversely affect its business, results of operations and cash flows.**

As part of its lease or leave and license agreements, the tenants are generally required to furnish security, utility or maintenance deposit. The expiry or termination of such agreements require the Issuer to refund any deposits to the tenants, which could temporarily impact its liquidity. Further, any default by a tenant prior to the expiry of a lease or license arrangement may result in deductions in or forfeiture of its security deposit. As a consequence, issues may arise with its tenants in relation to the quantum of deductions or forfeiture of the security deposits, which may result in its tenants refraining from handing over possession of the property to the Issuer. Legal disputes, if filed by the Issuer in this regard, may take several years to resolve and involve considerable expense if they become the subject of court proceedings and their outcome may be uncertain.

Further, the renewal process of lease or license arrangements with existing tenants may involve delay in execution and registration of such agreements resulting in its tenants being in possession of units in its Portfolio without enforceable legal documents. Further, the Issuer may be subject to dispute or litigation on account of non-compliance with the terms of the lease or license arrangements with its lessees or licensees which may have a negative impact on its reputation and operations.

The Issuer also generally enter into pre-committed lease or license arrangements with prospective tenants and any changes to or delay in execution or non-execution of the final lease agreements or leave and license agreements may adversely affect its business, results of operations and cash flows. Further, as per the terms of some of the lease or leave and license agreements, the Issuer cannot lease or license floors in the same premises to the competitors of the tenants. As a result, if vacancies continue for a longer period than the Issuer expects, it would have an adverse effect on its financial

condition.

- xliv. **The actual rents the Issuer receives for the properties in its Portfolio may be less than estimated market rents for future leasing, which could adversely affect its business, results of operations and cash flows.**

Due to a variety of factors, including competitive pricing pressure in its markets, changing market dynamics including demand supply, a general economic downturn and the desirability of the Portfolio compared to other properties in its markets, the Issuer may be unable to realize its estimated market rents in its Portfolio at the time of future leasing. If the Issuer is unable to obtain competitive rental rates across its Portfolio, it could adversely affect its business, results of operations and cash flows.

- xlvi. **Upon any dissolution or winding up of the Asset SPV, the Guarantee may be subject to any secured obligations undertaken by the Asset SPV to the extent of the assets serving as security for such obligations.**

The Guarantee will be issued by the Asset SPV in relation to the discharge of the Debt.

However, note that in the event of bankruptcy, liquidation, reorganization or other winding up, the assets that secure any of indebtedness of the Asset SPV will be available to pay obligations under the Guarantee only after all debt secured by those assets has been repaid in full. If there are not sufficient assets remaining to pay all the creditors of the Asset SPV, all or a portion of the obligations under the Guarantee then outstanding may remain unpaid and outstanding.

- xlvi. **There are outstanding litigations, title irregularities and regulatory actions involving the Group SPVs, which may adversely affect its business, results of operations and cash flows.**

The Group SPVs including the Asset SPV are currently involved in a number of legal proceedings, including criminal and regulatory proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals including as specified in Part IV (*Disclosure with regard to interest of governing board of the Investment Manager, litigation etc*) in the Section titled “Disclosures prescribed under PAS-4 of the Companies (Prospectus and Allotment of Securities), Rules, 2014”. If any new developments arise, for example, a change in Indian law or rulings against the Issuer by any courts or tribunals or commissions or forums or any other judicial authority, it may face losses and may have to make provisions in its financial statements, which could increase its expenses and its liabilities. Adverse decisions in such proceedings may have an adverse effect on the Issuer’s reputation, business, results of operations and financial condition.

- xlvi. **The failure of the Asset SPV to (or to take reasonable or best efforts to) properly create, perfect and register the Transaction Security or maintain the requisite security cover could result in an event of default under the Debentures, and could impair the ability of the holders of the Debentures to seek repayment.**

Under the terms of the Debentures, the Asset SPV will be obligated to (or to take reasonable or best efforts to) create, perfect and register the Transaction Security, no later than the timelines agreed between the Asset SPV and the Eligible Investors in accordance with the provisions of the Debenture Trust Deed and maintain a requisite security cover.

The creation, perfection and registration of the Transaction Security (including any guarantee) may be subject to various consents, approvals and authorizations from governmental authorities, counter parties and existing lenders, if any which shall include any terms and conditions attached thereto and such consents, approvals or authorizations may not be forthcoming or any such consent, once received, may impose onerous conditions. However, note that no prior consent of any governmental authorities or any third party, including any lender, is required for the creation and perfection of the Transaction Security, as on the date of this Private Placement Memorandum. There is no assurance that the Transaction Security or the Issuer shall not be subjected to various consents, approvals and authorizations from governmental authorities on account of change in Applicable Law, if any. There can be no assurance that the Debentures Trustees appointed in relation to the Debentures or the Issuer shall be able to obtain such authorizations or if obtained, comply with conditions of such authorisations. If the Asset SPV fails to (or to take reasonable or best efforts to) create, perfect and register the Transaction Security, or maintain the requisite security cover (in accordance with the provisions of the Debenture Trust Deed), an Event of Default (as specified in the Debenture Trust Deed) will occur under the Debentures, and the Debenture Trustee may accelerate the Debentures and enforce the security interest over any Transaction Security for which a security interest has been created and perfected, pursuant to such acceleration. In such circumstances, the Issuer may not have sufficient resources to repay the Debentures, in full or at all. Moreover, any claim of the Debenture Trustee(s) in an insolvency or similar proceeding would be unsecured to the extent that the Issuer has failed to (or to take reasonable or best efforts to) create, perfect and register the Transaction Security, which could limit any recovery the Debenture Holders receive in any such proceeding.

Further, each of the Debentures constitute direct, unconditional and unsubordinated obligations of the Issuer which will, within the agreed timelines as further described in the Debenture Trust Deed, be secured pursuant to or as evidenced by the Security Documents. The Debentures will be effectively subordinated to any other secured indebtedness of the Issuer, to the extent of the value of the assets over which the holders of the Debentures do not have security, securing that other indebtedness. Given that the Guarantee issued by Asset SPV is unsecured, in the event of a bankruptcy, liquidation, revocation, reorganization or other winding up (as may be applicable) of the Asset SPV, its assets that secure its senior secured indebtedness will be available to pay obligations on the Guarantee only after all senior secured indebtedness, together with accrued interest, has been repaid. If the Issuer is unable to repay its secured indebtedness, the lenders could foreclose on substantially all of its assets which serve as collateral. In this event, the senior secured lenders would be entitled to be repaid in full from the proceeds of the liquidation of those assets before those assets would be available for distribution to other creditors, including the holders of the Debentures. The Debenture Holders will participate in the proceeds of the liquidation of the remaining assets of such Issuer, rateably with holders of its secured indebtedness that is deemed to be of the same class as the Debentures.

Furthermore, while the security cover of the Debentures is proposed to be 2x (in accordance with the terms of this Private Placement Memorandum, further detailed in the section titled “**Summary of Terms**”), it is the duty of the Debenture Trustee to monitor that the security is maintained. However, the recovery of 100% of the amount corresponding to the Debentures shall depend on the market scenario prevalent at the time of enforcement of the Transaction Security.

xlvi. **The Issuer may be adversely affected if the Group SPVs are unable to obtain, maintain or renew all regulatory approvals that are required for its business.**



The Issuer's Group SPVs require various approvals, licenses, registrations and permissions from the government, local bodies and other regulators, for operating its business. A number of its approvals are subject to terms and conditions and a failure to comply with these terms and conditions may result in an interruption of its business operations, which may have an adverse effect on its business operations, future financial performance. The Issuer may not have obtained certain approvals and some of its approvals may have expired in the ordinary course. The Group SPVs either have applied, or are in the process of renewing some of these approvals. However, due to the COVID-19 pandemic and the lockdown restrictions, the Group SPVs may not be able to make such applications for approvals or receive certain approvals, in time, which could result in non-compliance. Such non-compliance may further lead to investigation or action by the government, or imposition of fines on the Issuer. Certain portions of the Issuer's assets are also currently under-construction and subject to obtaining regulatory approvals.

- xlix. The Issuer's business is subject to various covenants and local laws and regulatory requirements, including permitting, licensing and zoning requirements. Local regulations, including municipal or local ordinances, restrictions and restrictive covenants imposed by community developers may restrict the use of its assets and may require it to obtain approval from local officials or community standards organizations at any time with respect to its assets. Additionally, such local regulations may cause the Issuer to incur additional costs to renovate or maintain its properties in accordance with the particular rules and regulations. The Issuer cannot assure the investors that existing regulatory policies or any changes to such policies will not adversely affect it or the timing or cost of any future acquisitions, or that additional regulations will not be adopted that would increase such delays or result in additional costs.

1. **Risks Related to Issuer's Relationships with the Sponsors and the Manager**

- i. **The Issuer's Sponsors and the Sponsor Group will be able to exercise significant influence over certain of its activities and the interests of the Sponsors and the Sponsor Group may conflict with the interests of other Unitholders.**

The Sponsors and the Sponsor Group own a majority of the issued and outstanding Units and each of them are entitled to vote severally as Unitholders on all matters other than matters where there are related party restrictions (in respect of which such parties are not permitted to vote under the REIT Regulations).

The interests of the Sponsors and the Sponsor Group may conflict with the interests of other Unitholders and the Issuer cannot assure you that the Sponsors and the Sponsor Group shall conduct themselves, for business considerations or otherwise, in a manner that best serves its interests or that of the other Unitholders.

- ii. **The Issuer depends on the Investment Manager and its personnel for its success. The Issuer may not find a suitable replacement for the Investment Manager if the Investment Management Agreement is terminated or if key personnel ceases to be employed by the Manager or otherwise become unavailable to the Issuer.**

The Issuer is managed and advised by the Investment Manager, pursuant to the terms of the Investment Management Agreement. The Issuer cannot assure you that the Manager will remain its manager or that it will continue to retain Investment Manager's key personnel. If the Investment Management Agreement is terminated or if the Investment Manager defaults in the performance of its obligations thereunder, the Issuer may be unable to contract with a substitute service provider on similar terms or

at all, and the costs of substituting service providers may be substantial. In addition, the Investment Manager is familiar with the Issuer's assets and, as a result, the Investment Manager has certain synergies with it. Substitute service providers may lack such synergies and may not be able to provide the same level of service. If the Issuer cannot locate a service provider that is able to provide it with substantially similar services as the Investment Manager provides under the Investment Management Agreement on similar terms, it could have an adverse effect on its business, financial condition and results of operations.

iii. **The Issuer depends on the Investment Manager to manage its business and assets, and its business, results of operations and financial condition could be adversely affected if the Investment Manager fails to perform satisfactorily.**

The Investment Manager is required to make investment decisions in respect of its underlying assets including any further investment or divestment of assets.

The Issuer cannot assure you that the Investment Manager will be able to implement its investment decisions successfully or that it will be able to expand its portfolio at any specified rate or to any specified size or to maintain distributions at projected levels. The Investment Manager may not be able to make acquisitions or investments on favourable terms or within a desired time frame, and it may not be able to manage the operations of our underlying assets in a profitable manner. Factors that may affect this risk may include, competition for assets, changes in the Indian regulatory or legal environment or macro-economic conditions.

The Investment Manager may delegate certain of its functions to third parties. Should the Investment Manager, or any third party to whom the Investment Manager has delegated its functions, fail to perform its services, the value of our assets might be adversely affected, and this may result in a loss of tenants, which could adversely affect the Issuer's business, financial condition and results of operations.

Further, the Investment Manager will also undertake property management for the Issuer's assets and, therefore, any change in our relationship with the Investment Manager could affect the services provided by the Group SPVs to their tenants.

m. **Specific risks relating to operations in India:**

- i. A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could have an adverse impact on the Issuer. A rapid decrease in reserves would also create a risk of higher interest rates and a consequent slowdown in growth.
- ii. the Issuer's business is highly dependent on Indian and international markets and economic conditions. Such conditions in India include fluctuations in interest rates; changes in consumer spending; the level of consumer confidence; housing prices; corporate or other scandals that reduce confidence in the financial markets, among others. International markets and economic conditions include the liquidity of global financial markets, the level and volatility of debt and equity prices and interest rates, investor sentiment, inflation, the availability and cost of capital and credit, and the degree to which international economies are expanding or experiencing recessionary pressures. The independent and/or collective fluctuation of these conditions can directly and indirectly affect demand for the Issuer's lending finance and other financial products, or increase the cost to provide such products. Global financial markets were and continue to be extremely volatile and were materially and adversely affected by a significant lack of liquidity, decreased confidence

in the financial sector, disruptions in the credit markets, reduced business activity, rising unemployment, declining home prices and erosion of consumer confidence. These factors have contributed to and may continue to adversely affect the Issuer's business, financial condition and results of operations.

- iii. Acts of terrorism and other similar threats to security could adversely affect the Issuer's business, cash flows, results of operations and financial condition.
- iv. Natural disasters, pandemic or events of like nature could have a negative impact on the Indian economy and damage the Issuer's facilities.
- v. Political instability or significant changes in the economic liberalization and deregulation policies of the Government or in the government of the states where we operate, could disrupt the Issuer's business.
- vi. Statistical, industry and financial data in this Private Placement Memorandum may be incomplete or unreliable.
- vii. Tax laws are subject to changes and differing interpretations, which may adversely affect the Issuer's operations and growth prospects.
- viii. the Issuer is exposed to the risks of the Indian financial system, which in turn may be affected by financial difficulties and other problems faced by certain Indian financial institutions. Certain Indian financial institutions have experienced difficulties during recent years. There has been a trend towards consolidation with weaker banks and non-banking financial companies ("NBFCs") being merged with stronger entities. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions, banks and NBFCs. This in turn could adversely affect the Issuer's business, its future financial performance, its unitholders' funds and the market price of its Debentures.

**n. COVID-19 Pandemic**

In the first half of 2020, the infection traced to a novel strain of coronavirus (known as COVID-19) spread to a majority of countries across the world. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a "Public Health Emergency of International Concern" and on March 11, 2020 it was declared a pandemic. The COVID-19 pandemic and preventative or protective actions that governmental authorities around the world have taken to counter the effects of COVID-19, including lockdown of business and commercial operations, social distancing, office closures, travel restrictions and the imposition of quarantines, have resulted in a period of economic downturn and business disruption, including restrictions on business activities and the movement of people comprising a significant portion of the world's population, including India.

On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown from March 25, 2020 onwards. The lockdown has subsequently been lifted gradually across states, however certain restrictions on movement of people and goods remain in place. Since all of its business and operations are located in India, the COVID-19 pandemic affects its operations as majority of its tenants limited their operating staff and hours while others opting to work from home. There were also interruptions in construction activities due to the government directives to contain the spread of COVID-19, and negative impact on the business and financial condition of some of its tenants and their ability to pay rent. While

the Issuer did not face significant disruptions in its operations from COVID-19. The Issuer collected more than 99% of its Gross Contracted Rentals for the financial year ended March 31, 2021 and March 31, 2022. The properties of the Issuer were not fully occupied by the tenants for the year ended March 31, 2022. However, the Issuer maintained and managed its properties throughout the lockdown to ensure business continuity and safety of its tenants. As of March 31, 2022, Committed Occupancy of its Portfolio was 84.3% and In-place Rent across its Portfolio was ₹61.7 psf. As on March 31, 2022, less than 1.0% of its Gross Contracted Rentals were attributable to industries severely impacted by COVID-19 including education, entertainment and events, food and beverage and hospitality. Further, the Issuer continues to enter into commitments with potential tenants for securing pre-leasing as well as lease-up of vacant space in its assets. During the year ended March 31, 2022, it has leased approximately c.4.5 msf of area. Moreover, it has not availed any deferments or moratoriums with respect to any of its financial commitments. Since the beginning of January, 2022, there was resurgence of COVID-19 and certain restrictions have been imposed by government on movement of people. However, the Issuer continued to operate and manage its properties without any disruption for its tenants. The complete extent of pandemic's impact on its business and operations for the fiscal year 2023 is currently uncertain and its effect on its business and operations in the medium to long term will depend on future waves, including the scope, severity and duration of the pandemic, the actions to contain COVID-19, and the direct and indirect economics of the pandemic and containment measures, among others including the applicable law (i.e. statute/ directions/ guidelines/ mandates/ binding case law etc. at the relevant time.

**o. Force Majeure Risks**

The business and result of operations of the Issuer or the Asset SPV may be impacted by any circumstance or an event which is beyond the reasonable control and anticipation of the Issuer, the Asset SPV and/or the Debenture Holders including any event of war, aggression, incursion, terrorism, earthquakes, hurricanes, cyclones, fires, acts of government, labour strikes, plagues, pandemics, epidemics, acts of God or any other circumstance pursuant to which the performance of its obligations under the Debentures becomes illegal or impractical in whole or in part for any reason.

## ISSUER'S ABSOLUTE RESPONSIBILITY

*The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Private placement memorandum contains all information with regard to the Issuer and the Issue which is material in the context of the Issue, that the information contained in the Private placement memorandum is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.*

## DISCLOSURES (IN ACCORDANCE WITH SEBI DEBT REGULATIONS)

### I. Details of promoters (sponsors) of the Issuer

<b>Name of the Promotor(s) (Sponsor(s))</b>	Anbee Constructions LLP and Cape Trading LLP
<b>Date of birth</b>	Not applicable
<b>Age</b>	Not applicable
<b>Personal address</b>	Not applicable
<b>Educational Qualifications</b>	Not applicable
<b>Experience in the business or employment</b>	Not applicable
<b>Positions / posts held in the past</b>	Not applicable
<b>Directorships held</b>	Not applicable
<b>Photograph</b>	Not applicable
<b>Principal place of business</b>	Raheja Tower, Block 'G', Plot No C-30, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051
<b>Corporate office of the Promoter (Sponsor)</b>	Raheja Tower, Block 'G', Plot No C-30, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051
<b>Website</b>	<a href="http://www.mindspacereit.com">www.mindspacereit.com</a>
<b>Other ventures of the Promoter (Sponsor)</b>	Anbee Construction LLP and Cape Trading LLP are one of the promoters of certain Asset SPVs which are Intime, Sundew, KRIT, MBPPL and Avacado. In addition to the above mentioned Asset SPVs, ACL and CTL are also one of the promoters of certain other entities which are engaged in hospitality, malls, residential and retail real estate development. These entities include Chalet Hotels, Inorbit Malls, Shoppers Stop and KRCPL.
<b>Experience / Overview of the business of the Promoter (Sponsor)</b>	Both ACL and CTL form part of the K. Raheja Corp Group with experience spanning over four decades in developing and operating assets across commercial, hospitality, retail, malls and residential segments.  K. Raheja Corp Group has acquired and/or developed properties across various businesses of over 34 million square feet of commercial real estate, as of March 31, 2022
<b>Special achievements of the Promoter (Sponsor)</b>	Not Applicable
<b>Business and financial activities of the Promoter (Sponsor)</b>	Same as disclosed in the row above titled "Experience / Overview of the business of the Promoter (Sponsor)"
<b>Permanent Account Number</b>	Anbee Constructions LLP - ABEFA8483G Cape Trading LLP- AALFC1496M

Details of credit rating along with reference to the rating letter issued (not older than one

**month on the date of the opening the issue) by the Credit Rating Agency in relation to the Issue.**

CRISIL Ratings has assigned a final rating of “CRISIL AAA/Stable” (pronounced as “CRISIL triple A rating with stable outlook” to the Debentures by way of credit rating letter dated July 13, 2022 assigning credit rating for the Debentures from the Credit Rating Agency. ICRA Limited has assigned an indicative rating of “[ICRA]AAA (Stable)” (pronounced as “ICRA triple A”) to the debentures by way of credit rating letter dated July 14, 2022 assigning credit rating for the Debentures from the Credit Rating Agency.

These rating letters with the detailed rating rationale(s) adopted (not older than one year on the date of opening of the issue) of the Credit Rating Agency (as published on the website of the Credit Rating Agency) have been appended as **Schedule II**.

**II. Name(s) of the stock exchange(s) where the Debentures are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s).**

<b>Name of the stock exchange (Stock Exchange)</b>	BSE Limited (formerly known as Bombay Stock Exchange)
<b>Details of in-principle approval obtained from BSE</b>	The Issuer has obtained an ‘in-principle’ approval from the Stock Exchange for listing of the Debentures <i>vide</i> letter / e-mail communication dated July 21, 2022
<b>Details of recovery expense fund</b>	<p>The Issuer shall set up a recovery expense fund for an amount equal to 0.01% of the Issue with the Stock Exchange, in accordance with the provisions of the Applicable Law, including but not limited to the SEBI circular dated October 22, 2020.</p> <p>The recovery expense fund shall be utilised for meeting the expenses incurred by the Debenture Trustee with respect to enforcement of security and recovery of all outstanding amounts with respect to the Debentures.</p>

**III. Issue Schedule**

<b>Issue opening date</b>	July 27, 2022
<b>Issue closing date</b>	July 27, 2022
<b>Pay In date</b>	July 28, 2022
<b>Deemed date of allotment</b>	July 28, 2022

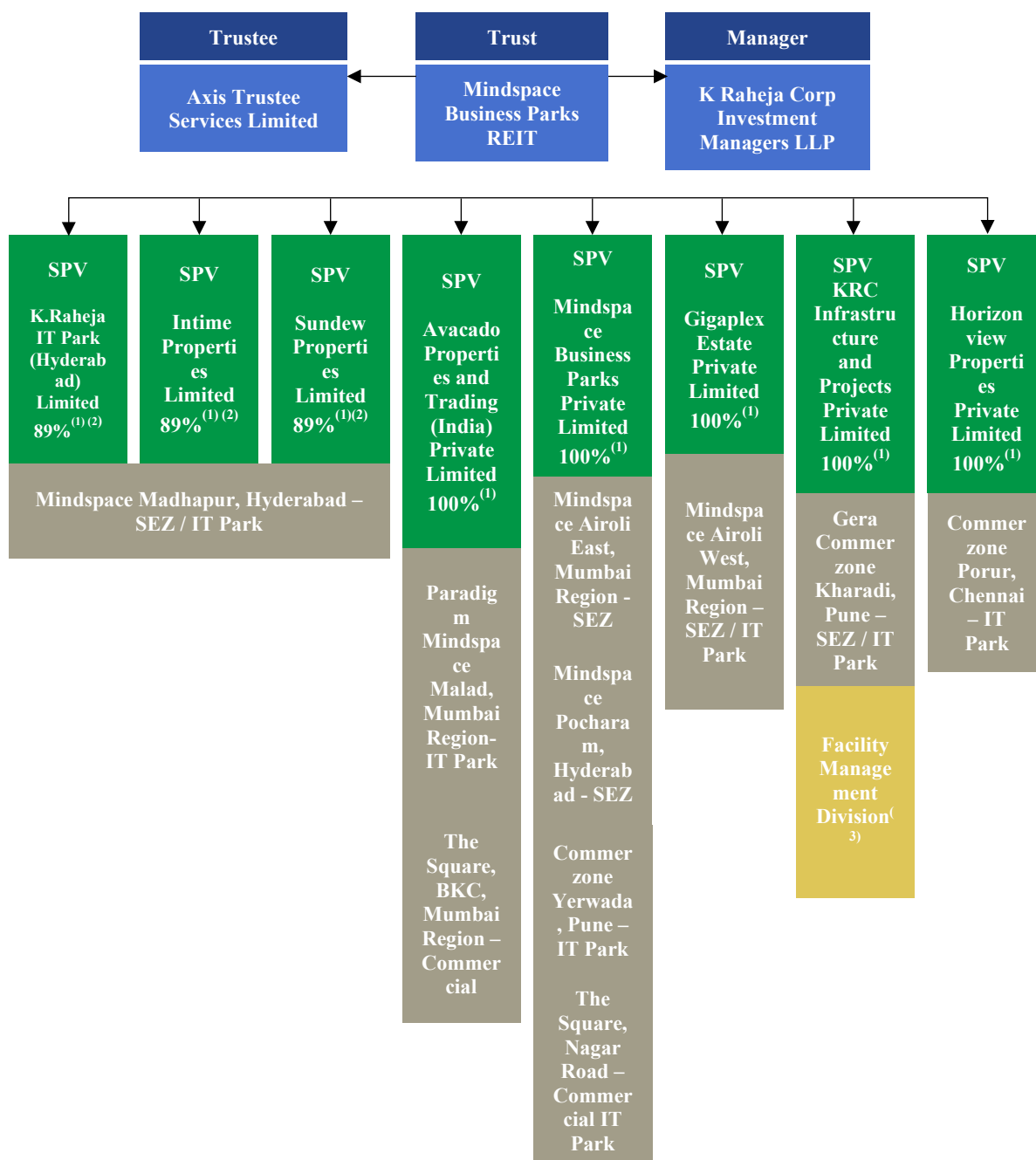
**IV. Brief summary of the business/ activities of the Issuer and its line of business:**

**A. Overview of the business of the Issuer**

The Issuer was settled on November 18, 2019 at Mumbai, Maharashtra, India as a contributory, determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated November 18, 2019. The Issuer was registered with SEBI on December 10, 2019, at Mumbai as a REIT pursuant to the REIT Regulations having registration number IN/REIT/19-20/0003. The Issuer has been settled by the Sponsors for an initial sum of INR 10,000/-. As on the date of this Private Placement Memorandum:

- CTL and ACL are the Sponsors of the Issuer;
- K Raheja Corp Investment Managers LLP (held by Mr. Ravi C. Raheja and Mr. Neel C. Raheja, as the designated partners) has been appointed as the Investment Manager to the Issuer; and
- Axis Trustee Services Limited has been appointed as the REIT Trustee to the Issuer.

Pursuant to the Formation Transactions, assets forming part of the Portfolio are held by the Issuer through the Group SPVs. The following illustration sets out the relationship between the Issuer, the REIT Trustee, the Investment Manager and the Group SPVs:



**Note:**

1. % indicates the Issuer's shareholding in respective Group SPVs.



2. 11% shareholding in Sundew Properties Limited, Intime Properties Limited and K. Raheja IT Park (Hyderabad) Limited is held by APIIC.
3. KRC Infrastructure and Projects Private Limited has commenced facility management division with effect from October 01, 2020 under the brand name “CAMPLUS”.

The Issuer owns a quality office Portfolio located in four key office markets of India. The Issuer's Portfolio has Total Leasable Area of 31.8 msf, which comprises 24.2 msf of Completed Area, 3.0 msf of Under Construction Area and 4.6 msf of Future Development Area, as of March 31, 2022. The Issuer's Portfolio has five integrated business parks with superior infrastructure and amenities (such as restaurants, crèches and outdoor sports arenas) and five quality independent offices. The Issuer's assets provide a community-based ecosystem and the Issuer believes that they have been developed to meet the evolving standards of tenants and the demands of “new age businesses”, which makes them among the preferred options for both multinational and domestic corporations.

The Issuer is committed to tenant service and developing long-standing relationships with its occupiers. It has also implemented various sustainability initiatives across its Portfolio, with a focus on clean energy and recycling that enables its tenants to enjoy an efficient working environment.

The Issuer's Portfolio is located in Mumbai Region, Hyderabad, Pune and Chennai (“**Portfolio Markets**”). The Issuer believes that its assets are located in the established micro-markets of their respective Portfolio Markets, with proximity and/or connectivity to major business, social and transportation infrastructure.

As of March 31, 2022, the Issuer's Portfolio is well diversified with more than 175 tenants with no single tenant contributing more than 6% of its Gross Contracted Rentals. Furthermore, as of March 31, 2022, approximately 77.2% of its Gross Contracted Rentals were derived from foreign multinational corporations and approximately 29.4% from ‘Fortune 500’ companies. The Issuer's tenant base comprises a mix of multinational and Indian corporates.

The Issuer's Portfolio is stable with 84.3% Committed Occupancy and a WALE of 6.9 years, as of March 31, 2022, which provides long-term visibility to its revenues. The Issuer's focus on offering a comprehensive ecosystem through optimal density and well-amenitized parks to tenants that provide high value-added services has enabled its assets to outperform in their respective micro-markets.

The Issuer believes that its Portfolio is well positioned to achieve further organic growth through a combination of rent commencement from leased out space which is contracted, as of March 31, 2022 and has not generated rental income for the year ending March 31, 2022, contractual rent escalations, lease-up of vacant space, re-leasing at market rents (considering the market rent across its Portfolio it estimates to realize mark to market of approximately 216% above the average In-place Rent, as of March 31, 2022), and new construction within its Portfolio to accommodate tenant demand.

Between April 1, 2018 and March 31, 2022, through its operating expertise, the Issuer has:

- leased 13.4 msf of office space; achieved average re-leasing spreads of 25.8% on 7.4 msf of re-leased space and leased 6.0 msf of new area (including Pre-Leased Area and Committed Area, as of March 31, 2022) to 85 tenants; achieved re-leasing spread of 31% for 2.8 msf of area re-leased during the year ending March 31, 2022;
- undertaken strategic renovations, such as lobby and façade upgrades and addition of cafes, food courts and boardwalks, at certain assets, to improve tenant experience.

The Issuer is managed by the Investment Manager that is led by Mr. Vinod Rohira, its chief executive officer, who has approximately 20 years of experience in the real estate industry and supported by a six-member core team with an experience in operating, developing, leasing and managing commercial real estate in India. Its Sponsors are part of the K. Raheja Corp Group with approximately four decades of experience in developing and managing real estate in India. As of March 31, 2022, the K. Raheja Corp Group has acquired and/or developed properties across various businesses approximately over 34 msf of commercial projects, four operational malls, 3,000 plus operational hotel keys and residential projects across five cities in India. In addition, K. Raheja Corp Group operates 259 retail outlets across India, as of March 31, 2022.

### **Portfolio**

Table below shows certain key financial and operational metrics of the Issuer's Portfolio, as of the dates specified:

Portfolio	Type of asset	Total Leasable Area (msf) As of March 31, 2022	Committed Occupancy (%) As of March 31, 2022	WALE (Years) As of March 31, 2022	Revenue from Operations for FY 2022 (₹ million) As of March 31, 2022	Market Value <sup>(4)</sup> (₹ million) As of March 31, 2022	% of Total Market Value As of March 31, 2022
Mindspace Airoli East	Business Park	6.8	86.3%	5.2	3,527	44,720	16.9%
Mindspace Airoli West	Business Park	5.2	66.0%	6.5	2,058	41,134	15.6%
Mindspace Malad	Independent Office	0.7	93.6%	3.4	813	10,136	3.8%
The Square BKC	Independent Office	0.1	100.0%	4.7	72	4,569	1.7%
<b>Mumbai Region</b>		<b>12.9</b>	<b>78.7%</b>	<b>5.5</b>	<b>6,470</b>	<b>1,00,559</b>	<b>38.1%</b>
Gera Commerzone Kharadi	Business Park	2.9	97.8%	9.9	1,334	21,243	8.0%
The Square Nagar Road	Independent Office	0.8	100.0%	5.9	478	9,043	3.4%
Commerzone Yerwada	Business Park	1.7	97.4%	4.6	1,625	19,814	7.5%
<b>Pune</b>		<b>5.4</b>	<b>98.0%</b>	<b>6.7</b>	<b>3,437</b>	<b>50,100</b>	<b>19.0%</b>
Mindspace Madhapur	Business Park	11.7	89.6%	8.2	7,378	97,345	36.9%
Mindspace Pocharam	Independent Office	1	56.7%	2.7	91	2,138	0.8%
<b>Hyderabad</b>		<b>12.7</b>	<b>88.4%</b>	<b>8.0</b>	<b>7,469</b>	<b>99,483</b>	<b>37.7%</b>
Commerzone Porur	Independent Office	0.8	36.5%	10.5	93	7,562	2.9%
<b>Chennai</b>		<b>0.8</b>	<b>36.5%</b>	<b>10.5</b>	<b>93</b>	<b>7,562</b>	<b>2.9%</b>

Facility Management		-	-	-	821	6,291	2.4%
Inter company revenue eliminations		-	-	-	(790)	-	-
Portfolio Total		31.8	84.3%	6.9	17,501	2,63,996	100%

The Total Market Value of our Portfolio, which comprises Market Value of the Portfolio and the facility management division, as of March 31, 2022 as per the REIT Valuer, is **2,63,996** million rupees.

**N.B. The details of the Portfolio as on June 30, 2022 are not available for public dissemination and hence, have not been disclosed.**

**B. Corporate Structure of the Issuer**

The corporate structure of the Issuer as on June 30, 2022 is as follows:

Category	Category of Unit Holder	No. of Units held	As a percentage of total Unitholding
(A)	<b>Sponsors / Investment Manager and their associates/ related parties and Sponsor Group</b>	374,897,081	63.22
(B)	<b>Public Holding</b>	218,121,101	36.78
	<b>Total Units Outstanding (C) = (A) + (B)</b>	<b>593,018,182</b>	<b>100.00</b>

**N.B.** All Units are held in dematerialized form.

**C. Project cost and means of financing, in case of funding of new projects**

Not applicable.

**V. Financial Information of the Issuer**

- A. A columnar representation of the audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years which shall not be more than six months old from the date of the Private Placement Memorandum or Issue Opening Date, as applicable.

The Financial Statements (Standalone) and Financial Statements (Consolidated & Combined) is annexed at **Schedule IV**.

The columnar representations of the Financial Statements (Standalone), Financial Statements (Quarterly Standalone), Financial Statements (Consolidated & Combined) and Financial Statements (Quarterly Consolidated) along with the Financial Statements (Standalone), Financial Statements (Quarterly Standalone), Financial Statements (Consolidated & Combined) and Financial Statements (Quarterly Consolidated) and auditor qualifications (containing along with the requisite schedules, footnotes, summary) is provided in **Part V (B) below of section titled**

**“Disclosures (in accordance with SEBI Debt Regulations).**

**B. Key Operational and Financial Parameters on consolidated, combined and standalone basis**

**(Standalone)**

(Indian Rupees in Millions, unless otherwise stated)

Parameters	For financial year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
<b>Balance Sheet</b>			
<b>Net Fixed assets</b>	-	-	-
<b>Current assets</b>	<b>8,383</b>	<b>2,950</b>	<b>0</b>
<b>Other non-current assets</b>	<b>1,74,637</b>	<b>174,498</b>	-
<b>Total assets</b>	<b>1,83,020</b>	<b>177,448</b>	<b>0</b>
	-	-	-
<b>Non-current Liabilities (as per the financials) (including maturities of long-term borrowings and short- term borrowings)</b>			
Financials			
Borrowings	<b>11,422</b>	<b>11,425</b>	-
Lease liability	-	-	-
Trade payables	-	-	-
Other financial liabilities	<b>271</b>	<b>193</b>	-
Provisions	-	-	-
Deferred tax liabilities	-	-	-
Other non-current liabilities	-	-	-
<b>Total non current liabilities</b>	<b>11,692</b>	<b>11,618</b>	-
<b>Current Liabilities (including maturities of long-term borrowings)</b>			
Financials			
Borrowings*	<b>4,997</b>	-	-
Trade payables	<b>10</b>	<b>13</b>	-
Other financial liabilities (current maturities included in Mar 2020 & March 2019)	<b>560</b>	<b>19</b>	<b>49</b>
Provisions	-	-	-

Parameters	For financial year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
Current tax liabilities (net)	1	3	-
Other current liabilities	1	6	-
<b>Total current liabilities</b>	<b>5,569</b>	<b>41</b>	<b>49</b>
<b>Total liabilities</b>	<b>17,262</b>	<b>11,659</b>	<b>49</b>
Equity (equity and other equity)	165,758	165,789	-49
<b>Total equity and liabilities</b>	<b>1,83,020</b>	<b>177,448</b>	<b>0</b>
<b>Profits and Loss</b>			
Total revenue from operations	12,014	6,133	-
Other income	11	12	-
<b>Total Income</b>	<b>12,025</b>	<b>6,145</b>	<b>-</b>
<b>Total Expenses</b>	<b>989</b>	<b>306</b>	<b>49</b>
<b>Profit / loss</b>	<b>11,036</b>	<b>5,839</b>	<b>-49</b>
Tax	6	5	-
<b>Profit / loss after tax</b>	<b>11,030</b>	<b>5,834</b>	<b>-49</b>
Total comprehensive income for the period/ year	11,030	5,834	-49
Basic and Diluted EPS (In Rs.)	18.60	14.67	NA
Continuing operations (In Rs.)	18.60	14.67	NA
Discontinued operations (In Rs.)	NA	NA	NA
Continuing and discontinued operations (In Rs.)	18.60	14.67	NA
<b>Cash flow*</b>			
Net cash generated/ (used in) from operating activities	-125	-106	0
Net cash generated/ / (used in) from investing activities	6,330	-15,247	-
Net cash generated/ / (used in) financing activities	-6,329	18,291	0
Cash and cash equivalents	-124	2,938	0
<b>*Balance as per statement of cash flows ( please ref Signed Cash flow)</b>	<b>2,814</b>	<b>2,938</b>	<b>0</b>
<b>Additional information</b>			

Parameters	For financial year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
<b>Total equity</b>	165,758	165,789	-49
Net worth	165,758	165,789	-49
Cash and Cash Equivalents	2,814	2,938	0
Current Investments	-	-	-
Profit before tax	11,036	5,839	-49
Finance Costs	867	230	-
Depreciation	-	-	-
<b>EBIDTA</b>	11,903	6,069	-49
<b>EBIT</b>	11,903	6,069	-49
<b>Net Sales (Revenue from operations (excludes Other Income )</b>	12,014	6,133	-
Dividend amounts Paid During the period	11,060	2,835	-
Working capital (current assets-current liabilities)	2,814	2,909	-49
Long term debt (Includes interest accrued)	11,680	11,610	-
Long term debt to working capital	4.15	3.99	NA
<b>Current Liability ratio - (Current liabilities / Non-current liabilities)</b>	0.48	0.00	NA
Current liabilities / Non-current liabilities	0.32	0.00	NA
<b>Total Debts to Total assets</b>	0.09	0.07	NA
<b>Debt Service Coverage Ratios*</b>	13.72	26.40	NA
<b>* Note: Includes repayments in connection to re-financing</b>			
<b>Interest service coverage ratio</b>	13.72	26.40	NA
Current Liabilities	5,569	41	49
Non Current Liabilities	11,692	11,618	-
Total Assets	183,020	177,448	0
Total Debts ( Short term + Long term + CM+ interest accrued)	17,200	11,612	-

N.B. The financials for financial year ended March 31, 2021 are prepared from acquisition date i.e., 1st August 2020

**(Consolidated & Combined)**  
(Indian Rupees in Millions, unless otherwise stated)

Parameters	For financial year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
<b>Balance Sheet</b>			
Net Fixed assets	212,230	211,475	75,910
Current assets	5,608	5,567	30,906
Other non-current assets	5,456	5,509	5,298
<b>Regulatory Deferral Accounts</b>	<b>241</b>	<b>167</b>	<b>110</b>
<b>Total assets</b>	<b>223,535</b>	<b>222,718</b>	<b>112,224</b>
<b>Non-current Liabilities (as per the financials) (including maturities of long-term borrowings and short-term borrowings)</b>			
Financial			
Borrowings	35,357	33,489	63,569
Other financial liabilities including Lease liabilities	4,394	2,699	1,997
Provisions	30	28	9
Deferred tax liabilities (net)	669	258	2,788
Other non-current liabilities	580	524	601
<b>Total non current liabilities</b>	<b>41,030</b>	<b>36,998</b>	<b>68,964</b>
<b>Current Liabilities (including maturities of long-term borrowings)</b>			
Borrowings	9,123	2,574	3,943
Trade payables	705	865	823
Other financial liabilities including current maturities of long term debts	6,848	9,172	14,751
Provisions	35	6	8
Current tax liabilities (net)	2	15	-
Other current liabilities	1,052	924	774

Parameters	For financial year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
<b>Total current liabilities</b>	<b>17,765</b>	<b>13,556</b>	<b>20,299</b>
<b>Regulatory Deferral Account – Liabilities</b>	<b>28</b>	<b>30</b>	<b>46</b>
<b>Total liabilities</b>	<b>58,823</b>	<b>50,584</b>	<b>89,309</b>
Equity (equity and other equity)	164,712	172,134	22,915
<b>Total equity and liabilities</b>	<b>223,535</b>	<b>222,718</b>	<b>112,224</b>
<b>Profits and Loss</b>			
Total revenue from operations	17,608	11,514	17,660
Other income	88	51	2,602
Total Expenses	9,786	6,770	12,804
<b>Total comprehensive income</b>	<b>4,470</b>	<b>3,349</b>	<b>5,140</b>
<b>Profit / loss after tax</b>	<b>4,473</b>	<b>3,349</b>	<b>5,139</b>
Other comprehensive income	-3	-0	1
Profit / loss after tax	4,473	3,349	5,140
Earnings per equity share: (a) basic; and (b) diluted	7.15	7.74	NA
Continuing operations	7.15	7.74	NA
Discontinued operations	-	-	-
Continuing and discontinued operations	7.15	7.74	NA
<b>Cash flow</b>			
Net cash generated from operating activities	11,598	7,525	9,266
Net cash used in / generated from investing activities	-4,558	9,867	-13,551
Net cash used in financing activities	-7,523	-15,044	4,743
Cash and cash equivalents adjusted to Bank OD	982	1,465	-661
Balance as per statement of cash flows	982	1,465	-661
<b>Additional information</b>			
<b>Total equity</b>	<b>164,712</b>	<b>172,134</b>	<b>22,915</b>



Parameters	For financial year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
Net worth	164,712	172,134	22,915
Cash and Cash Equivalents	3,478	3,539	2,209
Profit before tax	7,143	4,794	7,518
Finance Costs	2,644	1,707	5,114
Depreciation	3,289	1,964	1,146
Exceptional items	843	-	-
Regulatory Income	76	-	-
<b>EBIDTA</b>	<b>13,843</b>	<b>8,465</b>	<b>13,718</b>
<b>EBIT</b>	<b>11,199</b>	<b>6,501</b>	<b>12,572</b>
Net Sales	17,608	11,514	17,660
Dividend amounts Paid During the period	11,892	3,253	597
Working capital (current assets-current liabilities)	-12,157	-7,989	10,607
Long term debt (Includes interest accrued)	35,628	33,793	63,740
Long term debt to working capital	-2.94	-4.24	6.01
<b>Current Liability ratio -</b>			
Current liabilities / Non-current liabilities	0.30	0.27	0.29
<b>Total Debts to Total assets</b>			
<b>Debt Service Coverage Ratios:</b>  <i>(Profit before tax + Finance costs) ÷ (Finance costs + Principal repayments excluding prepayments and Refinancing (net))</i>			
Debt Service Coverage Ratios*	2.77	1.64	0.34
Interest Service Coverage Ratio (EBIT/Finance cost)	5.92	5.58	2.46
* Debt Service coverage ratio: (Profit before tax + Finance costs) ÷ (Finance costs + Principal repayments (excluding prepayments))			

**N.B. The financial result for the quarter ended June 30, 2022 has not been approved by the Governing Board of the Issuer. Therefore, the key operational and financial parameters**

**for the quarter ending June 30, 2022 are not available for disclosure in the Private Placement Memorandum.**

**C. Debt: Equity ratio of the Issuer as on March 31, 2022**

	<b>(Amount in INR Million) – Standalone</b>
	<b>As on March 31, 2022</b>
Before the issue	
Gross Debt	<b>17,200</b>
Total Equity	<b>165,758</b>
Gross Debt : Equity ratio (before Issue)	<b>0.10</b>
Issue size	<b>5,000</b>
Gross Debt : Equity ratio after Issue (provisional)	<b>0.14</b>

	<b>(Amount in INR Million) – Consolidated</b>
	<b>As on March 31, 2022</b>
Before the issue	
Gross Debt	<b>45,346</b>
Total Equity	<b>164,712</b>
Gross Debt : Equity ratio (before Issue)	<b>0.28</b>
Issue size	<b>5,000</b>
Gross Debt : Equity ratio after Issue (provisional)	<b>0.31</b>

**N.B. The financial result for the quarter ended June 30, 2022 has not been approved by the Governing Board of the Issuer. Therefore, the Debt: Equity Ratio for the quarter ending June 30, 2022 are not available for disclosure in the Private Placement Memorandum.**

**VI. The amount of guarantee issued by the Issuer along with details of the counterparty (like name and nature of the counterparty i.e. subsidiary, Joint Venture entity, group company etc) on behalf of whom it has been issued**

The Issuer has provided continuing guarantee in favour of the Catalyst Trusteeship Limited for discharge of INR 4000,000,000 (Indian Rupees four thousand million only) senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures issuance by the Asset SPV as on quarter ended June 30, 2022.

The Issuer has extended below mentioned Corporate guarantees for the loans availed by the Group SPVs as on June 30, 2022:

<b>Borrowing Company</b>	<b>Security details</b>	<b>Facility</b>	<b>Bank</b>	<b>Sanction amount (INR crores)</b>
Horizonview Properties Pvt Ltd.	Tower B, Commerzone, Porur	LAP	Axis Bank	150.0

Mindspace Business Parks Pvt. Ltd.	Bldg 5, 6, Bldg 10, 11(part),12,14Mindspace Airoli East	LRD/OD	HSBC	865
Sundew Properties Ltd	Bldg 11, 12C, Bldg 20, Bldg 12B (13 & 14th floor)Madhapur, Hyderabad	LRD/OD	HSBC	914.4
KRC Infra Pvt Ltd	Bldg R1, R4, Kharadi Pune	LRD/OD	HSBC	655.0
<b>TOTAL</b>				<b>2584.4</b>

**VII. Details of any other contingent liabilities of the Issuer based on the last audited Financial Statements including amount and nature of liability.**

Particulars	As at March 31, 2022 (INR Million)
<b>Contingent liabilities</b>	936
Claims not acknowledged as debt in respect of Income Tax Matters (excluding interest)	

Notes:

The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur (“Tribunal”) had, by letter dated 27 August 2009, sought information from the Issuer under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 (“APLRAC”) in respect of the entire land parcel at Mindspace Madhapur. The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated 5 September 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the letter dated 27 August 2009. The Issuer had filed a detailed response on 30 September 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to K Raheja IT Park Hyderabad Limited (KRIT) which was a joint venture company with Andhra Pradesh Industrial Infrastructure Corporation Limited, (b) the land was vested in the Issuer by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not “land” covered under the APLRAC. The Tribunal issued a final notice to the Issuer in January 2012 requesting to submit a declaration for full and correct particulars of the lands held. The matter is currently pending before the Tribunal. Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities.

For more details about other contingent liabilities, see Notes to accounts- Contingent Liabilities and Capital Commitments of the Financial Statements (Standalone), and Financial Statements (Consolidated).

**VIII. Brief history of the Issuer since its registration giving details of the following activities:**

**A. Details of Unit Capital as on last quarter end:**

As on quarter ended June 30, 2022:

Unit Capital	INR (In million)
593,018,182	1,62,839

**B. Changes in the unit capital structure of the Issuer as on last quarter and for the last three years:**

As of quarter ended June 30, 2022, 593,018,182 units are outstanding.

The Issuer allotted its Units on July 30, 2020 and August 4, 2020, pursuant to the initial public offer of Units. There are no changes in the total number of units in the capital structure of the Issuer as on last quarter and for the last three years.

**\*N.B.: THE ISSUER HAD ALLOTTED NO UNITS BEFORE JULY 30, 2020 SAVE AND EXCEPT THE INITIAL CONTRIBUTION OF INR 10,000 (RUPEES TEN THOUSAND) MADE BY THE SPONSORS, IN LIEU OF WHICH NO UNITS WERE PREVIOUSLY ALLOTTED.**

Date of change i.e. the date of the annual general meeting / extra-ordinary general meeting / Board / Committee Meeting	Particulars
N.A.	N.A.

**C. Unit capital history of the Issuer as on last quarter end and for the last three years:**

As on June 30, 2022, in aggregate 59,30,18,182 Units are outstanding. The Issuer allotted its Units on July 30, 2020 and August 4, 2020 as set out below.

Date of Allotment	No. of Units	Offer price per Unit (in ₹)*	Consideration (Cash other than cash, etc.)	Nature of allotment	Cumulative number of Units	Remarks
July 30, 2020**	556,654,582	275	Other than cash	Allotment pursuant to the Formation Transactions by swap of shares of the Group SPVs	556,654,582	-
August 4, 2020	36,363,600	275	Cash	Allotment pursuant to the initial public offer of Units of the Issuer	59,30,18,182	-

\* The securities being Units of a real estate investment trust do not have a face value and accordingly, details of face value and premium in respect of Units have not been disclosed.

\*\* The Issuer had no Units before the initial public offer of the Units on July 30, 2020.

**D. Details of any acquisition or amalgamation in the last one year**

No acquisition or amalgamation in the last one year.

**E. Details of reorganization or reconstruction in the last one year**

No reorganisation or reconstruction in last one year.

**F. Details of the unitholding of the Issuer as at the latest quarter end, as per the format specified under the listing regulations**

The unitholding pattern of the Issuer as on June 30, 2022 is annexed as Schedule VIII.

**G. List of top 10 holders of units of the Issuer as on the latest quarter end**

The unitholding pattern of the top 10 unitholders of the Issuer as of quarter ended June 30, 2022 is set out below:

Sr. No.	Names	Total number of units	No. of units in demat form	Total unitholding as % of total no of units
1.	PLATINUM ILLUMINATION A 2018 TRUST	54,375,000	54,375,000	9.17
2.	CASA MARIA PROPERTIES LLP	46,820,719	46,820,719	7.90
3.	RAGHUKOOL ESTATE DEVELOPEMENT LLP	41,937,069	41,937,069	7.07
4.	CAPSTAN TRADING LLP	41,095,719	41,095,719	6.93
5.	PALM SHELTER ESTATE DEVELOPMENT LLP	41,095,719	41,095,719	6.93
6.	K RAHEJA CORP PVT LTD	36,596,296	36,596,296	6.17
7.	CHANDRU LACHMANDAS RAHEJA	36,513,210	36,513,210	6.16
8.	CAPE TRADING LLP	35,404,890	35,404,890	5.97

9.	ANBEE CONSTRUCTION LLP	35,404,890	35,404,890	5.97
10.	GENEXT HARDWARE AND PARKS PRIVATE LTD	22,886,731	22,886,731	3.86

**N.B.** All Units are held in dematerialized form.

## **IX. Details regarding Parties to the Mindspace Business Parks REIT:**

### **A. Sponsors**

The Sponsors of the Issuer are Anbee Constructions LLP (“**ACL**”) and Cape Trading LLP (“**CTL**”). Both the Sponsors are LLPs incorporated under the Limited Liability Partnership Act, 2008 (as amended from time to time, the “**LLP Act**”), at Mumbai, Maharashtra, India.

Both ACL and CTL form part of the K. Raheja Corp Group with experience spanning over four decades in developing and operating assets across commercial, hospitality, retail, malls and residential segments.

K. Raheja Corp Group has acquired and/or developed properties across various businesses of approximately 34 million square feet of commercial real estate, as of March 31, 2022,

ACL and CTL were one of the promoters of certain Group SPVs which are Intime Properties Limited, Sundew Properties Limited (the Asset SPV), K.Raheja IT Park (Hyderabad) Limited, Mindspace Business Parks Private Limited and Avacado Properties and Trading (India) Private Limited. In addition to the above mentioned Group SPVs, ACL and CTL are also one of the promoters of certain other entities which are engaged in hospitality, malls, residential and retail real estate development. These entities include Chalet Hotels Limited, Inorbit Malls (India) Private Limited, Shoppers Stop Limited and K Raheja Corp Private Limited.

Each of Mr. Ravi C. Raheja and Mr. Neel C. Raheja are one of the partners of both ACL and CTL. Mr. Ravi C. Raheja and Mr. Neel C. Raheja have over 20 years of experience in real estate development activities. Both Mr. Ravi C. Raheja and Mr. Neel C. Raheja are the group presidents of the K. Raheja Corp Group. Both Mr. Ravi C. Raheja and Mr. Neel C. Raheja are one of the promoters of various entities in the K. Raheja Corp Group including Chalet Hotels Limited (owner, developer and asset manager of seven high-end operating hotels comprising 2,554 keys, as of September 30, 2021), Inorbit Malls (India) Private Limited (retail real estate arm of K. Raheja Corp Group with four operating malls across Mumbai Region, Hyderabad, Bengaluru and Vadodara), K Raheja Corp Private Limited, Shoppers Stop Limited (retail arm of K. Raheja Corp Group with a footprint of 259 plus retail outlets across India, as of September 30, 2021) and other companies housing some of the residential projects of the K. Raheja Corp Group. The significant commercial real estate development projects spearheaded by Mr. Ravi C. Raheja and Mr. Neel C. Raheja include Mindspace Madhapur in Hyderabad, Mindspace Airoli East and Mindspace Airoli West in Mumbai Region.

### **B. The Sponsor Group**

For a list of the entities forming part of the Sponsor Group, see “Glossary”.

### **C. The Investment Manager**

K Raheja Corp Investment Managers LLP was incorporated under the LLP Act on February 26, 2018 with LLP identification number AAM-1179. Pursuant to the Investment Management Agreement, K Raheja Corp Investment Managers LLP has been appointed as the manager of the Issuer in accordance with the REIT Regulations.

The partners of the Investment Manager entered into an LLP agreement dated March 7, 2018, to enable the Investment Manager to (i) provide fund, investment, asset, portfolio and project management services, (ii) undertake development of real estate, (iii) provide any other type of services to manage, administer or advise trust or funds including REITs, infrastructure investment trusts, whether in India or outside India.

The REIT Trustee and Investment Manager have executed the Investment Management Agreement, under which various powers, duties, rights and liabilities of the Investment Manager have been prescribed in accordance with the REIT Regulations. The Investment Manager has been appointed by the REIT Trustee, based on the recommendation of the Sponsors. In accordance with the Investment Management Agreement, the Investment Manager is, *inter alia*, empowered to (i) manage the Issuer and the trust fund and to render investment management services to the Issuer in accordance with the terms of the Investment Management Agreement, the REIT Regulations and other applicable laws, (ii) provide (either by itself or by any other entity which may be identified) property management and other support services to the Issuer and the Group SPVs and/or holding company (as defined under the REIT Regulations), (iii) manage the day-to-day affairs of the Issuer and provide other services in accordance with the provisions of the Investment Management Agreement and the REIT Regulations and (iv) make, originate, negotiate, acquire, manage, monitor, oversee and sell or otherwise dispose of investments undertaken by the Issuer, in accordance with the provisions of the REIT Documents (as defined in the Investment Management Agreement) and applicable law.

### **D. The REIT Trustee**

Axis Trustee Services Limited is the REIT Trustee of the Issuer. The REIT Trustee is a registered intermediary with SEBI under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a debenture trustee having registration number IND000000494 which is valid until suspended or cancelled by SEBI. The REIT Trustee is a wholly-owned subsidiary of Axis Bank Limited.

As the REIT Trustee, it ensures compliance with statutory requirements and believes in ethical standards and best practices in corporate governance. It aims to provide best services in the industry with its well trained and professionally qualified staff. The REIT Trustee is involved in varied facets of debenture and bond trusteeships, including, advisory functions and management functions. The REIT Trustee also acts as a security trustee and is involved in providing services with respect to security creation, compliance and holding security on behalf of lenders. The REIT Trustee is also involved in providing services as (i) a facility agent for complex structured transactions with advice on suitability of the transaction on operational aspects; (ii) an escrow agent; (iii) a trustee to Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012; (iv) custodian of documents as a safe keeper; and (v) monitoring agency.

The Sponsors and the REIT Trustee have executed the Trust Deed, under which various powers, duties, rights and liabilities of the REIT Trustee have been prescribed in accordance with the Indian Trusts Act, 1882, the REIT Regulations and the applicable SEBI Guidelines. The REIT Trustee shall hold the trust fund in the name of the Issuer and for the benefit of the Unitholders. The power to manage and operate the trust fund is entrusted by the REIT Trustee to the Investment Manager under the Investment Management Agreement; provided that the REIT Trustee shall at all times remain responsible to oversee the management of the trust fund in accordance with the provisions

of the REIT Documents (as defined under the Trust Deed) and REIT Regulations. The REIT Trustee, on the advice of the Investment Manager, may, subject to the provisions of the REIT Documents and applicable law, if it deems expedient, from time to time, review, revise, amend, vary or alter the investment strategy and objective of the Issuer in accordance with the Trust Deed. To the extent that the powers, rights and/ or obligations of the REIT Trustee under the Trust Deed have been entrusted to the Investment Manager (under the Investment Management Agreement), the REIT Trustee shall not engage in the day to day operations and management of the Issuer and shall be entitled to exercise such powers, rights and/ or obligations only where required by applicable law or in the event of failure / inability of the Investment Manager to exercise such powers, rights and/ or obligations or in the event that the Investment Manager specifically refers any such matter to the REIT Trustee.

**X. Brief particulars of the management of the Issuer:**

Pursuant to the Investment Management Agreement, K Raheja Corp Investment Managers LLP has been appointed as the Investment Manager of the Issuer to: (i) manage the assets and investments of the Issuer; (ii) render investment management services; (iii) undertake operational and administrative activities of the Issuer; and (iv) cause the issuance and listing of the Units on Stock Exchange.

Pursuant to Regulation 10(4) of the REIT Regulations, the Investment Manager is required to undertake the management of the assets forming part of the REIT including lease management and maintenance of the assets either directly or through the appointment and supervision of appropriate agents. Accordingly, the Investment Manager will also be responsible for supervision of third party service providers through its representatives forming part of the board of directors of the Group SPVs.

Accordingly, the Investment Manager provides property management services and certain key support services for the operation (including finance, taxation and marketing) to the Issuer. The facility management services for each of the other Group SPVs are carried out by KRC Infrastructure and Projects Private Limited, one of the Group SPVs, under “CAMPLUS” brand from October 1, 2020. The future development management services and certain support services (human resources, information technology, administration and other ancillary and day-to-day services in relation thereto) is provided by K. Raheja Corporate Services Private Limited.

**A. Following details regarding the members of the Governing Board of the Investment Manager:**

*(i) Details of the current members of the Governing Board of the Investment Manager*

Name, Designation and DIN	Age	Address	Member of the Governing Board of the Investment Manager since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
Mr. Deepak Ghaisas (Chairman – Independent Member) DIN: 00001811	64	B/61-62, Swapnashilp Mahant Road, Vile Parle East, Mumbai 400 057, Maharashtra, India	November 20, 2019	Shoppers Stop Limited USV Private Limited Bhogale Automotive Private Limited Citicorp Finance (India) Limited Sarvatra Technologies	No



Name, Designation and DIN	Age	Address	Member of the Governing Board of the Investment Manager since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
				Private Limited Healthbridge Advisors Private Limited Hariom Infrafacilities Services Private Limited GCV Life Private Limited Chitpavan Foundation Gencoval Strategic Services Private Limited Stemade Biotech Private Limited	
Ms. Manisha Girotra (Independent Member) DIN: 00774574	52	41, Chitrakoot, Altamount Road, Mumbai – 400 026, Maharashtra, India	November 20, 2019	Ashok Leyland Limited Moelis & Company India Private Limited Naspers Limited Prosus N.V.	No
Mr. Bobby Parikh (Independent Member) DIN: 00019437	57	4, Seven of the Hill, Auxilium Convent Road Bandra West, Mumbai 400 050, Maharashtra, India	December 17, 2019	Biocon Limited Indostar Capital Finance Limited Infosys Limited Biocon Biologics Limited Aditya Birla Sun Life AMC Limited Aviva Life Insurance Company India Ltd BMR Business Solutions Private Limited BMR Global Services Private Limited	No
Mr. Ravi C. Raheja (Non-independent member) DIN: 00028044	51	Raheja HSE, Auxilium Convent Road Pali Hill Bandra West, Mumbai	July 18, 2019	Shoppers Stop Limited Chalet Hotels Limited K. Raheja Private Limited Inorbit Malls (India) Private Limited Trion Properties Private Limited K.Raheja IT Park (Hyderabad) Limited	No

Name, Designation and DIN	Age	Address	Member of the Governing Board of the Investment Manager since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
				Intime Properties Limited K Raheja Corp Private Limited Ivory Properties And Hotels Private Limited Support Properties Private Limited Sundew Properties Limited Whispering Heights Real Estate Private Limited Genext Hardware & Parks Private Limited	
Mr. Neel C. Raheja (Non-independent member) DIN: 00029010	47	4 <sup>th</sup> Floor, Raheja House, Auxilium Convent Road Pali Hill Bandra West, Mumbai	July 18, 2019	Shoppers Stop Limited Chalet Hotels Limited K. Raheja Private Limited Inorbit Malls (India) Private Limited Trion Properties Private Limited K.Raheja IT Park (Hyderabad) Limited Intime Properties Limited K Raheja Corp Private Limited Eternus Real Estate Private Limited Ivory Properties And Hotels Private Limited Sundew Properties Limited Genext Hardware & Parks Private Limited	No
Mr. Manish Kejriwal (Independent Member) DIN: 00040055	53	3703B, 37 <sup>th</sup> and 38 <sup>th</sup> Floor, Vivarea Building B Wing, Sane Guruji Marg, Jacob Circle, Mumbai – 400 011	February 02, 2022	Bajaj Holdings & Investment Limited  Bajaj Finserv Limited  Bharti Airtel Limited	No

Name, Designation and DIN	Age	Address	Member of the Governing Board of the Investment Manager since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
				International Foundation for Research and Education	

**Note:** The Issuer to disclose name of the current directors who are appearing in the RBI defaulter list and/ or ECGC default list, if any:

None of the current members of the governing board of the Investment Manager, are appearing in the RBI defaulter list and/or ECGC default list.

(ii) *Details of change in the members of the Governing Board of the Investment Manager since last three years*

The Governing Board of the Investment Manager was constituted on July 18, 2019 and the members of the Governing Board were appointed on different dates as specified in paragraph XI (i) above.

Name, Designation and DIN	Date of appointment	Date of resignation, if applicable	Remarks
Mr. Alan Miyasaki Non-Independent Non-Executive Member	December 17, 2019	December 27, 2021	Resignation due to other pre-occupation
Mr. Manish Kejriwal Independent Non-Executive Member	February 02, 2022	NA	NA

## **XI. Details regarding the auditors of the Issuer:**

### **A. Auditors of the Issuer**

Name	Address	Auditor Since
Deloitte Haskins & Sells, LLP	One International Centre, Tower 3 27th-32nd Floor, Senapati Bapat Marg Elphinstone Mill Compound, Elphinstone (W) Mumbai - 400 013 Maharashtra, India  The resolution of the governing board of the Investment Manager is annexed with this Private Placement Memorandum as <b>Schedule III</b> .	FY 2019-20

**N.B. Deloitte Haskins & Sells, LLP , statutory auditors of the Issuer were appointed in the Second Annual Meeting of the Unitholders held on June 29, 2022. Further they were re-appointed to hold office for a term of 5 years i.e. till the financial year ending March 31, 2027.**

**B. Details of change in auditor since last three years**

Not Applicable.

**XII. Details of the following liabilities of the Issuer, as at the end of the last quarter or if available, a later date:**

**A. Details of outstanding secured loan facilities**

**NIL** as on quarter ended March 31, 2022. **N.B. The information disclosure as of June 30, 2022 is not available as the financial results for the quarter ended June 30, 2022 has not been approved by the Governing Board of the Issuer. Hence, information available as on March 31, 2022 has been disclosed.**

**B. Details of outstanding unsecured loan facilities**

**NIL** as on quarter ended March 31, 2022.

**N.B. The information disclosure as of June 30, 2022 is not available as the financial results for the quarter ended June 30, 2022 has not been approved by the Governing Board of the Issuer. Hence, information available as on March 31, 2022 has been disclosed.**

**C. Details of outstanding non-convertible securities**

As on June 30, 2022:

ISIN Number	Issue Size	Deemed Date of Allotment	Maturity/Redemption Date
INE0CCU07025	200 crores	December 17, 2020	December 16, 2023
INE0CCU07041	375 crores	March 18, 2021	May 17, 2024
INE0CCU07033	75 crores	March 18, 2021	May 17, 2024
INE0CCU07058	500 crores	February 11, 2022	December 31, 2024

**D. List of Top 10 holders of non-convertible securities in terms of value (in cumulative basis)**

(A) Secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures aggregating to INR 200,00,00,000/- (Rupees Two Hundred crores only) (“NCD-1”)

*List of Top 10 NCD holders of NCD-1 as on June 30, 2022*

S. No.	Name of the Debenture holder	Total number of Debentures	Total holding as a % of total no. of Debentures
1.	Kotak Mahindra Low Duration fund	1,000	50.0%
2.	Kotak Mahindra Corporate Bond fund	1,000	50.0%
	Total	2,000	100%

(B) 10 Year G-sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures aggregating to INR 375,00,00,000 (Rupees three hundred and seventy five crores) (“MLD-2”)

*List of Top 10 MLD holders of MLD-2 as on June 30, 2022*

S. No.	Name of the Debenture holder	Total number of Debentures	Total holding as a % of total no. of Debentures
1	KALANITHI MARAN	739	19.71%
2	KOTAK MAHINDRA TRUSTEESHIP SERVICES LIMITED	200	5.33%
3	APURVA MAHESH SHAH	150	4.00%
4	RAJ SHIPPING AGENCIES LIMITED	100	2.67%
5	MADHU SILICA PVT LTD	100	2.67%
6	KAIROS VENTURES LLP	100	2.67%
7	SAT NARAIN GUPTA	100	2.67%
8	MICRO LABS LIMITED	100	2.67%
9	VIJENDRA BABU	92	2.45%
10	IIFL INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED	68	1.81%
	Total	1,749	46.6%

(C) Secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures aggregating to INR 75,00,00,000/- (Rupees Seventy five crores only) (“NCD-2”)

*List of Top 10 NCD holders of NCD-2 as on June 30, 2022*

S. No.	Name of the Debenture holder	Total number of Debentures	Total holding as a % of total no. of Debentures
1.	<b>IIFL DYNAMIC BOND FUND</b>	<b>500</b>	<b>66.67</b>
2.	<b>NIPPON LIFE INDIA TRUSTEE LTD – A/C NIPPON INDIA SHORT TERM FUND</b>	<b>250</b>	<b>33.33%</b>
	<b>Total</b>	<b>750</b>	<b>100%</b>

(D) Senior, listed, rated, secured, non cumulative, taxable, transferrable, redeemable, non-convertible debentures aggregating to INR 5,00,00,00,000 (NCD-3)

*List of Top 10 NCD holders of NCD-3 as on June 30, 2022*

S. No.	Name of the Debenture holder	Total number of Debentures	Total holding as a % of total no. of Debentures
1.	HDFC TRUSTEE COMPANY LTD A/C HDFC CREDIT RISK DEBT FUND	1,000	20.00%
2	SBI LIFE INSURANCE CO.LTD	1,000	20.00%
3	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA SHORT TERM FUND	500	10.00%
4	ICICI PRUDENTIAL MEDIUM TERM BOND FUND	350	7.00%
5	ICICI PRUDENTIAL SHORT TERM FUND	350	7.00%
6	ICICI PRUDENTIAL ALL SEASONS BOND FUND	350	7.00%
7	ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	350	7.00%
8	ICICI PRUDENTIAL EQUITY & DEBT FUND	350	7.00%
9	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SHORT TERM FUND	250	5.00%
10	TATA RETIREMENT SAVINGS FUND-MODERATE PLAN	220	4.40%
	<b>Total</b>	<b>4,720</b>	<b>94.4%</b>

**E. Details of outstanding Commercial Paper at the end of the last quarter in the following format**

The total face value of commercial papers outstanding as on June 30, 2022 – NIL

**F. Rest of the borrowing of the Issuer (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares)**

NIL as on March 31, 2022

**N.B. The information disclosure as of June 30, 2022 is not available as the financial results for the quarter ended June 30, 2022 has not been approved by the Governing Board of the Issuer. Hence, information available as on March 31, 2022 has been disclosed.**

**XIII. Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash. This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued:**

- A. in whole or part: **NIL** as on quarter ended March 31, 2022,
- B. at a premium or discount: **NIL** as on quarter ended March 31, 2022, or
- C. in pursuance of an option or not: **NIL** as on quarter ended March 31, 2022.

**N.B. The information disclosure as of June 30, 2022 is not available as the financial results for the quarter ended June 30, 2022 has not been approved by the Governing Board of the Issuer. Hence, information available as on March 31, 2022 has been disclosed.**

**XIV. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Issuer, in the past 3 years including the current financial year.**

NIL for the non-convertible securities specified above in Paragraph (C) (*Details of Non-Convertible Securities*) and in case of external financial indebtedness.

**XV. Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/Promoter (Sponsor), litigations resulting in material liabilities, corporate restructuring event etc.) at the time of the Issue which may affect the issue or the investor's decision to invest / continue to invest in the Debentures.**

As of June 30, 2022, the Issuer does not have any pending criminal matters or regulatory actions against it, or any civil/ commercial litigation pending involving it.

**XVI. Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the circulation of this Private Placement Memorandum against the promoter (sponsor) of the Issuer**

Except as disclosed in the Annexure I to this Private Placement Memorandum, and the annual report of the Issuer ending March 31, 2022 and as per its extant materiality policy, and submitted to the stock exchanges on which its Units are listed from time to time, there are no claims, suits, actions, litigations, arbitrations or administrative investigations, or proceedings of or before any court, arbitral body, agency or Governmental Authority, which if adversely determined are reasonably likely to have implications on the financials / credit quality of the Issuer or the Asset

SPV, have been threatened in writing or are pending against the Issuer or the Asset SPV.

## **XVII. Details of default and non-payment of statutory dues**

There has been no default and / or non-payment of statutory dues by the Issuer.

## **XVIII. Details of the Sponsors of the Issuer**

### *(i) Details of Sponsors' holding of the Issuer as on the latest quarter end*

The Issuer allotted its Units, pursuant to the swap of shares of the Group SPVs held by members of the Sponsor Group and BREP Entities on July 30, 2020. Further, the Issuer allotted its Units to the public on August 4, 2020 pursuant to the initial offer of Units. The holding of the Sponsor and Sponsor Group in the Issuer as on June 30, 2022 is set out below:

S. No.	Name of the unitholders	Sponsor / Sponsor Group	Total no. of Units held	Total unitholding as % of total no. of Units	Type of encumbrance	No of Units subject to pledge / non disposal undertaking	% of Units subject to pledge / non disposal undertaking with respect to Units owned
1	Anbee Construction s LLP	Sponsor	3,54,04,890	5.97	Non-disposal undertaking	2,52,03,273	71.19
2	Cape Trading LLP	Sponsor	3,54,04,890	5.97	Non-disposal undertaking	2,52,03,273	71.19
3	Ravi Chandru Raheja	Sponsor Group	2706534	0.46	Not encumbered	-	-
4	Neel Chandru Raheja	Sponsor Group	11138069	1.88	Not encumbered	-	-
5	Chandru Lachmandas Raheja	Sponsor Group	3,26,34,433	5.50	Pledge	3,25,27,465	99.67
6	Jyoti Chandru Raheja	Sponsor Group	1,48,65,700	2.51	Not encumbered	-	-
7	Capstan Trading LLP	Sponsor Group	4,10,95,719	6.93	Not encumbered	-	-
8	Casa Maria Properties LLP	Sponsor Group	46820719	7.90	Not encumbered	-	-
9	Palm Shelter Estate Development LLP	Sponsor Group	4,10,95,719	6.93	Pledge	2,71,90,548	66.16
10	Raghukool Estate	Sponsor Group	41937069	7.07	Pledge	1,77,31,322	48.97



S. No.	Name of the unitholders	Sponsor / Sponsor Group	Total no. of Units held	Total unitholding as % of total no. of Units	Type of encumbrance	No of Units subject to pledge / non disposal undertaking	% of Units subject to pledge / non disposal undertaking with respect to Units owned
	Development LLP						
11	Genext Hardware & Parks Private Limited	Sponsor Group	2,28,86,731	3.86	Pledge	2,28,86,731	100.00
12	K Raheja Corp Private Limited	Sponsor Group	3,65,96,296	6.17	Pledge	3,60,58,116	98.53
13	Chandru Lachmandas Raheja held for and on behalf of Ivory Property Trust	Sponsor Group	38,78,777	0.65	Not encumbered	-	-
14	Sumati Ravi Raheja	Sponsor Group	84,31,535	1.42	Not encumbered	-	-

*N.B. All Units are issued and held in dematerialized form*

#### **XIX. Details of the Debenture Trustee**

- A. **Catalyst Trusteeship Limited** has given its consent to the Issuer for its appointment as Debenture Trustee vide its letter dated May 19, 2022 and has entered into a Debenture Trustee Agreement. Copy of the consent letter dated May 19, 2022 is enclosed in this Private Placement Memorandum as **Schedule I**. The Debenture Trustee has given its consent to the Issuer for its appointment under applicable laws.
- B. Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s):
  - a. Terms and conditions of appointment of the Debenture Trustee and the due diligence to be carried out by the Debenture Trustee are further specified in the debenture trustee agreement dated on or about the date of this Private Placement Memorandum.
  - b. The Debenture Trustee Agreement has been executed as per required regulations before opening of Issue. Service charges of Debenture Trustee are mentioned in the consent letter dated May 19, 2022.
- C. Details of security to be created for the Issue: Please refer to the section titled “Summary of Terms”
- D. The Debenture Trustee shall adhere to the requirements of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture

trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020. The Transaction Security shall be created in accordance with provisions of the Debenture Trust Deed and the other Transaction Documents. Fulfillment of any requirements under the said SEBI circular, in particular carrying out of any valuation, due diligence and provision of a diligence certificate shall not be a pre-condition for the effectiveness and perfection of the Security as contemplated under the Debenture Trust Deed and the other Transaction Documents.

E. The creation of security over the Secured Assets as detailed in this Private Placement Memorandum are part of the terms of the Issue of Debentures.

F. **Process of due diligence carried out by the Debenture Trustee**

a. The Debenture trustee(s) by itself or through its advisers or experts shall independently carry out the due diligence which includes the following:

I. Chartered accountant appointed by the Debenture Trustee shall verify at the time of creation of the Transaction Security that the assets provided by Issuer for creation of Transaction Security, within the timelines further specified in the Debenture Trust Deed, shall be free from any encumbrances or necessary permissions through verification from sub-registrar and Registrar of Companies or Central Registry set up under The Security Interest (Enforcement) Rules, 2002 or the information utilities etc., or other sources as applicable.

II. In case of Guarantee, the Debenture Trustee has verified the relevant filings made on websites of Ministry of Corporate Affairs, Stock Exchange(s), CIBIL, information utility etc. and obtained appraisal report, necessary financial certificates viz. from statutory auditor.

III. The Debenture Trustee, by itself or through its appointed agencies such as chartered accountant firm, registered valuer, legal counsel etc., has prepared one or more reports viz. valuation report, Registrar of Companies search report, title search report/ appraisal report, asset cover certificate, any other report/ certificate as applicable etc. and has independently assessed that the assets for creation of Transaction Security are adequate for the proposed issue of the Debentures as per information provided by the Issuer.

IV. Periodical due diligence will be carried out as per SEBI circulars from time to time as per nature of security provided.

V. Necessary due diligence certificate will be issued and will be available on stock exchanges from time to time for information of Debenture Holders.

VI. Due diligence will be carried out for maintenance of security cover depending on information provided by the issuer company and chartered accountant appointed by Debenture Trustee.

VII. Based on its review set out more particularly in Annexure A of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020, the Debenture Trustee will issue the due diligence certificates to the relevant stock exchange. The certificate issued by the Debenture Trustee is appended to this Private Placement Memorandum as **Schedule IX**.

- b. The Debenture Trustee shall maintain records and documents pertaining to due diligence exercised for a minimum period of 5 (five) years from the Final Settlement Date.

**XX. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.**

The obligations pursuant to the Debentures are, *inter alia*, guaranteed by way of an unconditional, irrevocable guarantee from the Asset SPV in favour of the Debenture Trustee for the benefit of the Debenture Holders as per the terms contained in the relevant Transaction Documents.

**XXI. Disclosure of Cash flow with date of interest/dividend/ redemption payment as per day count convention**

Illustration of Debenture Cash Flows to be shown in Private Placement Memorandum	
Issuer	Mindspace Business Parks REIT
Face Value (per security)	INR 10,00,000
Date of Allotment	July 28, 2022
Redemption Date	July 27, 2027
Coupon Rate	7.95%
Frequency of the Coupon Payment with specified dates	Quarterly 30-09-2022 31-12-2022 31-03-2023 30-06-2023 30-09-2023 31-12-2023 31-03-2024 30-06-2024 30-09-2024 31-12-2024 31-03-2025 30-06-2025 30-09-2025 31-12-2025 31-03-2026 30-06-2026 30-09-2026 31-12-2026 31-03-2027 30-06-2027 27-07-2027

Day Count Convention	Actual / Actual
<b>Procedure and time schedule for allotment and issue of securities</b>	As detailed in the section titled “ <b>Application Process</b> ” and Part H (Issue Procedure) of the section titled “ <b>Disclosures (in accordance with SEBI Debt Regulations)</b> ”.

**Illustrative Cash flow:**

The below cash flow has been arrived at coupon rate 7.95%, determined from Electronic Debt Bidding platform set up on dated July 27, 2022.

Date	Total Amount (Rs.)
30-Sep-22	6,96,98,630
31-Dec-22	10,01,91,781
31-Mar-23	9,80,13,699
30-Jun-23	9,91,02,740
30-Sep-23	10,01,91,781
31-Dec-23	10,01,91,781
31-Mar-24	9,88,31,967
30-Jun-24	9,88,31,967
30-Sep-24	9,99,18,033
31-Dec-24	9,99,18,033
31-Mar-25	9,80,13,699
30-Jun-25	9,91,02,740
30-Sep-25	10,01,91,781
31-Dec-25	10,01,91,781
31-Mar-26	9,80,13,699
30-Jun-26	9,91,02,740
30-Sep-26	10,01,91,781
31-Dec-26	10,01,91,781
31-Mar-27	9,80,13,699
30-Jun-27	9,91,02,740
27-Jul-27	5,02,94,04,110

*Note: All the amounts are rounded off to nearest integer.*

## **Commission**

In lieu of TIAPL agreeing to act as an arranger to the Issue, the Issuer shall be paying fees/charges as mutually agreed between TIAPL and the Issuer in terms of the letter agreement dated on or about the date of this Private Placement Memorandum.

## **XXII. Disclosures pertaining to wilful defaulter**

Neither the Issuer nor its promoters nor its directors have been declared to be a wilful defaulter and do not appear in the RBI's wilful defaulter's list or CIBIL's defaulter's list or ECGC's caution list.

## **XXIII. Project details**

*(Gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project, if any)*

Not applicable.

## **XXIV. Disclosure pertaining to charge creation**

The security created in relation to the Debentures shall be created and perfected in accordance with Applicable Laws on or prior to the Deemed Date of Allotment, or such other timeline as may be agreed between the eligible investors and the Issuer in accordance with the provisions of the Debenture Trust Deed.

Debentures shall be considered as secured only if the charged asset is registered with sub-registrar and Registrar of Companies or Central Registry set up under The Security Interest (Enforcement) Rules, 2002 as applicable, or is independently verifiable by the Debenture Trustee.

## **XXV. Other details pertaining to the Issue**

### **A. Debenture Redemption Reserve - relevant regulations and applicability**

The Issuer agrees and undertakes to create a debenture redemption reserve (if required and applicable to the Issuer) in accordance with the Companies Act and the guidelines issued by SEBI, as may be applicable, and if during the currency of these presents any guidelines are formulated (modified or revised) by any Governmental Authority having authority under Applicable Law in respect of creation of the debenture redemption reserve. The Issuer shall abide by such guidelines and issue supplemental letters, agreements and deeds of modification, as may be required, by the Debenture Holders or the Debenture Trustee and shall also cause the same to be registered, where necessary subject to the same being applicable. If a debenture redemption reserve is created, the Issuer shall submit to the Debenture Trustee a certificate duly certified by an independent chartered accountant.

### **B. Recovery expense fund**

The Issuer agrees and undertakes to create and maintain a recovery expense fund, in accordance with the regulations, guidelines and circulars issued by SEBI, and if during the currency of these presents any guidelines are formulated (or modified or revised) by any Governmental Authority having authority under Applicable Law in respect of creation of the recovery expense fund within the timelines prescribed under Applicable Law. The Issuer shall abide by such guidelines and

issue supplemental letters, agreements and deeds of modification, as may be required, by the Debenture Holders or the Debenture Trustee and shall also cause the same to be registered, where necessary subject to the same being applicable. If a recovery expense fund is created, the Issuer shall submit to the Debenture Trustee evidence in form of a certificate duly certified by the statutory auditor of the Issuer.

**C. Issue/instrument specific regulations - relevant details**

The Debentures offered are subject to provisions of all applicable laws including SEBI Debt Regulations and circulars enacted thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Companies Act and rules thereunder, SEBI (Debenture Trustees) Regulations, 1993, the Depositories Act, 1996, each as amended and rules and regulations made under these enactments (as applicable).

**D. Default in Payment**

In case of default in payment of the Coupon and/or redemption on the due dates of the Debentures, additional interest shall be payable in accordance with the provisions in the row titled “Default Interest Rate” in the section titled “**Summary of Terms**” of this Private Placement Memorandum.

**E. Delay in Listing**

In case of delay in listing of the Debentures beyond 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, the Issuer shall pay a penal interest of 1% (one per cent.) per annum over and above the Coupon which shall be computed on and from the date falling on the expiry of 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, until the Debentures are listed on the Stock Exchange. Further, the Issuer shall be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from stock exchanges.

**F. Delay in allotment of Debentures**

The beneficiary account of the investor(s) with NSDL/CDSL / Depository Participant will be given initial credit within 2 (two) working days from the date of closure of the Issue and confirmation of the credit of Debentures shall be provided by the relevant Depository within 2 (two) working days from the date of closure of the Issue. The Issuer shall not cause any delay in allotment of the Debentures to the successful investors.

**G. Issue Details**

Terms of the offer are set out in the section titled “**Summary of Terms**” of this Private Placement Memorandum.

**H. Issue Procedure**

The Issuer proposes to issue the Debentures on the terms as set out in this Private Placement Memorandum subject to the provisions of the SEBI Debt Regulations, Companies Act and rules thereunder, the Debenture Trust Deed and other applicable laws. This section applies to all applicants.

a. Mode of bidding

The Debentures are proposed to be issued in the closed bidding mode in accordance with

the EBP Guidelines. There are two modes of bidding prescribed by the EBP Guidelines, namely: (a) open bidding; and (b) closed bidding. Under closed bidding there shall be no real time dissemination of bids on the EBP.

b. Who can bid/ apply/ invest

All Eligible Investors specifically mapped by the Issuer on the EBP, are eligible to bid / invest / apply for this Issue.

All applicants are required to comply with the relevant regulations/ guidelines applicable to them for investing in the Issue as per the norms approved by SEBI, RBI or any other statutory body from time to time, including but not limited to EBP Guidelines (as applicable and published by the Stock Exchange on its website) for investing in this Issue. The contents of this Private Placement Memorandum and any other information supplied in connection with this Private Placement Memorandum or the Debentures are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced or disseminated by the recipient.

The Issue will be under the electronic book mechanism as required in terms of the EBP Guidelines.

However, out of the aforesaid class of investors eligible to invest, this Private Placement Memorandum is intended solely for the use of the person to whom it has been sent by the Issuer for the purpose of evaluating a possible investment opportunity by the recipient(s) in respect of the securities offered herein, and it is not to be reproduced or distributed to any other persons (other than professional advisors of the prospective investor receiving this Private Placement Memorandum from the Issuer).

c. Minimum Subscription

As the current issue of Debentures is being made on a private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Issuer shall not be liable to refund the Issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of issue size or certain percentage of issue size.

d. Date of Allotment

All benefits relating to the Debentures will be available to the investors from the Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment.

e. Interest on Application Money

This Issue does not contemplate payment of any interest on application money till allotment of Debentures.

f. Debenture holder not a Shareholder

The Debenture holders will not be entitled to any of the rights and privileges available to the shareholders of the Issuer.

g. How to bid

All Eligible Investors will have to register themselves as a one-time exercise (if not already

registered) with BSE's Bond Platform offered by BSE for participating in electronic book building mechanism. Eligible Investors should refer to the EBP Guidelines for issuance of debt securities on private placement basis through an electronic book mechanism as available on the website of BSE. Eligible Investors will also have to complete the mandatory know-your-customer verification process. Eligible Investors should refer to the EBP Guidelines.

- I. The details of the Issue shall be entered on the EBP by the Issuer at least 2 (two) working days prior to the Issue Opening Date, in accordance with the EBP Guidelines.
- II. The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the EBP, at least 1 (one) working day before the start of the Issue Opening Date.

Some of the key guidelines in terms of the current EBP Guidelines, are as follows:

I. *Modification of Bid*

Eligible Investors may note that modification of bid is allowed during the bidding period. However, in the last 10 minutes of the bidding period, revision of bid is only allowed for improvement of yield and upward revision of the bid size. Note that the present Issue is a fixed coupon instrument.

II. *Cancellation of Bid*

Eligible Investors may note that cancellation of bid is allowed during the bidding period. However, in the last 10 minutes of the bidding period / window, no cancellation of bids is permitted.

III. *Multiple Bids*

Eligible Investors may note that multiple bids are permitted.

IV. *Withdrawal of Issue*

The Issuer may, at its discretion, withdraw the issue process on the following conditions:

- (i) Non-receipt of bids up to the issue size;
- (ii) The bidder has defaulted on payment towards the allotment, within the stipulated time frame, due to which the Issuer is unable to fulfil the issue size;
- (iii) The cut-off yield entered by the bidder is higher than the estimated cut-off yield disclosed to the EBP.

Provided that the Issuer shall accept or withdraw the Issue on the EBP within 1 (one) hour of the closing of the bidding window, and not later than 6 pm on the Issue Closing Date.

However, Eligible Investors should also refer to the EBP Guidelines, as prevailing on the date of the bid.



h. Right to accept or reject bids

The Issuer reserves its full, unqualified and absolute right to accept or reject any bid(s), in part or in full, without assigning any reason thereof and to make provisional / final allocations at its absolute discretion.

i. Provisional / Final allocation

Allocation shall be made on a uniform yield basis. Post completion of bidding process, the Issuer will upload the provisional allocation on the BSE-BOND EBP Platform. Once the allocation is done then the successful bidders can see their respective allocations on the allocation report generated by the BSE- BOND EBP Platform.

j. Payment mechanism

Subscription should be as per the final allocation made to the successful bidder as notified by the Issuer. Successful bidders should pay-in the subscription amount in to the Bank Account (ICCL) on or before 10.30 am on the Pay In Date, the details of which have been provided in this Private Placement Memorandum. Successful bidders should ensure that they pay from the bank accounts that they have registered with the BSE-BOND EBP Platform at the time of registration.

Note: If the successful bidders fail to pay the subscription monies within the time prescribed, their bid will be liable to be rejected and the Issuer shall be not be liable to issue and allot any debentures to such bidders.

Subscription monies will be paid out from the Bank Account (ICCL) into the Subscription Account, the details of which have been provided in this Private Placement Memorandum. This transfer will be done in accordance with the procedure prescribed by the EBP Guidelines.

Cheque(s), Money orders, postal orders will not be accepted. The bank with which the Bank Account (ICCL) is existing assumes no responsibility for any applications lost in mail. Applications should be for the number of Debentures applied by the investor. Applications not completed in the said manner are liable to be rejected. The applicant or in the case of an application in joint names, each of the applicant, should mention his/her PAN details, or where the same has not been allotted, the GIR No. and the income tax circle/ward/district. As per the provision of Section 139A (5A) of the Income Tax Act, PAN/GIR No. needs to be mentioned on the tax deducted at source certificates. Hence, the investor should mention his PAN/GIR No. In case neither the PAN nor the GIR Number has been allotted, the applicant shall mention “*Applied for*” nor in case the applicant is not assessed to income tax, the applicant shall mention ‘*Not Applicable*’ (stating reasons for non-applicability) in the appropriate box provided for the purpose. Application forms without this information will be considered incomplete and are liable to be rejected.

All applicants are requested to tick the relevant column “*Category of Investor*” in the application form.

*For further instructions about how to make an application for applying for the Debentures and procedure for remittance of application money, please refer to the section titled “Application Process and Other Issue Related Details” below.*

k. Terms of Payment

The full-face value of the Debentures applied for, is to be paid in such process as has been listed in this Private Placement Memorandum.

l. Force Majeure

The Issuer reserves the right to withdraw the issue prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and regulatory environment.

m. Post-allocation disclosures as per EBP Guidelines

Upon allocation of the Debentures, the Issuer shall disclose the size of the Issue, coupon rate, the number of successful bidder, category of the successful bidders etc., in accordance with the EBP Guidelines. The BSE-BOND EBP Platform shall upload the data provided by the Issuer on its website to make it available to the public.

n. Depository arrangements

The Issuer has appointed Link Intime India Private Limited having its office at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 as the Registrar and Transfer Agent for the present Issue. The Issuer has entered into necessary depository arrangements with NSDL and CDSL for dematerialization of the Debentures offered under the present Issue, in accordance with the Depositories Act, 1996 and regulations made there under. In this context, the Issuer has signed tripartite agreement with the NSDL dated September 28, 2020 and CDSL dated September 22, 2020 and the Registrar and Transfer Agent for dematerialization of the Debentures offered under the present Issue.

o. Procedure for applying for the demat facility

- I. Applicant(s) must have a beneficiary account with any Depository Participant of NSDL/CDSL prior to making the application.
- II. For subscribing to the Debentures, names should be identical to those appearing in the account details of the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- III. If incomplete/ incorrect beneficiary account details are given which does not match with the details in the depository system, it will be deemed to be an incomplete application and the same be held liable for rejection at the sole discretion of the Issuer.
- IV. The Debentures shall be directly credited to the beneficiary account and after due verification, allotment advice/ refund order, if any, would be sent directly to the applicant by the RTA but the confirmation of the credit of the Debentures to the applicant's depository account will be provided to the applicant by the Depository Participant of the applicant.
- V. Coupon or other benefits with respect to the Debentures would be paid to those holders whose names appear on the list of beneficial owners given by the depository to the Issuer as on the Record Date. In case, the beneficial owner is not identified by the depository on the Record Date due to any reason whatsoever, the Issuer shall keep in abeyance the payment of Coupon or other benefits, till such time the beneficial owner is identified by the depository and intimated to the Issuer. On receiving such intimation, the Issuer shall pay the Coupon or other benefits to the beneficiaries identified, within a period of 15 calendar days from the date of receiving such intimation.

VI. Applicants may please note that the Debentures shall be allotted and traded on the stock exchange(s) only in dematerialized form.

p. Allotment resolutions and Credit of debentures

The beneficiary account of the investor(s) with NSDL/CDSL / Depository Participant will be given initial credit within 2 (two) working days from the date of closure of the Issue and confirmation of the credit of Debentures shall be provided by the relevant Depository within 2 (two) working days from the date of closure of the Issue.

Subject to the completion of all statutory formalities within time frame prescribed in the applicable laws, an allotment resolution shall be passed by the finance committee of the Issuer on the Pay In Date to record the allotment of the Debentures to the relevant investor(s) on the said date and the beneficiary demat account of the investor(s) would be credited with the number of Debentures so allotted. The Debentures since issued in electronic (dematerialized) form, will be governed as per the provisions of the Depository Act, SEBI (Depositories and Participants) Regulations, 1996, rules notified by NSDL/CDSL / Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Debentures shall be allotted in dematerialized form only.

## DISCLOSURES PRESCRIBED UNDER PAS-4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014

### I. General Information

- A. **Name, address, website and other contact details of the Issuer indicating both registered office and corporate office:** Specified in the front page of this Private Placement Memorandum.
- B. **Date of incorporation of the Issuer:** Specified in the front page of this Private Placement Memorandum.
- C. **Business carried on by the Issuer and its subsidiaries with the details of branches or units, if any:** Specified in Part IV (*Brief summary of the business/ activities of the Issuer and its line of business*) of the section titled “**Disclosures (in accordance with SEBI Debt Regulations)**”.
- D. **Names, addresses, DIN and occupations of the directors:** Specified in Part XI (*Brief particulars of the management of the Issuer*) of the section titled “**Disclosures (in accordance with SEBI Debt Regulations)**”.
- E. **Management’s perception of risk factors:** Please refer to the section titled “Risk Factors” above of the Private Placement Memorandum.
- F. **Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:**
- a. statutory dues: No default
  - b. debentures and interest thereon: No default and Not Applicable
  - c. deposits and interest thereon: No default and Not Applicable
  - d. loan from any bank or financial institution and interest thereon: No default.
- G. **Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Issuer, if any, for the private placement offer process:** Specified in the front page of this Private Placement Memorandum.
- H. **Any default in Annual filing the Company under the Companies Act or the rules made thereunder:**
- Not Applicable

### II. Particulars of the Offer

Date of passing of resolution by the governing board of the Investment Manager and executive committee of the Investment Manager of the Issuer authorizing the offer of securities	<p>Resolution passed by the governing board of the Investment Manager of the Issuer dated September 14, 2020 and executive committee of the Investment Manager of the Issuer dated July 19, 2022.</p> <p>A copy of the said resolution(s) is annexed herewith and marked as <b>Schedule III</b>.</p> <p>The executive committee was constituted by way of a resolution passed by the governing board of the</p>
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	Investment Manager of the Issuer dated March 31, 2020 and September 14, 2020.		
Kinds of securities offered (i.e. whether shares or debenture) and class of security; the total number of shares or debentures or other securities to be issued	In aggregate up to INR 5,000,000,000 (Indian Rupees five thousand million only) senior, listed, rated, secured, non-cumulative, taxable, transferrable, redeemable, non-convertible debentures.		
Price at which the security is being offered, including premium if any, along with justification of the price	The Debentures are being offered at face value of INR 1000,000 (Indian Rupees one million only) per Debenture at par		
Name and address of the valuer who performed valuation of the security offered and basis on which the price has been arrived at along with report of the registered valuer	Not applicable as the Debentures are being issued at par		
Relevant date with reference to which the price has been arrived at	Not Applicable		
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer);	Not applicable		
The change in control, if any, in the Issuer that would occur consequent to the private placement	No change in control would occur consequent to the private placement.		
The number of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year, in terms of number of securities as well as price.	None		
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable		
Amount, which the Issuer intends to raise by way of proposed offer of securities	Up to INR 5,000,000,000 (Indian Rupees five thousand million only).		
Terms of raising of securities:	Duration, if applicable	From Deemed Date of Allotment to the Scheduled Redemption Date	
	Rate of Interest	To be determined in accordance with the bidding process under the EBP mechanism	
	Mode of Payment	RTGS / NEFT	
	Mode of Repayment	RTGS / NEFT	
Proposed time schedule for which the Private Placement Memorandum is valid	The Issue will open at 11:00 a.m. and close at 12:00 noon. and shall be valid during the regular business hours on July 27, 2022.		

Purpose and objects of the Issue	<p>The funds raised by the issuance of the Debentures shall be utilised by the Issuer in compliance with the provisions of the Applicable Laws for general corporate purposes including payment of fees and expenses in connection with the issuance of the Debentures, repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments), direct or indirect acquisition of commercial properties and for providing loans to the Group SPVs (directly or indirectly) for meeting their construction related expenses, working capital or general corporate requirements, including interim investments in cash equivalent investments, repayment of their existing financial indebtedness, for providing inter-company deposits to the members of the Group SPVs, financing their operations, and/or acquisition of commercial properties directly or indirectly by way of purchase of any securities of other entities holding commercial properties, each in accordance with Applicable Laws.</p> <p>The utilisation shall be in the following specified manner, wherein the information may differ from the actual numbers to the extent of approximations or use of rounded numbers:</p> <table border="1"> <thead> <tr> <th>Objects of the Issue</th><th>%</th></tr> </thead> <tbody> <tr> <td>Repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments) and for providing loans to the Group SPVs</td><td>99*</td></tr> <tr> <td>General corporate purposes including payment of fees and expenses in connection with the Issue</td><td>1*</td></tr> <tr> <td><b>Total</b></td><td><b>100%</b></td></tr> </tbody> </table> <p><b>*N.B.:</b> Note that the percentages denoted above are a realistic and conservative estimate of the proposed utilisation of proceeds arising in relation to the Debentures as on the date of this Private Placement Memorandum. However, there may be a variation of not more than 2% in the above figures on account of certain operational and commercial factors.</p>	Objects of the Issue	%	Repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments) and for providing loans to the Group SPVs	99*	General corporate purposes including payment of fees and expenses in connection with the Issue	1*	<b>Total</b>	<b>100%</b>
Objects of the Issue	%								
Repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments) and for providing loans to the Group SPVs	99*								
General corporate purposes including payment of fees and expenses in connection with the Issue	1*								
<b>Total</b>	<b>100%</b>								
Contribution being made by the Promoter or directors of the either as part of the offer or separately in furtherance of the object	Not Applicable								
Principal terms of assets charged as security, if applicable	The Debt shall be secured by:								

	<p>(i) A first ranking sole and exclusive security interest by way of an equitable mortgage over the Mortgaged Immoveable Properties by the Asset SPV in favour of the Debenture Trustee for the benefit of the Debenture Holders;</p> <p>(ii) A first ranking sole and exclusive security interest by way of a hypothecation over the Hypothecated Properties by the Asset SPV in favour of the Debenture Trustee for the benefit of the Debenture Holders;</p> <p>(iii) The corporate Guarantee from Asset SPV in favour of the Debenture Trustee to unconditionally guarantee the obligations under the Debentures from and on the Pay In Date until the Final Settlement Date.</p> <p>The Security created over the Secured Assets shall rank <i>pari passu</i> among all the Debenture Holders (including any assignees and transferees thereof). The Transaction Security shall be created under the Security Documents in a form and manner satisfactory to the Debenture Trustee within such timelines as set out in the Transaction Documents. The Issuer and Asset SPV shall further undertake to take all such actions and execute all necessary documents to create and perfect the Transaction Security on all Secured Assets to the satisfaction of the Debenture Trustee.</p> <p>More detailed terms pertaining to the Debentures and the security being created in connection with the Debentures are captured in the section titled “Summary of Terms” of this Private Placement Memorandum and the Transaction Documents.</p>
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Issuer and its future operations	No significant or material orders have been passed by the Regulators, Courts and Tribunals impacting the going concern status of the Issuer and its future operations.

### III. Pre-issue and Post-issue unitholding pattern of the Issuer

Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of units held	% of units holding	No. of units held	% of units holding
A	Promoters' (Sponsor's) holding				
1	Indian				

	<b>Individual</b>	69776271	11.77	69776271	11.77
	<b>Bodies Corporate</b>	301242033	50.80	301242033	50.80
<b>2</b>	<b>Others</b>				
	Trust	38,78,777	0.65	38,78,777	0.65
<b>3</b>	<b>Foreign Promoters</b>	0	0	0	0
	<b>Sub-Total (A)</b>	37,48,97,081	63.22	37,48,97,081	63.22
<b>B</b>	<b>Non-promoters' holding</b>				
<b>1</b>	<b>Institutional investors</b>				
	Mutual Funds	1231612	0.21	1231612	0.21
	Insurance Companies	6579764	1.11	6579764	1.11
	Provident/pension funds	697880	0.12	697880	0.12
	Foreign Portfolio Investors	130098329	21.94	130098329	21.94
	Bodies Corporates	0	0.00	0	0.00
	Alternative Investment Funds	3691745	0.62	3691745	0.62
	<b>Sub- Total (B) (1)</b>	142299330	24.00	142299330	24.00
<b>2</b>	<b>Non-Institutional Investors</b>				
	<b>Private Corporate bodies</b>	0	0	0	0
	<b>Directors and relatives</b>	0	0	0	0
	<b>Indian Public</b>	5,26,28,623	8.87	5,26,28,623	8.87
	Others				
	Trusts	38,400	0.01	38,400	0.01
	Non Resident Indians	2628925			
	Clearing Members	66323			
	NBFCs registered with RBI	1145200			
	Bodies corporates	18443216	3.11	18443216	3.11
	<b>Sub- Total (B) (2)</b>	7,37,10,076	12.43	7,37,10,076	12.43
	<b>Sub-Total (B) = (B) (1) +(B) (2)</b>	21,81,21,101	36.78	21,81,21,101	36.78
	<b>GRAND</b>	59,30,18,182	100.00	59,30,18,182	100.00



	<b>TOTAL (A) + (B)</b>				
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Since the debentures are being offered through private placement, there is no change in Unitholding of the Issuer.

**IV. Disclosure with regard to interest of governing board of the Investment Manager, litigation, etc.**

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons	Nil
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoter (Sponsor) of the Issuer during the last 3 (three) years immediately preceding the year of the circulation of this Private Placement Memorandum and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	<b>Nil</b> against the Promoter (Sponsor) of the Issuer as on June 30, 2022.  Apart from the litigations that are disclosed at Annexure I of this Private Placement Memorandum, there is no litigation that may impact the security interest proposed to be created pursuant to the Mortgage Documents.
Remuneration of members of the governing board of the Investment Manager (during the current financial year and the last 3 (three) financial years).	The Chairperson of the governing board of the Investment Manager is paid a commission of 0.75% (zero point seventy-five only) of the total fee earned by the Investment Manager from the Issuer and the Group SPVs in a Financial Year, subject to a maximum of INR 45,00,000 (Indian Rupees Forty-Five Lakhs Only) and sitting fees for attending the governing board and/or committees meetings. No other fees or remuneration other than sitting fee is paid to any other member of the governing board of the Investment Manager.
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of circulation of this Private Placement Memorandum including	Related party transactions entered into by the Issuer during the financial years 2019-20, 2020-2021 and 2021-2022 are annexed at Schedule X of this Private Placement Memorandum.

with regard to loans made or, guarantees given or securities provided	
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of circulation of this Private Placement Memorandum and of their impact on the financial statements and financial position of the Issuer and the corrective steps taken and proposed to be taken by the Issuer for each of the said reservations or qualifications or adverse remark	NIL
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of circulation of private placement offer cum application letter in the case of the Issuer. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Private Placement Memorandum and if so, section-wise details thereof for the Issuer and all of its subsidiaries	NIL
Details of acts of material frauds committed against the Issuer in the last 3 (three) years, if any, and if so, the action taken by the Issuer	NIL

## V. Financial position of the Issuer

The capital structure of the Issuer in the following manner in a tabular form:

<b>a.</b>	The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Not applicable.  The Issuer being a real estate investment trust does not have authorised, issued, subscribed and paid up capital. The total number of Units issued by the Issuer as on date, is 593,018,182 Units.
<b>b.</b>	Size of the Present Issue	Up to 5000 senior, listed, rated, secured, non-cumulative, taxable, transferrable, redeemable, non-convertible debentures aggregating to INR 5,000,000,000 (Indian Rupees five thousand million only) pursuant to this Private Placement Memorandum.
<b>c.</b>	Paid-up Capital: a. After the offer:  b. After the conversion of Convertible Instruments (if applicable)	a. Not applicable.  b. Not applicable  The Issuer being a real estate investment trust does not have a paid-up capital.
<b>d.</b>	Share Premium Account: a. Before the offer:  b. After the offer:	a. Not applicable.  b. Not applicable  The Issuer being a real estate investment trust does not have a share premium account.
<b>e.</b>	Details of the existing unit capital of the Issuer in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the units allotted, the price and the form of consideration.	As set out in <b>Schedule VIII</b> of this Private Placement Memorandum.
<b>f.</b>	Details of allotments (number and price at which each of the allotments were made) of units made by the Issuer in the last 1 (One) year preceding the date of the offer letter for Consideration other than cash	The Issuer has not made allotment of any kind of securities for cash or consideration other than cash in the last one year preceding the date of this Document.

g.	Profits of the Issuer, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Private Placement Memorandum	Consolidated & Combined															
		<table><tr><th>Particulars</th><th>FY 2021-22 (In Millions)</th><th>FY 2020-21 (In millions)</th><th>FY 2019-20(In millions)</th></tr><tr><td>Profit Before Tax (PBT)</td><td>7,143</td><td>4,794</td><td>7,518</td></tr><tr><td>Profit after Tax (PAT)</td><td>4,473</td><td>3,348</td><td>5,139</td></tr></table>				Particulars	FY 2021-22 (In Millions)	FY 2020-21 (In millions)	FY 2019-20(In millions)	Profit Before Tax (PBT)	7,143	4,794	7,518	Profit after Tax (PAT)	4,473	3,348	5,139
		Particulars	FY 2021-22 (In Millions)	FY 2020-21 (In millions)	FY 2019-20(In millions)												
		Profit Before Tax (PBT)	7,143	4,794	7,518												
		Profit after Tax (PAT)	4,473	3,348	5,139												
		Standalone															
		<table><tr><th>Particulars</th><th>FY 2021-22 (In Millions)</th><th>FY 2020-21 (In millions)</th><th>FY 2019-20(In millions)</th></tr><tr><td>Profit Before Tax (PBT)</td><td>11,036</td><td>5,839</td><td>-49</td></tr><tr><td>Profit after Tax (PAT)</td><td>11,030</td><td>5,834</td><td>-49</td></tr></table>				Particulars	FY 2021-22 (In Millions)	FY 2020-21 (In millions)	FY 2019-20(In millions)	Profit Before Tax (PBT)	11,036	5,839	-49	Profit after Tax (PAT)	11,030	5,834	-49
		Particulars	FY 2021-22 (In Millions)	FY 2020-21 (In millions)	FY 2019-20(In millions)												
		Profit Before Tax (PBT)	11,036	5,839	-49												
		Profit after Tax (PAT)	11,030	5,834	-49												
h.	Dividends declared by the Issuer in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	(Amount in INR Millions)															
		<table><tr><th>Particulars</th><th>FY 2021-22</th><th>FY 2020-21</th><th>FY 2019-20</th></tr><tr><td>Dividend declared</td><td>11,061</td><td>2,835</td><td>Nil</td></tr></table>				Particulars	FY 2021-22	FY 2020-21	FY 2019-20	Dividend declared	11,061	2,835	Nil				
		Particulars	FY 2021-22	FY 2020-21	FY 2019-20												
		Dividend declared	11,061	2,835	Nil												
		<table><tr><th>Interest Coverage ratio</th><th>FY 2021-22</th><th>FY 2020-21</th><th>FY 2019-20</th></tr><tr><td>Standalone</td><td>13.72</td><td>26.40</td><td>NA</td></tr><tr><td>Consolidated</td><td>5.92</td><td>5.58</td><td>2.79</td></tr></table>				Interest Coverage ratio	FY 2021-22	FY 2020-21	FY 2019-20	Standalone	13.72	26.40	NA	Consolidated	5.92	5.58	2.79
		Interest Coverage ratio	FY 2021-22	FY 2020-21	FY 2019-20												
Standalone	13.72	26.40	NA														
Consolidated	5.92	5.58	2.79														

- i. A summary of the financial position of the Issuer as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Private Placement Memorandum:

**Standalone - Amount in INR Millions**

S.No.	Particulars	FY 2021-22	FY 2020-21	FY 2019-20
I.	<b>Equity and Liabilities</b>			
1.	<i>Shareholder's funds</i>			
a.	Unit Capital	162,839	162,839	-
b.	Other Equity	2,919	2,950	-49
c.	Corpus	0	0	0
2.	<i>Share application money pending allotment</i>	-	-	-
3.	<i>Non - current liabilities</i>			
a.	Long term borrowings	11,422	11,425	-
b.	Deferred tax liability	-	-	-

c.	Other long-term liabilities	271	193	-
4.	<i>Current liabilities</i>			
a.	Short term borrowings	4,997	-	-
b.	Trade payables	10	13	-
c.	Other current liabilities	562	28	49
d.	Short- term provisions	-	-	-
	<b>Total</b>	183,020	177,448	0
II.	<b>Assets</b>			
1.	<i>Non-current assets</i>			
a.	Fixed Assets			
	-Tangible	-	-	-
	-Intangible	-	-	-
	Investment property under construction / Capital work-in-progress	-	-	-
b.	Non- current investment	153,103	153,103	-
c.	Long term loans & advances	21,268	21,178	-
d.	Deferred tax assets	-	-	-
e.	Other non-current assets	266	218	-
2.	<i>Current assets</i>			
a.	Current investments	-	-	-
b.	Inventories	-	-	-
c.	Trade receivables	-	-	-
d.	Cash and cash equivalents	2,814	2,938	0
e.	Short term loans & advances	5,000	-	-
f.	Other current assets	569	11	-
	<b>Total</b>	183,020	177,448	0

**Consolidated & Combined - Amount in  
INR Millions**

<b>S.No.</b>	<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
I.	<b>Equity and Liabilities</b>			
1.	<i>Shareholder's funds</i>			
a.	Unit Capital	162,839	162,839	1,324
b.	Other Equity	-6,634	191	19,928
c.	Non-Controlling Interest	8,507	9,104	1,663
d.	Corpus	0	0	-
2.	<i>Share application money pending allotment</i>	-	-	-
3.	<i>Non - current liabilities</i>			
a.	Long term borrowings	35,357	33,489	63,569
b.	Deferred tax liability	669	258	2,788
c.	Other long-term liabilities	5,004	3,251	2,607
4.	<i>Current liabilities</i>			
a.	Short term borrowings	9,123	4,065	3,943
b.	Trade payables	705	865	823
c.	Other current liabilities	7,902	8,620	15,525
d.	Short- term provisions	35	6	8
e.	Regulatory Deferral Account – Liability	28	30	46

		223,535	222,718	112,224
<b>Total</b>				
<b>II.</b>	<b>Assets</b>			
1.	<i>Non-current assets</i>			
a.	Fixed Assets			
	-Tangible/ Investment Property	198,733	196,685	58,163
	-Intangible	1	1	1
	Investment property under construction / Capital work-in-progress	13,496	15,329	17,746
b.	Non- current investment	23	18	18
c.	Other Financial Assets	2,474	1,927	1,345
d.	Deferred tax assets	1,051	1,543	94
e.	Other non-current assets	1,908	1700	3,841
2.	<i>Current assets</i>			
a.	Current investments	-	-	-
b.	Inventories	26	39	52
c.	Trade receivables	210	214	362
d.	Cash and cash equivalents	3,478	3,539	2,209
e.	Other Bank Balances	121	123	352
f.	Other current assets	1,773	1,434	27,931
g.	Regulatory Deferral Account – Assets	241	167	110
	<b>Total</b>	223,535	222,719	112,224

**j. Audited Cash Flow and statement of Profit and Loss for the three years immediately preceding the date of issue of the Private Placement Memorandum**

**Audited cash flow**

(Standalone - Amount in INR Millions)

	Particulars	FY 2021-2022	FY 2020-21	FY 2019-20
<b>A</b>	<b>Cash flow from operating activities</b>			
	Profit before tax	11,036	5,839	-49
	<b>Adjustments for</b>			
	Depreciation expense	-	-	-
	(Gain) on sale of property, plant and equipment	-	-	-
	Finance costs	867	230	-
	Interest income	-1,677	-789	-
	Dividend Income	-10,337	-5,344	-
	Guarantee Commission Fees	-9	-7	-
	Net (Gains)/ Loss on Financial Assets at Fair Value through Profit or loss	-	-3	-
	Other comprehensive income	-	-	-

	Gain on redemption of mutual fund units	-2	-2	-
	Liabilities no longer written back	-	-	-
	Advances written off	-	-	-
	Provision for Doubtful Debts (net)	-	-	-
	<b>Operating profit before working capital changes</b>	<b>-122</b>	<b>-76</b>	<b>-49</b>
	<b>Movement in working capital</b>			
	(Increase) / Decrease in inventories	-	-	-
	(Increase) / Decrease in trade receivables	-	-	-
	(Increase) in other financial assets and other assets	0	-13	-
	Increase/(Decrease) in trade and other payables	-4	12	-
	Increase in Other financial liabilities, other liabilities and provisions	8	-26	49
	<b>Cash generated from operations</b>	<b>-118]</b>	<b>-103</b>	<b>0</b>
	Direct taxes paid (net of refund received)	-7	-3	-
	<b>Net cash flows generated from operating activities (A)</b>	<b>-125</b>	<b>-106</b>	<b>0</b>
<b>B</b>	<b>Cash flow from investing activities</b>			
	Payments made for expenditure on Investment property under construction / Investment property	-	-	-
	Purchase of property, plant and equipment	-	-	-
	Loans given to body corporates	-26,611	-26,682	-
	Investment in mutual fund	-1,945	-7,525	-
	Proceeds from redemption of investment in mutual fund	1,947	7,527	-
	Proceeds on repayment of loans given	21,520	5,504	-
	Interest received	1,080	581	-
	Purchase of Investments (Preference Shares)	-	-334	-
	Proceeds from redemption of investment in Pref Shares	-	337	-
	Dividend Received	10,337	5,344	-
	Investments in fixed deposit (net)	-1,425	-387	-
	Maturity Proceeds of Fixed Deposits	1,427	388	-
	Proceeds from sale of property, plant and equipment	-	-	-
	<b>Net cash flows generated from / (used in) investing activities ( B )</b>	<b>6,330</b>	<b>-15,247</b>	<b>-</b>
<b>C</b>	<b>Cash flows from financing activities</b>			
	Repayment of non-current borrowings	-	-	-
	Proceeds from non-current borrowings	-	-	-
	Repayment of Loan taken from Body Corporates	-	-150	-
	Proceeds from Loan taken from Body Corporates	-	150	-

	Proceeds received as initial corpus	-	-	0
	Proceeds from issue of units	-	10,000	-
	Collection towards Offer for Sale	-	35,000	-
	Payment to Sponsor Group and Blackstone entities in respect of Offer for Sale	-	-35,000	-
	Expenses incurred towards Initial Public Offering	-	-264	-
	Proceeds from issue of debentures	5,000	11,500	-
	Distribution to unit holders	11,060	-2,835	-
	Recovery Expense Fund Deposits	-1	-1	-
	Debentures Issue Expenses	-36	-70	-
	Finance costs paid	-232	-39	-
	Lease liability	-	-	-
	<b>Net cash (used in) financing activities ( C )</b>	<b>-6,329</b>	<b>18,291</b>	<b>0</b>
<b>D</b>	<b>Net increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>-124</b>	<b>2,938</b>	<b>0</b>
<b>E</b>	<b>Cash and cash equivalents at the beginning of the year</b>	<b>2,938</b>	<b>0</b>	<b>0</b>
<b>F</b>	<b>Cash and cash equivalents at the end of the year (D + E)</b>	<b>2,814</b>	<b>2,938</b>	<b>0</b>
	<b>Reconciliation of Cash and cash equivalents with the Balance Sheet</b>	<b>2,814</b>	<b>2,938</b>	<b>0</b>
	<b>1. Cash and cash equivalents</b>			
	Cash on hand			
	Balance with banks			
	- in current accounts	2,814	2,888	0
	Other Bank balances	-	50	-
	Less : Bank Overdraft	-	-	-
		<b>2,814</b>	<b>2,938</b>	<b>0</b>

**(Consolidated & Combined- Amount in INR Millions)**

	Particulars	FY 2022-2021	FY 2020-21	FY 2019-20
<b>A</b>	<b>Cash flow from operating activities</b>			
	Profit before tax	7,143	4,793	7,518



<b>Adjustments for</b>			
Depreciation expense	3,289	2091	1,146
(Gain) on sale of property, plant and equipment	-	-	-12
Finance costs	2,644	1,707	5114
Interest income	-35	-133	-2,498
Dividend Income	-	-	-
Guarantee Commission Fees	-	-	-
Net (Gains)/ Loss on Financial Assets at Fair Value through Profit or loss	-	-	-
Other comprehensive income	-	-	-
Lease Rent	-	5	-
Gain on redemption of preference shares	-	-3	-
Gain on redemption of mutual fund units	-12	-5	-
Liabilities no longer written back	-50	-40	-65
Inventory written off	73	0	-
Impairment Loss	-	176	-
Bad Debts Written off	-	-	8
Foreign Exchange Fluctuation loss/ (gain)	0	-	1
Provision for Doubtful Debts (net)	3	11	-
Exceptional items	843	-	-
<b>Operating profit before working capital changes</b>	<b>13,897</b>	<b>8,601</b>	<b>11,212</b>
<b>Movement in working capital</b>			
(Increase) / Decrease in inventories	13	17	-19
(Increase) / Decrease in trade receivables	2	-272	-69
(Increase) in other financial assets and other assets	-649	-562	-382
(Decrease)/ Increase in Regulatory Deferral Accounts	-76	0	-60
Increase/(Decrease) in trade and other payables	179	206	196
Increase in Other financial liabilities, other liabilities and provisions	12	563	107
<b>Cash generated from operations</b>	<b>13,378</b>	<b>8549</b>	<b>10,985</b>
Direct taxes paid (net of refund received)	-1,780	-571	-1,719
<b>Net cash flows generated from operating activities (A)</b>	<b>11,598</b>	<b>7978</b>	<b>9,266</b>
<b>B Cash flow from investing activities</b>			
Payments made for expenditure on Investment property under construction /	-5,632	-4008	-13,544

	Investment property			
	Purchase of property, plant and equipment	-110	-30	-328
	Investment in Government Bond	-5	-	-
	Loans given to body corporates	-	-	-25,124
	Investment in mutual fund	-7,599	-9,612	-
	Proceeds from redemption of investment in mutual fund	7,611	9,617	-
	Proceeds on repayment of loans given	-	12,382	24,361
	Interest received	37	1,526	925
	Purchase of Investments (Preference Shares)	-	-334	-9
	Proceeds from redemption of investment in Pref Shares	-	-	-
	Dividend Received	-	-	-
	Investments in fixed deposit (net)	-65	-127	-
	Maturity Proceeds of Fixed Deposits	-	-	138
	Proceeds from sale of property, plant and equipment	1205	-	30
	<b>Net cash flows generated from / (used in) investing activities ( B )</b>	<b>-4,558</b>	<b>9,414</b>	<b>-13,551</b>
<b>C</b>	<b>Cash flows from financing activities</b>			
	Repayment of non-current borrowings	-8,208	-34,785	-31,436
	Proceeds from non-current borrowings	5,778	3,542	43,090
	Repayment of Loan taken from Body Corporates	-	-	-
	Proceeds from Loan taken from Body Corporates	-	-	-
	Proceeds received as initial corpus	-	-	-
	Proceeds from issue of units	-	10,000	-
	Collection towards Offer for Sale	-	35,000	-
	Payment to Sponsor Group and Blackstone entities in respect of Offer for Sale	-	-35,000	-
	Expenses incurred towards Initial Public Offering	-	-264	-
	Proceeds from issue of debentures	9,000	11,500	-
	Distribution to unit holders	-11,892	-3,253	-597
	Recovery Expense Fund Deposits	-1	-1	-
	Debentures Issue Expenses	-61	-70	-
	Finance costs paid	-2,125	-1,697	-6,297
	Repayment of Buyers Credit	-	-	-
	Lease liability	-14	-16	-17

	<b>Net cash (used in) financing activities ( C )</b>	-7,523	-15,044	4,743
<b>D</b>	<b>Net increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	-483	2,348	458
<b>E</b>	Cash and cash equivalents at the beginning of the year	1,465	0	-1,119
	Cash and cash equivalents acquired due to asset acquisition	-	-883	-
<b>F</b>	<b>Cash and cash equivalents at the end of the year (D + E)</b>	982	1,465	-661
	<b>Reconciliation of Cash and cash equivalents with the Balance Sheet</b>	982	1,465	0
	<b>1. Cash and cash equivalents</b>			
	Cash on hand	2	2	3
	Balance with banks			
	- in current accounts	3,046	3,060	465
	Escrow Accounts	0	64	-
	Deposit with less than 3 months maturity	430	413	1,741
	Less : Bank Overdraft	-2,496	-2,074	-2,870
		982	1,465	-661

### Profit and Loss

**Standalone basis  
In INR million**

Particulars	For Financial Year ended March 31, 2022	For financial year ended March 31, 2021	For financial year ended March 31, 2020
<b>Income and gains</b>			
Interest	1,677	789	-
Dividend	10,337	5,344	-
Other Income	11	12	-
<b>Total Income</b>	12,025	6,145	-
<b>Expenses</b>			
Valuation expenses	9	9	-
Audit fees	5	7	-
Insurance expenses	1	0	-
Management fees	64	34	-
Trustee fees	2	2	-
Legal and professional fees	24	17	-
Other expenses	17	7	49

<b>Total Expenses</b>	122	76	49
<b>Earnings/ (loss) before finance costs, depreciation, amortisation and tax</b>	11,903	6,069	-49
Finance costs	867	230	-
Depreciation and amortisation expense	-	-	-
<b>Profit/ (loss) before tax</b>	11,036	5,839	-49
<b>Tax expense:</b>			
Current tax	6	5	-
Deferred tax	-	-	-
<b>Profit/ (loss) for the period / year</b>	11,030	5,834	-49
<b>Items of other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss	-	-	-
Remeasurements of defined benefit liability, net of tax	-		-
<b>Total comprehensive income/ (loss) for the period / year</b>	11,030	5,834	-49
<b>Earning per unit</b>			
Basic	18.60	14.67	
Diluted	18.60	14.67	

**Consolidated basis  
In INR million**

<b>Particulars</b>	<b>For Financial Year ended March 31, 2022</b>	<b>For financial year ended March 31, 2021</b>	<b>For financial year ended March 31, 2020</b>
<b>Income and gains</b>			
Revenue from Operations	17,501	11,381	17,660
Interest	107	133	-
Other Income	88	51	2,602
<b>Total Income</b>	17,696	11,565	20,262
<b>Expenses</b>			
Cost of work contract services	-	274	2,140
Cost of materials sold	6	2	3
Cost of power purchased	444	341	683
Employee benefits expense	226	115	68
Cost of property management services	398	191	-
Trustee fees	2	2	-
Valuation fees	9	9	-
Insurance expenses	86	57	-
Audit fees	19	23	-
Management fees	500	316	-
Repairs & Maintenance Expenses	539	416	-
Legal and professional fees	113	138	-
Impairment Loss	-	176	-
Other expenses	1,510	913	3,650
<b>Total Expenses</b>	3,853	2,973	6,544
<b>Earnings before finance costs, depreciation and amortisation, regulatory income / expense, exceptional items and tax</b>	13,843	8,592	13,718
Finance costs	2,644	1,707	5,114
Depreciation and amortisation expense	3,289	1,964	1,146

<b>Profit before rate regulated activities, exceptional items and tax</b>	7,910	4,794	7,458
Add : Regulatory income/ (expense) (net)	76	32	14
Add : Regulatory income/(expense) (net) in respect of earlier periods	-	-33	46
<b>Profit before exceptional items and tax</b>	7,986	4,793	7,518
Exceptional Items	-843	-	-
<b>Profit before tax</b>	7,143	4,793	7,518
<b>Tax expense:</b>			
Current tax	1,767	1,033	1,080
Deferred tax	903	412	1,299
<b>Profit/ (loss) for the period / year</b>	4,473	3,348	5,139
Profit/(Loss) for the period/year attributable to unit holders of Mindspace REIT	4,238	3,074	4,747
Profit/(Loss) for the period/year attributable to non-controlling interests	235	274	392
<b>Items of other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of defined benefit liability, net of tax	-3	-0	-1
<b>Total comprehensive income/ (loss) for the period / year</b>	4,470	3,348	5,140
Total comprehensive income /(loss) for the period / year attributable to unit holders of Mindspace REIT	4,235	3,074	4,747
Total comprehensive income/(loss) for the period/year attributable to non controlling interests	235	274	392
<b>Earning per unit</b>			
Basic	7.15	7.73	NA
Diluted	7.15	7.73	NA

**k. Any change in accounting policies during the last 3 (three) years and their effect on the profits**

There has been no change in significant accounting policy during the last three years.

## **APPLICATION PROCESS**

### **Issue**

Issue of the Debentures with a face value of INR 1,000,000 (Indian Rupees one million only) each, for an aggregate principal amount of up to INR 5,000,000,000 (Indian Rupees five thousand million only) on a private placement basis not open for public subscription.

### **Compliance with laws**

The Issue of Debentures is being made in compliance with the Companies Act & rules made thereunder, the SEBI Debt Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Debenture Trustees) Regulations, 1993 and amendments thereto, circulars enacted thereunder, and other applicable laws in this regard.

### **Who Can Apply**

This Private Placement Memorandum and the contents hereof are restricted to only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Issuer, and only such recipients are eligible to apply for the Debentures.

### **Who Cannot Apply**

The entities apart from the “Eligible Investors” as set out in “Issue Details”, shall not be eligible to participate in the Issue and any applications from such persons and entities shall be rejected.

Prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the Issue. Prior to making any investment in these Debentures, each investor should satisfy and assure herself/himself/itself that it is authorized and eligible to invest in these Debentures. The Investment Manager shall be under no obligation to verify the eligibility/authority of the investor to invest in these Debentures.

**DISCLAIMER:** AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME SUBJECT TO THE PROVISIONS OF THE CIRCULAR ISSUED BY SEBI DATED JANUARY 5, 2018 WITH RESPECT TO ELECTRONIC BOOK MECHANISM FOR ISSUANCE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS READ WITH THE APPLICABLE OPERATING GUIDELINES ISSUED BY THE STOCK EXCHANGE. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE ISSUER. THE ISSUER MAY, BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE ISSUER DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/ GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE ISSUER IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE ISSUER REQUIRED TO CHECK OR CONFIRM THE SAME.

### **How to Apply**

Application(s) for the Debentures must be made by submitting the Applications Form which must be completed in block letters in English substantially in the format as set out in **Schedule VI**. Application

form must be accompanied by electronic fund transfer instruction as per below details.

The payment can be made by Real Time Gross Settlement (RTGS) / NEFT by crediting the funds to the account of the clearing corporation of the Stock Exchange selected by the Issuer for pay-in of subscription monies as prescribed under the electronic book building procedure i.e. the Bank Account (ICCL). The details of the Bank Account (ICCL) are as given below:

Beneficiary Name	INDIAN CLEARING CORPORATION LTD
Name of Beneficiary Bank	ICICI Bank
Account number of Beneficiary Bank	ICCLEB
IFSC Code of Beneficiary Bank	ICIC0000106

The subscription monies transferred to the Bank Account (ICCL), by the applicants successful under the electronic book building procedure will subsequent to the fulfilment of procedural requirements under the applicable law, be transferred to the Subscription Account with the Subscription Account Bank. The details of the Subscription Account are as follows:

Beneficiary Name	Mindspace Business Parks REIT
Address of Beneficiary	Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Phone: +91 2656 4000; Fax: +91 22 2656 4747; Website: <a href="http://www.mindspacereit.com">www.mindspacereit.com</a>
Name of Beneficiary Bank and Address	HDFC Bank Ltd., Fort - Ground floor, Jehangir Building, MG Road, Fort, Mumbai
Account number of Beneficiary Bank	57500000569645
Account Name	Mindspace Business Parks REIT-NCD Subscription Account

The applications must be accompanied by certified true copies of (i) a letter of authorization, and (ii) specimen signatures of authorised signatories.

#### **Instructions for filling up the application form**

- 1) Application must be completed in BLOCK LETTERS IN ENGLISH. A blank must be left between two or more parts of the name.
- 2) Signatures should be made in English.
- 3) The Debentures are being issued at par to the face value. Full amount has to be paid on application per Debenture applied for. Applications for incorrect amounts are liable to be rejected. Face

Value: INR 1000,000 (Indian Rupees one million only) each.

- 4) Money orders or postal orders will not be accepted. The payments can be made by NEFT/ RTGS, the details of which are given above. Payment shall be made from the bank account of the person subscribing. In case of joint-holders, monies payable shall be paid from the bank account of the person whose name appears first in the application.
- 5) No cash will be accepted.
- 6) The applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ward/District.
- 7) Applications under power of attorney/relevant authority

In case of an application made under a power of attorney or resolution or authority to make the application a certified true copy of such power of attorney or resolution or authority to make the application and the memorandum and articles of association and/or bye-laws of the investor must be attached to the application form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason therefore. Further any modifications / additions in the power of attorney or authority should be notified to the Issuer at its registered office. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.

- 8) An application once submitted cannot be withdrawn.
- 9) The applications would be scrutinised and accepted as per the terms and conditions specified in this Private Placement Memorandum.
- 10) Any application, which is not complete in any respect, is liable to be rejected.
- 11) The investor / applicant shall apply for the Debentures in electronic, i.e., dematerialised form only. Applicants should mention their Depository Participant's name, DP-ID and Beneficiary Account Number in the application form. In case of any discrepancy in the information of Depository/Beneficiary Account, the Issuer shall be entitled to not credit the beneficiary's demat account pending resolution of the discrepancy.

The applicant is requested to contact the office of the Issuer as mentioned above for any clarifications.

#### **Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018**

The Issue is governed by the provisions of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Over and above the aforesaid terms and conditions, the Debentures, if any issued under this Private Placement Memorandum, shall be subject to this Private Placement Memorandum, the Debenture Trust Deed and also be subject to the provisions of the constitutional documents of the Issuer.

#### **Option to Subscribe**

The Issuer has made arrangements for issue and holding of the Debentures in dematerialized form.

#### **Right to NCD holders:**



The Debentures shall not, confer upon the Debenture Holders thereof any rights or privileges available to the unitholder of the Issuer.

### **Right to accept or reject applications**

The Issuer reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof subject to the provisions of the circular issued by SEBI dated January 5, 2018 with respect to electronic book mechanism for issuance of debentures on a private placement basis read with the applicable operating guidelines issued by the stock exchange. The rejected applicants will be intimated along with the refund warrant, if applicable, to be sent. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- 1) incomplete application forms;
- 2) applications exceeding the Issue size;
- 3) bank account details have not been provided;
- 4) details for issue of Debentures in electronic / dematerialised form not given;
- 5) PAN or GIR No. and the income tax circle / ward / district is not given;
- 6) in case of applications made through power of attorneys, if the relevant documents are not submitted.

The full amount of Debenture has to be submitted along with the application form.

### **Allotment**

The Debentures allotted to investor in dematerialized form would be directly credited to the beneficiary account as given in the application form after verification. The Debentures will be credited to the account of the allottee(s) as soon as practicable but in any event within 2 (two) working days from the date of closure of the Issue.

### **Register of Debentures Holder(s)**

A register of all Debenture holder(s) containing necessary particulars of the Debenture holders will be maintained with the Depository. The Issuer shall at all times duly maintain all details of Debenture Holders in the form and manner as required under Applicable Laws.

### **Tax Deduction at Sources**

All payments to be made by the Issuer to a Debenture Holder in accordance with the provisions of the Debenture Trust Deed and other transaction documents, including any outstanding nominal value, all other payments upon redemption of the Debentures, shall be made free and clear of and without any deduction or withholding for or on account of tax unless the Issuer is required to make a tax deduction by the applicable law in which case the Issuer shall make that tax deduction in accordance with and within the time prescribed by the applicable law and deliver to the relevant Debenture Holder a tax deduction certificate in the format prescribed and within the time prescribed under the applicable laws.

### **Transfer / Transmission/Trading of Debentures**

The Debentures shall be transferable freely to all classes of Eligible Investors. It is clarified that the Debentures are not intended to be held by any category of persons who are not Eligible Investors.

Subject to the foregoing, the Debentures may be transferred and/or transmitted in accordance with the applicable provisions of the applicable laws. The Debentures held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by depositories and the relevant Depository Participants of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, Coupon will be paid/redemption will be made to the person, whose name appears in the register of Debenture holders maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer.

Provided further that nothing in this section shall prejudice any power of the Issuer to register as Debenture holder any person to whom the right to any Debenture of the Issuer has been transmitted by operation of law.

Subject to the terms of the Debenture Trust Deed, the normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's Depository Participant account to its Depository Participant. The Issuer undertakes that there will be a common transfer form / procedure for transfer of debentures.

The Debentures shall be issued only in dematerialised form in compliance with the provisions of the Depositories Act, 1996 (as amended from time to time), any other applicable regulations (including of any relevant stock exchange) and these conditions. No physical certificates of the Debentures would be issued.

#### **Authority for the placement**

This private placement of Debentures is being made pursuant to the resolution passed by the governing board of K Raheja Corp Investment Managers LLP dated September 14, 2020, read with the resolution passed by the executive committee of K Raheja Corp Investment Managers LLP dated July 19, 2022 authorising the Issuer to borrow monies by way of issue of non-convertible debentures. Further, this private placement of Debentures is being made in compliance with the borrowing policy adopted by the Investment Manager.

The Issuer can carry on its existing activities and future activities planned by it in view of the existing approvals, and no further approvals from any Government authority are required by the Issuer to carry on its said activities. No prior consent of any Government authority or any third party, including any existing lender, is required for the creation and perfection of the Transaction Security, as on the date of this Private Placement Memorandum.

#### **Record Date**

This will be 15 (fifteen) calendar days prior to the payment date. The list of beneficial owner(s) provided by the Depository as at the end of day of Record Date shall be used to determine the name(s) of person(s) to whom the Coupon and/or principal instalment is to be paid notwithstanding any subsequent transfer by the existing Debenture Holders after the Record Date.

#### **Effect of Holidays**

As specified in Rows 53 (*Business Day*) and 54 (*Business Day Convention*) in the section titled “**Summary of Terms**” of this Private Placement Memorandum.

#### **Redemption on Maturity of Debenture**

The Issuer shall pay, in respect of each outstanding Debenture, an amount that is equal to the outstanding principal amount of that Debenture as on the Scheduled Redemption Date and any accrued but unpaid Coupon applicable to the principal amount of each Debenture is payable annually.

The details of the settlement mechanism upon redemption of Debentures have been specified under “Issue Details”.

### **Resolution for pre and post issue related difficulties**

The investor may contact the Issuer in case of any pre -issue / post-issue related problems such as non-receipt of credit of debentures / refund orders etc.

### **Debentures to Rank Pari-Passu**

The Debentures of this Issue shall rank *pari-passu* inter-se without preference or priority of one other or others.

### **Payments at Par**

Payment of the principal, all Coupon and other monies will be made to the registered Debenture holder(s)/ beneficial owner(s) and in case of joint holders to the one whose name stands first in the register of Debenture holder(s) / in the list of beneficial owner(s) provided to the Issuer by the Depository. Such payment shall be made through electronic clearing services (ECS), real time gross settlement (RTGS), direct credit or national electronic fund transfer (NEFT). Upon failure of the Issuer to make the relevant payments through the aforesaid mode, the Issuer shall pay the redemption, Coupon and all other amounts to the registered debenture holders by way of demand draft(s)/credit in the name of the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date. The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL/ CDSL and accordingly the account of the Debenture Holder(s) with NSDL/ CDSL will be adjusted.

### **Tax Benefits**

There are no specific tax benefits attached to the Debentures. Investors are advised to consider the tax implications of their respective investment in the Debentures.

All the rights and remedies of the Debenture holder(s) shall vest in and shall be exercised by the Debenture Trustees without having it referred to the Debentures holder(s).

### **Payment Instruments (if applicable)**

Loss of any payment instrument, if applicable, should be intimated to the Issuer along with the request for issue of a duplicate payment instrument(s), if applicable. If any payment instrument(s), if applicable, is lost, stolen, or destroyed, then upon production of proof thereof, to the satisfaction of the Issuer and upon furnishing such indemnity, as the Issuer may deem adequate and upon payment of any expenses incurred by the Issuer in connection thereof, new payment instrument(s), if applicable shall be issued. Payments shall be made through electronic mode only. Upon failure of the Issuer to make the relevant payments through the aforesaid mode, the Issuer shall pay the redemption, Coupon and all other amounts to the registered debenture holders by way of demand draft(s)/credit in the name of the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date. The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears

in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL/ CDSL and accordingly the account of the Debenture Holder(s) with NSDL/ CDSL will be adjusted.

### **Refunds**

In case of delay in listing of the Debentures beyond 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, the Issuer shall pay a penal interest of 1% (one per cent.) per annum over and above the Coupon which shall be computed on and from the date falling on the expiry of 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, until the Debentures are listed on the Stock Exchange.

### **Notices**

Any communication to be made under or in connection with the Debentures and the Transaction Documents shall be in accordance with the provisions of Clause 20 (*Notices*) of Part A (*Statutory information pertaining to issuance of non-convertible debentures*) of the Debenture Trust Deed.

All transfer related documents, tax exemption certificates, intimation for loss of allotment resolutions/Debenture(s), etc., requests for issue of duplicate documents and/or any other notice / correspondence by the Debenture holder(s) to the Issuer with regard to the Issue should be sent in the manner and to the persons specified by the Issuer in the Transaction Documents.

### **Sharing of Information**

The Issuer may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Debenture holders available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

### **Debentures subject to the Debenture Trust Deed, etc.**

Over and above the aforesaid terms and conditions, the Debentures, issued under this Private Placement Memorandum, shall be subject to prevailing guidelines/regulations of RBI and other authorities and also be subject to the provisions of the Debenture Trust Deed and all documents to be entered into by the Issuer in relation to the Issue, including this Private Placement Memorandum, the Debenture Trust Deed and other transaction documents.

### **Governing Law**

The Debentures are governed by and will be construed in accordance with Indian law. The Issuer and Issuer's obligations under the Debentures shall, at all times, be subject to the directions of RBI, SEBI and stock exchanges and other applicable regulations from time to time. The applicable jurisdiction has been specified in Row 76 (*Governing Law and Jurisdiction*) in the section titled "**Summary of Terms**".

### **Conflict**

This Private Placement Memorandum supersedes all previous deeds, documents arrangements, agreements, memoranda of understanding including any term sheet that may have been entered into by the Issuer with the Debenture Holders and/or the Debenture Trustee in connection with the Debentures and in the event of any conflict or inconsistency with such documents, deeds and agreements the provisions of this Private Placement Memorandum shall prevail. However, in case of any repugnancy,

inconsistency or where there is a conflict between the conditions as are stipulated in this Private Placement Memorandum and the Debenture Trust Deed executed by the Issuer, the provisions as contained in the Debenture Trust Deed shall prevail and override the provisions of such Private Placement Memorandum.

#### **Investor Relation and Grievance Redressal**

Arrangements have been made to redress investor grievances expeditiously. The Issuer endeavours to resolve the investors' grievances within promptly upon receipt. All grievances related to the Issue quoting the application number (including prefix), number of Debentures applied for, amount paid on application, may be addressed to the Registrar and Transfer Agent / Compliance Officer. All investors are hereby informed that the Issuer has appointed a Registrar and Transfer Agent / Compliance Officer who may be contacted in case of any problem related to this Issue.

## **MATERIAL DOCUMENTS**

### **Material Contracts and Agreements**

Set out below is the statement containing particulars of, dates of, and parties to all material contracts and agreements of the Issuer:

- (a) Trust Deed, the certificate of registration granted by SEBI and the Investment Management Agreement.
- (b) Debenture Trust Deed dated on or about this Private Placement Memorandum to be executed between the Issuer, the Asset SPV and the Debenture Trustee for recording the terms and conditions and stipulations pursuant to which the Debentures are being issued.
- (c) Debenture Trustee Agreement executed between the Issuer and the Debenture Trustee for the appointment of the Debenture Trustee in relation to the issue of Debentures.
- (d) Credit rating letter dated **July 13, 2022** assigning final credit rating for the Debentures from the Credit Rating Agency I.
- (e) Credit rating letter dated **July 14, 2022** assigning final credit rating for the Debentures from the Credit Rating Agency II.
- (f) Consent from Catalyst Trusteeship Limited to act as debenture trustee vide their letter dated May 19, 2022.
- (g) Copy of the resolution(s) of the governing board of the Investment Manager authorizing, *inter alia*, issue of the Debentures dated September 14, 2020 and executive committee of the Investment Manager dated July 19, 2022.
- (h) Security Documents.
- (i) Accounts Agreement.

Copies of the contracts and documents may be inspected at the Registered Office of the Issuer on any working day.

### **Future Borrowings**

The Issuer shall be entitled from time to time to make further issue of debentures or any other instruments to the public, members of the Issuer and /or any other person(s) and to raise further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the security or otherwise of its assets, subject to such consents and approvals, as may be required under applicable law or any existing financing agreement(s) and the Debenture Documents and compliance with applicable financial covenants under the existing financing agreement(s) and the Debenture Documents.

## SUMMARY OF TERMS

S. No.	Terms	Details
1.	Security Name (Name of the non-convertible securities which includes (Coupon/dividend, Issuer Name and maturity year)	<b>Mindspace Business Parks REIT NCD Series 4</b>
2.	Issuer	Mindspace Business Parks REIT
3.	Debenture Trustee	Catalyst Trusteeship Limited
4.	Custodian (for Mortgage Documents)	IDBI Trusteeship Services Limited
5.	Type of Instrument	Senior, listed, rated, secured, non-cumulative, taxable, transferrable, redeemable, non-convertible debentures
6.	ISIN	INE0CCU07066 (NSDL and CDSL) ISIN Description: SECURED RATED LISTED REDEEMABLE NON CONVERTIBLE DEBENTURE Date Of Maturity: 27/07/2027
7.	Nature of Instrument (Secured or Unsecured)	Secured
8.	Seniority (Senior or Subordinated)	Senior
9.	Eligible Investors	<ul style="list-style-type: none"> <li>• resident individuals,</li> <li>• Hindu undivided family,</li> <li>• trust,</li> <li>• limited liability partnerships, partnership firm(s),</li> <li>• portfolio managers,</li> <li>• association of persons,</li> <li>• companies and bodies corporate including public sector undertakings,</li> <li>• commercial banks, regional rural banks, financial institutions, non-banking financial companies,</li> <li>• insurance companies,</li> <li>• mutual funds/ alternative investment fund (AIF)</li> <li>• foreign portfolio investors, and</li> </ul> <p>any other investor eligible to invest in these Debentures, in each case, as may be permitted under Applicable Law.</p> <p><b>Note:</b> The Issue is open for subscription by Qualified Institutional Buyers only.</p>
10.	Listing (name of stock Exchange(s) where it will be	BSE Limited (formerly known as Bombay Stock Exchange Limited)

	listed and timeline for listing)	Issue Opening Date: July 27, 2022 Issue Closing Date: July 27, 2022 Pay In Date: July 28, 2022 Deemed Date of Allotment: July 28, 2022								
11.	Rating of the Instrument	CRISIL AAA/Stable (pronounced as CRISIL triple A rating with stable outlook)  ‘[ICRA]AAA (Stable)’ (pronounced as “ICRA triple A”)								
12.	Issue Size	INR 5,000,000,000 (Indian Rupees five thousand million only)								
13.	Minimum subscription / application size	Minimum lot size 1								
14.	Option to retain oversubscription (Amount)	Not applicable								
15.	Objects of the Issue / Purpose for which there is requirement of funds	<p>The funds raised by the issuance of the Debentures shall be utilised by the Issuer in compliance with the provisions of the Applicable Laws for general corporate purposes including payment of fees and expenses in connection with the issuance of the Debentures, repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments), direct or indirect acquisition of commercial properties and for providing loans to the Group SPVs (directly or indirectly) for meeting their construction related expenses, working capital or general corporate requirements, including interim investments in cash equivalent investments, repayment of their existing financial indebtedness, for providing inter-company deposits to the members of the Group SPVs, financing their operations, and/or acquisition of commercial properties directly or indirectly by way of purchase of any securities of other entities holding commercial properties, each in accordance with Applicable Laws.</p> <p>The utilisation shall be in the following specified manner, wherein the information may differ from the actual numbers to the extent of approximations or use of rounded numbers:</p> <table><tr><th>Objects of the Issue</th><th>%</th></tr><tr><td>Repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments), and for providing loans to the Group SPVs</td><td>99*</td></tr><tr><td>General corporate purposes including payment of fees and expenses in connection with the Issue</td><td>1*</td></tr><tr><td><b>Total</b></td><td><b>100%</b></td></tr></table> <p><b>*N.B.:</b> Note that the percentages denoted above are a realistic and</p>	Objects of the Issue	%	Repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments), and for providing loans to the Group SPVs	99*	General corporate purposes including payment of fees and expenses in connection with the Issue	1*	<b>Total</b>	<b>100%</b>
Objects of the Issue	%									
Repayment of existing financial indebtedness, interim investments (including investments in cash equivalent investments), and for providing loans to the Group SPVs	99*									
General corporate purposes including payment of fees and expenses in connection with the Issue	1*									
<b>Total</b>	<b>100%</b>									



		conservative estimate of the proposed utilisation of proceeds arising in relation to the Debentures as on the date of this Private Placement Memorandum. However, there may be a variation of not more than 2% in the above figures on account of certain operational and commercial factors.
16.	In case the issuer is a NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format	Not Applicable
17.	Details of the utilization of the Proceeds	Same as the row titled "Objects of the Issue / Purpose for which there is requirement of funds"
18.	Coupon Rate	to be determined in accordance with the bidding process under the EBP mechanism
19.	Coupon	The amount of interest payable in relation to the Debentures in the manner as set out in clause 3.2 ( <i>Covenant to pay coupon</i> ) of Part A ( <i>Statutory information pertaining to issuance of non-convertible debentures</i> ) of the Debenture Trust Deed.
20.	Delay in listing penalty mechanism	In case of delay in listing of the Debentures beyond 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, the Issuer shall pay additional interest on the Nominal Value of the Debentures to the Debenture Holders at the rate of 1% (one per cent.) per annum over and above the Coupon Rate which shall be computed on and from the Deemed Date of Allotment until the actual date on which the Debentures are listed on the Stock Exchange.
21.	Step Up/Step Down Coupon Rate	<p><b>"Rating Downgrade Event"</b> means any downgrade of the credit rating of the Debentures by the Credit Rating Agencies or other SEBI registered rating agency. Provided further that in the event there are one or more credit rating(s) of the Debentures available, the lower of the multiple ratings shall be considered in order to determine the occurrence of any downgrade of the credit rating of the Debentures..</p> <p><b>"Rating Upgrade Event"</b> means the upgrade of the credit rating of the Debentures by the Credit Rating Agencies or any other SEBI registered rating agency. Provided further that in the event there are one or more credit rating(s) of the Debentures available, the lower of the multiple ratings shall be considered in order to determine the occurrence of any upgrade of the credit rating of the Debentures.</p> <p><b>Step Up-</b> On and from the date of occurrence of a Rating Downgrade Event, the Coupon Rate in relation to the Debentures shall stand increased by 0.25% (zero decimal two five per cent.) per annum over and above the immediately preceding Coupon Rate that was prevailing at the time of such Rating Downgrade Event for every notch of downgrade in the credit rating by the Credit Rating Agency (the <b>"Step Up Coupon Adjustment Factor"</b>).</p> <p><b>Step Down -</b> On and from the date of occurrence of a Rating Upgrade Event, the Coupon Rate in relation to the Debentures shall stand decreased by 0.25% (zero point two five per cent.) per annum on the immediately preceding Coupon Rate that was prevailing at the time of such Rating Upgrade Event for every</p>

		<p>notch of upgrade in the credit rating until it is restored to the credit rating existing as on the Deemed Date of Allotment, as certified by the Credit Rating Agency (the “<b>Step Down Coupon Adjustment Factor</b>”)</p> <p>Notwithstanding anything to the contrary stated hereunder, the Coupon Rate shall not, at any time, be less than the original Coupon Rate existing on the Deemed Date of Allotment.</p> <p>The detailed procedural requirements related to a step-up or step-down in the coupon rate is specified in Clause 3.3 (Coupon Adjustment) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p>
22.	Coupon Payment Frequency	Quarterly Coupon payment, beginning from the end of first quarter from the Deemed Date of Allotment i.e. July 28, 2022 , with last coupon payment being the Scheduled Redemption Date.
23.	Coupon Payment Date(s)	30-09-2022 31-12-2022 31-03-2023 30-06-2023 30-09-2023 31-12-2023 31-03-2024 30-06-2024 30-09-2024 31-12-2024 31-03-2025 30-06-2025 30-09-2025 31-12-2025 31-03-2026 30-06-2026 30-09-2026 31-12-2026 31-03-2027 30-06-2027 27-07-2027
24.	(Cumulative / non-cumulative, in case of dividend	Not applicable
25.	Coupon Type (Fixed, floating or other structure)	Fixed
26.	Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	Fixed pricing
27.	Day Count Basis (Actual/Actual)	Actual / Actual
28.	Interest on Application Money	Not applicable

29.	Default Interest Rate	Upon the occurrence of an Event of Default, additional interest @ 2% p.a. over the Coupon will be payable by the Issuer on the outstanding amount of debt for the defaulting period.
30.	Tenor	5 years from the Deemed Date of Allotment
31.	Scheduled Redemption Date	July 27, 2027
32.	Redemption Amount	The principal amount of all the Debentures, the Coupon and the default interest, in accordance with the provisions of the Debenture Trust Deed.
33.	Redemption	<p><b>Scheduled Redemption</b></p> <p>The Issuer shall, on the Scheduled Redemption Date, unconditionally pay to, or to the order of, each Debenture Holder whose names appears on its register of beneficial owners as on the Record Date, in INR, the aggregate of the applicable scheduled redemption amount and all other amounts due in respect of the Debentures being redeemed, in accordance with the Debenture Trust Deed and the other Transaction Documents.</p> <p><b>Mandatory Redemption</b></p> <p>(i) Upon occurrence of a Mandatory Redemption Event in accordance with Clause 8 (<i>Mandatory Redemption</i>) of Part B (<i>Details specific to the issuance of the debentures</i>) of the Debenture Trust Deed, the Issuer shall promptly and in any case within 2 (two) Business Days of such Mandatory Redemption Event, notify the Debenture Trustee in writing and the Debenture Trustee (acting on the relevant instructions of the Debenture Holders) shall have the right to require the Issuer to redeem the Debentures (in full) issued to and held by them in accordance with sub-clause (ii) below.</p> <p>(ii) Upon occurrence of a Mandatory Redemption Event, the Debenture Trustee may, by issuing not less than 30 (thirty) Business Days' notice to the Issuer (such notice the "<b>Mandatory Redemption Notice</b>"), require the Issuer to redeem in full all the Debentures then outstanding by paying an amount equal to the total Mandatory Redemption Amount in respect of each Debenture. The Debenture Trustee shall notify the Mandatory Redemption Amount payable by the Issuer in the Mandatory Redemption Notice.</p> <p>(iii) The Issuer shall, unless otherwise instructed by the Debenture Trustee (acting on the instructions of the Debenture Holders pursuant to a Majority Resolution) make all payments as referred to in sub-clause (i) above no later than 30 (thirty) Business Days of the date of the Mandatory Redemption Notice ("<b>Mandatory Redemption Date</b>"), unconditionally to, or to the order of, each Debenture Holder whose names appears on the "register of beneficial owners" as on the Record Date in INR, an amount that is equal to the Mandatory Redemption Amount and all other amounts due in respect of the Debentures being redeemed, in accordance with the Debenture Trust Deed and the other Transaction Documents.</p> <p>(iv) A "<b>Mandatory Redemption Event</b>" means the occurrence of the following events:</p>

		<p>(a) Delisting of Units of the Issuer from the Stock Exchange;</p> <p>(b) Downgrade of the credit rating of the Debentures or other debentures of the Issuer to 'A+' or below, as certified by the Credit Rating Agency;</p> <p>(c) Failure to create Additional Security pursuant to paragraph 2.15 (<i>Insurance Claims</i>) of Schedule 5 (<i>Covenants and Undertakings</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed pursuant to the Material Insurance Claim Notice; and/or</p> <p>(d) Any Change in Control occurs.</p> <p>There is no pre-agreed put option(s) or call option(s) attached to the Debentures that are exercisable prior to the expiry of 1 year (one year) from the date of issue of the Debentures.</p>
34.	Redemption Premium /Discount	Not applicable
35.	Issue Price	INR 1,000,000/- (Indian Rupees one million) Per Debenture
36.	Discount at which security is issued and the effective yield as a result of such discount.	Not applicable
37.	Put Date	Not applicable
38.	Put Price	Not applicable
39.	Call Date	Not applicable
40.	Call Price	Not applicable
41.	Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	Not applicable
42.	Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	Not applicable
43.	Face Value	INR 1,000,000/ (Indian Rupees one million) Per Debenture
44.	Issue Timing	The Issue will open at 11.00 am and close at 12.00 noon and shall be valid during the regular business hours on July 27, 2022
45.	Issue Opening Date	July 27, 2022
46.	Issue Closing Date	July 27, 2022
47.	Date of earliest closing of the issue, if any.	Not applicable
48.	Pay-in Date	July 28, 2022
49.	Deemed Date of Allotment	July 28, 2022
50.	Settlement mode of the Instrument	RTGS, NEFT, electronic clearing services, direct credit
51.	Depository	NSDL and CDSL

52.	Disclosure of Coupon / Redemption dates	As specified in the row titled “Coupon Payment Dates”  Furthermore, the Issuer hereby agrees and covenants with the Debenture Trustee that it shall, on the Scheduled Redemption Date, unconditionally pay to, or to the order of, each Debenture Holder in INR, the aggregate of the Redemption Amounts in respect of each Debenture being redeemed on the Scheduled Redemption Date in accordance with the Transaction Documents.														
53.	Business Day	A day (other than a Saturday or a Sunday) on which banks are open for general business in Mumbai														
54.	Business Day Convention	In accordance with the provisions of Clause 3.2 (e) ( <i>Covenant to pay Coupon</i> ) of Part A ( <i>Statutory information pertaining to issuance of non-convertible debentures</i> ) of the Debenture Trust Deed.														
55.	Settlement/Details of Subscription Account	<table><tr><td><b>Bank</b></td><td>HDFC Bank Ltd</td></tr><tr><td><b>Branch</b></td><td>Fort</td></tr><tr><td><b>Address</b></td><td>Fort - Ground floor, Jehangir Building, MG Road, Fort, Mumbai</td></tr><tr><td><b>Bank A/C Name</b></td><td>Mindspace Business Parks REIT-NCD Subscription Account</td></tr><tr><td><b>Bank A/C No</b></td><td>57500000569645</td></tr><tr><td><b>RTGS/NEFT IFSC</b></td><td>RTGS</td></tr></table>	<b>Bank</b>	HDFC Bank Ltd	<b>Branch</b>	Fort	<b>Address</b>	Fort - Ground floor, Jehangir Building, MG Road, Fort, Mumbai	<b>Bank A/C Name</b>	Mindspace Business Parks REIT-NCD Subscription Account	<b>Bank A/C No</b>	57500000569645	<b>RTGS/NEFT IFSC</b>	RTGS		
<b>Bank</b>	HDFC Bank Ltd															
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<b>Bank A/C No</b>	57500000569645															
<b>RTGS/NEFT IFSC</b>	RTGS															
56.	Record Date	15 calendar days prior to the date on which the determination of the persons entitled to receive coupon/redemption amount in respect of the Debentures (i.e., persons whose names are registered in the register of Debenture holders or NSDL/CDSL record) shall be made.														
57.	All covenants of the issue (including side letters, accelerated payment clause, etc.)	<p>a) <b>Key covenants of the Issue:</b></p> <p><b>The heads of the key covenants of the Issue are as follows with the specific details corresponding to each covenant in the Debenture Trust Deed:</b></p> <p>a) Authorisations b) Compliance with Laws c) Recovery Expense Fund d) Security e) Mergers, Acquisitions and Restructuring f) Pari passu g) Conduct of business h) Dissolution i) Taxes j) Redressals of Grievances k) Amendments, waivers l) Negative Pledge m) Non-Disposal n) Financial Covenants o) Insurance Claims p) Issuer’s Undertakings</p>														

		<p>q) Other Undertakings r) Wilful Defaulter s) Information Provision t) REIT Undertakings u) The Issuer shall ensure that K Raheja Corp Group maintains at least 26% (twenty six per cent.) unit holding and control of the Issuer (directly or indirectly) during the tenure of the Debentures; v) The Issuer shall ensure that K Raheja Corp Group maintains Controlling Interest of the Investment Manager and the management control of the Investment Manager; w) The Issuer shall ensure that till the Scheduled Redemption Date, it holds (directly or indirectly) at least 89% (Eighty Nine per cent.) of the share capital of the Asset SPV and control the Asset SPV; x) The Issuer shall not file any voluntary insolvency or winding up petition under any Applicable Law. y) The Issuer shall ensure that the Sponsor shall continue to remain an entity of the K Raheja Corp Group until the Scheduled Redemption Date. z) Other negative covenants and additional covenants</p> <p>As further specified, modified, substituted or replaced in Schedule 5 (Covenants and Undertakings) of Part A (Statutory information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed.</p> <p><b>b) Side Letters</b> Not applicable</p> <p><b>c) Accelerated payment clause</b> Upon the occurrence of one or more Events of Default (<i>described below</i>):</p> <ul style="list-style-type: none"> <li>the Debenture Trustee shall immediately send a notice to all the Debenture Holders requesting instructions as to whether immediate payment by the Issuer of the amounts outstanding with respect to the Debentures is required, and other actions to be taken in relation to such Event of Default; and</li> <li>the Debenture Trustee may and shall in accordance with the provisions of the Debenture Trust Deed, declare by way of an acceleration notice, to the Issuer that all or any part of the amounts outstanding with respect to the Debentures to be immediately due and payable whereupon it shall become so due and payable within the timelines as set out in the notice.</li> </ul>
58.	Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.),	<ul style="list-style-type: none"> <li>Description of Security</li> </ul> <p>On and from the Deemed Date of Allotment, the Debentures, all Coupon and other monies in respect of the Debentures shall be secured <i>inter alia</i> by:</p>

	date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the placement memorandum	<ul style="list-style-type: none"> <li>• A first ranking sole and exclusive security interest by way of an equitable mortgage over the Mortgaged Immoveable Properties by the Asset SPV in favour of the Debenture Trustee for the benefit of the Debenture Holders;</li> <li>• A first ranking sole and exclusive security interest by way of a hypothecation over the Hypothecated Properties by the Asset SPV in favour of the Debenture Trustee for the benefit of the Debenture Holders; and</li> <li>• Corporate Guarantee from Asset SPV in favour of the Debenture Trustee to unconditionally guarantee the obligations under the Debentures from and on the Pay In Date until the Final Settlement Date.</li> <li>• Security cover: The Security shall provide a cover of at least 2x (“<b>Security Cover</b>”) over the Mortgaged Immoveable Properties.</li> <li>• Date / likely date of creation of security: On or prior to the Deemed Date of Allotment</li> <li>• Revaluation and replacement of security: In the event such Security Cover falls below 2x for 2 (two) consecutive Security Testing Dates, it shall ensure that within 45 (forty five) days from the second Security Testing Dates after the date on which the Security Cover falls below 2x, or such other extended timeline as may be agreed with the Debenture Trustee, it shall and shall procure the Asset SPV to execute, acknowledge and deliver or cause to be executed, acknowledged and delivered such further documents and instruments and do all other acts as may reasonably be requested by the Debenture Holders for the creation of additional Security over such assets as may be mutually agreed between the Parties, to ensure that the Security Cover is at least equal to 2x.</li> <li>• Interest to the Debenture Holder over and above the coupon rate specified in the Trust Deed  In accordance with the provisions contained above in the row titled “Step Up/ Step Down Coupon Rate” within “<b>Summary of Terms</b>”</li> </ul>
59.	Valuation Agency (Obligor)	A reputed valuation agency appointed from time to time by the Issuer and/or the Asset SPV in relation to the valuation of the Mortgaged Immoveable Properties.
60.	Security valuation	<p>The Issuer shall at its own costs, on or prior to the Deemed Date of Allotment appoint the Valuation Agency (Obligor) and shall furnish to the Debenture Trustee, a valuation report prepared by the Valuation Agency (Obligor), on or prior to the Deemed Date of Allotment and thereafter, on a half yearly basis at the end of each Financial Half Year.</p> <p>The Issuer shall calculate the Security Cover based on the valuation furnished by the Valuation Agency (Obligor) pursuant to sub-clause (c) of Clause 8.1 (<i>Description of Secured Assets</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed. In the event such Security Cover falls below 2x for 2 (two) consecutive Security Testing Dates, it shall ensure that within 45 (forty five) days from the second Security Testing Dates after the date on which the Security Cover</p>

		<p>falls below 2x, or such other extended timeline as may be agreed with the Debenture Trustee, it shall and shall procure the Asset SPV to execute, acknowledge and deliver or cause to be executed, acknowledged and delivered such further documents and instruments and do all other acts as may reasonably be requested by the Debenture Holders for the creation of additional Security over such assets as may be mutually agreed between the Parties, to ensure that the Security Cover is at least equal to 2x.</p> <p>The valuation mechanism and the asset cover requirement is more particularly described in the Clause 8.1 (<i>Description of Secured Assets</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p>
61.	Security Testing Date	The date falling on the expiry of 60 (sixty) days of each Financial Quarter.
62.	Transaction Documents	As defined in the Glossary
63.	Security Documents	As defined in the Glossary
64.	Conditions Precedent to Disbursement	<p>The following are the key conditions precedent:</p> <ol style="list-style-type: none"> <li>1. A certified copy of the registration certificate issued by the SEBI to the Issuer;</li> <li>2. A certified copy of the memorandum of association and the articles of association of the Asset SPV;</li> <li>3. A certified copy of the constitutional documents of the Investment Manager;</li> <li>4. A copy of a resolution of the executive committee of the governing board of the Investment Manager;</li> <li>5. a copy of a resolution of the governing board of the Investment Manager constituting an executive committee;</li> <li>6. Specimen signatures of the authorized signatories of the Issuer;</li> <li>7. A copy of the board resolution of the Asset SPV;</li> <li>8. A copy of the resolution passed by the shareholders of the Asset SPV;</li> <li>9. evidence in a form and manner satisfactory to the Debenture Trustee, to demonstrate that the Transaction Documents have been duly executed and stamped to the satisfaction of the Debenture Trustee;</li> <li>10. A copy of the consent letter issued by the Debenture Trustee;</li> <li>11. A copy of in-principle listing approval for Debentures from the Stock Exchange;</li> <li>12. Evidence, in a form and manner satisfactory to the Debenture Trustee, that the Debentures have received a final rating of 'AAA (Stable)' from the Credit Rating Agency I and Credit Rating Agency II ;</li> <li>13. A copy of the tri-partite agreement with the Stock Exchange and the RTA to the issue of the Debentures;</li> <li>14. Evidence of receipt of the ISIN in relation to the Debentures;</li> <li>15. Evidence, in a form and manner satisfactory to the Debenture Trustee, to demonstrate that the Issuer has duly established and maintained the Escrow Account on or prior to the Deemed Date of Allotment;</li> <li>16. A copy of the valuation report issued by the valuation agency appointed by the Debenture Trustee in relation to the assets comprising the Secured Assets on or prior to the Deemed Date of Allotment;</li> <li>17. A copy of the title search report issued by an external title</li> </ol>



		<p>search advocate appointed by the Debenture Trustee in relation to the assets comprising the Mortgaged Immoveable Properties, establishing a clear title of the Issuer to the Mortgaged Immoveable Properties to the satisfaction of the Debenture Trustee;</p> <ol style="list-style-type: none"> <li>18. Demat statements issued by the depository participant of the Issuer evidencing that 100% (one hundred per cent.) of the fully paid up equity shares of the Asset SPV are held by the Issuer, in a form and manner satisfactory to the Debenture Trustee.</li> <li>19. Evidence that all fees, charges, taxes due and payable under the Transaction Documents as may be required for the issuance of the Debentures have been duly paid in full.</li> <li>20. Evidence in form and manner satisfactory to the Debenture Trustee that the Issuer has completed and duly satisfied all other requirements (including rating, listing, electronic book building) that are to be completed before the Deemed Date of Allotment as required under Applicable Laws.</li> <li>21. Confirmation from the Debenture Trustee that all financial, legal, technical and other due diligence of the Issuer and/ or the Asset SPV have been completed to the satisfaction of the Debenture Trustee.</li> <li>22. The original financial statements of the Issuer and the Asset SPV.</li> <li>23. Evidence satisfactory to the Debenture Trustee that the initial contribution has been made by the Issuer.</li> <li>24. Evidence of copies of each Insurance Policy having been provided to the Debenture Trustee.</li> <li>25. Confirmation from the Debenture Trustee and the initial Debenture Holders that it has completed all “know your customer”, anti-money laundering checks and any similar checks as required by Applicable Law in relation to the issue of debentures.</li> </ol> <p>As further specified, modified, substituted or replaced in Schedule 2 (<i>Conditions Precedent</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p>
65.	Condition Subsequent to Disbursement	<p>The following are the conditions subsequent:</p> <ol style="list-style-type: none"> <li>1. On the Deemed Date of Allotment: <ol style="list-style-type: none"> <li>(i) evidence that the stamp Taxes payable on the Debentures pursuant to the Indian Stamp Act, 1899 have been paid;</li> <li>(ii) a copy of the resolution passed by the executive committee of the governing board of the Investment Manager approving the allotment of Debentures to the Debenture Holders;</li> </ol> </li> <li>2. Within 2 (two) working days from the date of closure of the Issue, evidence of credit of the Debentures in the specified dematerialized account(s) of the Debenture Holders;</li> <li>3. Within 2 (two) days from the Deemed Date of Allotment, issuance of the letter by the Asset SPV to the Debenture Trustee requesting for the deposit of all Insurance Proceeds into the Escrow Account.</li> <li>4. Within 3 (three) days from the receipt of the letter by the Asset SPV as set out in paragraph (3) above, issuance of the letter by the Debenture Trustee to the Issuer instructing that all proceeds arising in connection with any Insurance</li> </ol>

		<p>Policy shall be promptly deposited in the Escrow Account.</p> <ol style="list-style-type: none"> <li>5. Within 4 (four) trading days from the date of closure of the Issue or such other timeline as prescribed under Applicable Laws, whichever is earlier, listing the Debentures on the wholesale debt market segment of the Stock Exchange along with a copy of the final listing approval from the Stock Exchange;</li> <li>6. Within 60 (sixty) days of the Deemed Date of Allotment, the End Use Certificate.</li> <li>7. Within 30 (thirty) days from the Deemed Date of Allotment, evidence to the satisfaction of the Debenture Trustee that the Security created pursuant to the Mortgage Documents has been filed by the Asset SPV with the relevant Registrar of Companies by filing form CHG-9, along with the certificate of registration issued by the relevant Registrar of Companies;</li> <li>8. Within 60 (sixty) Business Days from the Deemed Date of Allotment, evidence to the satisfaction of the Debenture Trustee that the notice of charge issued pursuant to the Mortgage Document has been duly counter-acknowledged by the Subscription Account Bank.</li> <li>9. Within 10 (ten) Business Days of the Deemed Date of Allotment, evidence of application made before the Tax authorities for permission under Section 281 of the Tax Act for creation of Security over the relevant Secured Assets by the Asset SPV, satisfactory to the Debenture Trustee, together with due acknowledgement thereof.</li> <li>10. Within 55 (fifty-five) days from the date of issuance of the letter by the Debenture Trustee as set out in paragraph (4) above, counter-acknowledged copy of the letter from the Asset SPV to the relevant insurer in relation to the deposit of all Insurance Proceeds into the Escrow Account.</li> <li>11. Within 55 (fifty-five) days from the date of issuance of the letter by the Debenture Trustee as set out in paragraph 4 above, evidence that: (a) the Debenture Trustee (or its nominee) is named as the first loss payee with respect to the Insurance Policies relating to the Mortgaged Immoveable Properties ; and (b) all Insurance Policies in connection with the Mortgaged Immoveable Properties have been endorsed in favour of the Debenture Trustee, in a form and substance satisfactory to the Debenture Trustee.</li> <li>12. Within 60 (sixty) days from the Deemed Date of Allotment, evidence that the existing lessees of the Mortgaged Immoveable Properties have received a notification from the Asset SPV (in writing or by way of electronic email, as the case may be): (i) to deposit all Receivables (Long Term Tenants) (<i>in terms of the Debenture Trust Deed</i>) only into the Escrow Account; and (ii) a first ranking sole and exclusive equitable mortgage has been created over the Mortgaged Immoveable Properties in favour of the Debenture Trustee pursuant to the Mortgage Documents.</li> <li>13. Within 2 (two) Business Days of receipt: (a) a copy of the no-objection certificate from the Tax authorities under section 281 of the Tax Act in respect of the Security created by the Asset SPV pursuant to the relevant Security Documents.</li> <li>14. Within 1 (one) Business Day of any change in details of the accounts:</li> </ol>
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		<p>(i) The Issuer shall notify the Debenture Trustee of any change in bank and/ or account details pertaining to the Subscription Account.</p> <p>(ii) The Issuer shall provide the Debenture Trustee with the pre-authorisation pertaining to the Subscription Account to replace the pre-authorisation provided on or prior to the Deemed Date of Allotment.</p> <p>As further specified, modified, substituted or replaced in Schedule 3 (<i>Conditions Subsequent</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p>
66.	Event of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	<p><b>Key Events of Default:</b></p> <p>The key events of default include:</p> <ol style="list-style-type: none"> <li>1. Non Payment</li> <li>2. Breach of other terms</li> <li>3. Misrepresentation</li> <li>4. Insolvency of the Obligors</li> <li>5. Insolvency proceedings against the Obligors</li> <li>6. Failure to list or dematerialise the Debentures and delisting</li> <li>7. Judgments, Creditors' Process</li> <li>8. Moratorium by the Governmental Authority</li> <li>9. Expropriation</li> <li>10. Cessation of business</li> <li>11. Unlawfulness, Invalidity</li> <li>12. Failure to maintain authorisations by the Obligors</li> <li>13. Repudiation</li> <li>14. Material litigation</li> <li>15. Immunity</li> <li>16. Wilful default</li> <li>17. Non-creation of security or security in jeopardy for the Issue or breach of security cover for the Debentures</li> <li>18. Cross default</li> <li>19. Cancellation of the registration of the Issuer, and</li> <li>20. Audit qualification</li> </ol> <p>Any other event specified in Clause 6 (<i>Events of Default and Remedies</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed, each subject to cure periods, as applicable and as more particularly described in the Debenture Trust Deed.</p> <p><b>Consequences of event of default, as more particularly described in Clause 6 (<i>Events of Default and Remedies</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed:</b></p>

		<p>(a) Upon the occurrence of an Event of Default, which is continuing the Debenture Trustee shall, if so directed by the Debenture Holders by a majority resolution:</p> <p>(i) issue an acceleration notice to the Issuer, stating that the Debt shall be immediately due and payable whereupon it shall become so due and payable within the timelines as set out in the Acceleration Notice; and</p> <p>(ii) declare by notice in writing to the Issuer that:</p> <p>(A) the Security created pursuant to the Security Documents will become enforceable, upon which the Security and all rights, remedies and powers under the Security Documents will become immediately enforceable (including the right to utilise, transfer or dispose the Secured Assets for the discharge of the Debt) in accordance with the terms of the Security Documents, in case the Issuer fails to pay all amounts due and payable to the Debenture Holders and/or the Debenture Trustee as per sub-clause (a)(i) above;</p> <p>(B) the right to make a demand under the Guarantee has become exercisable, upon which the same shall become enforceable; and</p> <p>(C) it is entitled to exercise such other rights and remedies as may be available to the Debenture Trustee under the Transaction Documents and Applicable Law (including without limitation, initiation of any insolvency, liquidation, resolution or other process under Applicable Law).</p> <p>(b) Upon the Security created or guarantee or rights, remedies and powers under the Security Documents having become enforceable pursuant to sub-clause (a) above, the Debenture Trustee shall, if so directed by the Debenture Holders by a majority resolution:</p> <p>(i) enforce any Security created, guarantee and/or rights, remedies and powers under the Security Documents in accordance with the terms thereof;</p> <p>(ii) in terms of the Accounts Agreement and the other Transaction Documents, direct the Escrow Account Bank to act only on the instructions of the Debenture Trustee and utilise all funds lying in the Escrow Account from time to time for the discharge of the Debt and other statutory expenses, if any;</p> <p>(iii) transfer the Secured Assets to the Debenture Holders or to such other person as determined by the Debenture Trustee, by way of lease, sale, deal or in</p>
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		<p>any other manner, and as may be permissible by and in accordance with Applicable Laws, in each case in accordance with and subject to the terms of the Security Documents; and/or</p> <p>(iv) take any other action and exercise such other rights and remedies as may be available to the Debenture Trustee under the Transaction Documents and Applicable Law (including, without limitation, initiation of any insolvency, liquidation, resolution or other process under Applicable Law).</p> <p>The particulars are further specified in clause 6 (<i>Events of Default and Remedies</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p> <p><b>Conditions for joining the inter-creditor agreement:</b></p> <ol style="list-style-type: none"> <li>1. The Debenture Trustee shall be required to obtain the consent of such number of Debenture Holders and/or Debenture Holders holding such value of Debentures and in such manner, as may be prescribed under the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13 October 2020, as may be amended, modified or supplemented from time to time, for entering into an inter-creditor Agreement with other lenders who have extended financial indebtedness to the Issuer and/or taking such other action as may be required with respect to the enforcement of the security created with respect to the Debentures pursuant to the provisions of the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13 October 2020 (in each case upon the delivery of an acceleration notice on account of non-payment of the outstanding nominal value of the Debentures or Coupon on the due date (in accordance with the terms of the Debenture Trust Deed).</li> <li>2. For the removal of doubts, the Debenture Trustee shall be required to undertake the actions as set out in this provision only in case of exercise of rights by the Debenture Holders available to them under and in accordance with circular dated June 07, 2019 issued by the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019, provided that the Debenture Trustee complies with all other requirements of the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13 October 2020.</li> <li>3. In accordance with the SEBI circular dated October 13, 2020 (bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203) in relation to the standardisation of procedure to be followed by</li> </ol>
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		<p>debenture trustees or bond trustees in case of default by issuers of listed debt securities, it is hereby agreed and acknowledged that the Debenture Trustee shall not enter into any inter-creditor arrangement (including the above inter-creditor agreement) unless agreed to by the Debenture Holders by any such threshold of Debenture Holders as may be prescribed under Applicable Law. Any such inter-creditor arrangement shall be in accordance with Applicable Laws.</p>
67.	Financial Covenants	<p>At the Issuer level:</p> <ul style="list-style-type: none"> <li>• Net Total Debt / NOI <math>\leq</math> 5.00x; and</li> <li>• Loan to Value Ratio <math>\leq</math> 49% (forty nine per cent.)</li> </ul> <p>The above financial covenants shall be tested on a semi-annual basis, no later than 60 days from the end of every financial half year until the Final Settlement Date.</p> <p>For the purpose of this entry,</p> <p><b>“Cash and Cash Equivalent”</b> means cash in hand, any credit balance or any cash equivalent including in the form of liquid fixed deposits maintained with the Escrow Account Bank in the Escrow Account.</p> <p><b>“Loan to Value Ratio”</b> means Net Total Debt divided by the value of assets of the Issuer, on a Consolidated Basis and expressed as a percentage.</p> <p><b>“Net Operating Income”/ “NOI”</b> means revenues from operations less: direct operating expenses (which includes maintenance services expense, property tax, insurance expense, cost of material sold and cost of power purchased, if any).</p> <p>In the case of any Permitted Acquisition (<i>as described in the Debenture Trust Deed</i>), where the accounting treatment provides for consolidation of such asset that has been acquired by the Issuer, NOI of such asset for the corresponding period, shall be calculated on proforma basis, in accordance with the available financials, books of account and other relevant records for the corresponding calculation period, shall be added, without double counting, for the purpose of calculation of the financial covenants. In case of Permitted Acquisition (<i>as described in the Debenture Trust Deed</i>), NOI shall also include income support (including any such support being capitalized in the balance sheet if any). Further, in case of Permitted Acquisition (<i>as described in the Debenture Trust Deed</i>), if the rent received is only for a partial period within the trailing 12 months under consideration, NOI shall be annualized from the lease commencement date. Further, in case of Permitted Acquisition (<i>as described in the Debenture Trust Deed</i>), if the rent received is only for a partial period within the trailing 12 months under consideration, NOI shall be annualized from the lease</p>

		<p>commencement date. Further, in case of Operational Asset, if the occupation certificate is received within the trailing 12 months under consideration, NOI shall be annualized from the lease commencement date.</p> <p><b>“Net Total Debt”</b> means the consolidated external Financial Indebtedness (Financial Covenants) (<i>in terms of the Debenture Trust Deed</i>) (including without limitation, all principal amounts, accrued but unpaid coupon, interest, additional interest, redemption premium and all other amounts payable thereunder but excluding any guarantees issued by the Group (REIT) or the Asset SPV) availed by the Group (REIT) without any double counting less Cash and Cash Equivalents.</p> <p><b>“Net Total Debt to NOI ratio”</b> means the ratio of Net Total Debt to NOI.</p> <p><b>“Operational Asset”</b> in respect of NOI means any asset operationalized during the trailing twelve-month period.</p>
68.	Operation of the Escrow Account	In accordance with the provisions of the relevant Transaction Documents
69.	Withdrawal from the Escrow Account	In accordance with the provisions of the relevant Transaction Documents
70.	Distribution of proceeds from Escrow Account prior to an Event of Default	In accordance with the provisions of the relevant Transaction Documents
71.	Distribution of proceeds from Escrow Account after occurrence and subsistence of an Event of Default	In accordance with the provisions of the relevant Transaction Documents
72.	Creation of recovery expense fund	<p>The Issuer shall set up a recovery expense fund for an amount equal to 0.01% of the Issue with the Stock Exchange, in accordance with the provisions of the Applicable Law, including but not limited to the SEBI circular dated October 22, 2020.</p> <p>The recovery expense fund shall be utilised for meeting the expenses incurred by the Debenture Trustee with respect to enforcement of security and recovery of all outstanding amounts with respect to the Debentures.</p>
73.	Conditions for breach of covenants (as specified in Debenture Trust Deed)	Default or breach in the performance or compliance of any covenant or undertaking, as set out in Row 56 above (All covenants of the Issue) and such other covenants as more particularly set out in Schedule 5 ( <i>Covenants and Undertakings</i> ) of Part A ( <i>Statutory information pertaining to issuance of non-convertible securities</i> ) of the Debenture Trust Deed, contained in any Transaction Document by the Issuer or the Asset SPV, unless remedied within the cure period as may be agreed between the parties and as per the provisions contained in the Debenture Trust Deed.
74.	Provisions related to Cross Default Clause	Any payment obligation of the Issuer in connection with its financial indebtedness is declared to be in default or otherwise becomes due and payable prior to its specified maturity as a result of any actual default in payment by the Issuer and such default is not cured within

		<p>the applicable grace period provided in the relevant transaction documents of the Issuer in respect of such financial indebtedness.</p> <p>As further specified, modified, substituted or replaced in sub-sub-clause 18 (<i>Cross Default</i>) within Clause 6 (<i>Events of Default and Remedies</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p>
75.	Role and Responsibilities of Debenture Trustee	As per Clause 9 ( <i>Power and Duties of the Debenture Trustee</i> ), Clause 10 ( <i>Rights and Privileges of the Debenture Trustee</i> ) and Clause 12 ( <i>Information, Meetings and other Duties of the Debenture Trustee</i> ) of Part A ( <i>Statutory information pertaining to issuance of non-convertible debentures</i> ) of the Debenture Trust Deed.
76.	Risk factors pertaining to the issue	Please refer to the section titled “Risk Factors” above
77.	Governing Law and Jurisdiction	<p>Indian Law.</p> <p>Courts and tribunals in Mumbai.</p>
78.	Information Provision	The Issuer undertakes to provide information pertinent to a credit assessment of the Issuer by the potential investors in a timely fashion. This information will include, but not be limited to, latest financial information, rating letter and rating rationale, copies of the resolutions authorizing the borrowing and the latest profile of the Issuer.
79.	Due Diligence Certificate	<p>Due diligence certificate from the Debenture Trustee as per the format specified in Annexure A of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020;</p> <p>Due diligence certificate from the Debenture Trustee as per the format specified in Annexure B of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020;</p> <p>Due diligence certificate from the Debenture Trustee in the format as specified in Schedule IV of the SEBI Debt Regulations.</p> <p>Enclosed as <b>Schedule IX</b>.</p> <p>The due diligence certificate in Annexure A of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020 and Schedule IV of the SEBI Debt Regulations as mentioned above will be submitted to the Stock Exchange along with the Private Placement Memorandum.</p>

**Notes:**

- a. If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change shall be duly disclosed.



- b. In case of default in payment of Interest / Coupon and/or principal redemption on the due dates, additional interest of at least @ 2% p.a. over the coupon rate shall be payable by the Issuer for the defaulting period
- c. While the debt securities are secured as per the terms of Private Placement Memorandum (i.e. 2x Requisite Security Cover), in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained.

## **DECLARATION**

The Investment Manager hereby declares that this Private Placement Memorandum contains full disclosure in accordance with SEBI Debt Regulations, the Companies Act and rules thereunder and circulars issued thereunder, as may be applicable.

The Investment Manager also confirms that this Private Placement Memorandum does not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The Private Placement Memorandum also does not contain any false or misleading statement in any material respect.

The Investment Manager having made all reasonable inquiries, accepts responsibility for and confirms that the information contained in this Private Placement Memorandum is true and correct in all material aspects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Investment Manager hereby undertakes that the Secured Assets on which Transaction Security is proposed to be created are free from any encumbrances as on date.

The Investment Manager accepts no responsibility for the statements made otherwise than in this Private Placement Memorandum or in any other material issued by or at the instance of the Investment Manager and that anyone placing reliance on any other source of information would be doing so at his own risk. The Investment Manager declares that all the relevant provisions of the relevant regulations or guidelines issued by SEBI and other applicable laws have been complied with and no statement made in this Private Placement Memorandum is contrary to the provisions of the regulations or guidelines issued by SEBI and other applicable law, as the case may be.

The Investment Manager also confirms that the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the Promoter (as applicable) and Permanent Account Number of directors / trustees / officers of the Promoter (as applicable) have been submitted to the Stock Exchange on which the Debentures are proposed to be listed, at the time of filing the Private Placement Memorandum.

The Issuer has no side letter with any debt securities holder except the one(s) disclosed in the Private Placement Memorandum. Any covenants later added shall be disclosed on the Stock Exchange website where the Debentures are listed.

The Investment Manager accepts no responsibility for statements made otherwise than in this Private Placement Memorandum or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk. The information contained in this Private Placement Memorandum is as applicable to privately placed debt securities and subject to information available with the Issuer. The extent of disclosures made in the Private Placement Memorandum is materially consistent with disclosures permitted by regulatory authorities to the issue of securities made by companies in the past.

### **Declaration by the Authorized Signatory of the Investment Manager**

The monies received under the offer shall be used only for the purposes and objects indicated in the Private Placement Memorandum.

I am authorized by the governing board of the Investment Manager of the Issuer vide resolutions dated September 14, 2020 read with the resolution passed by the executive committee of the Investment Manager dated July 19, 2022, to sign this Private Placement Memorandum and declare that the subject matter of this Private Placement Memorandum and matters incidental thereto have been complied with. I further declare that:

- a. the Issuer has complied with the applicable provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder;
- b. the compliance with the Securities and Exchange Board of India Act, 1992 and the rules made thereunder does not imply that payment of Coupon or repayment of the Debentures, is guaranteed by the central government;
- c. the monies received under the Issue shall be used only for the purposes and objects indicated in the Private Placement Memorandum; and
- d. the Private Placement Memorandum does not omit disclosure of any material information that may make the statements made herein, in the light of the circumstances in which they were made, misleading and that all statements in the Private Placement Memorandum are true and correct in all material respects.

For K. Raheja Corp Investment Managers LLP

(Acting as the manager to the **Mindspace Business Parks REIT**)



Name: Preeti Chheda

Designation: Chief Financial Officer & Compliance Officer

Date: July 25, 2022

Place: Mumbai

**Schedule I**  
**Consent letter of the Debenture Trustee**

*[annexed separately]*

CL/MUM/22-23/DEB/130

**Mindspace Business Parks REIT ("Issuer")**

Raheja Tower, Plot No C-30, Block G,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400051

Kind Attn:- Ms. Preeti Chheda

Dear Sir,

**Consent to act as Trustee for Secured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating upto INR 500 Crores to be issued by Issuer.**

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable non-convertible debentures aggregating upto INR 500 Crores to be issued by Issuer. In this connection, we are agreeable to act as Trustee on the terms and conditions as mutually agreed between the Trustee and the Issuer.

We hereby convey our acceptance to act as Debenture Trustees for the said issue Debentures, subject to execution of Debenture Trustee Agreement as per Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993, thereby agreeing to create the security within the timeline as per relevant Laws / Regulations and in the Offer Document / Information Memorandum / Disclosure Document and Issuer agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee) Regulations 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 and other applicable laws as amended from time to time.

We are also agreeable for inclusion of our name as trustees in the Issuer's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,

For Catalyst Trusteeship Limited



Authorised Signatory

For Mindspace Business Parks REIT



Authorised Signatory

**NOTE:** As per GST guidelines, CTL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Issuer would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.

CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)

An ISO:9001 Company

Mumbai Office Windsor, 6<sup>th</sup> Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098 Tel +91 (22) 4922 0555 Fax +91 (22) 4922 0505  
Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (20) 66807200  
Delhi Office Office No. 810, 8th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi - 110001 Tel +91 (11) 430 29101/02.  
CIN No. U74999PN1997PLC110262 Email dt@ctltrustee.com Website www.catalysttrustee.com

Pune | Mumbai | Bengaluru | Delhi | Chennai | Gandhinagar | Kolkata



**Schedule II**  
**Credit rating letter and rating rationale from the Credit Rating Agency**  
*[annexed separately]*

CONFIDENTIAL

RL/MIBPKR/294472/NCD/0522/34967/110668865/1

July 13, 2022

**Ms. Preeti Chheda**

Chief Financial Officer

**Mindspace Business Parks REIT (Mindspace REIT)**

Raheja Tower, Level 8

Block G, C-30

Bandra-Kurla Complex

Mumbai City - 400051

Dear Ms. Preeti Chheda,

**Re: CRISIL Rating on the Rs. 50 Crore Non Convertible Debentures of Mindspace Business Parks REIT (Mindspace REIT)**

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

Please refer to our rating letter dated May 30, 2022 bearing Ref. no: RL/MIBPKR/294472/NCD/0522/34967/110668865

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	50	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

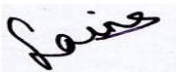
As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at [debtissue@crisil.com](mailto:debtissue@crisil.com) for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Saina S Kathawala

Associate Director - CRISIL Ratings



Nivedita Shibu

Associate Director - CRISIL Ratings



**Disclaimer:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, [www.crisilratings.com](http://www.crisilratings.com). CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit [www.crisilratings.com](http://www.crisilratings.com) or contact Customer Service Helpdesk at [CRISILratingdesk@crisil.com](mailto:CRISILratingdesk@crisil.com) or at 1800-267-1301

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July 13, 2022

**Ms. Preeti Chheda**

Chief Financial Officer

**Mindspace Business Parks REIT (Mindspace REIT)**

Raheja Tower, Level 8

Block G, C-30

Bandra-Kurla Complex

Mumbai City - 400051

Dear Ms. Preeti Chheda,

**Re: CRISIL Rating on the Rs. 450 Crore Non Convertible Debentures of Mindspace Business Parks REIT (Mindspace REIT)**

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

Please refer to our rating letter dated May 30, 2022 bearing Ref. no: RL/MIBPKR/294472/NCD/0522/34999/109501763

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	450	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

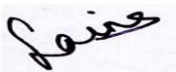
As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at [debtissue@crisil.com](mailto:debtissue@crisil.com). This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at [debtissue@crisil.com](mailto:debtissue@crisil.com) for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Saina S Kathawala

Associate Director - CRISIL Ratings



Nivedita Shibu

Associate Director - CRISIL Ratings



**Disclaimer:** A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, [www.crisilratings.com](http://www.crisilratings.com). CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit [www.crisilratings.com](http://www.crisilratings.com) or contact Customer Service Helpdesk at [CRISILratingdesk@crisil.com](mailto:CRISILratingdesk@crisil.com) or at 1800-267-1301



# Ratings

CRISIL Ratings Limited (A subsidiary of CRISIL Limited)



## Rating Rationale

May 17, 2022 | Mumbai

### Mindspace Business Parks REIT (Mindspace REIT)

*'CRISIL AAA/Stable' assigned to Non Convertible Debentures*

#### Rating Action

Rs.450 Crore Non Convertible Debentures	CRISIL AAA/Stable (Assigned)
Rs.500 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AAA r /Stable (Reaffirmed)
Rs.375 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AAA r /Stable (Reaffirmed)
Rs.100 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.175 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.200 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.300 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
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 AAA/Stable'** rating to proposed non-convertible debentures (NCDs) worth Rs 450 crore of Mindspace Business Parks REIT (Mindspace REIT). CRISIL Ratings has also reaffirmed its rating on market-linked debentures (MLDs), NCDs 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'. CRISIL Ratings has received draft term sheet for NCDs of Rs 450 crore, and the proposed terms and conditions largely are in line with those of the real estate investment trust's (REIT's) existing debentures. The proceeds from these NCDs are expected to be utilised towards refinancing.

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 healthy 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, planned construction activity may be impacted if there are restrictions on mobility of labour and resources to contain the pandemic in case of any additional waves. 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, in-line with its criteria for rating entities in homogeneous groups. This is because Mindspace REIT has direct control over the 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.

**Key Rating Drivers & Detailed Description****Strengths:**

- **Comfortable LTV ratio, supporting the ability to refinance:** Consolidated gross debt was low at Rs 4,298 crore as on December 31, 2021. Consequently, Mindspace REIT has a comfortable LTV ratio of 16.7% (on gross debt basis as per external valuation dated September 30, 2021). The low LTV ratio shields investors from the risk of any decline in property prices and its consequent impact on refinancing.

The proceeds from NCDs of Rs 275 crore were utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are non-amortising with bullet repayment at the end of 36-38 months from deemed date of allotment, while the coupon is payable quarterly.

The MLDs of Rs 875 crore were also utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are similar to the NCDs in terms of amortisation, and have a tenure of 577-1156 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 proceeds from NCDs of Rs 400 crores raised under Sundew Properties Ltd (Sundew; rated CRISIL AAA/Stable) were also utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are non-amortising with bullet repayment at the end of 33 months from deemed date of allotment, while the coupon is payable quarterly.

The NCDs of Rs 500 crore raised in Feb-22 have been primarily utilised for refinancing of external debt at underlying SPVs. These are non-amortising with bullet repayment at the end of 3 years, while the coupon will be payable quarterly as per the draft term sheet.

Proposed NCDs of Rs 450 crores 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 expected to be non-amortising with bullet repayment at the end of 3 years, while the coupon will be payable quarterly as per the draft term sheet.

- **Strong debt protection metrics:** CRISIL Ratings believes that Mindspace REIT will have healthy average consolidated interest service coverage ratio (ISCR) 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 5.0 times on a sustained basis, respectively, vis-à-vis 49% and 5.0 times, respectively, as per the terms of the existing as well as proposed instruments.
- **Stable revenue of asset SPVs:** Mindspace REIT's entire revenue comes from 10 commercial offices, IT parks and SEZs. Consolidated revenue was Rs 1,284 crore and Rs 1,629 crore (excludes revenue from works contract) for first nine months of fiscal 2022 and full year fiscal 2021 respectively. The portfolio assets had committed occupancy of 84.6% as on December 31, 2021. Committed occupancy has come down from 86.9% in December 2020, primarily due to vacancies of around 8.0 lakh square feet (sq. ft) in Mindspace Madhapur, Hyderabad; committed occupancy on same store basis also declined to 84.7%. The REIT entered into new agreements to the tune of 38.0 lakh sq. ft during first nine months of fiscal 2022 at a re-leasing spread of 37.0%. Hence, the increase in vacancy level is anticipated to be short-term with gradual improvement expected post current fiscal. Superior asset and service quality, favourable location in prime areas of Hyderabad, Mumbai Region, Pune and Chennai, good demand and competitive rental.

**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 37.0% and 42.7% of gross contracted rentals, respectively, as on December 31, 2021, exposes the REIT to moderate concentration risk. Further, as on December 31, 2021, 10.8% of the total completed leasable area will be due for renewal between Q4 fiscal 2022 and fiscal 2024. 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:**

- Higher-than-expected incremental borrowing or reduction in the value of underlying assets, leading to LTV ratio of over 40%
- Reduction in overall committed occupancy to below 80%
- 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 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.) 98 lakh sq. ft with committed occupancy 89.6% as on December 31, 2021, while an additional area of approx. 18 lakh sq. ft is expected to be developed over the medium term.

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

- 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 93.6% as on December 31, 2021.
- 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 100.0% as on December 31, 2021. The property was acquired by the group in August 2019, and is completely leased.

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

- 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 86.8% as on December 31, 2021, while an additional area of approx. 21 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- 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 97.4% as on December 31, 2021.
- 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 100.0% as on December 31, 2021, while an additional area of approx. 1 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- 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, 2021, while an additional area of approx. 6 lakh sq. ft is expected to be gradually developed over the medium-to-long term.

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. 39 lakh sq. ft with committed occupancy of 67.3% as on December 31, 2021, while an additional area of approx. 12 lakh sq. ft is under construction and expected to be completed in phases over the next two fiscals.

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

- 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 97.7% as on December 31, 2021. Another approx. 13 lakh sq. ft of area is under development or proposed to be developed over the medium term.
- 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. with committed occupancy of 30.3% as on December 31, 2021

#### Key Financial Indicators

Particulars	Unit	2021**	2020*
Revenue from operations	Rs crore	1,138	1,757
Profit after tax (PAT)	Rs crore	335	514
PAT margin	%	29.4	29.3
Adjusted gearing	Times	0.23	3.22
Interest coverage	Times	5.06	2.67

\*Fiscal 2020 financials are prior to REIT listing and based on condensed consolidated financials provided by the issuer. \*\*Fiscal 2021 financials are not comparable with that of fiscal 2020 and pertain the 8-month period since August 1, 2020 post listing of REIT.

#### Any other information

**Key Financial Covenants for MLDs tranche I and II of Rs 500 crore and Rs 375 crore respectively, and NCDs tranche I, II and III of Rs 200 crore, Rs 75 crore and Rs 500 crore, respectively**

At the REIT level:

- Gross Total Debt / EBITDA or NOI < = 5.00x

- Loan to Value <= 49%

**Note on complexity levels of the rated instrument:**

CRISIL Ratings' complexity levels are assigned to various types of financial instruments. The CRISIL Ratings' complexity levels are available on [www.crisil.com/complexity-levels](http://www.crisil.com/complexity-levels). Users are advised to refer to the CRISIL Ratings' complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

**Annexure - Details of Instrument(s)**

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity date	Issue size (Rs crore)	Complexity level	Rating assigned with outlook
INE0CCU07058	Non-convertible debentures	01-Feb-22	NA	31-Dec-24	500.0	Simple	CRISIL AAA/Stable
INE0CCU07033	Non-convertible debentures	18-Mar-21	6.69%	17-May-24	75.0	Simple	CRISIL AAA/Stable
INE0CCU07025	Non-convertible debentures	17-Dec-20	6.45%	16-Dec-23	200.0	Simple	CRISIL AAA/Stable
INE0CCU07017	Long-term principal protected market linked debentures	29-Sep-20	10-year G-Sec linked	29-Apr-22	500.0	Highly complex	CRISIL PP-MLD AAAr/Stable
INE0CCU07041	Long-term principal protected market linked debentures	18-Mar-21	10-year G-Sec linked	17-May-24	375.0	Highly complex	CRISIL PP-MLD AAAr/Stable
NA	Commercial paper	NA	NA	7-365 days	250.0	Simple	CRISIL A1+
NA	Non-convertible debentures*	NA	NA	NA	450.0	NA	CRISIL AAA/Stable

\*Not yet placed

**Annexure – List of entities consolidated**

Entity 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**

Instrument	Current			2022 (History)		2021		2020		2019		Start of 2019
	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Corporate Credit Rating	LT	0.0	CCR AAA/Stable		--	20-12-21	CCR AAA/Stable	11-12-20	CCR AAA/Stable		--	--
					--	14-07-21	CCR AAA/Stable	09-10-20	CCR AAA/Stable		--	--
					--	09-03-21	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+		--	20-12-21	CRISIL A1+	11-12-20	CRISIL A1+		--	--
					--	14-07-21	CRISIL A1+	09-10-20	CRISIL A1+		--	--
					--	09-03-21	CRISIL A1+	22-09-20	CRISIL A1+		--	--
Non	LT	1225.0	CRISIL		--	20-12-21	CRISIL	11-12-20	CRISIL		--	--

Convertible Debentures			AAA/Stable				AAA/Stable		AAA/Stable,Provisional CRISIL AAA/Stable			
			--		--	14-07-21	CRISIL AAA/Stable	09-10-20	Provisional CRISIL AAA/Stable		--	--
			--		--	09-03-21	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		--	20-12-21	CRISIL PPMLD AAA r /Stable	11-12-20	CRISIL PPMLD AAA r /Stable		--	--
			--		--	14-07-21	CRISIL PPMLD AAA r /Stable	09-10-20	CRISIL PPMLD AAA r /Stable		--	--
			--		--	09-03-21	CRISIL PPMLD AAA r /Stable	22-09-20	Provisional CRISIL PPMLD AAA r /Stable		--	--

All amounts are in Rs.Cr.

## Criteria Details

### 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](#)

[CRISILs Criteria for Consolidation](#)

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# Ratings

CRISIL Ratings Limited (A subsidiary of CRISIL Limited)



## Rating Rationale

May 27, 2022 | Mumbai

### Mindspace Business Parks REIT (Mindspace REIT)

*'CRISIL AAA/Stable' assigned to Non Convertible Debentures*

#### Rating Action

Rs.50 Crore Non Convertible Debentures	CRISIL AAA/Stable (Assigned)
Rs.500 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AAA r /Stable (Reaffirmed)
Rs.375 Crore Long Term Principal Protected Market Linked Debentures	CRISIL PPMLD AAA r /Stable (Reaffirmed)
Rs.450 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.100 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.175 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.200 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
Rs.300 Crore Non Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
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 AAA/Stable**' rating to proposed non-convertible debentures (NCDs) worth Rs 50 crore of Mindspace Business Parks REIT (Mindspace REIT). CRISIL Ratings has also reaffirmed its rating on market-linked debentures (MLDs), NCDs 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**'. CRISIL Ratings has received draft term sheet for NCDs of Rs 500 crore, and the proposed terms and conditions largely are in line with those of the real estate investment trust's (REIT's) existing debentures. The proceeds from these NCDs are expected to be utilised towards refinancing.

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The proceeds from NCDs of Rs 275 crore were utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are non-amortising with bullet repayment at the end of 36-38 months from deemed date of allotment, while the coupon is payable quarterly.

The MLDs of Rs 875 crore were also utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are similar to the NCDs in terms of amortisation, and have a tenure of 577-1156 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 proceeds from NCDs of Rs 400 crores raised under Sundew Properties Ltd (Sundew; rated CRISIL AAA/Stable) were also utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are non-amortising with bullet repayment at the end of 33 months from deemed date of allotment, while the coupon is payable quarterly.

The NCDs of Rs 500 crore raised in Feb-22 have been primarily utilised for refinancing of external debt at underlying SPVs. These are non-amortising with bullet repayment at the end of 3 years, while the coupon will be payable quarterly as per the draft term sheet.

Proposed NCDs of Rs 500 crores 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 expected to be non-amortising with bullet repayment at the end of 3 years, while the coupon will be payable quarterly as per the draft term sheet.

- **Strong debt protection metrics:** CRISIL Ratings believes that Mindspace REIT will have healthy average consolidated interest service coverage ratio (ISCR) 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 5.0 times on a sustained basis, respectively, vis-à-vis 49% and 5.0 times, respectively, as per the terms of the existing as well as proposed instruments.
- **Stable revenue of asset SPVs:** Mindspace REIT's entire revenue comes from 10 commercial offices, IT parks and SEZs. Consolidated revenue was Rs 1,284 crore and Rs 1,629 crore (excludes revenue from works contract) for first nine months of fiscal 2022 and full year fiscal 2021 respectively. The portfolio assets had committed occupancy of 84.6% as on December 31, 2021. Committed occupancy has come down from 86.9% in December 2020, primarily due to vacancies of around 8.0 lakh square feet (sq. ft) in Mindspace Madhapur, Hyderabad; committed occupancy on same store basis also declined to 84.7%. The REIT entered into new agreements to the tune of 38.0 lakh sq. ft during first nine months of fiscal 2022 at a re-leasing spread of 37.0%. Hence, the increase in vacancy level is anticipated to be short-term with gradual improvement expected post current fiscal. Superior asset and service quality, favourable location in prime areas of Hyderabad, Mumbai Region, Pune and Chennai, good demand and competitive rental

**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 37.0% and 42.7% of gross contracted rentals, respectively, as on December 31, 2021, exposes the REIT to moderate concentration risk. Further, as on December 31, 2021, 10.8% of the total completed leasable area will be due for renewal between Q4 fiscal 2022 and fiscal 2024. 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:**

- Higher-than-expected incremental borrowing or reduction in the value of underlying assets, leading to LTV ratio of over 40%
- Reduction in overall committed occupancy to below 80%
- 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 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.) 98 lakh sq. ft with committed occupancy 89.6% as on December 31, 2021, while an additional area of approx. 18 lakh sq. ft is expected to be developed over the medium term.

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

- 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 93.6% as on December 31, 2021.
- 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 100.0% as on December 31, 2021. The property was acquired by the group in August 2019, and is completely leased.

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

- 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 86.8% as on December 31, 2021, while an additional area of approx. 21 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- 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 97.4% as on December 31, 2021.
- 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 100.0% as on December 31, 2021, while an additional area of approx. 1 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- 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, 2021, while an additional area of approx. 6 lakh sq. ft is expected to be gradually developed over the medium-to-long term.

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. 39 lakh sq. ft with committed occupancy of 67.3% as on December 31, 2021, while an additional area of approx. 12 lakh sq. ft is under construction and expected to be completed in phases over the next two fiscals.

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

- 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 97.7% as on December 31, 2021. Another approx. 13 lakh sq. ft of area is under development or proposed to be developed over the medium term.
- 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. with committed occupancy of 30.3% as on December 31, 2021

**Key Financial Indicators**

Particulars	Unit	2021**	2020*
Revenue from operations	Rs crore	1,138	1,757
Profit after tax (PAT)	Rs crore	335	514
PAT margin	%	29.4	29.3
Adjusted gearing	Times	0.23	3.22
Interest coverage	Times	5.06	2.67

\*Fiscal 2020 financials are prior to REIT listing and based on condensed consolidated financials provided by the issuer. \*\*Fiscal 2021 financials are not comparable with that of fiscal 2020 and pertain the 8-month period since August 1, 2020 post listing of REIT.

**Any other information**

**Key Financial Covenants for MLDs tranche I and II of Rs 500 crore and Rs 375 crore respectively, and NCDs tranche I, II and III of Rs 200 crore, Rs 75 crore and Rs 500 crore, respectively**

At the REIT level:

- Gross Total Debt / EBITDA or NOI < = 5.00x
- Loan to Value <= 49%

For the proposed NCDs of Rs 500 crores, there is expected to be a modification in one of the covenant. The revised covenants will be:

- Net Debt / NOI < = 5.00x
- Loan to Value <= 49%

#### Note on complexity levels of the rated instrument:

CRISIL Ratings' complexity levels are assigned to various types of financial instruments. The CRISIL Ratings' complexity levels are available on [www.crisil.com/complexity-levels](http://www.crisil.com/complexity-levels). Users are advised to refer to the CRISIL Ratings' complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

#### Annexure - Details of Instrument(s)

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity date	Issue size (Rs crore)	Complexity level	Rating assigned with outlook
INE0CCU07058	Non-convertible debentures	01-Feb-22	NA	31-Dec-24	500.0	Simple	CRISIL AAA/Stable
INE0CCU07033	Non-convertible debentures	18-Mar-21	6.69%	17-May-24	75.0	Simple	CRISIL AAA/Stable
INE0CCU07025	Non-convertible debentures	17-Dec-20	6.45%	16-Dec-23	200.0	Simple	CRISIL AAA/Stable
INE0CCU07017	Long-term principal protected market linked debentures	29-Sep-20	10-year G-Sec linked	29-Apr-22	500.0	Highly complex	CRISIL PP-MLD AA+/Stable
INE0CCU07041	Long-term principal protected market linked debentures	18-Mar-21	10-year G-Sec linked	17-May-24	375.0	Highly complex	CRISIL PP-MLD AA+/Stable
NA	Commercial paper	NA	NA	7-365 days	250.0	Simple	CRISIL A1+
NA	Non-convertible debentures*	NA	NA	NA	450.0	NA	CRISIL AAA/Stable
NA	Non-convertible debentures*	NA	NA	NA	50.0	NA	CRISIL AAA/Stable

\*Not yet placed

#### Annexure – List of entities consolidated

Entity 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				2022 (History)		2021		2020		2019		Start of 2019
Instrument	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Corporate Credit Rating	LT	0.0	CCR AAA/Stable	17-05-22	CCR AAA/Stable	20-12-21	CCR AAA/Stable	11-12-20	CCR AAA/Stable		--	--
			--		--	14-07-21	CCR AAA/Stable	09-10-20	CCR AAA/Stable		--	--

			--		--	09-03-21	CCR AAA/Stable	22-09-20	CCR AAA/Stable		--	--
			--		--		--	18-08-20	CCR AAA/Stable		--	--
			--		--		--	26-06-20	Provisional CCR AAA/Stable		--	--
<b>Commercial Paper</b>	ST	250.0	CRISIL A1+	17-05-22	CRISIL A1+	20-12-21	CRISIL A1+	11-12-20	CRISIL A1+		--	--
			--		--	14-07-21	CRISIL A1+	09-10-20	CRISIL A1+		--	--
			--		--	09-03-21	CRISIL A1+	22-09-20	CRISIL A1+		--	--
<b>Non Convertible Debentures</b>	LT	1275.0	CRISIL AAA/Stable	17-05-22	CRISIL AAA/Stable	20-12-21	CRISIL AAA/Stable	11-12-20	CRISIL AAA/Stable,Provisional CRISIL AAA/Stable		--	--
			--		--	14-07-21	CRISIL AAA/Stable	09-10-20	Provisional CRISIL AAA/Stable		--	--
			--		--	09-03-21	CRISIL AAA/Stable	22-09-20	Provisional CRISIL AAA/Stable		--	--
<b>Long Term Principal Protected Market Linked Debentures</b>	LT	875.0	CRISIL PPMLD AAA r /Stable	17-05-22	CRISIL PPMLD AAA r /Stable	20-12-21	CRISIL PPMLD AAA r /Stable	11-12-20	CRISIL PPMLD AAA r /Stable		--	--
			--		--	14-07-21	CRISIL PPMLD AAA r /Stable	09-10-20	CRISIL PPMLD AAA r /Stable		--	--
			--		--	09-03-21	CRISIL PPMLD AAA r /Stable	22-09-20	Provisional CRISIL PPMLD AAA r /Stable		--	--

All amounts are in Rs.Cr.

## Criteria Details

### 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](#)

[CRISILs Criteria for Consolidation](#)

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ICRA Limited

**CONFIDENTIAL**

Ref. No. ICRA/Mindspace Business Parks REIT/14072022/3

July 14, 2022

**Ms. Preeti Chheda**  
**Chief Financial Officer**  
**Mindspace Business Parks REIT**  
Raheja Tower  
Plot C-30, Block G,  
Next to Bank of Baroda,  
Bandra Kurla Complex,  
Bandra [E], Mumbai - 400051

Dear Sir,

**Re: ICRA rating for Rs. 500.00 crore proposed non-convertible debenture of Mindspace Business Parks REIT (part of the Rs 1,000 crore borrowing programme rated by ICRA)**

Please refer to your request dated July 13, 2022, for revalidating the rating letter issued for the captioned programme. We confirm that the [ICRA]AAA (pronounced ICRA triple A) rating with a stable outlook assigned to your captioned programme and last communicated to you vide our letter Ref. No. ICRA/Mindspace Business Parks REIT/16062022/1 dated June 16, 2022 stands.

Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the rating of the aforementioned instrument shall remain the same as communicated vide our letter Ref. No. ICRA/Mindspace Business Parks REIT/16062022/1 dated June 16, 2022.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

With kind regards,

Yours sincerely,

For ICRA Limited

**[Mathew Kurian Eranat]**  
Vice President  
Email: mathew.eranat@icraindia.com

**ANNEXURE – Instrument details**

<b>Instrument name</b>	<b>Rated Amount</b>	<b>ISIN No.</b>
Proposed NCD	500.00	Yet to be placed

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Building No. 8, 2<sup>nd</sup> Floor, Tower A  
DLF Cyber City, Phase II  
Gurugram – 122002, Haryana

Tel.: +91.124 .4545300  
CIN : L749999DL1991PLC042749

Website: [www.icra.in](http://www.icra.in)  
Email: [info@icraindia.com](mailto:info@icraindia.com)  
Helpdesk: +91 9354738909

Registered Office: B-710, Statesman House, 148, Barakhamba Road, New Delhi 110001. Tel. :+91.11.23357940-41

**RATING**



**RESEARCH**



**INFORMATION**



June 16, 2022

## Mindspace Business Parks REIT: Issuer rating reaffirmed; rating assigned for NCD programmes

### Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Issuer Rating	-	-	[ICRA]AAA(Stable) reaffirmed
Non-Convertible Debenture	-	500.00	[ICRA]AAA(Stable) assigned
Proposed Non-Convertible Debenture	-	500.00	[ICRA]AAA(Stable) assigned
<b>Total</b>	<b>-</b>	<b>1000.00</b>	

\*Instrument details are provided in Annexure-1

### Rationale

The rating continues to favourably factor in the large and diversified portfolio of assets under Mindspace Business Parks REIT (Mindspace REIT). The asset portfolio of the REIT has office space measuring 31.8 million square feet (mn sqft) of leasable area, which includes completed area of 24.2 mn sqft and under-construction and future development area of 7.6 mn sqft. Its portfolio is spread across geographies such as Mumbai, Pune, Hyderabad and Chennai with a diversified tenant mix comprising leading multi-national and Indian corporates, wherein the top-10 tenants generate 36.5% of the gross contracted rentals. The completed area has a committed occupancy of 84.3% as on March 2022, which has remained similar to March 2021 levels. The demand prospects of the portfolio remain adequate, as reflected in the leasing of 2.5 mn sqft area in H2FY2022. ICRA notes that tenant leases contributing to 14.3% of the gross contracted rentals will be due for expiry over the next three years. The risk is partially mitigated by the reputed tenants with strong businesses and the lower-than-market rentals, which increase the tenant stickiness.

The rating draws comfort from the low external borrowings at the consolidated level with net debt at Rs. 4,202.1 crore and comfortable Net debt/NOI at 2.8 times as of March 2022. The portfolio has a low leverage with loan to asset value (LTV) of 15.7%, which provides financial flexibility to Mindspace REIT to fund its future organic as well as inorganic growth. However, a part of the debt, at the consolidated level are in the form of Non-Convertible Debentures (NCDs) and Market Linked Debentures (MLDs) with bullet repayments at the end of maturity exposing the company to refinancing risk. This risk is mitigated to an extent with the tranching of the issuances and the undrawn overdraft/LRD facilities of Rs. 682.4 crore as of March 2022, which are expected to be available to meet any exigencies. ICRA expects the incremental capex to be funded by additional borrowings.

The rating considers the impact of the future acquisitions that may be undertaken by Mindspace REIT on its leverage metrics. The planned capex and acquisition plans are expected to increase the leverage. ICRA will continue to monitor the future asset acquisitions and their consequent impact on the leverage. Comfort, however, continues to be drawn from the proven track record and the experienced management of the REIT sponsor K Raheja Corp Group (KRC), as well as the REIT manager K Raheja Corp Investment Managers LLP (KRCIML) and financial flexibility.

ICRA believes that Mindspace REIT's credit profile will be supported by the REIT regulations that restrict the extent of under construction assets in the portfolio to less than 20% of the asset value and the cap on leverage at 49% of the asset value. The overall credit profile is expected to remain stable on the back of the large and stable operational portfolio, the anticipated growth from assets currently under development and the low leverage at the consolidated level.

## Key rating drivers and their description

### Credit strengths

**Well diversified and large portfolio of assets with strong tenant profile** – The asset portfolio under the REIT includes some of the major business parks located in Mumbai, Hyderabad, Pune and Chennai with a diversified tenant mix comprising leading multi-national and Indian corporates, wherein the top-10 tenants generate 36.5% of the gross contracted rentals. The asset portfolio of the REIT has office space measuring 31.8 million square feet (mn sqft) of leasable area, which includes completed area of 24.2 mn sqft, under construction and future development area of 7.6 mn sqft. The completed area reported a committed occupancy of 84.3% as of March 2022, which has largely remained similar to March 2021 levels supported by long-term lease agreements and a good track record of tenant stickiness owing to competitive rentals in most of the assets.

**Track record of sponsor and REIT manager** – The REIT manager and sponsor are a part of KRC, which has considerable experience in developing and managing commercial real estate projects. KRC is one of India's leading groups in real estate development and retail business, with experience of over four decades in developing and operating assets across commercial, hospitality, retail, malls and residential segments. As on March 31, 2022, KRC has developed properties across various businesses, including over 34 mn sqft of commercial projects, five operational malls, 3,000+ operational hotel keys and residential projects across five cities in India. In addition, the Group operates 270+ retail outlets across India.

**Low leverage and strong debt coverage** – The rating draws comfort from the low external borrowings at consolidated level with net debt at Rs. 4,202.1 crore and comfortable Net debt/NOI at 2.8 times as of March 2022. Thus, the portfolio has a low leverage with loan to asset value (LTV) of 15.7%, which provides financial flexibility to Mindspace REIT to fund its future organic as well as inorganic growth. The incremental debt drawdown for the under-construction assets will increase the debt to some extent by FY2023 end. Based on its current capital expenditure plans, ICRA expects the Net Debt/NOI to remain less than 4.0 times in the near to medium term. Low leverage provides financial flexibility to fund the future construction and acquisitions.

### Credit challenges

**Exposure to refinance risk** – A part of the debt at the consolidated level are in the form of Non-Convertible Debentures (NCDs) and Market Linked Debentures (MLDs) with bullet repayments at the end of maturity exposing the company to high refinancing risk. This risk is mitigated to an extent with the tranching of the issuances and the undrawn overdraft/LRD facilities of Rs. 682.4 crore as of March 2022 which are expected to be available to meet any exigencies.

**Vulnerability of commercial real estate sector to cyclical** – The committed occupancy in the completed portfolio declined to 84.3% as on March 31, 2022 (from 92.0% as on March 31, 2020) since the onset of the Covid-19 pandemic. Going forward, sustained adoption of hybrid working models may impact the incremental leasing demand. ICRA notes that tenant leases contributing to 14.3% of the gross contracted rentals will be due for expiry over the next three years. However, the risk is partially mitigated by the reputed tenants with strong businesses and the lower-than-market rentals, which increase the tenant stickiness. The demand prospects of the portfolio remain adequate, as reflected in the leasing of 2.5 mn sqft area in H2FY2022.

**Possible increase in leverage levels** – ICRA expects the incremental capex to be funded by additional borrowings. The planned capex and acquisition plans are expected to increase the leverage, thus impacting the consolidated debt coverage indicators. However, the high financial flexibility from unencumbered assets provides some comfort.

### Liquidity position: Strong

The liquidity position of the REIT will be supported by stable rental income from the underlying assets and low operational expenditure in the leasing business. Healthy fund flow from operations will be adequate to cover the debt servicing obligations. Additionally, the REIT had cash and bank balances of Rs. 347.8 crore as on March 31, 2022. Further, the REIT has an unutilized overdraft/LRD facilities of Rs. 682.4 crore as on March 31, 2022, which supports the liquidity profile.

## Rating sensitivities

**Positive factors** – Not applicable

**Negative factors** –

- Higher-than-anticipated borrowing that increases the LTV higher than 35% on a sustained basis
- Decline in the occupancy to lower than 80% on a sustained basis
- Significant time and cost overruns in the under-construction assets, as well as any significant delay in incremental lease tie-ups, may result in downward rating revision.

## Analytical approach

Analytical Approach	Comments
Applicable Rating Methodologies	<a href="#">Corporate Credit Rating Methodology</a> <a href="#">Rating Methodology for Real Estate Investment Trusts</a>
Parent/Group Support	Not Applicable
Consolidation/Standalone	For arriving at the ratings, ICRA has consolidated the financials of Mindspace REIT and its subsidiaries (as mentioned in Annexure-2)

## About the company

Mindspace REIT is a Real Estate Investment Trust listed in India under the SEBI Real Estate Investment Trust Regulations, 2014. It is incorporated as a registered trust and listed through a public issue of units. The sponsor of Mindspace REIT is the K Raheja Corp Group, which has contributed shares in eight SPVs to the REIT in lieu of units in the latter. Mindspace REIT primarily holds interests in rental yielding of commercial real estate assets (Grade-A office portfolio). The REIT also houses a facility management division in one of the SPVs. The asset portfolio of the REIT has a total leasable area of 31.8 mn sqft, including a completed area of 24.2 mn sqft, and under-construction area and area for future development of 7.6 million sqft. The REIT may also acquire additional assets in future as per its investment criteria to further grow the portfolio inorganically.

## Key financial indicators (audited)

MBPR Consolidated Financials	FY2021*	FY2022
Operating Income (Rs. crore)	1138.1	1750.1
PAT (Rs. crore)	334.9	447.3
OPBDIT/OI (%)	74.4%	78.0%
PAT/OI (%)	29.4%	25.6%
Total Outside Liabilities/Tangible Net Worth (times)	0.3	0.4
Total Debt/OPBDIT (times)	4.5	3.3
Interest Coverage (times)	4.9	5.2

\*Audited results for 8 months (Aug-Mar)

PAT: Profit after Tax; OPBDIT: Operating Profit before Depreciation, Interest, Taxes and Amortisation

Source: Annual Report and Company, ICRA Research

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

### Rating history for past three years

	Instrument	Current Rating (FY2023)				Chronology of Rating History for the Past 3 Years			
		Type	Amount Rated (Rs. crore)	Amount Outstanding as of March 31, 2022 (Rs. crore)	Date & Rating in	Date & Rating in FY2022	Date & Rating in FY2021		Date & Rating in FY2020
					Jun 16, 2022	Sep 16, 2021	Aug 28, 2020	Jul 25, 2020	-
1	Issuer Rating	Long-term	-	-	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	Provisional [ICRA]AAA (Stable)	-
2	Non-Convertible Debenture	Long-term	500.00	500.00	[ICRA]AAA (Stable)	-	-	-	-
3	Proposed Non-Convertible Debenture	Long-term	500.00	--	[ICRA]AAA (Stable)	-	-	-	-

### Complexity level of the rated instruments

Instrument	Complexity Indicator
Issuer Rating	Very Simple
Non-Convertible Debenture	Simple
Proposed Non-convertible Debenture	Simple

The Complexity Indicator refers to the ease with which the returns associated with the rated instrument could be estimated. It does not indicate the risk related to the timely payments on the instrument, which is rather indicated by the instrument's credit rating. It also does not indicate the complexity associated with analysing an entity's financial, business, industry risks or complexity related to the structural, transactional, or legal aspects. Details on the complexity levels of the instruments, are available on ICRA's website: [www.icra.in](http://www.icra.in)

### Annexure-1: Instrument details

ISIN	Instrument Name	Date of Issuance	Coupon Rate	Maturity	Amount Rated (Rs Crore)	Current Rating and Outlook
INE0CCU07058	Non-Convertible Debenture	Feb – 2022	6.35%	Dec - 2024	500.00	[ICRA]AAA (Stable)
-	Proposed Non-Convertible Debenture	-	-	-	500.00	[ICRA]AAA (Stable)
-	Issuer Ratings	-	-	-	-	[ICRA]AAA (Stable)

Source: Company

### Annexure-2: List of entities considered for consolidated analysis

Company Name	Ownership	Consolidation Approach
Intime Properties Limited	89%	Full Consolidation
Sundew Properties Limited	89%	Full Consolidation
K. Raheja IT Park (Hyderabad) Limited	89%	Full Consolidation
Mindspace Business Parks Private Limited	100%	Full Consolidation
Gigaplex Estates Private Limited	100%	Full Consolidation
Avacado Properties & Trading (India) Private Limited	100%	Full Consolidation
KRC Infrastructure and Projects Private Limited	100%	Full Consolidation
Horizonview Properties Private Limited	100%	Full Consolidation

Source: Company

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## About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit [www.icra.in](http://www.icra.in)

## ICRA Limited



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### Branches



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**Schedule III**  
**Board and Shareholder resolutions**

*[annexed separately]*



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE EXECUTIVE COMMITTEE ("COMMITTEE") OF K RAHEJA CORP INVESTMENT MANAGERS LLP ("THE MANAGER") AT THEIR MEETING HELD ON TUESDAY, JULY 19, 2022**

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**To approve the Issue of upto 5000 senior, listed, rated, secured, non-cumulative, taxable, transferrable, redeemable, non-convertible debentures by Mindspace Business Parks REIT (NCDs)**

**"RESOLVED THAT** pursuant to the provisions of (a) SEBI (Real Estate Investment Trusts) Regulations, 2014) ("**REIT Regulations**"), (b) SEBI (Non-Convertible Securities) Regulations, 2021, (c) Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) issued by SEBI vide circular dated April 13, 2018, (d) SEBI (Listing Obligations and Disclosure Requirements), 2015 (e) Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI vide circular August 10, 2021, including any amendment or substitution thereof read with all other applicable laws, regulations, circulars, notifications and guidelines issued by Securities and Exchange Board of India ("**SEBI**") or any other statutory or regulatory body and as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the trust deed executed by and between Cape Trading LLP, Anbee Constructions LLP and Axis Trustee Services Limited dated November 18, 2019 ("**REIT Trust Deed**"), and the applicable provisions of the investment management agreement executed by and between Axis Trustee Services Limited and K Raheja Corp Investment Managers LLP (acting as manager to Mindspace Business Parks REIT) ("**Investment Manager**") dated November 21, 2019, and pursuant to powers vested in the Committee by the Governing Board of the Investment Manager vide resolutions dated September 14, 2020, approval of the Committee be and is hereby accorded for **Mindspace Business Parks REIT** ("**Mindspace REIT**") (acting through its Investment Manager) to issue upto 5000 Senior, listed, rated, secured, non-cumulative, taxable, transferrable, redeemable, non-convertible debentures ("**Debentures**"), of INR 10,00,000 (Indian Rupees Ten lakh only) each aggregating upto INR 500,00,00,000/- (Indian Rupees five hundred crores only), in one or more tranches / series / issuances / phases, in dematerialised form, on private placement basis, proposed to be listed on the debt segment of any recognized stock exchange in India including BSE Limited and/or National Stock Exchange of India Limited ("**Stock Exchange**"), to resident individuals, Hindu Undivided family, trust, limited liability partnerships, partnership firm (s), portfolio managers, association of persons, companies and bodies corporate including public sector undertakings, commercial banks, regional rural banks, financial institutions and non-banking financial companies, insurance companies, mutual funds/alternative investment fund (AIF), foreign portfolio investors, and any other investors eligible to invest in these Debentures under the applicable laws ("**Debenture Holders**"), in such a manner that the aggregate borrowings of Mindspace REIT at any point of time shall not exceed the overall borrowing limits upto 25% of the value of the Mindspace REIT assets, without requiring any approval of the unitholders, and on such terms and in such manner as may be deemed fit, be and is hereby approved.

**RESOLVED FURTHER THAT** the consent of the Committee be and is hereby given for the negotiation and approval of the terms of the Debentures along with the execution of various documents by Mindspace REIT (acting through its Investment Manager) including but not limited to the following transaction documents as given below:

- (a) the debenture trustee agreement(s) between Mindspace REIT (through the Investment Manager in its capacity as the manager of Mindspace REIT) and Catalyst Trusteeship Limited ("**Debenture Trustee**") acting on behalf of and for the benefit of the Debenture Holders;
- (b) the debenture trust deed(s) between Mindspace REIT (through the Investment Manager in its capacity as the manager of Mindspace REIT) and the Debenture Trustee ("**Debenture Trust Deed**");
- (c) the consent letter of the Debenture Trustee to act as the debenture trustee for the issuance of the Debentures;
- (d) the letter appointing **CRISIL Ratings Limited** and **ICRA Limited** as the credit rating agency of the Debentures;
- (e) the letter agreement appointing **Link Intime India Private Limited** as the registrar and transfer agent ("**RTA**") with respect to issuance of the Debentures;
- (f) the tripartite agreement, if so required, between Mindspace REIT, the RTA and the National Securities Depository Limited and/or the Central Depositories Services (India) Limited, as the case may be;
- (g) the agreement, if so required, to be entered into between Mindspace REIT and BSE Limited or any other recognized stock exchange for the purpose of listing the Debentures on the BSE Limited or any other recognized stock exchange, as the case may be;
- (h) the letter appointing Colliers International (India) Property Services Private Limited (and/or any other valuation agency), as the valuation agency in connection with the Debentures ("**Valuation Agency**");
- (i) the letter agreement appointing Trust Investment Advisors Private Limited ("**TIAPL**") as arranger for the issuance of Debentures, under the terms and conditions mentioned in such letter agreement;
- (j) the private placement memorandum(s) / disclosure document(s) cum offer letter (s) in the form specified in the Securities and Exchange Board of India (Non-Convertible Securities) Regulations, 2021 ("**Debt NCS Regulations**") and in accordance with the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI vide circular August 10, 2021, including any amendment or substitution thereof and other applicable laws, circulars, directives and regulations issued by SEBI and other regulatory/governmental/statutory bodies, from time to time and to be circulated by Mindspace REIT to the subscribers to the Debentures ("**Debenture Holders**") for offering the Debentures by way of private placement ("**Private Placement Memorandum**");
- (k) the accounts agreement by and between inter alia Sundew Properties Limited ("**Asset SPV**"), ICICI Bank Limited (the "**Escrow Account Bank**") and the Debenture Trustee and/or the security trustee in connection with operation and maintenance of escrow bank accounts of the Asset SPV;

- (l) the subordination agreement, if any/required; and
  - (m) any other documents relating to the Debentures including but not limited to term sheet, power of attorney, agency & authorization letter ("**Agency letter**") and/or any other document executed/to be executed by Mindspace REIT with the Debenture Trustee, security trustee, registrar and transfer agent, credit rating agency, valuer and/or valuation agency, depositories, stock exchanges, arrangers, debenture holders or such other persons and entities as the case may be and as may be necessary in respect of the Debentures and/or designated as such by the debenture holders and Mindspace REIT
- (collectively, the "**Transaction Documents**").

**RESOLVED FURTHER THAT** the Debentures be guaranteed by way of a guarantee of the Asset SPV in accordance with the terms of the Debenture Trust Deed and the deed of guarantee to be entered into between Asset SPV and the Debenture Trustee (the "**Deed of Guarantee**") (as per the draft circulated to the Committee for the purpose of identification), the Committee be and hereby approve, to make a request in this regard to the Asset SPV.

**RESOLVED FURTHER THAT** the approval of the Committee be and is hereby accorded for the terms of and the execution of, and the transactions contemplated by debenture trustee agreement to be executed among Mindspace REIT (acting through its Investment Manager), and the Debenture Trustee in relation to the appointment of the Debenture Trustee for the Debentures ("**Debenture Trustee Agreement**") as per the draft circulated to the Committee for the purpose of identification;

**RESOLVED FURTHER THAT** the Debentures, be secured, inter alia by way of the following security created by the Asset SPV, in accordance with the terms of the Debenture Trust Deed, the memorandum of entry and declaration issued by the authorised signatory of the Investment Manager on behalf of Mindspace REIT, including any letter of authority and custody in relation to the deposit of title deeds to be executed in relation to inter alia the creation of a charge by way of an equitable mortgage over the Mortgaged Immoveable Properties (defined below) in favour of the Debenture Trustee (for the benefit of the Debenture Holders) (the "**Mortgage Documents**") and the deed of hypothecation to be executed between the Company and the Debenture Trustee ("**Deed of Hypothecation**") (as per the drafts circulated to the Committee for the purpose of identification), the Committee be and hereby approve, to make a request in this regard to the Asset SPV:

- (i) a first ranking sole and exclusive security interest by way of an equitable mortgage in terms of the Mortgage Documents, over:

**Building No. 12D Property:** (a) Unit No.201 and 301 admeasuring 1,37,059 square feet carpet area or thereabouts on the 2<sup>nd</sup> and 3<sup>rd</sup> floor, (b) Unit No. 401 admeasuring 41,026 square feet carpet area or thereabouts on the 4<sup>th</sup> floor, (c) Unit No. 402 admeasuring 27,251 square feet carpet area or thereabouts on the 4<sup>th</sup> floor, (d) Unit No. 501 admeasuring 68,300 square feet carpet area or thereabouts on the 5<sup>th</sup> floor, (e) Unit No. 601 admeasuring 63,846 square feet carpet area or thereabouts on the 6<sup>th</sup> floor, (f) Unit No. 701 admeasuring 41,073 square feet carpet area or thereabouts on the 7<sup>th</sup> floor, (g) Unit No. 702 admeasuring 27,356 square feet carpet area or thereabouts on the 7<sup>th</sup> floor, (h) Unit No. 801 admeasuring 67,908 square feet

carpet area or thereabouts on the 8<sup>th</sup> floor, (i) Unit No. 902 admeasuring 28,910 square feet carpet area or thereabouts on the 9<sup>th</sup> floor, (j) Unit No. 1001 admeasuring 51,759 square feet carpet area or thereabouts on the 10<sup>th</sup> floor, (k) Unit No. 1101 admeasuring 32,799 square feet carpet area or thereabouts on the 11<sup>th</sup> floor, (l) Unit No. 1002 admeasuring 18,527 square feet carpet area or thereabouts on the 10<sup>th</sup> floor, (m) Unit No. 1102, 1201 & 1301 admeasuring 1,73,652 square feet carpet area or thereabouts on the 11<sup>th</sup>, 12, and 13<sup>th</sup> floors ("**Building 12D**") (and the common areas, usage and access rights appurtenant to the aforementioned units of Building 12D) situated on a notionally demarcated land admeasuring approximately 17414.77 square metres (equivalent to 4.30 acres), forming part of a portion of land admeasuring 14.02 hectares equivalent to 34.64 acres or thereabout declared as SEZ Land from and out of the larger piece of land bearing Survey no. 64(part), lying, being and situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, which sub-plot is bounded today as follows:

On or towards the North by :	Neighbours property / open space.
On or towards the South by :	By 30 mts wide road
On or towards the East by :	Neighbours property / open space
On or towards the West by :	Building 12C

("Mortgaged Immovable Properties")

(ii) a first ranking sole and exclusive security interest by way of a hypothecation in terms of the Deed of Hypothecation over all rights, title, interests, benefits, claims and demands whatsoever of the Asset SPV in the:

- (a) the current & future movable assets owned by the Asset SPV and receivables pertaining solely and exclusively to the Mortgaged Immovable Properties; and
- (b) the escrow account, including all amounts standing to the credit of, or accrued or accruing on such escrow account pertaining to the abovementioned receivables;

(both (a) and (b) collectively, the "**Hypothecated Properties**");

(iii) Creation of such security and/or provide such corporate guarantee in relation to obligations of Mindspace REIT in connection with the Debentures, as maybe mutually agreed between the AssetSPV, Mindspace REIT and the Debenture Holders,

in each case, in favour of the Debenture Trustee (collectively, the "**Transaction Security**"), all of which will be more particularly described in the Transaction Documents.

**RESOLVED FURTHER THAT** for giving effect to this resolution, Mr. Ravi Raheja, Mr. Neel Raheja, Mr. Vinod Rohira and Ms. Preeti Chheda, Members of the Committee, and Mr. Shrawan Kumar Gone and Mr. Ganesh Subudhi ("**Authorised Signatories**") be and is hereby authorised, severally, in their absolute discretion, to do all such acts, deeds, matters and things, determination of the terms thereof (including class of investors to whom the Debentures on private placement basis in one or more series / tranches are to be offered, number of Debentures to be offered in each tranche, issue price, rate of interest / coupon, redemption period, allotment of such Debentures), execute all necessary and required agreements, documents including the Transaction Documents, writings and

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K Raheja Corp Investment Managers LLP

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papers, submit all required applications, letters, documents, deeds and writings, appoint lead managers, arrangers, debenture trustee(s) and other agencies, enter into arrangements for managing the offer, private placement documents and pay any fees, remuneration, expenses relating thereto, settle all difficulties, doubts and questions that may arise with respect to the offer, issue and allotment, utilization of the proceeds of the issue and do all such acts, deeds, matters and things as may be deemed necessary or considered, desirable or expedient to implement and give effect to the above resolutions including but not limited:

- a) to negotiate, finalize, execute, file, register and deliver the Transaction Documents with the Debenture Holders and/ or the Debenture Trustee in respect of the Debentures to which it is a party along with any modifications, amendments and changes as required to such Transaction Documents,
- b) liaising with and completing all legal, statutory, procedural, operational, registration, engagement and appointment related formalities for issue, allotment, listing and redemption of Debentures, including (a) appointment of various intermediaries including but not limited to debenture trustee(s), security trustee(s), merchant banker(s) and lead manager(s), arranger(s), registrar and transfer agent(s), custodians, legal and tax counsel(s), valuation agency(s), credit rating agency(ies), banker(s), depository(ies), subscriber(s), investor(s), underwriter(s), guarantor(s), escrow agent(s), consultant(s), advisor(s), auditor(s), chartered accountant(s), monitoring agency(ies), advertising agency(ies) and any other agency(ies) or person(s) or intermediary(ies) and negotiating terms of their appointment and execution, delivery and performance of any agreements, letters and documents with them and any modifications, variations, amendments (however fundamental they may be) to such agreements, letters and documents, (b) filing / registering of any documents including the Private Placement Memorandum with Securities and Exchange Board of India, the Stock Exchange(s), (c) payment of stamp duties, registration fees and all other stamp taxes, as required under applicable law and (d) approving, executing and submitting any other forms, documents, letters, undertakings or applications required to be filed with any other governmental/regulatory/statutory/quasi-judicial and judicial authorities, including any local authority, the RBI, SEBI, the central government, any state government, Registrar of Companies, the Ministry of Corporate Affairs, (as may be applicable), tax authorities and/or other governmental bodies or undertakings (collectively “**Governmental Authorities**”), in accordance with applicable law and (e) to do all acts in relation thereto;
- c) to make any changes to the Transaction Documents to which Mindspace REIT is a party that they, in their absolute discretion, may think fit, and to execute and any other deeds, agreements, indenture, documents, letters etc. including any amendments, supplementary agreements, addendum as may be required in relation to the marketing, issue, allotment, listing of the Debentures and also to perform the obligations of Mindspace REIT in relation to the Debentures,

- d) to accept and utilize the proceeds of the Debentures in the manner provided under the respective Transaction Documents and the applicable law with power to amend the utilization in accordance with applicable laws and the Transaction Documents;
- e) to decide the pricing and all the other terms of the Debentures (including any coupon, redemption amounts and all other monies payable in relation to the Debentures), and all other related matters;
- f) to design and approve such standard operating procedures (“SOPs”), authority matrix and other processes as it may deem fit for issue, allotment, listing and redemption of Debentures and reviewing and revising the same from time to time,
- g) to make any applications to file, deliver or register any documents, instruments, deeds, amendments, supplements, papers, applications, notices or letters as may be required under applicable laws (including but not limited to notarisation of the relevant powers of attorney, Mortgage Documents, and registration of the relevant Transaction Documents with the relevant registrar of sub-assurances (whether by themselves or through the person holding their power of attorney) and authenticate any information relating to the Debentures and the Transaction Documents, submitted by the Debenture Trustee with any information utility registered under the Insolvency and Bankruptcy Board of India (Information Utilities) Regulations, 2017;
- h) to settle any question or difficulties that may arise in the matter of the said issue of Debentures as may be considered necessary or expedient in the best interest of Mindspace REIT, to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto;
- i) to liaise and deal with market intermediaries including the depository, stock exchange, for availing electronic book mechanism, authorize intermediaries and to do all such acts and deeds as required to issue the Debentures via electronic book mechanism;
- j) to do any other act and/or deed, (ii) negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, (iii) settle any questions or difficulties that may arise for giving effect to this resolution, and (iv) give such direction as it deems fit or as may be necessary or desirable with regard;
- k) to pay all costs, stamp duties, filing fees, registration fees or other such expenses in connection with the registration and perfection of the security to be created for Debentures, if any (including for notarization of the relevant power(s) of attorney and registration of the relevant Transaction Documents with the relevant registrar of sub-assurances); and
- l) to otherwise deal with regulatory authorities including without limitation RBI, the Securities and Exchange Board of India, Stock Exchange, Registrar of Companies, the Ministry of Corporate Affairs, the relevant depositories, authorities appointed under the Income Tax, 1961 and such other authorities as may be required in connection with the Debentures and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.



**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any member of the Committee or Chief Executive Officer or Chief Financial Officer or Compliance Officer of the Investment Manager, be provided to the concerned authorities or such other persons as may be required.”

**//Certified to be true//**

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

**Preeti Chheda  
Chief Financial Officer and Compliance Officer  
Place: Mumbai**



**Schedule IV**  
**Financial Statements (Standalone), and Financial Statements (Consolidated & Combined)**  
*[annexed separately]*





# Inclusive ecosystems Responsible growth

Mindspace Business Parks REIT  
Annual Report 2021-22



# Content

<b>WHO WE ARE</b>	<b>2</b>	<b>OUR ESG PRIORITIES</b>	<b>40</b>
Mindspace REIT at a Glance	2	Overview	40
Sponsors	6	Environment	48
Organization Structure	8	Social	52
Governing Board	10	Governance	56
Portfolio	12		
Diversified Tenant Partnerships	14	<b>INDUSTRY LANDSCAPE</b>	<b>58</b>
Business Drivers	16	<b>APPRECIATIONS AND RECOGNITIONS</b>	<b>65</b>
		<b>OUR PROPERTIES</b>	<b>66</b>
<b>HOW WE PERFORMED</b>	<b>18</b>	<b>INVESTOR ASSOCIATION</b>	<b>84</b>
Message from the CEO	18		
Key Highlights	22	<b>STATUTORY REPORTS</b>	<b>88</b>
Leasing Highlights	24	Management Discussion and Analysis	88
Continuous Developments	26	Risk Factors	107
Asset Enhancements	30	Material Litigations and Regulatory Actions	111
Acquisition Updates	32	Report on Corporate Governance	149
Key Performance Indicators	34		
		<b>FINANCIAL STATEMENTS</b>	<b>169</b>
<b>OUR VALUE CREATION APPROACH</b>	<b>36</b>	Standalone	169
Stakeholder Engagement	36	Consolidated	218
Strategy	38		
		<b>SUMMARY VALUATION REPORT</b>	<b>311</b>

## About this Report

The Annual Report FY22 of Mindspace Business Parks REIT (Mindspace REIT) reflects our continued commitment to transparent stakeholder communication.

The statutory sections, including Management Discussion and Analysis are presented as per Schedule IV of SEBI (Real Estate Investment Trusts) Regulations, 2014 (REIT Regulations) as amended from time to time.

## Reporting scope and boundary

This is the report on performance of Mindspace Business Parks REIT which covers its business, along with associated activities, which enable short, medium and long-term value creation.

## Responsibility of those charged with governance

Mindspace REIT is managed by K Raheja Corp Investment Managers LLP (Manager). Senior management of the Manager, under the supervision of the CEO, has reviewed the Annual Report's content. Governing Board of the Manager has approved this report at its meeting held on May 12, 2022.

# Inclusive ecosystems Responsible growth

India's modern workforce is moving towards spaces that are collaborative and efficient. Building these thoughtful spaces takes more than just bricks and mortar.

At Mindspace Business Parks REIT (Mindspace REIT), we are constantly evolving to shape spaces that promote emotional and physical wellbeing and foster growth. Our philosophy is simple – build with prudence and provide a symbiotic system for all our enterprising tenants to leverage the best from their formidable workforce.

## The year gone by – FY22 highlights

**31.8 msf**  
Total Leasable Area

**4.5 msf**  
Gross leasing

**6.9 years**  
WALE

**c.77%**  
Green building footprint

**₹ 17,501 mn**  
Revenue (7.4% y-o-y growth)

**₹ 14,864 mn**  
NOI (8.2% growth y-o-y)

**₹ 10,941 mn**  
Distribution for FY22  
(₹ 18.4 p.u.)



Received 9 awards  
across 7 parks



Committed to 100%  
Renewable Power



36 buildings  
across portfolio







## Mindspace REIT at a Glance

# A responsible growth story built on prudence and trust

### Mindspace REIT – Pioneer of world-class business districts

Mindspace REIT, a pioneer in shaping world-class business districts, has grown with a vision of being a responsible leader, creating enduring experiences for all its stakeholders. The entity's growth has been about embracing change, to invigorate creativity and innovation.

With high emphasis on built-to-suit facilities, Mindspace REIT has a heterogenous portfolio combining Grade A integrated business districts and independent office buildings spread across premium commercial micro-markets of Mumbai Region, Hyderabad, Pune, and Chennai.

Endorsed by prestigious corporates, global MNCs and Fortune 500 companies, the portfolio is valued at ₹ 264 billion, with safety, prudence, sustainability, and governance at its core. Each asset in the portfolio offers the right mix of bespoke workspaces with a modern design philosophy, keeping in mind the evolving urban and sustainable needs of tenants and their workforce.

As diverse tenants get back to the physical workplace, they seek conscious, safe, and aesthetic spaces that treasure the physical and mental wellbeing of their new-age workforce.

At Mindspace REIT, we are cognizant of these needs and a bigger corporate purpose as we strive to responsibly build engaging, community-based ecosystems to create lasting value.

## Mindspace REIT welcomes you to the future of efficient and equitable workspaces

Who We Are

Mindspace REIT at a glance

### Quick facts

**31.8** msf  
Total Leasable Area

**24.2** msf  
Completed Area

**57**  
Premium buildings across  
10 office assets

**36**  
Green buildings

**175+**  
Marquee tenants

**₹ 61.7** psf  
In-place rent

**6.9** years  
WALE

**₹ 264** bn  
Market Value <sup>(1)(2)</sup>

**₹ 364.9** p.u.  
Net Asset Value

**3**  
Marquee brands



Note:

All above figures are as on March 31, 2022.

1. The Market Value of Mindspace Madhapur is with respect to 89.0% ownership

2. As valued by Independent Valuer

### Business drivers



Leverage across  
four key Indian  
office markets



Bolstering  
partnerships with  
marquee tenants



Prudent fiscal  
management



On the back of  
expertise and  
experience



Stable cashflows  
with sustained  
growth

Page 16





Mindspace REIT at a Glance

# Sustainable pillars of growth

Mindspace REIT has always been ahead of the curve in identifying the upcoming trends in premium business spaces that cater to the ever evolving needs of global employers and their millennial workforce.

This has been the driving principle, in curating community-based, ecosystems that are dynamic, smart and guided by the pillars of sustainability.

## Key stakeholders



Business partners



Communities



Employees



Lenders



Rating Agencies



Tenants



Unitholders

[Page 36](#)



## Financial discipline

We always prioritise our approach towards financial management by ensuring comfortable leverage, generating free cash flow and ensuring long-term value creation for our unit holders.

**6.7%**

Distribution yield  
(Annualized)

**15.7%**

Net Debt to Market Value

[Page 34](#)



## Robust portfolio

The Mindspace REIT portfolio encompasses finest assets that are sustainably built and curated to provide an engaging experience for our tenants. Our reach across important micro-markets is reflective of a strong portfolio that provides strategic value created on tenant retention and addition and footprint expansion. We continue to explore strategic value-accretive organic and inorganic opportunities to strengthen our presence.

**31.8 msf**

Total leasable area

**4.5 msf**

Gross leasing

[Page 25](#)

## Strategy

**S1**

Target the right set of occupiers and become their partner of choice

**S2**

Optimize capital structure

**S3**

Proactive asset management and enhancement

**S4**

Sustainability as a business philosophy

[Page 38](#)



## Our human capital

We invest in our people and care deeply about our human and intellectual resources. We value the expertise our dynamic team brings in and celebrate the diversity they offer.



**3,400+** hours

Training hours  
(All trainings including functional, behavioral and ESG)

[Page 53](#)



## Valued partnerships and community initiatives

We work closely with our stakeholders, business partners, and tenants alike to forge an engaging and mutually beneficial partnership.

We also believe in nurturing and empowering our communities, especially women and children, through education, training, upskilling and reskilling.

**175+**

Total tenants

**5,900+**

Students benefited from 'Room to Read', and "Deeds Public Charitable Trust", literacy initiatives supported by Mindspace REIT

[Page 54](#)



## Owning our actions

As a responsible corporate citizen, it is our mission to constantly work towards judiciously using natural resources and adopting smart and sustainable practices across our properties. We are committed to the sustenance needs of our future generations and have made sustainability a way of work and life at Mindspace REIT. We strive to create a meaningful impact on the ecology by adopting efficient practices like electric mobility, energy and water conservation, renewable energy, etc.

**1.8 MW**

Installed capacity of Solar PV

**RE100**

CLIMATE GROUP

Commitment to 100% renewable energy usage by 2050

**EV100**

Committed to 100% electric mobility within the parks

[Page 48](#)





## Sponsors

# Our support system for maximizing growth

An over four-decade legacy imbuing the tenets of sustainability, efficiency, and responsibility

## Growing with dynamic synergies

Mindspace REIT is sponsored by Cape Trading LLP and Anbee Constructions LLP, which are part of K Raheja Corp Group (KRC Group). KRC Group with a legacy of 4 decades, has a proven track record of developing micro-markets via mixed-use ecosystems through its strong institutional experience and focus on promoting sustainable development.



## KRC GROUP: Quick facts (Information as on March 31, 2022)

Development footprint across asset classes

**>50** msf

Green building footprint

**>22** msf

Listed entities

**3**



Various entities in KRC group are certified as 'Great Place To Work'

KRC group encompasses the entire real estate value chain, ranging from land acquisition, development, operating assets across offices, hospitality, malls and residential. It also has other business forays such as multi-brand retail. Over the years, the KRC group has witnessed participation from some of the marquee institutional investors including Blackstone, GIC, among others.



KRC GROUP

## Office



Developed

**>34.2** msf



## Hospitality



Operational hotel keys

**3,000+**



## Malls



**4**

Operational malls (owned/managed)



## Residential



Developed residential projects across

**5** cities



## Retail



Operates

**259**

retail outlets across India







## Organisational Structure

# A portfolio driven by Trust – Efficacy – Fortitude



### Notes:

1. 11% shareholding in these Asset SPVs is held by Telangana State Industrial Infrastructure Corporation Limited (TSIIC).

All % indicate Mindspace REIT's shareholding in respective Asset SPVs.



## Governing Board

# Torchbearers of Ethos – Integrity – Governance



**DEEPAK GHASIS**  
Independent Member

- C** Deepak Ghaisas is an Independent member and Chairperson of the Governing Board of the Manager. He is also the Chairman of Gencoval Group of Companies. He is currently Chairperson on the Board of Governors of Indian Institute of Information Technology & Design, Jabalpur and also of IIIT, Gwalior. Deepak Ghaisas is Director on the Board of Stemade Biotech Private Limited. He holds a bachelor's degree in commerce from the University of Bombay. He is a qualified Chartered Accountant, Cost Accountant, Company Secretary, and an alumnus of London Business School.
- M**
- C**
- C**



**MANISHA GIROTRA**  
Independent Member

- M** Manisha Girotra is the CEO of Moelis & Company in India, and an Independent member of the Governing Board of the Manager. She has more than 28 years of investment banking experience, with extensive cross-border M&A expertise across a broad range of industries. She was previously the Chairperson and Country Head of UBS in India. She is on the Boards of Ashok Leyland Limited and Naspers and a trustee of the Neurology Foundation and Trust. She holds a Bachelor's degree in Economics from St. Stephen's College and a Master's in Economics from Delhi School of Economics. She was named one of the 'Top 50 Women to Watch' by The Wall Street Journal Report.
- M**
- M**
- M**



**BOBBY PARIKH**  
Independent Member

- M** Bobby Parikh is the Founder of Bobby Parikh Associates, a boutique firm providing strategic tax and regulatory advisory services. He works extensively with private equity funds, other institutional investors, owners and managers of businesses as well as regulators and policy formulators. Bobby has been a co-founder of BMR Advisors, former CEO of Ernst & Young in India and Country Managing Partner of Arthur Andersen. He is member of a number of trade and business associations, and Board member of several NGOs and listed Indian companies. He is a graduate in commerce from the University of Mumbai and a Chartered Accountant.
- C**
- C**
- C**



**MANISH KEJRIWAL**  
Independent Member

- M** Manish Kejriwal is the Managing Partner of Kedaara Capital, a private equity investment fund focused on India. Earlier, Manish founded the India office of Temasek Holdings Pte. Ltd., where he headed all its investments and other activities. Before that he was a Partner at McKinsey & Company Inc. Manish received an AB from Dartmouth College and an MBA from Harvard University (Baker Scholar). Manish is currently the lead Independent Director at Bharti Airtel, a member of the board of various Bajaj group companies and various Kedaara investee companies. He is a founder trustee of Ashoka University and a former member of the Harvard Alumni Board.
- M**



**RAVI RAHEJA**  
Non-Executive Member

- M** Ravi Raheja is Group President of KRC group, he has over 27 years of experience across the real estate, retail and hospitality sectors, and has steered KRC group's business towards building a robust portfolio of rent-yielding assets. An alumnus of the London Business School, Ravi is an active contributor to the industry through premier forums such as Indian Green Building Council, where he served as the Chairman (Mumbai Chapter) and pushed for the construction of green buildings way back in 2007. He plays a key role in KRC group's philanthropic initiatives through K Raheja Corp Foundation, Sadhana Education Society, and S. L. Raheja Hospital.
- M**
- M**
- M**



**NEEL RAHEJA**  
Non-Executive Member

- M** Neel Raheja is Group President, KRC group where he has helped in diversification beyond the realms of real estate. He has spearheaded the advent of organized retail in India. He is Co-chair at CII-National Committee on Real Estate and Housing, the Chairman, India Chapter of APREA, and was President, NAREDCO West. He is also Vice Chairman of CORENET, and Advisory Committee member of MCHI-CREDAI. Neel graduated in Law from the Mumbai University and is an alumnus of the Harvard Business School.
- M**
- M**
- M**
- M**

### Board Committees

- N** Nomination and Remuneration
- A** Audit
- I** Investment

- S** Stakeholders' Relationship
- E** Executive
- G** Governing Board
- C** Chairperson
- M** Member

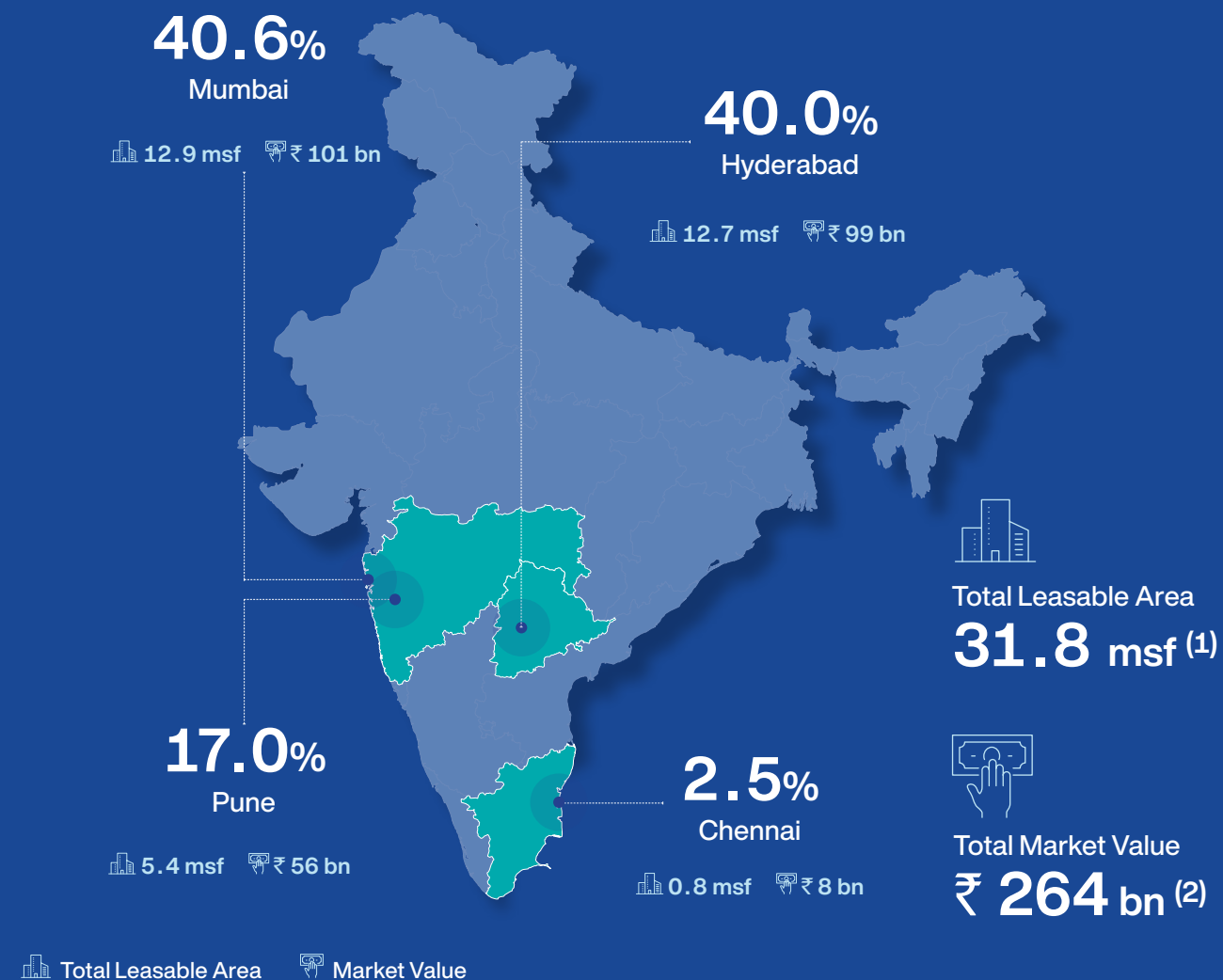
Mr. Alan Miyasaki, Non-Independent Non-Executive Member of the Governing Board of K Raheja Corp Investment Managers LLP, Manager "MindSpace REIT" has resigned from the Governing Board of the Manager with effect from December 27, 2021





## Portfolio

# Strong presence in prominent geographies



**24.2 msf**  
Completed area

**84.3%**  
Committed occupancy

**₹ 61.7 psf**  
In-place rent

**16.3%**  
Mark to Market Potential<sup>(1)</sup>

**6.9 years**  
WALE

**Mindspace Madhapur  
Mindspace Airoli (East)**  
The largest business parks in the respective markets

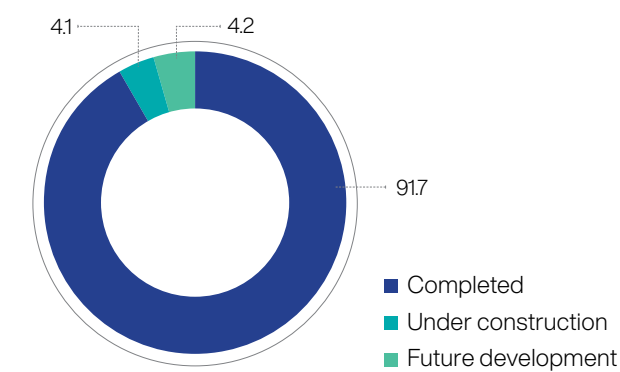
Note: All above information is as on March 31, 2022  
1. Market Rent of ₹ 71.7 psf considered for calculating MTM potential (basis valuer estimates)

## Portfolio snapshot

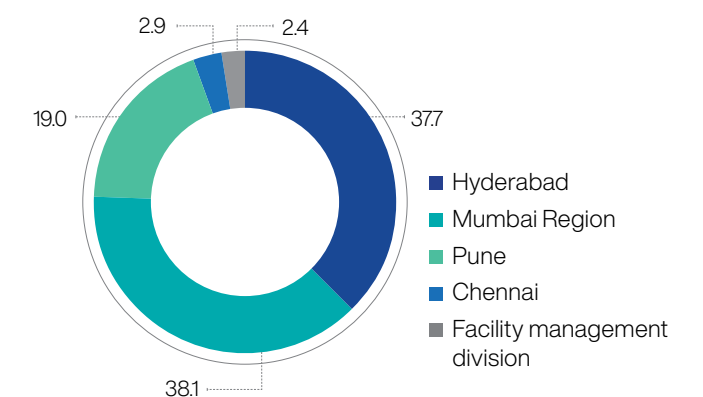
Asset	Completed area (msf)	Under construction / Proposed development Area (msf)	Total Leasable Area (msf)	Occupancy (%)	Committed Occupancy (%)	WALE (years) based on area	In-place base rent (psf)	Market Value as of Mar-22 (₹ million)	
								Value	(% of total)
Mindspace Airoli (E)	4.7	2.1	6.8	86.3	86.3	5.2	53.7	44,720	16.9
Mindspace Airoli (W)	3.9	1.3	5.2	57.4	66.0	6.5	57.7	41,134	15.6
Mindspace Malad	0.7	-	0.7	93.6	93.6	3.4	92.5	10,136	3.8
The Square BKC	0.1	-	0.1	100.0	100.0	4.7	240.0	4,569	1.7
<b>Mumbai Region</b>	<b>9.5</b>	<b>3.4</b>	<b>12.9</b>	<b>75.1</b>	<b>78.7</b>	<b>5.5</b>	<b>62.5</b>	<b>1,00,559</b>	<b>38.1</b>
Gera Commerzone Kharadi	1.3	1.7	2.9	97.3	97.8	9.9	72.2	21,243	8.0
The Square Nagar Road	0.7	0.1	0.8	100.0	100.0	5.9	70.0	9,043	3.4
Commerzone Yerwada	1.7	-	1.7	97.4	97.4	4.6	64.0	19,814	7.5
<b>Pune</b>	<b>3.6</b>	<b>1.7</b>	<b>5.4</b>	<b>97.9</b>	<b>98.0</b>	<b>6.7</b>	<b>68.0</b>	<b>50,100</b>	<b>19.0</b>
Mindspace Madhapur	9.9	1.9	11.7	88.4	89.6	8.2	59.3	97,345 <sup>(1)</sup>	36.9
Mindspace Pocharam	0.4	0.6	1.0	56.7	56.7	2.7	22.2	2,138	0.8
<b>Hyderabad</b>	<b>10.2</b>	<b>2.5</b>	<b>12.7</b>	<b>87.3</b>	<b>88.4</b>	<b>8.0</b>	<b>58.4</b>	<b>99,483</b>	<b>37.7</b>
Commerzone Porur	0.8	-	0.8	30.3	36.5	10.5	64.0	7,562	2.9
<b>Chennai</b>	<b>0.8</b>	<b>-</b>	<b>0.8</b>	<b>30.3</b>	<b>36.5</b>	<b>10.5</b>	<b>64.0</b>	<b>7,562</b>	<b>2.9</b>
Facility Management	-	-	-	-	-	-	-	6,291	2.4
<b>Portfolio</b>	<b>24.2</b>	<b>7.6</b>	<b>31.8</b>	<b>82.2</b>	<b>84.3</b>	<b>6.9</b>	<b>61.7</b>	<b>2,63,996</b>	<b>100</b>

1. The Market Value of Mindspace Madhapur is with respect to 89.0% ownership of REIT in respective Asset SPVs

## Portfolio market value mix (%)<sup>(1)</sup>



## Portfolio market value mix (%)<sup>(1)</sup>



1. Above information is as on March 31, 2022







## Diversified Tenant Partnerships

# Dynamic partnerships for future-ready spaces

## Building the business with the finest partners

Our tenants, some of the leading global corporates and Fortune-500 companies, are returning to physical working spaces with renewed vigour. This has accelerated demand for spaces that center around highest safety protocols, security, and hygiene.

We have reimagined our spaces to be integrated with technology, reflect inimitable design, facilitate engagement, wellbeing, and overall camaraderie for the new-age workforce, while being accountable to our ecology and community.

### Key highlights

# 77.2%

Share of foreign MNCs in rental<sup>(1)</sup>

# 36.5%

Share of top 10 tenants in rentals<sup>(1)</sup>

# 29.4%

Share of Fortune 500 companies in rentals<sup>(2)</sup>

# 42.3%

Contribution by technology sector in rentals

# >99%

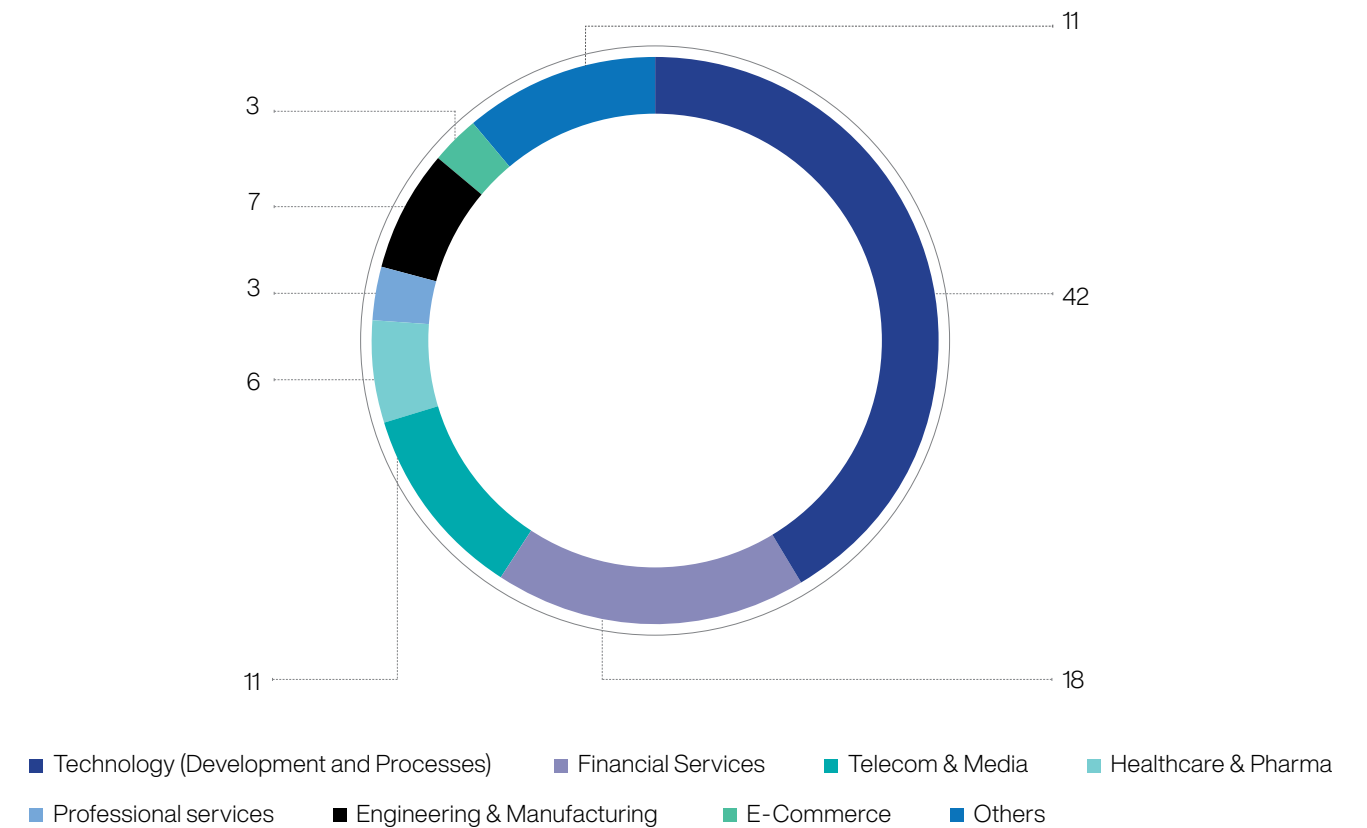
Collection of Gross Contracted Rentals<sup>(1)</sup>

Notes:

1. Represents % of Gross Constructed Rentals as on March 31, 2022
2. Fortune 500 Global List of 2021



## Diversified tenant mix across sectors (%)



## Top 10 tenants across our portfolio:

Tenant	Sector	% Gross Contracted Rentals	# Parks Present in
Accenture	Technology	6.0	2
Qualcomm	Telecom & Media	4.9	1
Cognizant	Technology	4.2	2
L&T	Technology	3.8	2
Wipro	Technology	3.4	2
IDFC	Financial Services	3.2	2
Smartworks	Others	3.0	2
Verizon	Telecom & Media	2.7	1
Amazon	E-Commerce	2.6	3
Barclays	Financial Services	2.6	1
Total		36.5	

# 12 years

Average duration of top 10 tenants' association with us

# 15

Tenants have office space in more than one park of the portfolio





## Business Drivers

# What's driving our growth story – Strong Foothold, Sustained Outlook

Mindspace REIT's top-notch assets across a spectrum of businesses in the country are a hallmark of the entity's unmatched amenities and quality. They are clearly indicative of an expanding scope, in addition to the wherewithal to curate the best-in-class spaces. They also demonstrate how the entity is a partner of choice for prominent global corporates.

We focus on coalescing our purpose of sustainability into our business strategy and are committed to grow our portfolio that is engaging, efficient and synergising for our partners.

Our growth story is a confluence of several parameters or growth drivers that have helped us stay buoyant across real estate cycles and gain foothold in the industry.

### Leverage across four key Indian office markets

The Mindspace REIT pillars of global quality standards, robust infrastructure, modern and sustainable design, and scale of assets, put us in pole position to bankroll on the demand surge for quality workspaces. Our established leadership in key portfolio markets, arising out of our strategically located land parcels and campus-style business parks, makes us a partner of choice for these companies. Our Mindspace Madhapur and Mindspace Airoli East assets are the largest parks in the respective micro markets, giving us an unassailable edge. Replicating these assets in those business districts is an insurmountable task.

### Bolstering partnerships with marquee tenants

Our consistent growth can be attributed to its focus on setting newer benchmarks in tenant partnerships through concerted efforts, while retaining existing tenants. Our proactive tenant engagement initiatives helps us create a customized experience and build promising partnerships. We constantly work towards offering more facilities to our tenants in our assets by adding recreational zones, landscaping, clubhouse, skywalks, open areas, revamping lobbies, and foodcourts, among others. We also organize a host of recreational activities and workshops for our tenants and their employees at our parks. Our tenants associate huge value with our offerings and prefer us as their partner of choice for their expansion plans. The expansion of marquee tenants such as Qualcomm, BA Continuum, and Barclays within our portfolio is a testament to our efforts.

#### Important milestones in FY22:

- Redevelopment of asset has allowed us to increase footprint of certain buildings at the Mindspace Madhapur Park by 3.5x (rebuilding from 0.36 to 1.31 msf)
- Evaluating ROFO asset of 1.8 msf at Commerzone Madhapur post receipt of notice in February 2022
- Commenced construction of B4 with a potential leasable area of 1.0 msf at Gera Commerzone Kharadi, Pune to cater to upcoming demand
- Commenced construction of Club House at the Mindspace Madhapur, Hyderabad

#### Important milestones in FY22:

- WALE of 6.9 years – a testimony to our steadfastness A diverse mix of tenants that stand at 175 as of March 31, 2022
- Gross Contracted Rentals as of March 31, 2022 stands at 77.2% with regards to multinational corporations and 29.4% for Fortune 500 companies
- Of the 13.4 msf of area leased since April 2018, 61.6% was leased to existing tenants
- On an average, our top 10 tenants have stayed with us for over 12 years

### Prudent fiscal management

At Mindspace REIT, we believe that our balance sheet with low leverage will enable us to drive growth by undertaking value-accretive growth opportunities. We strategically moved towards creating a balance of fixed cost and variable cost debt, with 45.9% of our total outstanding debt as on March 31, 2022 being fixed cost.

#### Important milestones in FY22:

- Raised ₹ 9 billion via NCD at REIT and SPVs level in the current financial year
- Cost of debt has reduced by c. 50 bps from c. 7.1% p.a. at the end of March 2021, to c. 6.6% at the end of March 2022
- Net Debt to Market Value remains low at 15.7%
- Corporate credit rating by CRISIL Ratings and ICRA stands at CCR AAA/ Stable and [ICRA] AAA (Stable) respectively

### Stable cashflow with sustained growth

Mindspace REIT's long-term leases coupled with embedded escalations ensures visibility on a stable, future cash flow. Our current portfolio has a WALE of 6.9 years as of March 31, 2022 and over the last fiscal we have re-leased approximately 2.8 msf at rents, on an average, 31.0% higher than in-place rents. We further stand to benefit from the Right of First Offer (ROFO) agreement with KRC group that provides an option to acquire certain projects that are developed by the Sponsors. We are currently evaluating a ROFO asset with a total leasable area of 1.8 msf at the Commerzone Madhapur.

#### Important milestones in FY22:

- As of March 31, 2022, our business parks demonstrate an expansion potential of 7.6 msf, of which 3.0 msf constitutes an Under Construction Area and 4.6 msf of Future Development Area
- Of our current under-construction area of 3.0 msf, ~1.7 msf is scheduled to be completed in FY23, out of which c. 70% is already pre-leased

### On the back of expertise and experience

Mindspace REIT's core team brings a collective experience of 21 years across areas of development, leasing, operations, and management of commercial real estate assets across India. Our management's deep understanding of the market dynamics aids in creating long-term value for our stakeholders.

- Average work experience of 21 years
- Strong management team with unmatched expertise in development, asset management, and fund raising, among others
- Strong relationship with tenants, lenders and, capital providers

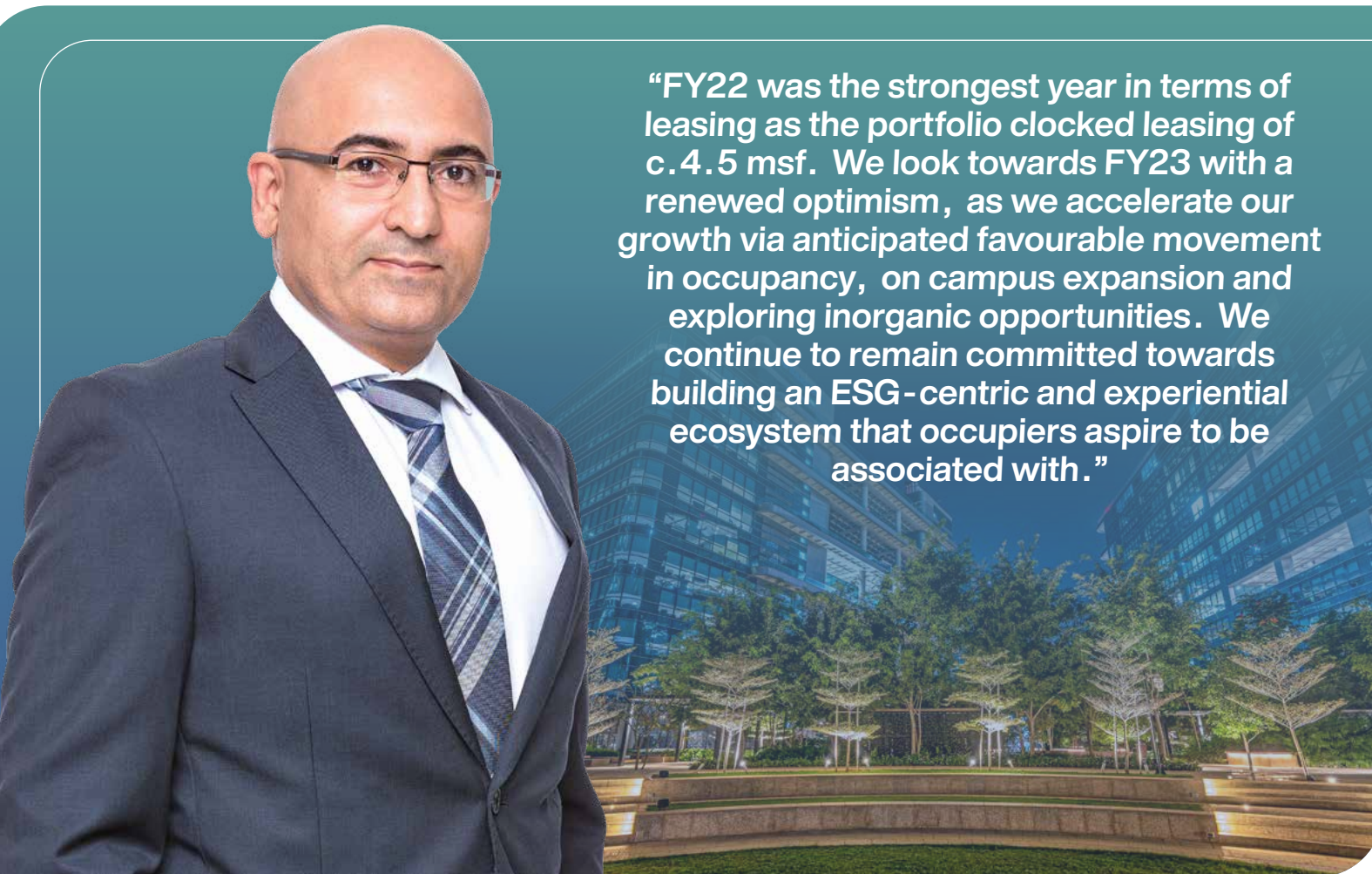






## Message from the CEO

# CEO's message



**“FY22 was the strongest year in terms of leasing as the portfolio clocked leasing of c.4.5 msf. We look towards FY23 with a renewed optimism, as we accelerate our growth via anticipated favourable movement in occupancy, on campus expansion and exploring inorganic opportunities. We continue to remain committed towards building an ESG-centric and experiential ecosystem that occupiers aspire to be associated with.”**

### Dear Unitholders,

It gives me immense pleasure to present to you our second Annual Report.

The financial year began with the second wave of the pandemic which brought in stringent nationwide restrictions to combat it. However, the year ended with the Centre permitting states to ease most of the restrictions, allowing them to march towards restoring balance in the economy. The government-led inoculation drives, coupled with lower infection rates, aided in creating a positive impact and reinstating normalcy. Despite the challenges, we have recorded one of the best years of leasing, recording volumes of c.4.5 million square feet (msf) in FY22. We have achieved healthy re-leasing spreads of 31% and our net operating income has grown by c.8.2% year-on-year (y-o-y).

As organizations are moving back to working from offices, we are ready with renewed vigour to partner with our tenants and becoming integral to their growth stories. At Mindspace REIT, we are committed to build an ecosystem that helps attract and retain employees and offer them a collaborative platform to think, connect and grow.

### Future of office

Today, both organizations as well as their employees have started appreciating their workspaces more than before. Companies have realized that a workspace plays an important role in shaping the culture of the organization by fostering collaboration, innovation, and growth. Employees too have come to realize the importance of having a dedicated and distinguished work environment.

With each subsiding wave of COVID-19, we witnessed a healthy bounce back in leasing activity, reiterating the integral role of physical office spaces. While the third wave marginally deferred the back-to-office momentum, we expect it to be back on track with many companies announcing return to work timelines with GCCs/GICs being the front runners.

As employees start coming back to their workspaces, they have started to relish opportunity to collaborate, brainstorm, ideate, and build camaraderie while seamlessly weaving in

### Key highlights of FY22

- Recorded NOI growth of 8.2% y-o-y
- Leased c.4.5 msf
- Won 9 'Sword of Honours'
- First real estate entity to commit to RE100 initiative
- 24.4% returns (including distributions) during FY22

the organization's culture; an intangible which could not be replicated in remote working models.

### Operational performance

We have recorded one of our best year in terms of leasing. Our in-place rent increased by 10.3% y-o-y to ₹ 61.7 per sq. ft. per month. In addition, our ROFO assets also witnessed elevated leasing momentum, recording leasing of c.2.9 msf during the year taking the cumulative leasing to c.7.5 msf across the REIT and ROFO portfolio.

Large occupiers are leading the inquiries to scan the marketplace for their long-term back-to-office footprint strategies. As a result, the demand for under-construction assets is strengthening. To quote few examples, our entire building of c.0.67 msf in Commerzone Kharadi, Pune has been pre-leased to a single tenant. Our ROFO asset Commerzone Madhapur, Hyderabad with a leasable area of c.1.8 msf was also entirely leased to a marquee global tenant and an entire under-construction building of c.0.7 msf at our ROFO asset Commerzone Pallikarai, Chennai was also pre-leased. This demand for large spaces is encouraging us to advance our future development timelines.

Our committed occupancy for the year was 84.3%. Additionally, if we include all the pre-leasing in our under-construction assets the committed occupancy rises to c.85.0%.

### Augmenting assets, enhancing growth

As envisaged, occupiers today do not want to compromise on asset quality and asset management, as they restart

their journey towards office occupancy. There is a strong desire to provide work environments to their employees which promote wellness and offer ample recreational spaces, entertainment zones, and hassle-free access to transportation nodes. Work-life balance today has become far more important and work environments that can provide this balance are witnessing traction. We had anticipated this trend to play out and have been upgrading our parks to cater to the change in preferences. To quote one such example, we have recently inaugurated the one km long skywalk within our Mindspace Madhapur at Hyderabad, allowing seamless connectivity from the metro station directly to our office buildings. The skywalk has not just helped to reduce the discomfort caused by vehicular traffic to pedestrian movement but has also led to significant reduction in carbon footprint generated by last mile transportation as well as reduce the noise pollution and traffic within our parks. The skywalk also houses Vantage Café that hosts kiosks and breakout spaces providing for food, recreation, and entertainment zones.

We have also initiated development of similar experiential and aspirational offerings at our other parks. We have commenced construction of an entertainment and recreational center at Mindspace Madhapur, Hyderabad and a high street experience for food, entertainment, and retail at Mindspace Airoli East, Mumbai region.

We have brought forward the timelines for a new building at Commerzone Kharadi, Pune and have commenced the work on redevelopment of c.0.36 msf old office building at Mindspace Madhapur, Hyderabad business park which would be replaced by a state-of-the-art c.1.3 msf modern office building. For our new building at Commerzone Kharadi, Pune, the revised Floor Space Index norms has increased the leasable area of our new building from c.0.6 msf to c.1.0 msf. The total leasable area of the REIT portfolio has now grown to 31.8 msf, up from 30.2 msf at the end of FY21.

We are evaluating opportunities to add new assets, while being cognizant about incorporating deals that are value accretive to our unitholders. We have received the ROFO notice from the sponsors to acquire a fully leased c.1.8 msf asset in Madhapur, Hyderabad. This asset is located close to our existing Mindspace Madhapur Park and complements our existing offerings. Basis the approval received from the Governing Board to evaluate the opportunity, we have on-boarded advisors, and the due diligence is in progress.

### Building a sustainable future

It has been our purpose to protect our communities and the planet through responsible practices. As an organization, our growth has been in tandem with our ESG commitments. We are constantly working towards building and strengthening effective methods that minimize environmental impact without compromising on design and quality. In doing so, we are committed to setting new benchmarks. We were





## Message from the CEO

the first Indian real estate entity to join RE100 and EV100 initiatives.

Our properties have been certified with LEED, CII-IGBC NB Gold, Platinum and Wellness certifications, and have won British Councils prestigious 'Sword of Honour' awards across multiple assets which is a testament to our commitment towards maintaining the highest environmental standards. Currently, c.77.3% of our operational portfolio is 'Green Certified' by LEED or IGBC.

On the social front, we are deeply committed to delivering safety, inclusivity and growth of the communities we operate in, along with that of our employees and occupiers. In the neighbourhood of Mindspace Madhapur at Hyderabad, we have completely transformed the Durgam Cheruvu lake in Madhapur from a stagnant dying waterbody into a vibrant lake ecosystem with well-planned walkways and gardens. We have also fortified security at the Lake with circumference fencing, watch tower and closed-circuit television cameras. It has now become a recreational spot and a landmark that the local populace is now proud of. We invested time and resources in ensuring its upkeep and maintenance even through the lockdown.

Our human assets are at the heart of everything we do. We invest in the wellbeing of our workforce and strive to create a conducive work environment. We launched the 'Reach Out' initiative to provide one-on-one professional counselling to our employees and their families, with a view to promote mental wellbeing. Gender diversity is imperative for us and our efforts to develop the same have resulted in a 27% representation of women in management workforce which is one of the highest in our industry. We are launching our 'Relaunch' program, a gender agnostic policy aimed at hiring talent which has taken a work-break due to various reasons. We are proud to announce that we are now 'Great Place to Work' - Certified, by the Great Place to Work Institute for March 2022-23.

We believe that a robust governance strategy is critical to ensure the long-term success of an organization. We have built a strong governance framework by implementing various corporate policies and processes. Additionally, our governance structure has also been established to ensure the successful execution of our sustainability efforts and monitor the impact created by them.

Aligned with our purpose of building a holistic ecosystem, we have developed an ESG framework that prioritizes environmental wellbeing, societal development and mainstreaming the principles of rightful business conduct. Our framework is based on three key pillars, 1) Resource Conservation and Efficiency 2) Employee and Community Relations and 3) Responsible Business Conduct. We have also set ourselves stringent quantified targets in the field of emission reduction, green portfolio, gender diversity and safety. These targets are further elaborated in the ESG section of this report.

## Looking ahead

Despite listing during pandemic and facing two more lockdowns, our leasing teams have managed to lease c. 8.1 msf over the last two financial years FY21 and FY22. This instils remarkable confidence on the strength of our leasing teams.

In the near future, we expect leasing demand to be driven by three major factors – record hiring in technology companies, further enhancement in India appeal as a destination to setup GCCs/GICs, and accentuation in demand towards institutionally owned Grade A assets with best asset management.

Speaking of each factor in-depth, the IT industry in India has reached another inflection point led by increased spend on digitization by companies globally. Unlike the previous inflection point of Y2K, which was led by low-cost labour arbitrage models, this time around it is led by intellectual value-added services like – data analytics, cloud management, machine learning and artificial intelligence, among others. The record addition to headcounts of IT companies in India is testament to the renewed growth prospects. As per NASSCOM reports, the headcount of IT companies is expected to cross c. 5.1 million in FY22 reaching a record high. The industry has added c. 445,000 employees in FY22. This hiring is expected to translate into significant addition to overall new leasing demand.

On the GCC/GIC front, India's ability to deliver even during the peak of the pandemic has won it accolades from businesses globally. An increasing number of companies have started looking at India to setup their GCC/GICs. As per NASSCOM reports, India had 1,430+ GCCs at the end of FY21. This count is expected to grow at a CAGR of 6%-7% to reach 2,000+ GCCs by FY25. In the same period, the headcount of GCCs is expected to grow 2x at a CAGR of c. 12% reaching c. 2 million by FY25.

The last two years have seen a turnaround in the definition of a Grade A asset. Occupiers are now keen to shift out of strata-sold assets, given their challenges to negotiate with multiple landlords. Consequently, they are clear with who they want to be associated with and are willing to pay a premium for institutionally owned and managed business parks.

Analyzing the start and end of financial year fortifies our confidence of growth as we enter the new financial year. It promises a stronger year in terms of a potential upsurge in occupancies.

The Union Budget acknowledged the importance SEZ has had on the Indian economy. We expect the policies to be suitably reformed during the upcoming financial year. The strong leasing demand we are seeing for our de-notified buildings gives us confidence to lease out the vacant SEZ spaces post the amendment. With large occupiers firming up their back-to-office plans we expect smaller ones to follow suit. We are excited about the mark-to-market opportunities in our portfolio.

## Note of gratitude

I would like to thank our stakeholders who have been our committed partners in progress. I also want to extend sincere gratitude to our unitholders for believing in our business, our ethics, and our promise of creating lasting value. Our government stakeholders and regulators have given us direction and their efforts to create a conducive regulatory environment has helped the growth of REITs in India. The members of the Governing Board of our Manager have been the guiding light to uphold the highest standards of governance. Our strong network of suppliers and vendors has ensured timely and quality deliveries to help us

build assets that match global standards. Our tenants, by choosing us as their partner of choice, have always placed their unwavering faith in us. This has allowed us to curate the best-in-class assets, matching their needs. I thank you for your trust and unshakeable support. And lastly, I thank our management team and all our employees, who are our most invaluable assets, for tirelessly striving to build a top-notch business.

**Sincere regards,**  
**Vinod Rohira**  
CEO, Mindspace REIT







## Key Highlights

# The tenets for Mindspace REIT's growth trajectory

### Operating highlights

**4.5 msf**  
Gross leasing

**2.3 msf**  
New & Vacant Area Leased

**>99.0%**  
Collections of Total Contracted Rentals<sup>(2)(3)</sup>

**31.0%**  
Releasing Spread<sup>(4)</sup> on 2.8 msf area re-leased

**1.6 msf**  
Increase in Total Leasable Area (primarily due to on campus development potential)

**2.9 msf**  
Pre-leased at ROFO Asset (Commerzone Madhapur, Commerzone Pallikarnai and Mindspace Juinagar)

### Financial highlights

**₹ 17,501 mn**  
Revenue from Operations for FY22 (7.4% growth y-o-y)

**₹ 10,941 mn**  
Distribution for FY22 (₹ 18.45 p.u.)

**₹ 264 bn**  
Market Value

**₹ 14,864 mn**  
Net Operating Income for FY22 (8.2% growth y-o-y)

**6.7%**  
Annualized distribution yield<sup>(4)</sup>

**₹ 364.9 pu**  
NAV as of March 31, 2022 (5.7% growth y-o-y)

**6.6%**  
Weighted Average Cost of Debt as on March 31, 2022<sup>(6)</sup>

**15.7%**  
Net Debt to Market Value<sup>(5)</sup>

**₹ 9 bn**  
Amount raised in the form of AAA rated NCDs at REIT & SPV level

1. Re-leasing spread includes spread on extensions and vacant area leasing
2. Collections are as of April 30, 2022
3. Total Contracted Rentals is the sum of Base Rentals and fit-out rent to be invoiced for Occupied Area that is expected to be received from the tenants pursuant to the agreements entered with them
4. Annualized distribution yield basis FY22 distribution calculated on issue price of ₹ 275 p.u.
5. Net Debt and Market value as of March 31, 2022; for the purpose of LTV calculation Net Debt is considered post accounting and minority adjustment
6. Reduced from 7.1% p.a. as on March 31, 2021

## How We Performed

## Key Highlights

### Awards/Certifications:



9 'Sword of Honour' awards received across seven business parks from British Safety Council



Received Platinum certification from IGBC for B3 at Gera Commerzone Kharadi & LEED Gold certification from USGBC for B12D at Mindspace Madhapur

### Other updates:



Constructed an additional floor at a hospital at Kondapur, Hyderabad resulting in the addition of 120 new beds and handed it over to the government.



Mindspace REIT to build a new school for the children of Gambhiraopet village, Telangana in partnership with the State Government. These schools will have nine classrooms, spanning 11,298 sf with a capacity to seat 400 students, library, dining area and training rooms, spread over 9,942 sf.



Facilitated over 1 lakh vaccination for our tenants, employees, and construction workers as on March 31, 2022

### RE100 CLIMATE GROUP

### Committed to 100% Renewable Power

Climate Group's RE100 initiative: We are the first real estate entity from India to join the RE100

initiative. In pursuance of the initiative, we have committed to transform to 100%<sup>(1)</sup> green renewable energy sourcing across all the assets in our portfolio by 2050, in a phased manner. This is the next step towards building a sustainable ecosystem and minimizing environmental impact.

### CLIMATE GROUP EV100

### Committed to the Climate Group's EV100 Initiative

We have pledged to transition to 100% electric mobility by

converting internal park transport to Electrical Vehicles and allowing access to charging infrastructure without any charge to our tenants. This will help accelerate a global shift to clean transport and reduce air pollution in the urban micro-markets of presence.

1. Across common areas serviced and maintained within the Portfolio





## Leasing Highlights

# Forging new partnerships with an unmatched portfolio and services

India Inc is returning to working from offices, creating suitable policies to bring their employees back in a phased manner. The ebbing of the pandemic along with vaccination coverage has given organizations the confidence to resume work from office. Organizations understand the importance of physical workspace in building the engaging culture for their workforce, in an environment that ranks high on safety protocols.

At Mindspace REIT we believe in investing in the wellbeing and delight of our tenants and their workforce. A significant increase in IT/ITeS hiring and return-to-work plans along with the Mindspace REIT promise of safety and top-notch quality ensured that 36 new tenants were added to our portfolio. It is our constant pursuit to build a harmonious association with our tenants and partners by upgrading and redesigning spaces to suit their changing needs. 31 of our tenants re-leased with us in the last year. Even

during the year impacted by external factors, our strong connect allowed us to re-lease 50% of expiries during the year. This is reflective of the deep association we have nurtured with our tenants, our commitment to growth, and building an egalitarian work environment.

Our trusted partnership with marquee tenants has ensured a record pre-leasing of the entire under construction building of c. 0.7msf at Commerzone Kharadi, Pune. We also entirely leased

our CBD asset of 0.1 msf, The Square BKC, Mumbai Region to IDFC Ltd. Expertise of our able leasing team ensured FY22 turned out to be the best leasing year for the portfolio.

Our all three ROFO assets saw leasing momentum elevate with notable deal being pre-leasing of an entire building of c. 1.8 msf at Commerzone Madhapur, Hyderabad.

## Top 10 leases signed in FY22 including re-leasing:

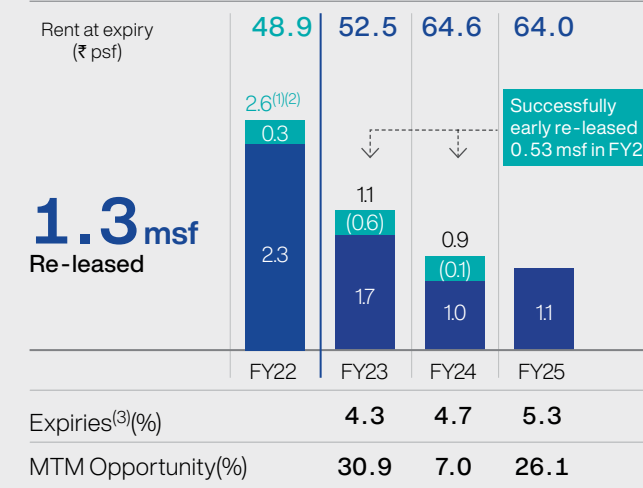
Tenant	Asset	Location	Area Leased
E-commerce	Commerzone Kharadi	Pune	0.7
Smartworks Coworking Spaces Private Limited	Mindspace Madhapur	Hyderabad	0.4
BA Continuum India Private Limited	Mindspace Madhapur	Hyderabad	0.4
AMD India Private Limited	Mindspace Madhapur	Hyderabad	0.4
Wipro Limited	Mindspace Airoli (E)	Mumbai Region	0.3
BFSI tenant	Mindspace Airoli (W)	Mumbai Region	0.2
Thomson Reuters International Services Private Limited	Mindspace Madhapur	Hyderabad	0.1
Tablespace Technologies Private Limited	Commerzone Porur	Pune	0.1
IDFC Limited	The Square BKC	Mumbai Region	0.1
Genpact India Private Limited	Mindspace Pocharam	Hyderabad	0.1
Others			1.6
<b>Grand Total</b>			<b>4.5</b>

## Lease expiry profile

Active discussions on with existing and new tenants for renewal/re-leasing

Strong re-leasing achieved as macro environment continues to improve

### Area expiry (msf)

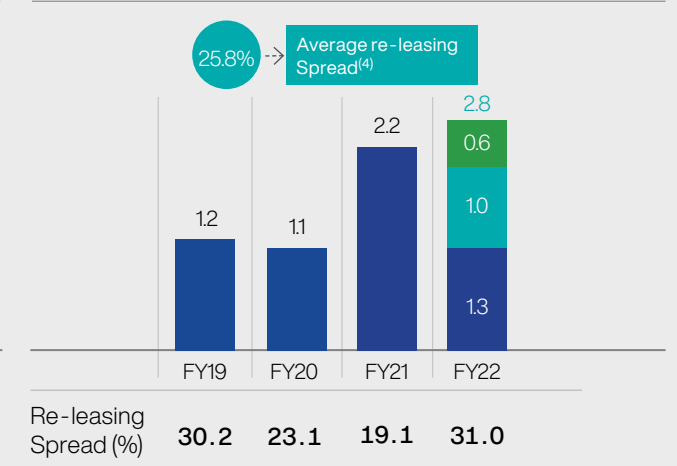


- Revision to expiries as of Mar 22
- Scheduled & Early Expiries as of Mar 21

1. Impact of early termination
2. Excludes early re-leasing of 1.0 msf during the FY22
3. Gross rent as % of total rent of Completed Area as of March 31, 2022
4. Re-leasing spread includes spread on extensions and vacant area

Track record of achieving re-leasing spread across parks

### Area re-leased (Since Apr 18) (msf)

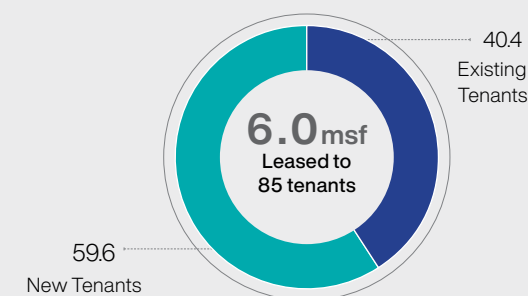


- Area re-leased
- Re-leasing of area vacated in FY21
- Early Renewals

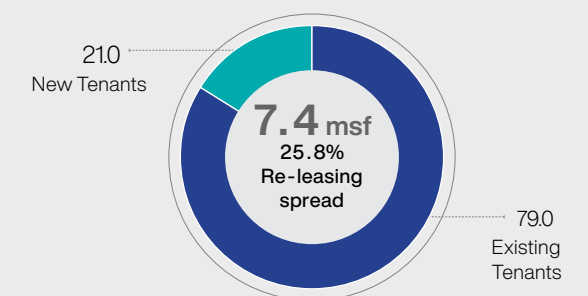
## Ability to attract new tenants along with existing tenant retention

13.4 msf leased since April 18, including 7.4 msf at 25.8% re-leasing spread

### New area leased % split by area<sup>(1)</sup>



### Existing area re-leased (%split by area)<sup>(1)</sup>



### New tenants added

Thryve	Maveric	Tablespace
Princeton Digital	Teleperformance	Smartworks

### Existing tenants

Amazon	B. A Continuum	IBM	Tech Mahindra
Citius	Parexel	Verizon	Schlumberger

Note:

1. For the period April 18 – March 22; Includes Committed and pre-Leased Area





## Continuous Developments

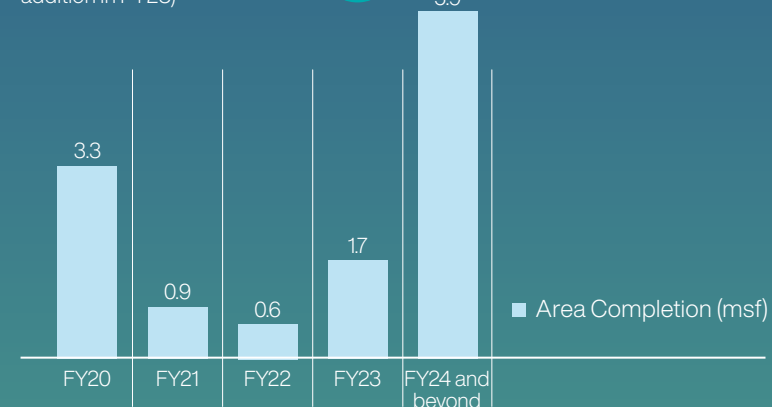
# On an upward growth trajectory

We have a robust development pipeline in each of our micro-market and we can bring forward supply of our future developments to cater to the emerging requirements of our tenants. Our current under-construction pipeline stands at 3.0 msf. The projects are at various stages of the project lifecycle.

## Development pipeline (msf):

## Pre-leasing

(Out of 1.7 msf area addition in FY23)



## Snapshot of our development pipeline as of March 31, 2022



## Mindspace Airoli (West) B9, Mumbai Region

**1.1 msf**

Leaseable Area

**643 ksf**

Leased/Pre-Leased

Received  
**OC for 6 office floors**

**₹ 744 mn**

Balance Cost as at  
March 31, 2022

Estimated  
completion:  
**Q1 FY23**

Status:  
**Facade - Work Completed**



## Mindspace Airoli (West) B10 Data Center, Mumbai Region

**0.3 msf**

Leaseable Area

**100%**

Pre-Leased

**₹ 997 mn**

Balance Cost as at  
March 31, 2022

Status: **4<sup>th</sup> slab - Work in progress**

Estimated  
completion:  
**Q4 FY23**



## Commerzone Kharadi B5, Pune

**0.7 msf**

Leaseable Area

**100%**

Pre-Leased

**₹ 1,451 mn**

Balance Cost as at  
March 31, 2022

Status: **Last floor - Work in progress**

Estimated  
completion:  
**Phased completion by Q2 FY23**



## Commerzone Kharadi B4, Pune

**1.0 msf**

Leaseable Area

Estimated  
completion:  
**Q4 FY23**

**₹ 5,809 mn**

Balance Cost as at March  
31, 2022

Status:  
**Level 1 - Work in progress**





## Project updates



### Mindspace Airoli (East)

High Street Retail and F&B, Mumbai Region

**0.05** msf **₹ 497 mn**  
Leaseable Area Balance Cost as at  
March 31, 2022

Estimated  
completion:  
**Q4 FY23**

Status:  
**Excavation  
WIP**

#### Project highlights –

- Highstreet to include Retail and F&B along the main access road (Thane Belapur Road) for strong visibility and better accessibility
- The office, retail and lifestyle mix will come alive with luxury labels, high fashion brands, cafes, fine dining experiences, and spas and salons



### Mindspace Madhapur

Recreational and Entertainment Zone

**0.06** msf **₹ 1,171 mn**  
Leaseable Area Balance Cost as at March  
31, 2022

Estimated  
completion:  
**Q4 FY23**

Status:  
**Excavation  
WIP**

#### Project highlights –

The common central area at the business park will act as a confluence of work and leisure with efficiently designed working spaces along with recreational facilities such as food courts, gym, spa, indoor games, and fine dining restaurants.

## Prospects for redevelopment

Proposed re-development of buildings 1A and 1B at Madhapur



Current



Perspective

**0.36** msf **1.3** msf (3.5x)  
Leaseable Area Leaseable Area

#### Highlights:

- Proposed re-development will ensure expansion of our portfolio through replacement of erstwhile building with a modern state of the art commercial space ensuring value maximization throughout the asset lifecycle
- Legacy buildings previously occupied by single tenant, well-suited for re-development
- Proposed re-development expected to add c.1.0 msf area to the portfolio
- Estimated start – Q2 FY23; Estimated completion – FY26
- Approvals in progress



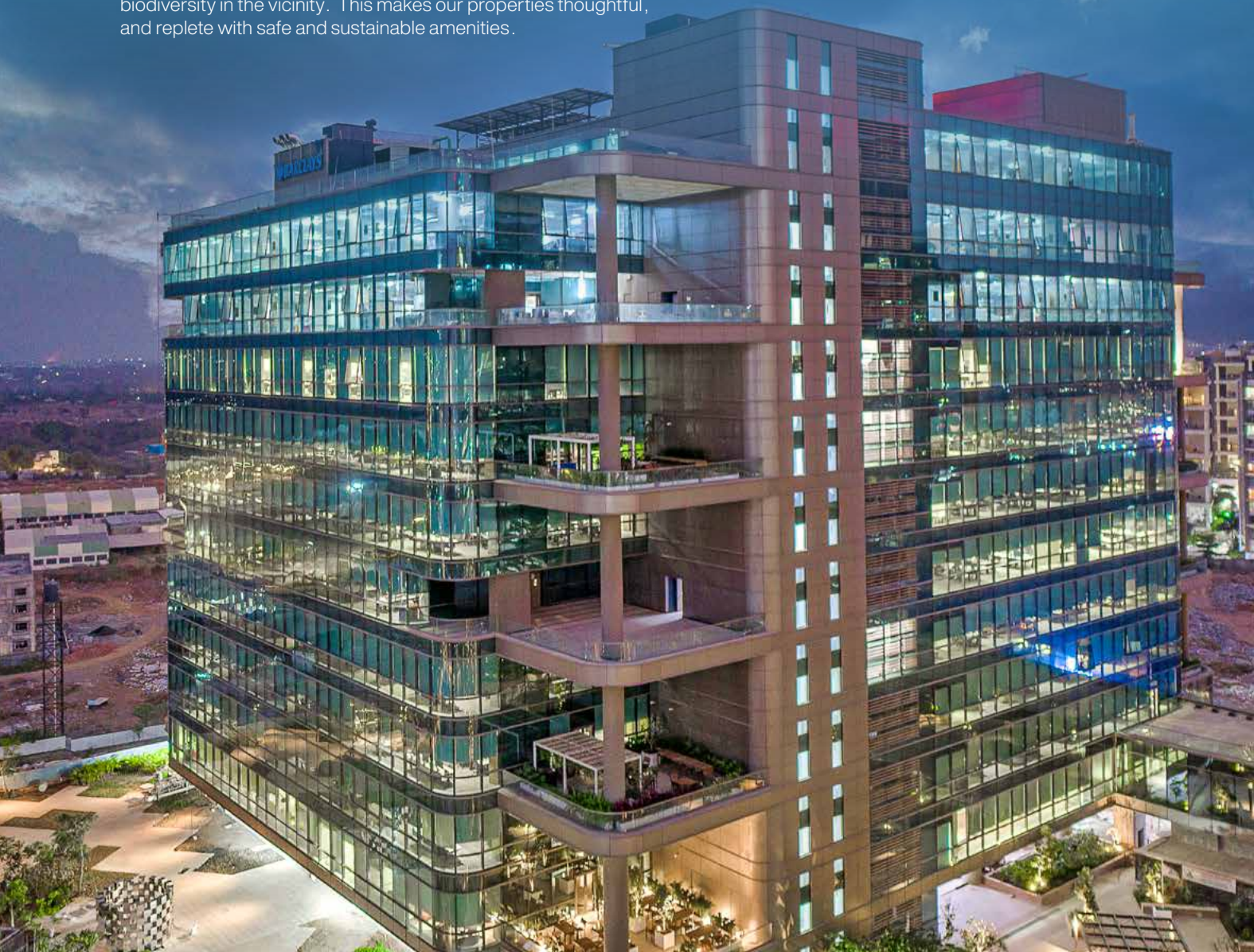


## Asset Enhancements

# Asset Enhancements, Augmented Experiences

We are conscious of the ever-changing needs of our tenants and the importance of staying relevant and a prized choice. We work towards asset upgradation programs that enhance our well-rounded portfolio, evolving to suit the tenants' needs.

Integrating technology while being ecologically conscious is integral to our ethos. Each new asset is meticulously conceived and designed, benchmarked to the latest trends and global standards. A key focus is also to make sure the assets, over time, continue to be valuable to our discerning tenants. To ensure this, we revamp our assets to match world-class standards, while paying significant attention to enhancing the biodiversity in the vicinity. This makes our properties thoughtful, and replete with safe and sustainable amenities.



## Commerzone Kharadi

Focusing on the idea of using biophilia in recreating workspaces, our aim is to help the millennial professionals reconnect with nature. The Commerzone Kharadi is one of our most popular assets that has incorporated nature into its workspaces to build an integrated ecosystem.



Biophilic landscape



Outside seating

## Mindspace Madhapur

Mindspace Madhapur now offers multifarious ecosystem and amenities such as elevated boardwalks, recreational zones, multiple F&B options, appealing entry points along with seamless and unhindered access to metro station creating an aspirational destination for its occupiers.



Elevated Boardwalks for Ease of Movement



Vantage Café - Well Spread F&B Spaces across the Park





## Acquisition Updates

# The acquisition opportunity

Mindspace REIT enjoys the benefit of the Right of First Offer (ROFO) agreement with the KRC Group. This allows us to infuse ROFO opportunities within our portfolio as appropriate. These inorganic opportunities are incremental to our growth and development plans.

Our current ROFO pipeline stands at 8.6 msf across the Mumbai region, Hyderabad, and Chennai markets, of which 4.6 msf is expected to be completed by FY23.

### 1. Commerzone Madhapur: 1.8 msf

- Strategically located in Hyderabad's commercial market of Madhapur
- OC for KRC area received

#### Location highlights

- The ROFO Asset is located close to the Mindspace campus in the heart of the established office space micro-market of Madhapur
- Well-connected with business hubs, social infrastructural facilities, metro rail, MMTS and Outer Ring Road
- Madhapur is also home to several retail, hospitality, and entertainment developments

#### Project highlights

- Demonstrates strong growth fundamentals as Mindspace gains further foothold in a vibrant market
- Fully pre-leased to a multinational company
- Sustainable green building with retail options across the main access

**Received ROFO notice for c.1.8 msf, which will increase our presence in this micro market**



### 2. Commerzone Pallikaranai: 1.8 msf

**12.3 acres**

Total Land Area

**1.8 msf**

Total Leasable Area

**1.1 msf**  
KRC Block 1

**0.7 msf**  
KRC Block 2

Pre-leased (LOI signed) **c.0.67 msf** of Block 2 area to a marquee tenant

Estimated Completion

**Block 1 –**  
Yet to commence

**Block 2 –**  
Q3 FY23



### 3. Mindspace Juinagar: 5.0 msf

**55 acres**

Total Land Area

**1.0 msf**

Completed Area

**4.0 msf**

Future Development

ATL signed for pre-letting of **0.45 msf** built-to-suit area with a marquee tenant





## Key Performance Indicators

# Carving the path for growth acceleration

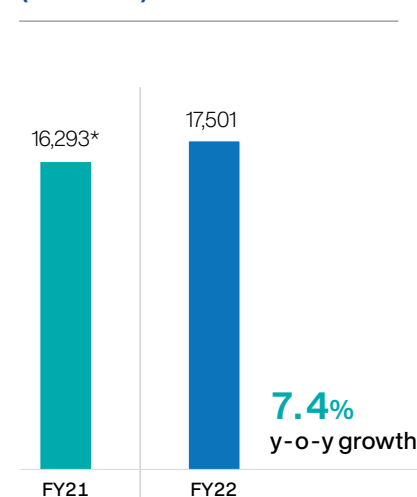
In FY22, we continue to report a sound financial performance, meeting our expectations. With the return-to-office plans of most companies now set in motion, we are confident of the leasing demand revival in the coming quarters.

We continue to optimize our operating costs, resulting in improved NOI margins.

The cost of borrowings has also reduced significantly from 9.2% as on March 31, 2020 to 6.6% in March 31, 2022. We have a well-adjusted balance between fixed cost and variable cost debt, with 45.9% of our total outstanding debt as on March 31, 2022 being fixed cost. We intend to increase the share of fixed cost debt in our portfolio.

We have a low gearing ratio of 15.7% and an adequate debt headroom, allowing significant financial flexibility to pursue value-accretive growth.

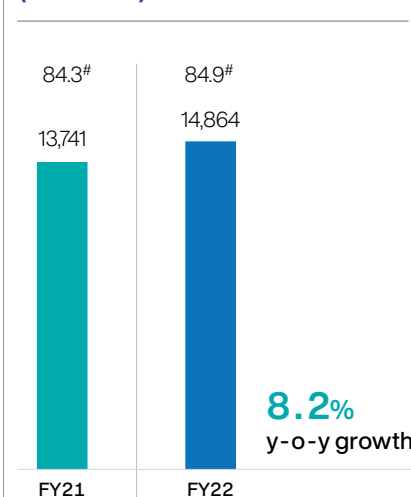
### Revenue from operations (₹ million)



Revenue from Operations primarily includes facility rentals and fit out rents, which are driven by new leasing, contractual escalations, re-leasing and vacancies. It is an important indicator of operational performance. During FY22, Revenue from Operations increased by 7.4% over FY21.

\*Excluding revenue from works contract services and on pro forma basis

### Net Operating Income (NOI) (₹ million)



Net Operating Income is a key indicator of profitability of our commercial office assets and is a key factor in determining their value. During FY22, NOI increased by 8.2% over FY21 primarily due to top-line expansion and cost optimization. Our NOI margin continues to remain strong at 85%.

#NOI Margin

### Numbers of stability and growth

**15.7%**

Loan to Value

**3.1x**

Gross Debt to NOI

**2.8x**

Net Debt to NOI

### Statement of net assets at fair value

	Value (₹ million)
Fair value of real estate assets (A)	263,996
Other assets at book value (B)	7,310
Other liabilities at book value (C)	54,888
Net Asset Value (A)+(B)-(C)	216,418
Number of units (million)	593
Net Asset Value (₹ per unit)	364.9

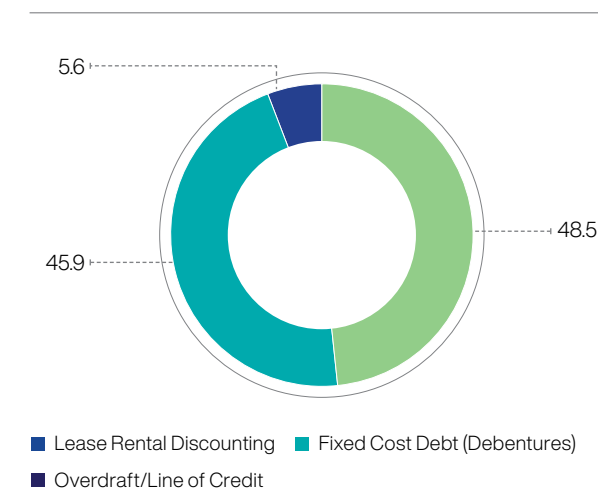
**6.7%**

Annualized distribution on Issue Price of ₹ 275 per unit

**₹ 18.4**

Annual distribution (p.u.) for FY22

### Composition of Debt (%)



### Rating

- CRISIL: CCR AAA/Stable
- ICRA: ICRA AAA (Stable)

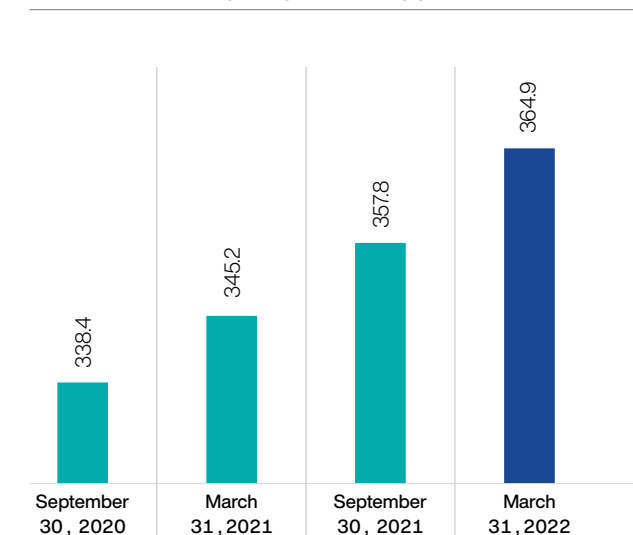
**5.0 years**

Average term to maturity

**45.9%**

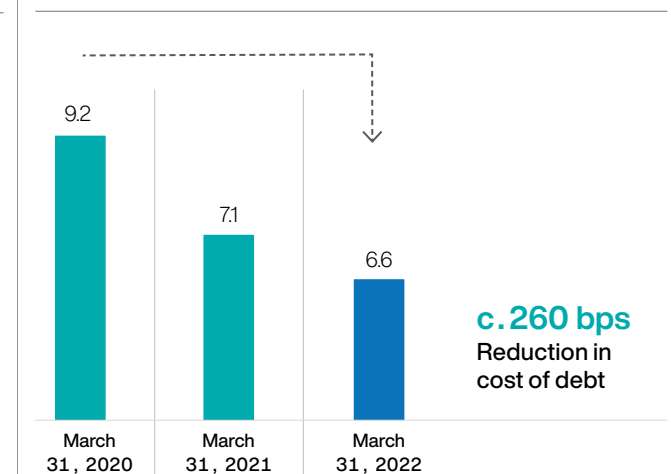
Fixed Cost Debt as % of Total Outstanding Debt as on March 31, 2022

### Net Asset Value (NAV) Per Unit (₹)



Net Asset Value (NAV) is a key valuation metric and an important performance measure. Achieving sustainable growth and improving operational performance have resulted in improvement in NAV p.u. since listing.

### Weighted Average Cost of Debt (%)



The Cost of Debt has come down significantly by c. 260 bps from March 31, 2020.

During FY22, we continued to pursue our strategy to raise fixed cost debt to lock-in low interest rates in the low-rate environment. This has helped us optimize our cost of borrowings. As stated previously, our strategy would be to deploy a combination of short- to medium-term and long-term debt with different maturities as also a combination of fixed and variable debt and are looking at diversifying our source of funds.

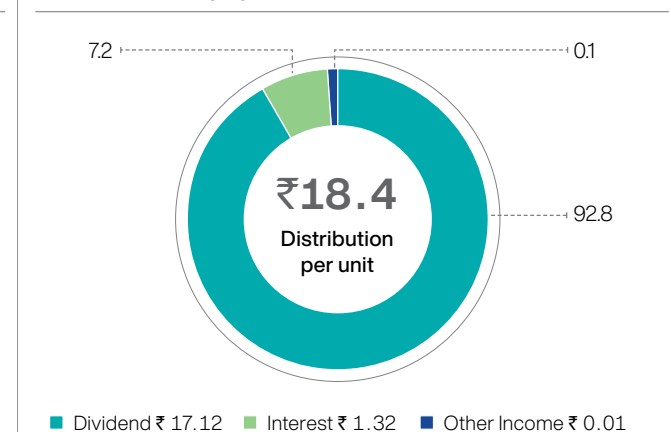
**6.4% p.a.**

Avg. Cost - Fixed Cost Debt

**6.9% p.a.**

Avg. Cost - Variable Cost Debt

### Distribution (%)



**90%+**

Distributions are in the form of tax-exempt dividends

**₹ 10,491 mn**

Total distribution in FY22

**593 mn**

Outstanding units



## Stakeholder Engagement

# Meaningful dialogues. Measurable impact.

At Mindspace REIT, we strive to build strong partnerships with our stakeholders through proactive engagement. In doing so, it is our endeavour to understand their vision while creating lasting values. Our efficient solutions have translated into positive ramifications for our stakeholder value chain.

### Strategic Pillars

- P1** **Pillar 1**  
Resource Conservation & Efficiency
- P2** **Pillar 2**  
Employee and Community Relationships
- P3** **Pillar 3**  
Responsible Business Conduct

Stakeholder		Purpose	Mode of Engagement	Deliverables/Achievements
	<b>Employees</b>   <b>P3</b>	<b>Boost employee morale and productivity. Create a diversified and inclusive work-environment, while focusing on equal opportunity, safety and holistic employee development</b>	<ul style="list-style-type: none"> <li>Interactive internal communication</li> <li>Intranet portal</li> <li>Training programs</li> <li>Employee feedback surveys</li> <li>Employee sensitisation workshops- for LGBTQIA and specially-abled persons</li> <li>Community service</li> </ul>	<ul style="list-style-type: none"> <li>Smooth transition for back to office</li> <li>Employee motivation and retention</li> <li>'Great place to work' certification</li> <li>'Relaunch' - a gender agnostic program aimed at hiring talent which has taken a work-break</li> <li>Encouraging responsible and inclusive employee behaviour</li> <li>Encouraging employees to volunteer through 'The Hope Project'</li> <li>'Reach Out' initiative for improving employee mental health and wellbeing</li> <li>Shikhar initiative for developing employees with higher potential</li> </ul>
	<b>Tenants</b>   <b>P2</b>	<b>Provide a conducive and collaborative tenant experience by understanding their growing ambitions and requirements, thereby enhancing tenant retention</b>	<ul style="list-style-type: none"> <li>Interactive tools for tenant satisfaction and surveys</li> <li>In-person meetings</li> <li>Organize workshops and recreational activities for occupiers and their employees</li> <li>Digital tenant interfaces</li> </ul>	<ul style="list-style-type: none"> <li>Facilitated over ~1 lakhs COVID-19 vaccinations</li> <li>9 'Sword of Honour' awards across seven assets</li> <li>Integrated technology to ensure the best-in-class safety and security protocols</li> <li>Effective asset management</li> <li>Virtual reality videos for prospective clients</li> <li>Sustainable solutions for tenants and workforce</li> </ul>
	<b>Supply Chain Partners</b>   <b>P2</b>	<b>Building and sustaining a robust supply-chain network and creating a lasting partnership</b>	<ul style="list-style-type: none"> <li>Timely compliance and risk assessments</li> <li>Consistent interactions with existing and potential partners</li> <li>Participation in trade and industry fairs</li> <li>Regular evaluations and feedbacks</li> </ul>	<ul style="list-style-type: none"> <li>Timely procurements of quality resources</li> <li>Consistent interactions with our business partners in ensuring smooth supply chain continuity</li> <li>Optimising costs while maintaining quality and service</li> <li>Built a robust ecosystem of supply chain partners to build efficient solutions for our tenant</li> <li>Statutory and legal compliance</li> </ul>
	<b>Our Communities</b>   <b>P1</b>  <b>P3</b>	<b>Helping communities we operate in thrive while striving to build a better planet</b>	<ul style="list-style-type: none"> <li>Voluntary initiatives that benefit communities and society</li> <li>Employee volunteering for community development</li> <li>Stakeholder interactions to imbibe best practices for green initiatives</li> </ul>	<ul style="list-style-type: none"> <li>LEED/IGBC certification for our business parks, energy efficiency initiatives</li> <li>Empowering women and children</li> <li>Constructed an additional floor at a hospital at Kondapur, Hyderabad resulting in the addition of 120 new beds and handed it over to the government</li> <li>Mindspace REIT laid foundation stone, to build a new school for Children of Gambhiraopet Village, Telangana in partnership with the State Government. School to have nine classrooms, spanning 11,298 sf with a capacity to seat 400 students and to build a library, dining area and training rooms, spread over 9,942 sf</li> </ul>
	<b>Lenders, Unitholders &amp; Rating Agencies</b>   <b>P3</b>	<b>Ensure transparency, compliance, and uphold the statutes of governance through a robust framework of communication for investors, lenders, and rating agencies</b>	<ul style="list-style-type: none"> <li>Compliant to regulatory bodies and exchanges</li> <li>Timely annual meetings</li> <li>Dissemination of financial results and important strategic announcements</li> <li>Regulatory filings</li> <li>Investor/lender outreach</li> <li>Regular communication with all stakeholders through the internal investor relations team</li> <li>Grievance redressal systems</li> </ul>	<ul style="list-style-type: none"> <li>Maintaining highest governance standards</li> <li>Strong engagement with investor and lender community</li> <li>Regulatory disclosure benchmarking</li> <li>Proactive interactions with lenders and rating agencies</li> <li>Prompt query resolution mechanism</li> </ul>





## Strategy

# Beyond business operations, towards long-term value

At Mindspace REIT, our focus has always been to give back more to society than what we derive. Our partners and stakeholders see the value we are able to generate by inculcating the sustainability model at the core of our operations, helping us differentiate ourselves.

Our proficiency in active asset management, ability to cultivate long-standing relationships with occupiers and the deployment of optimum capital structure, have collectively helped us in generating strong returns on investment for our unitholders, and we plan to steadily move onwards and upwards.



## S1 Target the right set of occupiers and become their partner of choice

- Target the best set of global Fortune 500 occupiers and offer unmatched experience by leveraging the expertise of our in-house property management services
- Engage in constant conversations with occupiers through various tenant engagement initiatives and assess their expansion plan
- Go for new construction and redevelopment of existing assets to cater to new demand in the market
- Use testimonials of existing tenants to target new Fortune 500 Companies and global MNCs

**175+**

Total tenants

**36**

New tenants added

**73.9%**

Leasing to new tenants

## S2 Optimize capital structure

- Constantly evaluate opportunities to bring down the cost of borrowing, by employing an optimum mix of debt and equity
- Maintain a diversified blend of funding sources and minimize refinancing risks by having a mix of short-term and long-term maturities
- Earmark budget for existing asset upgrades that can improve the earnings potential
- Allocate capital towards portfolio expansion via value-accretive organic and inorganic growth opportunities

**15.7%**

Net debt to Market Value

**5.0 years**

Weighted average maturity of debt

**c.50 bps**

Debt cost reduction during FY22

**45.9%**

Proportion of fixed cost debt

## S3 Proactive asset management and enhancement

- Research the best asset management practices and asset specifications adopted globally
- Undertake periodic asset upgrades to improve rental yields and enhance the life of assets
- Use the expertise of experienced, in-house facility management division to foster and cultivate strong tenant relationships

**130+**

Experienced in-house facility management team (Camplus)

Received **9 'Sword of Honour' awards** from British Safety Council across seven parks

## S4 Sustainability as a business philosophy

- Integrate the philosophy of sustainability into the entire value chain of our business ecosystem for long-term value creation
- Continue to drive a responsible business with the highest standards of governance and transparency
- Minimize ecological impact by adopting the best sustainability measures in the assets we construct
- Constantly work towards community and human capital development

**67%**

Independent Directors on the Board

**36**

Green buildings

**RE100**

1<sup>st</sup> real estate entity from India to join this initiative

**30-95%**

Potable water saving across green buildings with the optimal use of low-flow fixtures





## Overview

# Sustainability. Ecology. Prudence.

## ESG at Mindspace REIT

Mindspace REIT has always deeply valued its people, communities, and the environment it operates in, while upholding corporate governance practices and aligning the interest of each stakeholder across – employees, vendors, occupiers, investors and unitholders.



The last two years have created a paradigm shift in perspectives towards sustainability. It has pushed organizations to intensify efforts in combating material ESG issues around their businesses. While our people remain invested in interventions that are good for the environment and working towards building strong communities; our investors regard us for our sustainability practices and high standards of governance. As we clearly chart out our ESG roadmap, we are encouraged by our tenants, some of the most revered global IT and corporate giants, whose ESG commitments seamlessly merge with ours. This enables us, with ease of executing our ESG priorities, to create a robust sustainable future.

Our responsibility encompasses every square foot of the workspaces that we nurture. Our sustainability approach is multi-pronged and converges Environmental, Social and Governance (ESG) aspects to create long-term value for all stakeholders. As a responsible business entity, we develop and

execute mindful strategies that are in sync with our sustainability ambition and include:

- Being a sustainability leader in the realty industry
- Creating long-term value for stakeholders through an ESG focused business strategy
- Prudent use of resources while building assets that are designed to be resource efficient through their lifecycle
- Building a robust governance framework that provides relevant guidance to function ethically

While we are embedding sustainability across every aspect of our operations, we are deeply humbled by the commitment of stakeholders who support our growth journey. It is their invaluable trust that enables us to emerge as a more resilient and responsible business enterprise.

## Our ESG commitments

We have aligned our ESG strategy to 10 out of the 17 Sustainable Development Goals (SDGs) that are defined by the United Nations Development Program (UNDP)







## Overview

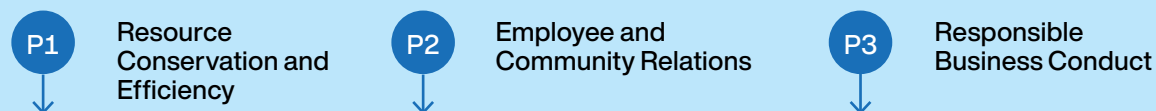
### ESG framework

Aligned with our purpose of building an ecosystem that prioritizes environmental wellbeing, societal development, and mainstreaming the principles of rightful business conduct, our ESG framework identifies key pillars that have material impact on our value-creating abilities.

These have helped us set targets against which we measure our progress. A cornerstone for our sustainability outlook, these pillars have drawn key focus areas to build meaningful initiatives that allow us to create sustainable value for our stakeholders.

### Our purpose Building a sustainable ecosystem.

#### Strategic pillars



#### Focus areas



#### Key strategic pillars that are the cornerstone of the ESG strategy are as under

**Resource Conservation and Efficiency** emphasises our efforts towards using resources sustainably. The policy serves as a guidance document to develop and implement programs in line with our focus areas.

**Employee and Community Relations** establishes guidelines to ensure good health and wellbeing of our employees and strong relationship with our communities.

**Responsible Business Conduct** highlights our commitment to the highest standards of ethical conduct and integrity. This policy guides the development and implementation of the programs that we endeavour to take for building a responsible portfolio.



### FY22 highlights



#### Environment

**30-95%**

Reduction in water consumption

**80-100%**

Reuse of construction waste

**35%**

Reduction in freshwater usage by re-use of treated water



#### Social

**27%**

Women at management level

**9**

Average ESG Training Hours per employee

**300+**

Employee hours spent on volunteering

**+80%**

Employee retention rate



#### Governance

**66.67%**

Ratio of Independent Directors to total Board as on March 31, 2022

**100%**

Key employees have been provided training on the anti-corruption policy



## Overview

### Pillar 1

#### Resource Conservation and Efficiency

Through our mindful strategies, we aim to minimize impact on the environment by adopting sustainable practices such as optimum resource utilization, integrating technological interventions, working towards carbon-neutral operations and promoting green energy across all our projects.

#### Focus Area 1



Carbon Neutral Operations

#### Focus Area 2



Futuristic Buildings

### Focus Area 1



#### Carbon Neutral Operations

Our aim is to decarbonize our business activities to transition towards a low-carbon economy. In this effort, our focus is directed towards reducing GHG emissions, adopting renewable sources of energy, and improving energy efficiency, among other initiatives.

#### Targets

Short term

Long term

#### Key KPI 1: Scope 1 + Scope 2 Emission Reduction

2025

**21%**

Reduction in emissions

2030

**42%**

Reduction in emissions

#### Key KPI 2: Share of Renewable Energy

2025

**35%**

Renewable energy in total energy mix (RE100)

2030

**50%**

Renewable energy in total energy mix (RE100)

### Focus Area 2



#### Futuristic Green Buildings

We develop smart and futuristic green buildings that can be instrumental in implementing digital interventions, reducing power consumption, improving water savings, and enhancing resource efficiency to create more sustainable spaces. Through this initiative, we endeavor to effectively manage water, adopt the concept of a circular economy across our business, and accomplish accreditations that make us a reliable partner.

#### Targets

Short term

Long term

#### Key KPI 3: LEED Certified/IGBC certification

Year-on-year

**100%**

of all new developments to be LEED/IGBC certified with minimum Gold rating

2025

**95%**

Of total portfolio to be LEED/IGBC certified with minimum Gold rating





## Overview

### Pillar 2

## Employee and Community Relations

Our efforts are directed at the holistic development of our employees by providing them relevant opportunities to learn and grow. We strive to meet the evolving needs of our tenants. Our initiatives also extend towards uplifting the communities around us.

#### Focus Area 3



Human Capital Development

#### Focus Area 4



Health and Safety

### Focus Area 3



## Human Capital Development

We recognize our workforce as our most valued asset. Hence, we focus on investing in the overall development of our employees and promote diverse views to fuel organizational growth. To this end, we emphasize employee learning and development to encourage our employees to upgrade their personal and professional competencies.

### Targets

Short term

Long term

#### Key KPI 4: Gender Diversity

2022

27%

Women at management level

2023

29%

Women at management level

#### Key KPI 5: Training Hours

2022

9 hours

Average ESG training hours per employee

2023

10 hours

Average ESG training hours per employee

### Focus Area 4



## Health and Safety

We prioritize the health and safety aspects of our business. In this regard, we aim to undertake measures to ensure utmost health and safety of our employees and tenants. We endeavor to do this by incorporating the right strategies in our business activities to monitor and assess health-related risks and address them.

### Targets

Short term

Long term

#### Key KPI 6: Number of Fatalities

Year-on-year

Aim to ensure

Zero fatalities

### Pillar 3

## Responsible Business Conduct

We are committed to the highest standards of ethical conduct and integrity across our organization. We respect human rights of the stakeholders across our value chain. Also, we place great emphasize on applying stringent measures while empaneling suppliers to make sure they align with our sustainability vision.

#### Focus Area 5



Responsible Sourcing & Supplier Engagement

### Focus Area 5



## Responsible Sourcing & Supplier Engagement

Through our initiatives, we aim to apply stringent measures while sourcing or empaneling suppliers. Furthermore, we choose partners through extensive screening based on the ESG criteria.

### Targets

Short term

Long term

#### Key KPI 7: Suppliers Covered Under Supplier Code of Conduct

2025

All Tier 1

Suppliers to be covered under Supplier Code of Conduct

2030

100%

Suppliers to be covered under Supplier Code of Conduct

#### Key KPI 8: Local Sourcing

2023

25%

of total value of all civil material

2025

40%

of total value of all civil material



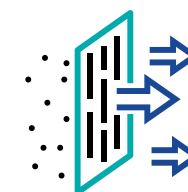




## Environment

At Mindspace REIT, we understand the impact of our business activities on the ecology. We proactively take measures to mitigate environmental footprint by adopting green practices, while creating lasting value for the ecosystems we build and nurture.

To grow responsibly, we have undertaken initiatives that align with the requirements of Green Building Certifications to ensure that our properties are designed to be environment focused.



Air quality

### Key initiatives

- **Deployed mechanical air filters of MERV 8 and MERV 13 grade** across all Air Handling Units across to ensure required IAQ
- Base HVAC design incorporates energy efficient system for indoor air changes by continuously replacing used indoor air with treated fresh air
- Installation and monitoring of CO<sub>2</sub>
- **Use of low VOC** (volatile organic compound) paints, sealants and adhesives
- **Thermal comfort design as per ASHRAE 55**, which helps maintain humidity and temperature

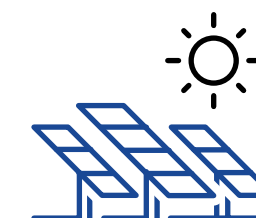
**30%**

Extra fresh air as per ASHRAE 62.1

**950+**

EV charging points installed

**Joined the global RE100 initiative led by Climate Group**



Energy efficiency

### Key initiatives

- **First real estate entity from India to join the Climate Group EV100 initiative** Committed to transitioning our entire vehicular fleet to being 100% electric by 2030. We have installed 950+ EV charging points
- **First real estate entity in India to join the global RE100 initiative** led by Climate Group in partnership with the Carbon Disclosure Project (CDP)
- **Renewable power generation** at Mindspace Madhapur and Commerzone Porur of the REIT are equipped with solar panels to generate clean energy. The entity has an installed capacity of approximately 1.8 MW of rooftop

**1.8 MW**

Installed capacity of Solar PV

- **Optimal power usage through:**
  - Energy efficient chillers
  - Efficient pumps and motors
  - Use of LED lights and fixtures
  - Heat recovery wheels
  - Integrated Building Management System for detailed monitoring of power consumption and control of equipments







## Environment



### Water management

Potable water saving  
across green buildings

**30-95%**



### Waste management



### Green Buildings

**>18.7 msf**

Total Green Building  
Certified footprint

## Key initiatives

- **Quality check of recycled and treated water** through certified third party
- **Enhanced STP technology** to improve water quality and plant efficiency
- **Optimizing water efficiency** » Rainwater harvesting » Recycling and reuse of treated water » Lower water wastage
- **Potable water saving** across green buildings – 30-95%

### Water efficiency interventions at Commerzone Kharadi, B3

- Rainwater Harvesting, Roof & Non-roof- 100% of the roof and non-roof run-off to be harvested / collected for reuse
- Water Efficient Plumbing Fixtures- water consumption reduced by 45.2% by use of low flow fixtures
- Landscape Design- 80% of landscape area covered with drought tolerant species and 20% covered with turf



## Key initiatives

- 3Rs—Reduce, Recycle, Reuse from construction stage to occupancy and beyond
- Installation of organic waste composters across most assets
- Recycling of dry waste and composting of wet waste through certified third-party vendors

**80-100%**

Reuse of construction waste



## Key initiatives

- **36 of our buildings are 'Green Certified' by LEED AND IGBC.** U. S. Green Building Council (USGBC) Leadership in Energy and Environmental Design (LEED) and Indian Green Building Council (IGBC) certification
- **LEED and CII-IGBC Gold or Platinum certifications** for our properties
  - c.77% of the operational portfolio is green and 100% of those green buildings are either Gold or Platinum certified

### Interventions at Commerzone Kharadi – Building B3

- **IGBC New Buildings Platinum certification** by CII-IGBC for best practices
- **HVAC systems** that operate on CFC-free refrigerants
- Use of energy efficiency measures such as efficient wall, roof, common area, and exterior lighting power density and HVAC equipments







## Social

Our stakeholders are at the heart of everything we do – be it employees, communities, unitholders, investors, customers, suppliers, vendors, each of them is an integral part of our human assets. We believe that regular and effective engagement, coupled with collaborative efforts with our stakeholders, enables us to translate their needs and expectations into our business objectives, helping build resilience. Therefore, we take consistent strides to interact with them through various stakeholder-centric programs and identify the areas where we can make improvements to match their evolving needs.

We strive for the wellbeing of our passionate workforce and invest in their development through learning and development opportunities, continuous engagement and offering thoughtfully designed benefits.

Backed by the firm belief that we as an entity must play a responsible role in uplifting local communities by implementing measures that are directed towards their development, we foster a culture of societal care for the communities we operate in.

At Mindspace REIT, we remain resolute in maintaining long-term relationships with our partners and tenants through engaging initiatives and building a harmonious relationship with them.

We are humbled by the support and commitment of these stakeholders in our growth journey and each initiative reflects our commitment to growing together.

**207<sup>(1)</sup>**  
Total employees

**9 hours**  
Average ESG training hours

1. Includes employees of the Manager



Employees



Debuts as a 'Great Place to Work'® Certified entity by the Great Place to Work® Institute for March 2022-23 – a milestone achieved in under two years of inception and listing on the Indian Stock Exchanges



### Key initiatives

- **eConnect** – Employee Grievance Redressal Platform and advocacy for Human Rights Policy - an initiative for employees to connect with Human Resources team for grievance redressal
- **Reach Out** – An organization sponsored initiative towards improving Employee Mental Health and wellbeing. We partnered with 1 to 1 help, a leading Employee Assistance Program (EAP) provider. Employees can reach out for assistance on personal, work life, stress management, relationships, anxiety management, parenting, wellness coaching, diet planning, lifestyle management etc.
- **Relaunch** – A gender agnostic policy that aims to help professionals return to the mainstream workforce after a career break due to health issues, maternity leave or to attend to an ailing family member.
- **Shikhar** – We are committed to investing in high potential employees, defining their growth trajectory, and developing them to take on leadership roles in the future. Towards this, we have curated a Development journey spread over a year for a select cohort. This places them on a high paced career path, focused on honing their skills and taking their performance and leadership to the next level.
- **Coaching** – A development program focused on high potential employees who are in leadership roles. As a part of coaching, the employees undertake Qualitative 360 Assessments, Personality and Belief Assessments with a renowned Corporate Coach. This helps our leaders to draw strategic goals and build a development and action plan to help them succeed.
- **The Pride Side** – An inclusive diversity policy that prohibits discrimination based on sexual orientation and gender identity. We are sensitive towards LGBTQIA community and ensure that our employees understand and collaborate with them without any bias through regular sensitization workshops where we educate employees about gender, equality, sexuality and the LGBTQIA community.
- **Building an Inclusive Work Environment** – We also conduct Inclusive Work Environment workshops on topics like Disability Awareness to sensitize our employees.

**2,100 hours**  
Total ESG training hours





## Social



## Key initiatives

- The Hope Project** - Employee Volunteering Program – We have partnered with eVidyaloka, a not-for-profit organization devoted to the cause of taking quality education to children based in remote areas of India through volunteering, community participation and Technology. Together, our employees volunteered for over **300+ hours** to develop educational content and study material which was further utilized by underprivileged children in rural parts of India. This initiative was also enriching for our employees as it gave them an opportunity to serve the community and society.
- Room to Read** – Impacting **5,552 children** by upkeeping and running of libraries in **30 schools** in Mumbai during the period April 1, 2021 to March 31, 2022
- Chain of Action** – A program run in **six schools** across Mumbai where **eight teachers** teach a basic English literacy course to over 350 hearing impaired students through sign language
- Community School at Gambhiraopet, in partnership with the State government** - Children from Gambhiraopet, a quaint village in Sircilla district of Telangana will soon be imparted with education in a newly developed school with a capacity to accommodate **400 children in nine classrooms**, replete with well-designed classrooms, a library, dining area, training rooms, and outdoor play area
- DEEDS Charitable Trust** – Runs basic English literacy course for hearing impaired students from class V to X across **10 schools** in Mumbai and the nearby suburban areas. The initiative employs differently-abled teachers to teach the children. The funding from Mindspace has helped DEEDS to pay a respectable salary to **eight deaf teachers** who are part of this unique training program.
- Financial assistance to disabled soldiers** – Funding for the Queen Mary's Technical Institute that provides skill training to disabled soldiers and their family members. The funding helped in upgrading the training facility with latest training equipment and machines along with enhancing campus infrastructure. **130 soldiers** have benefited from this.
- Durgam Cheruvu Lake upkeep** – Mindspace REIT ensured that Durgam Cheruvu Lake continues to remain a healthy waterbody, by extensive cleaning of the stubborn water hyacinth, laying of walking and jogging tracks, surrounding it with plants, curating an open gym and play area and transforming it into a city landmark.
- Kondapur District Hospital** - Assisting Government in improving the medical infrastructure of Telangana by using its expertise in 'construction'. Mindspace REIT has built an entire floor at the **Kondapur District Hospital**, Serilingampally to host emergency care, nursing stations, doctors' room, etc. It has also provided an acoustically treated roof, firefighting equipment, ramps, solar power, and surveillance system.
- Donations**
  - Five** ventilators donated to **Pune Municipal Corporation's – Covid Hospital**, Baner
  - Diabetic Association of India** towards SL Raheja Hospital for CT Scan Machine and other equipment
  - Assisted **MMRDA** with relief material, which was distributed amongst flood impacted villages in the Konkan region
  - Invested in a COVID-19 care and vaccination center at Mindspace Juinagar and Mindspace Commerzone Kharadi



## Key initiatives



## Camplus Tenant Feedback Framework – triple-layered tenant touchpoint framework for tenant satisfaction

- Operational Connect (CRM) – Understanding tenant concerns across levels by designing of web of influence and chart solutions accordingly
- Strategic Connect (CSAT) – Digital platform for CSAT survey to improve tenant experience through relevant feedback and mapping permanent solutions to issues raised
- Strategic Connect (NPS) – Connect with the decision makers on a digital platform once a year



## Parking Management System at Mindspace Airoli East and Mindspace Madhapur, Hyderabad

The future of parking solutions:

- Designed exclusively to provide seamless vehicle movement, parking discovery, and tracking through RFID tracking technology
- Allows gate level control and security, governance on vehicle entry
- Efficient manpower utilisation and operational ease
- App-based real-time parking slot availability to save daily time and hassle
- Cloud-based admin dashboard for full control to the building management for real-time parking inventory visibility, identification and penalisation for misuse

CRM - Customer Relationship Management  
CSAT - Customer Satisfaction  
NPS - Net Promoter Score






## Governance

At Mindspace REIT, we believe that a sound corporate governance framework will enable us to deliver sustainable value to our stakeholders. We maintain high standards of ethics, integrity, accountability, and transparency with the aim of safeguarding interests of our unitholders and creating more inclusive societies.



We respect the rights of our stakeholders and aim to apply stringent measures while sustainably maintaining sourcing and supplier engagements. Our ESG strategy is reinforced by a strong governing structure and a robust framework, complemented by partnerships with leading institutional investors.

Our Board diversity, training on governance practices and governance-related focus areas include:

Segment	Initiatives and engagements		
 Board Diversity	Experts from tax, regulatory, investment banking and other domains that oversee the strategy and policy implementation	<b>27%</b> Women workforce at management level	
	Undertake and support initiatives like 'Pride Side', POSH, 'Aanchal' and 'Reach Out'		
 Ensuring Independence of Board	<b>Majority</b> of the Governing Board members are independent	four out of six Board Members are independent	
	The Chairperson of all the Board Committees is independent	Independent valuer undertakes valuations of all properties on a half yearly basis	Sponsors and sponsor group are prohibited from voting on Related Party Transactions in which they are interested
 Board's involvement in Strategy & Policy Formulation	Decides priorities, sets goals and objectives for the management	Considers and approves management proposals around strategy, policies, and budgets	
	Oversees implementation of the strategy by the management through periodic reviews	Considers and approves the business plan and assesses deviations thereof	
 Adoption of fair accounting and business practices	Appointing statutory auditors from the 'Big four accounting firms'	Mindspace REIT and Asset SPVs have adopted Related Party Transactions (RPT) policy as per which all RPTs are undertaken at arm's length and in compliance with applicable laws. These are approved by the Audit committee of Mindspace REIT and disclosed to stock exchanges where units of Mindspace REIT are listed, and to unitholders	
	Detailed quarterly financials prepared and disclosed to stock exchanges		





## Industry Landscape

# Grade A office market overview

The office leasing activity across the top six cities marked a sharp bounce back in CY21 registering a growth of 21.6% y-o-y after a muted CY20. The annual net leasing volumes across the top six cities was over 18.8 million square feet (msf) in CY21. The leasing volumes grew further in CY22 recording net leasing of 5.5 msf in the first three months of CY22.

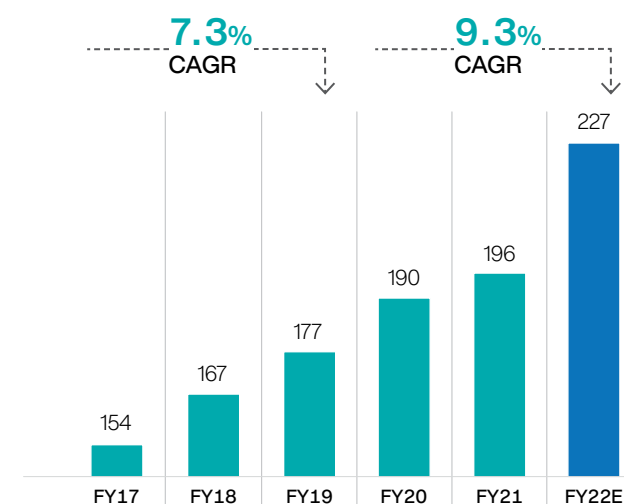
The commercial office spaces in India have evolved from standalone strata sold units to modern business parks which offer amenities such as cafeterias, conference room facilities, and multi-purpose sport courts, among others. Since the pandemic, there has been a complete transformation of occupiers' definition of Grade A assets. Occupiers are keen to be associated with single owner buildings that have the best health, wellness and safety protocols. Many occupiers have a global mandate to shift to green buildings that adopt best sustainability practices.

These trends are visible in CY21 leasing activity. Several companies have started charting out their return to office plans in a phased manner and are taking up new spaces to cater to their increased headcount requirements. As greater number of employees start returning to office, we expect the full impact of hiring on leasing volumes.

## Commercial demand revival expected as the tech story continued to unfold

The phenomenal rise of technology companies and GCCs remains a key contributor to the growth of commercial real estate in the country. The Indian technology industry is one of the global success stories. It has successfully transitioned from being a low-cost support and business process outsourcing location to a hub for high-end value-added services and digital business offerings. The industry has grown stronger riding on increased tech spending, accelerated tech adoption and digital transformation by companies globally. India's attractiveness as an offshore destination continues to grow with the number of GCCs expected to cross 2,000 by FY25. These two sectors have hired a record number of people over the last two years to cater to their renewed business prospects. This hiring will drive leasing demand at our parks in the coming years.

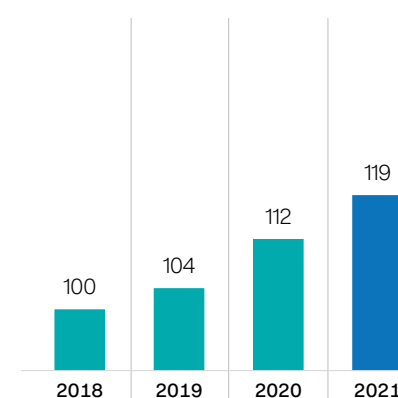
### Technology: Total Revenue (₹ million)



Source: NASSCOM: Technology Sector in India 2022 - Strategic Review 2022

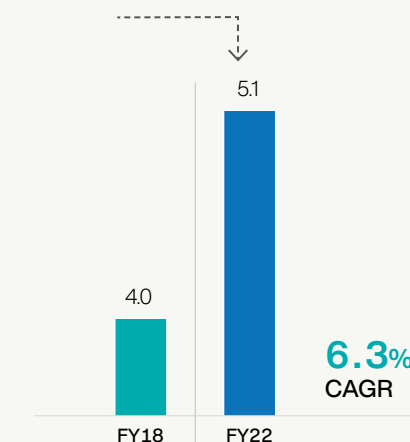
### Revenue growth driving client addition and Revenue per Client

#### Active Clients - Indexed (Dec 18 = 100)



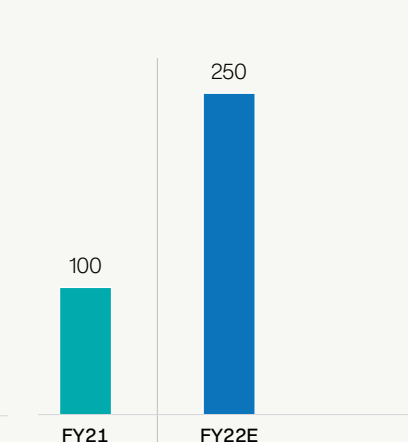
Source: NASSCOM Strategic Review 2022

### Technology: Total direct employees (million)

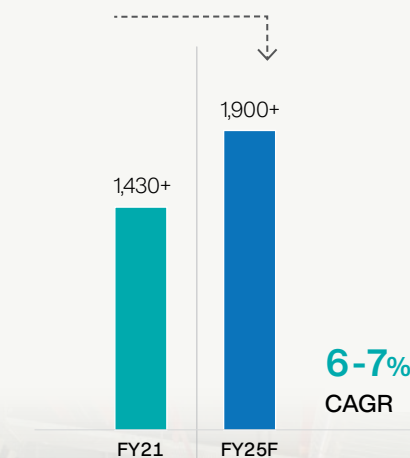


Source: NASSCOM: Technology Sector in India 2022- Strategic Review and Quarterly results of top 5 IT companies

### Freshers hiring by top technology companies indexed

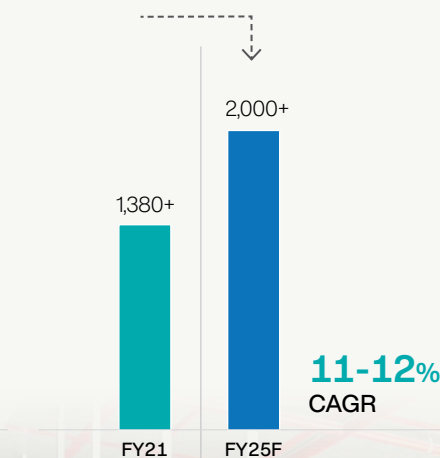


### GCC evolution in India

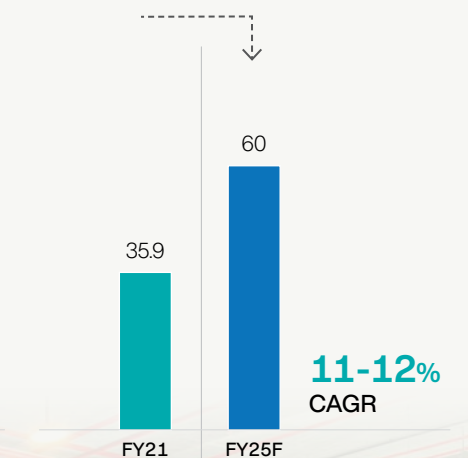


Source: GCC India Landscape: 2021 & Beyond

### GCC Headcount Analysis ('000)



### GCC Market Size (\$ bn)



## Office demand recovery propelled by:

- Strong hiring by technology companies and GCCs on account of stronger growth prospects
- Companies starting to call back employees to office
- Preference of occupiers to operate from secured office environments with adequate health, safety and wellness protocols
- Shift from strata sold assets to quality, single owner Grade A properties
- Rise in demand for campus style developments



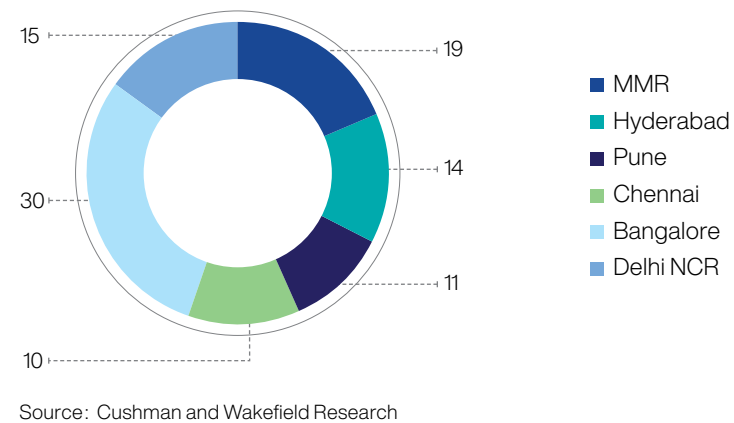


## Industry Landscape

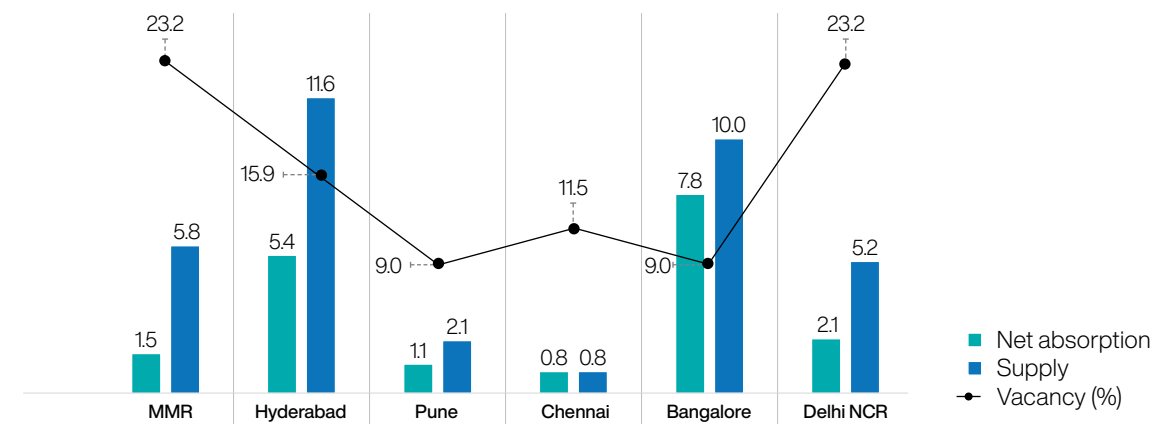
### Presence in the best performing micro markets

Top six markets in India comprised c. 536 msf of Grade A completed stock as of December 31, 2021. Mindspace REIT is present in four of the top six markets (Mumbai Region, Hyderabad, Pune and Chennai). The net absorption during CY21 stood at 18.8 msf, and our micro-markets constituted 47.2% of the net absorption during the year. These cities have exhibited strong underlying growth fundamentals, such as economic and employment growth, diverse pool of tenants, educated workforce, robust transportation infrastructure, and favorable demand and supply trends.

Completed Stock for top 6 markets (%)



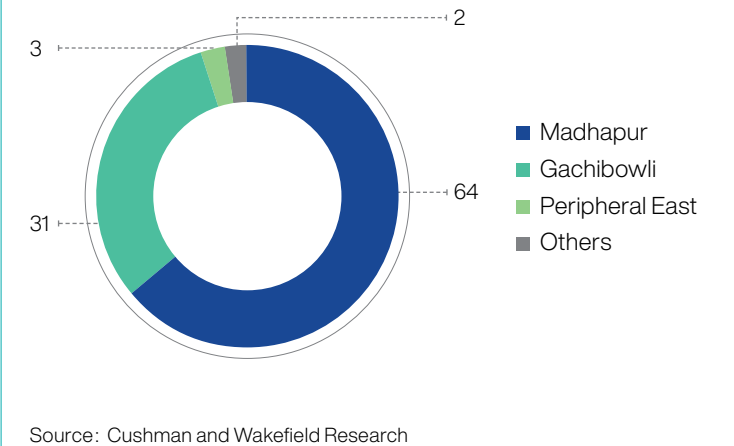
### Trends in top 6 Indian markets



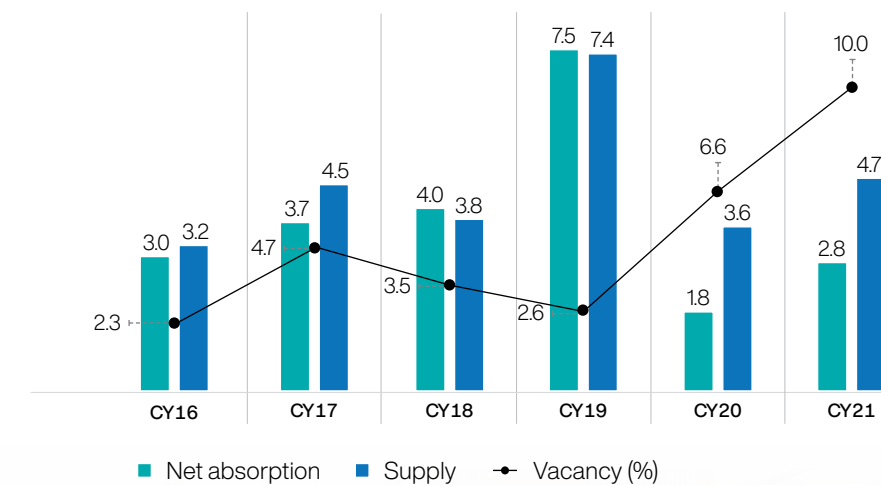
### Hyderabad

Robust infrastructure development, supportive government policies, availability of large Grade A spaces and affordable cost of living has made Hyderabad the preferred city for global companies to set up their new offices or expand current base of operations. Hyderabad has emerged as 2<sup>nd</sup> largest IT exporter. Hyderabad is home to global captive centers of renowned technology companies such as Apple, Microsoft, Uber, Google, Facebook as well as prominent educational and research institutions.

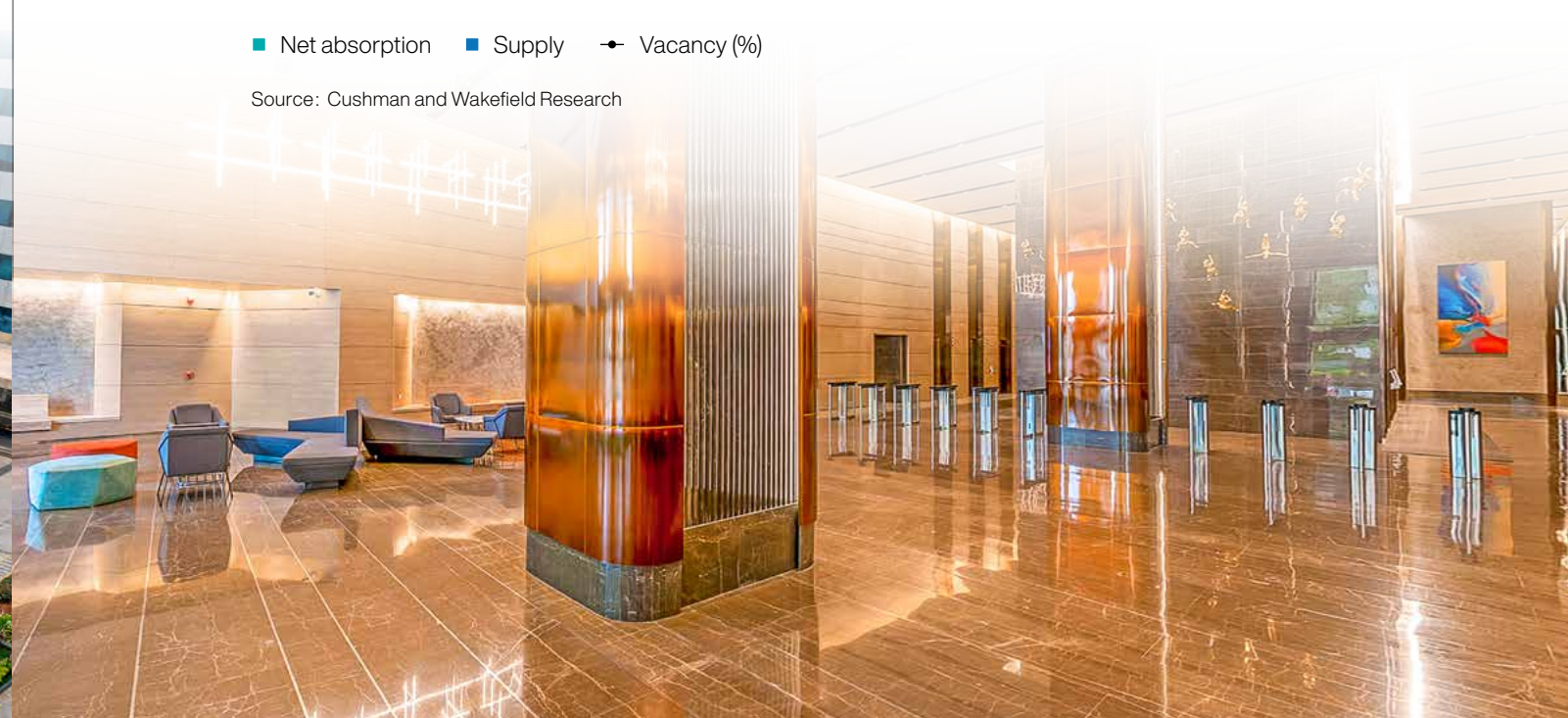
Completed Stock in sq ft (%)



### Key updates – Madhapur



- Madhapur is the most preferred office micro-market in Hyderabad representing 62.2% of office absorption since 2016
- Approximately 23.4% of supply in Madhapur for CY22 is pre-committed
- The CAGR rental growth in Madhapur from 2016 was ~4.4%, outperforming other business districts despite the pandemic





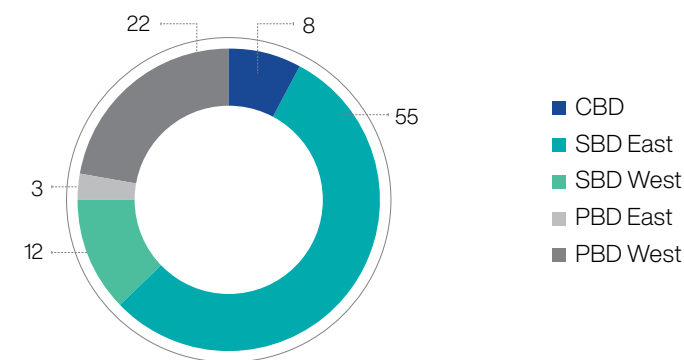


## Industry Landscape

### Pune

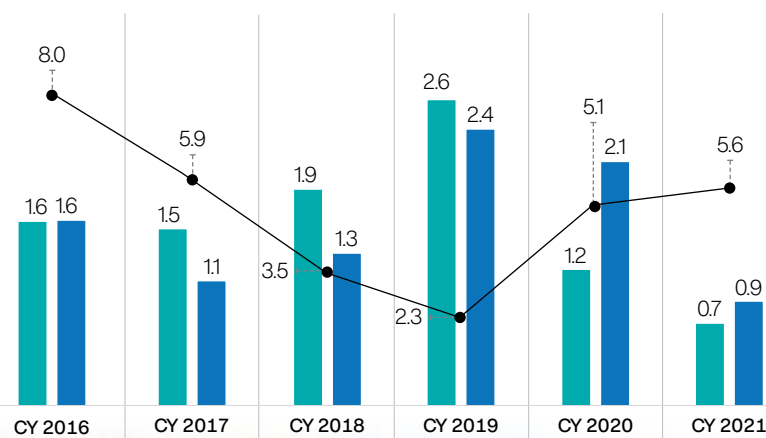
Presence of strong infrastructure and availability of skilled manpower have made Pune an attractive destination for major domestic and multinational companies. The city has become a hub for the technology sector of Maharashtra. The key drivers for the market include good quality offices, educated workforce, and well-developed social infrastructure.

Completed Stock in sq ft (%)



Source: Cushman and Wakefield Research

### Key updates – SBD East



■ Net absorption ■ Supply ● Vacancy (%)

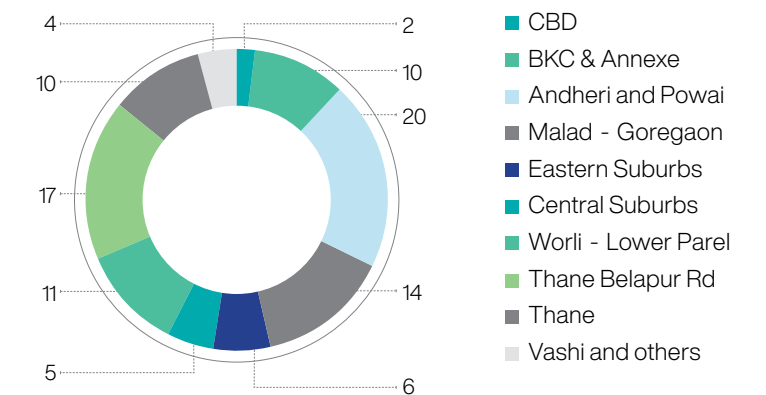
Source: Cushman and Wakefield Research

- SBD East is one of the best performing micro-markets of the city, and houses 55% of total grade A office stock
- Witnessed average supply of 1.5 msf and average absorption of 1.5 msf in the last five years
- Vacancy levels in SBD East continue to remain low in single digits
- Rentals in SBD East have appreciated at a CAGR of 4.9% since 2016

### Mumbai Region

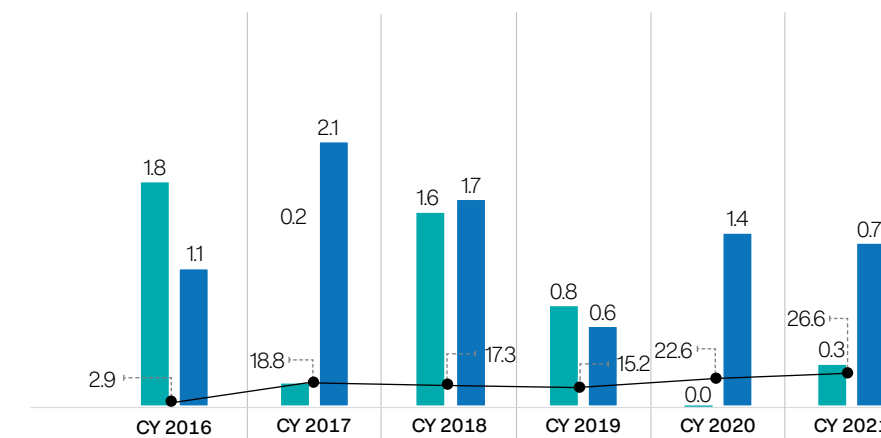
Mumbai is considered to be India's financial capital and houses corporate head offices of many Indian banks. It is also home to global consultancy firms, legal and professional services, media houses, and accounting professionals, among others.

Completed Stock in sq ft (%)



Source: Cushman and Wakefield Research

### Key updates - Thane Belapur Road



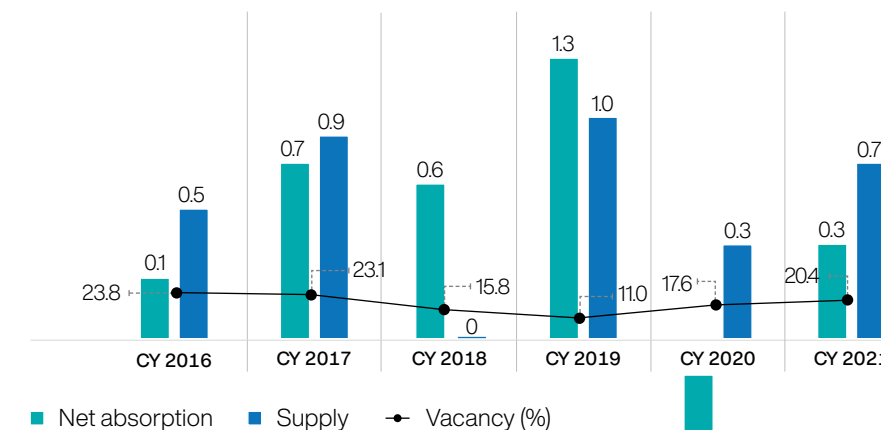
■ Net absorption ■ Supply ● Vacancy (%)

Source: Cushman and Wakefield Research

### Thane Belapur Road

- The Thane Belapur stretch has emerged as the preferred location for office tenants because of its proximity to the large residential catchment areas of Thane and Navi Mumbai, affordable rent and robust connectivity
- Apart from the prevailing demand of IT companies, the business district is witnessing an increasing traction from BFSI companies
- The delay in upcoming supply and demand from BFSI segments is expected to bring down vacancy levels in this market

### Key Updates - BKC and Annexe



■ Net absorption ■ Supply ● Vacancy (%)

Source: Cushman and Wakefield Research

### BKC and Annexe

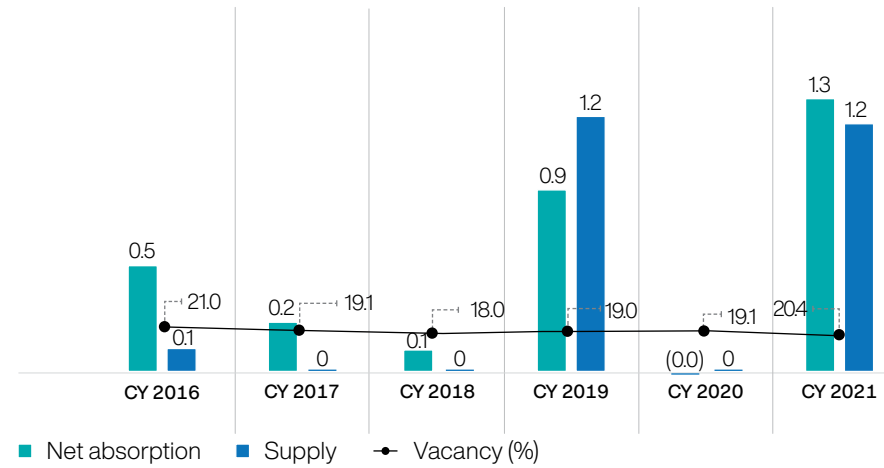
- BKC and Annexe is one of the biggest micro markets having large concentration of BFSI tenants
- Strong demand from prime tenants and limited supply keeps vacancy in check in BKC and Annexe, maintaining headline rentals stable despite the pandemic





## Industry Landscape

### Key updates - Malad – Goregaon



Source: Cushman and Wakefield Research

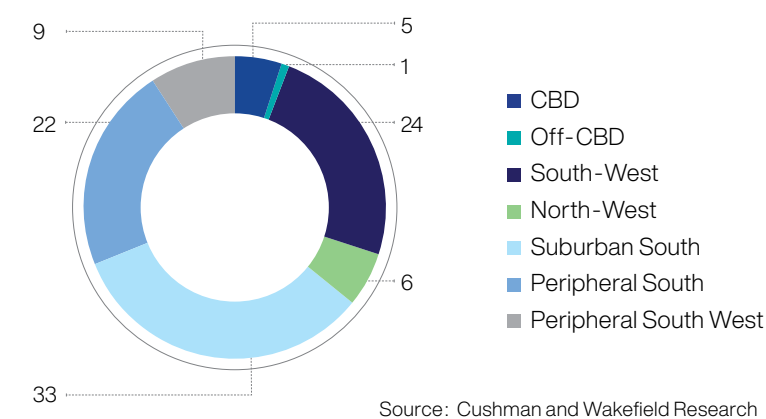
#### Malad – Goregaon

- Malad – Goregaon micro market has gained increased traction, owing to quality Grade A developments, proximity to the talent catchment areas and larger floor plates
- Vacancies have declined steadily through 2017 to 2021, and are expected to decline further due to high pre-commitments and limited supply

### Chennai

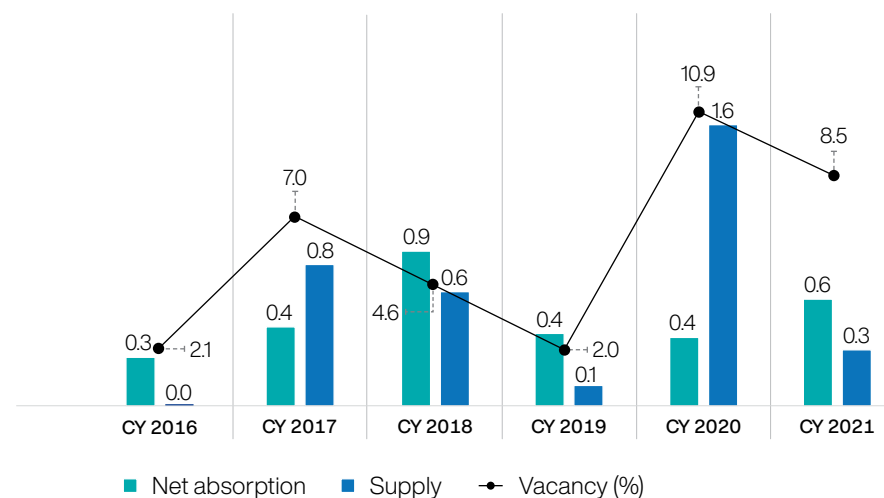
Chennai has emerged as a favorable investment destination for manufacturing, technology and logistics by virtue of its strategic location and government subsidies. The key drivers of demand for office spaces in Chennai are its skilled talent pool, presence of educational institutions, growing presence of IT and BFSI companies and well-developed social infrastructure.

#### Completed Stock in sq ft (%)



Source: Cushman and Wakefield Research

### Key updates – South West



Source: Cushman and Wakefield Research

#### South-West

- Due to the strong connectivity and well-developed social infrastructure, tenant demand is expected to increase in the southwest sub-market
- Absorption is largely driven by technology, BFSI and engineering and manufacturing
- Rentals have grown since 2016 at a CAGR of 2.5%

## Appreciations and Recognitions

### Appreciations and Recognitions

# Recognized for excellence



9 'Sword of Honour' awards received across 7 business parks from the British Safety Council

Received **Platinum certification** from IGBC for B3 at Gera Commerzone Kharadi & **LEED Gold certification** from USGBC for B12D at Mindspace Madhapur



Gera Commerzone Kharadi, Pune won the '**Commercial Project - Business / IT Parks**' at the ET Real Estate Awards 2022 - West

Mindspace Airoli (West) - Building 9, Mumbai Region won the '**Commercial Project - Office Building**' at the ET Real Estate Awards 2022 - West

Gera Commerzone Kharadi won the '**Best IT Park Award**' at the 12<sup>th</sup> Realty+ Conclave and Excellence Awards, Pune

'**National Builder Winner**' award by 16<sup>th</sup> Construction World Architect and Builder Awards 2021 to Mindspace REIT



'**Noteworthy Project Award**' by 16<sup>th</sup> Construction World Architect and Builder Awards 2021 to Gera Commerzone Kharadi

One of the buildings at Mindspace Madhapur, Hyderabad has won '**Best Commercial Development Award**' at the CREDAI's - CREATE Awards 2021

Mindspace Madhapur (Sundew - SEZ) also won various awards including 'Highest Exports', '**Highest Number of Women Employees**' and '**Regional Growth Drivers**' at Annual Exports Awards organized by Export Promotion Council for EOUs and SEZs at Vishakapatnam SEZ authority







## Our Properties

# Mindspace Madhapur, Hyderabad

Where Futuristic Technology Meets Green Design

Hyderabad's largest Grade A Business Park, Mindspace Madhapur, offers an inimitable experience in spaces that are state-of-the-art, sustainable, and futuristic. The safety and wellbeing of our tenants has been at the core of these workspaces. The sprawling 4-acre green zone in the business park, along with an open theatre and other outdoor facilities, aim at providing opportunities for coming together, and fostering camaraderie among the workforce.

Mindspace Madhapur is well-connected in terms of rail and road access, in addition to being in proximity to the airport. The Durgam Cheruvu cable bridge has further reduced the travel time between Madhapur and Jubilee Hills, facilitating better

access of the HITEC city and the financial district with the rest of the city.

Sustainability stands enshrined in our business approach. In sync with it, Mindspace Madhapur features electric charging stations for e-vehicles, preferred parking spaces for carpool vehicles, rainwater management, high solar reflective index roof, and renewable energy generation through on-site solar PV panels. Additionally, we are conscious about reusing and recycling wastewater, using low-VOC paints, adhesives, and sealants, and facilitating outdoor air provision as per ASHRAE (American Society of Heating, Refrigerating and Air-Conditioning Engineers) standards, among others.

### TENANT PROFILE

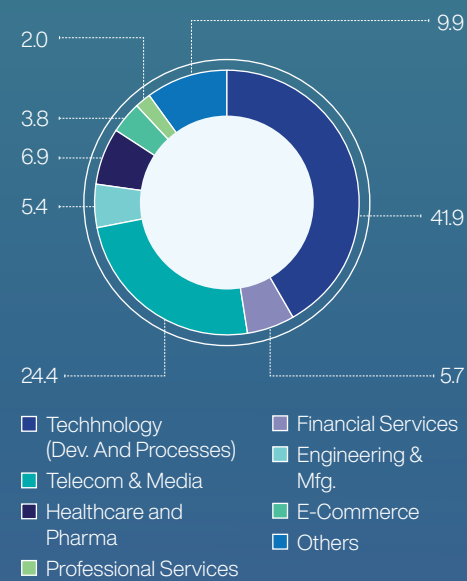
84

Total tenants

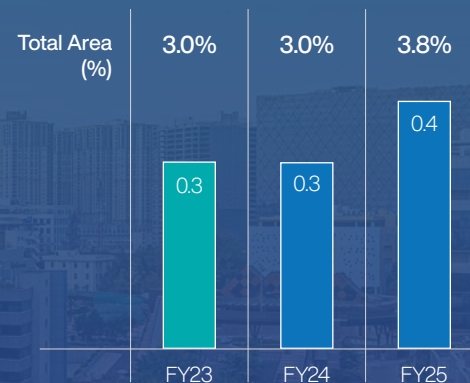
53.95%

Contribution of top 10 tenants to Gross Contracted Rentals (GCR)

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE: (in msf)



### Key accolades and highlights:



Hyderabad's first and largest 'Indian Green Building Council Gold Rating' campus



Awarded 3 'Sword of Honour' and Five Star Rating from the British Safety Council

- 'LEED Gold Certification' from USGBC for B12D at Mindspace Madhapur
- B12D has won the 'Best Commercial Development Award' at the CREDAI's 'CREATE Awards 2021'
- Mindspace Madhapur (Sundew-SEZ) also won a series of awards, including the 'Highest Exports', 'Highest Number of Women Employees' and 'Regional Growth Drivers' at the Annual Exports Awards organized by the Export Promotion Council for EOUs and SEZs at Vishakhapatnam SEZ authority



### Current developments

- Club House - 0.05 msf to be completed by FY24: at excavation stage
- Proposed re-development expected to add c. 1.0 msf



### Asset enhancements

- Appealing entry points
- Elevated broad walks
- Vantage cafe
- Attractive aesthetics

### TOP 10 TENANTS

Qualcomm, Cognizant, Verizon, Smartworks, Wipro, BA. Continuum, AMD, Amazon, CSC and UHG

### KEY STATISTICS

2005

Commencement of Operations

97.2

acres Land Size

11.7 msf

Total Leasable Area

9.9 msf

Completed Area

0.1 msf

Under Construction

1.8 msf

Future Development Area

22

Completed Buildings

89.6%

Committed Occupancy

8.2

years WALE

₹ 97 bn

Market Value

43%

NOI % Contribution

59.3

In-place Rent (₹ psf)





## Our Properties

# Mindspace Airoli East, Mumbai Region

## Emerging as The Location of Choice

Mindspace Airoli East has earned the label of being the contemporary business district for the burgeoning global IT/ITeS companies in the Thane-Belapur belt. With tech integration, unmatched security, world-class business amenities and spacious design, Mindspace, Airoli East has indisputably strengthening the standing and progress of the Thane-Belapur Road micro-market.

The asset is gaining edge and becoming a preferred location, given its proximity to the large residential catchment areas of Thane and Navi Mumbai, affordable rent, and robust connectivity. Its closeness to the Airoli Railway Station is further aiding the Business Park's accessibility to Vashi and Pune highways. Also, the upcoming international airport is in close proximity, fuelling the location's value for some of the leading Fortune-500 companies that are stationed here.

### TENANT PROFILE

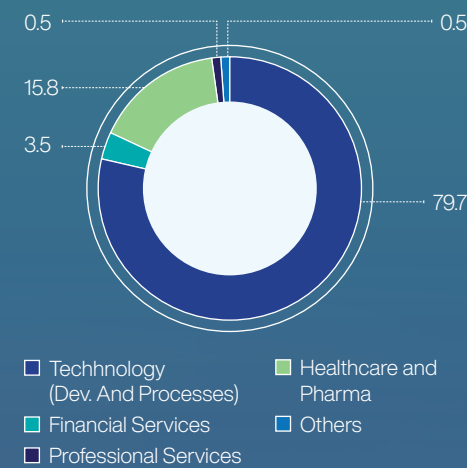
24

Total tenants

88.4%

Contribution of top 10 tenants to Gross Contracted Rentals (GCR)

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE: (in msf)



### Key Accolades and Highlights:



Awarded 'Sword of Honour' and Five Star Rating from the British Safety Council

1. 'Best Sustainable Project of the Year – Commercial' by the Golden Brick Award 2019
2. 'Most Environment- Friendly Commercial Space of the Year' by Realty Plus Conclave and Excellence Award 2019
3. 'Best Environment-Friendly Office Space' at Realty Plus Conclave and Excellence Awards, 2019
4. ISO 45001 Certification



### Current Developments

- High Street Retail and F&B - 0.05 msf to be completed by FY23: at Excavation stage

### KEY STATISTICS

2007

Commencement of Operations

50.1

acres Land Size

6.8 msf

Total Leasable Area

4.7 msf

Completed Area

2.1 msf

Under Construction/  
Future development area

12

Completed Buildings

86.3%

Committed Occupancy

5.2

years WALE

53.7

In-place Rent (₹ psf)

19.1%

NOI % Contribution

₹ 45 bn

Market Value



The business park is deemed distribution licensee of power

### TOP 10 TENANTS

Accenture, L&T, Wipro, Cognizant, Citius, Syntel, eClerx, Gebbs, Inventurus, and DST Worldwide





## Our Properties

# Mindspace Airoli West, Mumbai Region

## Integrating Technology and Sustainability

Prioritizing sustainability, Mindspace Airoli West offers the best of natural green spaces, complemented with the finest amenities and infrastructure. The property also distributes power to SEZ tenants as a deemed distribution licensee, enabling uninterrupted power supply at lower costs.

The large garden area, podium and open structures form a network of public zones, fostering collaboration and wellbeing among the workforces. The asset is strategically located in the vicinity of Airoli Railway Station and is in close proximity to the upcoming international airport.

### TENANT PROFILE

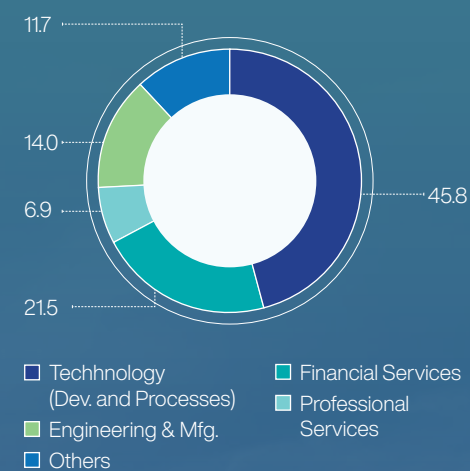
# 33

Total tenants

# 86.6%

Contribution of top 10 tenants to Gross Contracted Rentals (GCR)

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE: (in msf)



### Key Accolades and Highlights:



Awarded 'Sword of Honour' and Five Star Rating from the British Safety Council

1. Mindspace Airoli (West) – Building 9, Mumbai Region won the 'Commercial Project - Office Building' at the ET Real Estate Awards 2022 – West
2. 'Environment-Friendly Project of the Year' by Estate Awards
3. 'Environment-Friendly Commercial Space Award' for Mindspace Business Parks by Realty Plus Conclave and Excellence Awards 2020
4. OHSAS 45001 Certification



### Current Developments

- 0.6 msf to be completed by Q1 FY23 (B9) - 37 % Pre-leased i.e. c.0.6 msf
- 0.3 msf to be completed by Q4 FY23 (B10 - Data Center) – 100 % pre-leased

### KEY STATISTICS

# 2013

Commencement of Operations

# 50.0

acres Land Size

# 5.2 msf

Total Leasable Area

# 3.9 msf

Completed Area

# 1.2 msf

Under Construction/  
Future development area

# 6

Completed Buildings

# 66.0%

Committed Occupancy

# 6.5

years WALE

# 57.7

In-place Rent (₹ psf)

# 10.6%

NOI % Contribution

# ₹ 41 bn

Market Value



The business park is deemed distribution licensee of power

### TOP 10 TENANTS

Accenture, Worley Parsons, Here Solution, UBS, Axis, IDFC, Alight, Atos India & CMA CGM





## Our Properties

# Gera Commerzone Kharadi, Pune

## Incorporating Biophilia into Infrastructure

Pune has undergone a metamorphosis and turned into a mini-metro, and Kharadi is now a go-to micro market for the office needs of global IT giants.

Gera Commerzone Kharadi, Pune is advantageously located in the east micro-market of Pune. Its key highlight is the symbiosis of nature and urban design, making it a destination of choice for MNCs. Designed using the 'biophilic' model, it emphasizes on the intrinsic association between humans and nature, which has been the

fundamental consideration when conceptualizing the project. The new-age tech-integrated workspaces, augmented with recreational activities, meet the needs of the forward-thinking millennial workforce. Optimum use of energy, resources and space have elevated the property into a working space for global citizens.

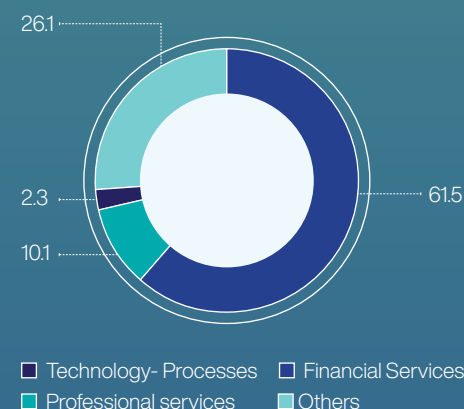
The asset is at a convenient distance from Pune's airport, railway station, and the upcoming metro station.

## TENANT PROFILE

9

Total tenants

## TENANT MIX (as a % of GCR)



## LEASE EXPIRY PROFILE: (in msf)

Gera Commerzone Kharadi has recently commenced operations and does not have any contractual expiries till FY25



## Key Accolades and Highlights:



Awarded 'Sword of Honour' and Five Star Ratings from the British Safety Council

1. 'Best IT Park Award' at the 12<sup>th</sup> Realty+ Conclave and Excellence Awards, Pune
2. 'Noteworthy Project Award' by 16<sup>th</sup> Construction World Architect and Builder Awards 2021 to Gera Commerzone Kharadi
3. Three buildings are LEED certified,



IGBC Platinum certification for B3



Gold certified for two buildings

4. 'Best Commercial Project of the Year' by Realty Conclave Excellence award 2021 (Pune)
5. 'Best Commercial Project of the year' award by Realty+ Conclave Excellence award 2021 (Pune).



## Current Developments

- 0.7 msf to be completed by Q2 FY23 (B5) - 100 % Pre-leased
- 1.0 msf to be completed by Q3 FY25 (B4) – Construction Commenced

## TOP TENANTS

Barclays, Allstate, British Petroleum, UPS, Mindcrest and Maveric

## KEY STATISTICS

2017

Commencement of Operations

25.8

acres Land Size

2.9 msf

Total Leasable Area

1.3 msf

Completed Area

1.7 msf

Under Construction

2

Completed Buildings

97.8%

Committed Occupancy

9.9

years WALE

72.2

In-place Rent (₹ psf)

7.7%

NOI % Contribution

₹ 21 bn

Market Value





Our Properties

# Commerzone Yerwada, Pune

## Invigorating Spaces for Work-life Balance

Smart design, open spaces, and international safety and security standards, make Commerzone Yerwada, Pune one of the most sought-after IT Parks in Maharashtra. Aesthetically designed to promote wellbeing, congregation, and exchange of ideas, this integrated

Business Park is a conducive space for global businesses and their teams to thrive. The property's highlights include striking landscaped gardens and multiple amenities, such as food courts, ATMs, and more. Located in the eastern part of Pune, Commerzone Yerwada,

is just six km from the airport and close to the city's railway station and the upcoming metro station. The asset is largely occupied by well-known technology, engineering, manufacturing, and financial services tenants, such as Schlumberger, Nvidia, UBS and BNY Mellon.



### TENANT PROFILE

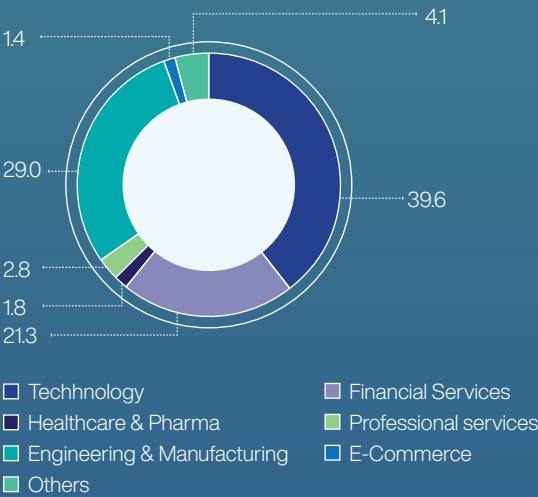
21

Total tenants

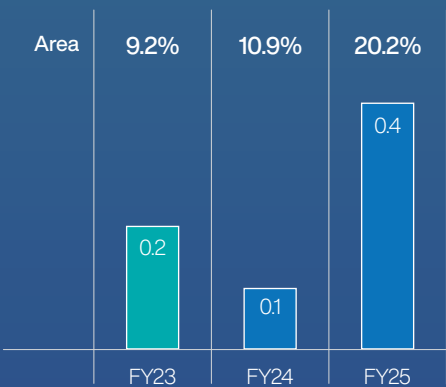
89.3%

Contribution of top 10 tenants to Gross Contracted Rentals (GCR)

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE: (in msf)



### TOP 10 TENANTS

Schlumberger, Nvidia, UBS, BNY Mellon, TCS, TIBCO, AEGIS Ltd, Workday, Eduspark, and KPMG

### KEY STATISTICS

2010

Commencement of Operations

25.7

acres Land Size

1.7 msf

Total Leasable Area

1.7 msf

Completed Area

7

Completed Buildings

97.4%

Committed Occupancy

4.6

years WALE

64

In-place Rent (₹ psf)

9.0%

NOI % Contribution

₹ 20 bn

Market Value



### Key Accolades and Highlights:



Awarded 'Sword of Honour' and Five Star Rating from the British Safety Council

- 'Best Commercial Business Park' by Realty Plus Conclave and Excellence Award 2018
- ISO 45001 Certification





## Our Properties

# The Square Signature Business Chamber (Nagar Road), Pune

## Ecological Solutions for Inimitable Experiences

The Square Signature Business Chamber (Nagar Road) strives to understand the growing business needs of tenants, crafting workspaces that create lasting value. It houses two buildings, one of which has been an office premise since 2011, while the other has been re-purposed to deliver to demands

from the micro-market. Property was transformed from a mall to an office space, using a mix of intelligent design, latest technology and modern features that meet global standards. The campus facilitates a collaborative work culture, encouraging creative thinking.

The Square Signature Business Chamber is favourably located within the eastern quadrant of Pune, and has easy access to the Pune International Airport, the city railway station, and the upcoming metro station.



### Key Accolades and Highlights:



Awarded 'Sword of Honour' and Five Star Rating from the British Safety Council

### TENANT PROFILE

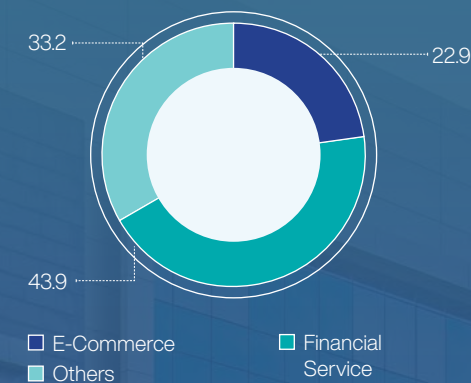
3

Total tenants

100%

Contribution of top 10 tenants to Gross Contracted Rentals (GCR)

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE: (in msf)

The Square, Nagar Road, does not have any contractual expiries till FY25.

### TOP TENANTS

Fiserv, ADP and Amazon

### KEY STATISTICS

2015

Commencement of Operations

10.1

acres Land Size

0.8 msf

Total Leasable Area

0.7 msf

Completed Area

0.1 msf

Under Construction

2

Completed Buildings

100.0%

Committed Occupancy

5.9

years WALE

70.0

In-place Rent (₹ psf)

2.5%

NOI % Contribution

₹ 9 bn

Market Value

0.1 msf

Current Developments: to be completed by Q2 FY23





## Our Properties

# Paradigm Mindspace Malad, Mumbai Region

## Setting Benchmarks for Sustainable Workplaces

Mindspace REIT has catapulted the Malad-Goregaon micro-market into an evolved urban precinct of the Mumbai region. The property is a junction of contemporary amenities, spacious and efficient workspaces, excellent social infrastructure, and

proximity to residential areas. It is an office space of choice for a range of leading Fortune 500 companies.

It is well-differentiated due to the quality offering, its strategic location, varied amenities, excellent connectivity and

focus on sustainability. The Business Park is close to several recreational landmarks, such as the Inorbit Mall and Botanical Theme Garden, along with robust rail and road connectivity.



### TENANT PROFILE

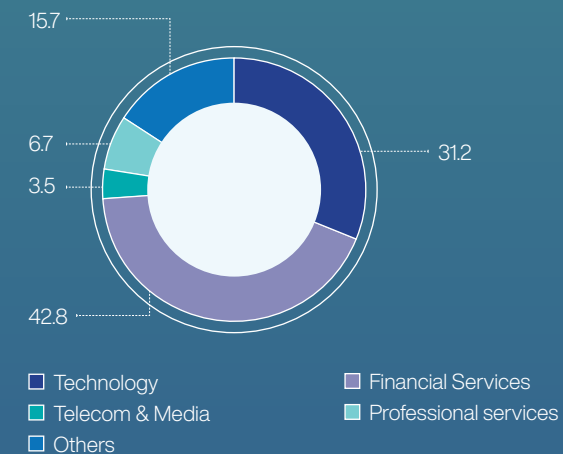
**12**

Total tenants

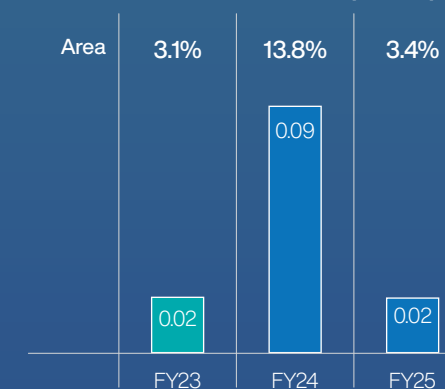
**99.3%**

Contribution of top 10 tenants to Gross Contracted Rentals (GCR)

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE: (in msf)



### TOP 10 TENANTS

J.P. Morgan, Firstsource, Smartworks, Tech Mahindra, Concentrix, Travelx, NYVFX, Glocal Junction, Alphasense and Camplus

### KEY STATISTICS

**2004**

Commencement of Operations

**4.2**

acres Land Size

**0.7 msf**

Total Leasable Area

**0.7 msf**

Completed Area

**2**

Completed Buildings

**93.6%**

Committed Occupancy

**3.4**

years WALE

**92.5**

In-place Rent (₹ psf)

**4.8%**

NOI % Contribution

**₹ 10 bn**

Market Value



### Key Accolades and Highlights:



Awarded 'Sword of Honour' and Five Star Rating from the British Safety Council

- 'Best Commercial Business Park' by Realty Plus Conclave and Excellence Award 2018
- ISO 45001 Certification





Our Properties

# Commerzone Porur, Chennai

Unveiling the Future of New-Age  
Work-Life

Spread over a sprawling six acres of land, Commerzone Porur is the entity's flagship commercial offering purposefully located in the South West Chennai micro-market, close to the central business district and the Chennai International Airport. Its unique amenities and infrastructure are a confluence of recreational, collaborative and wellness aspects that facilitate dynamic workstyles. The asset has been designed keeping contemporary business needs in mind, ranging from energy efficient green buildings to flexible workspaces and natural green parks, where working professionals can exchange ideas, unwind, and socialize.

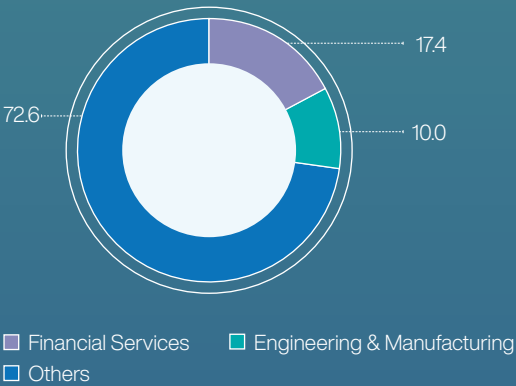


TENANT PROFILE

4

Total tenants

TENANT MIX (as a % of GCR)



LEASE EXPIRY PROFILE: (in msf)

Commerzone Porur does not have any contractual expiries till FY25

KEY STATISTICS

2020

Commencement of Operations

6.0

acres Land Size

0.8 msf

Total Leasable Area

0.8 msf

Completed Area

2

Completed Buildings

36.5%

Committed Occupancy

10.5

years WALE

64.0

In-place Rent (₹ psf)

0.2%

NOI % Contribution

₹ 8 bn

Market Value



Key Accolades and Highlights:

1. 'Most Environment Friendly Commercial Space of the Year' by Realty Plus Conclave and Excellence Award 2020 (South)
2. LEED Gold certification from USGBC for the entire asset

TOP TENANTS

Tablespace, Simpliworks, NPCI and Ramboll





Our Properties

# The Square, Avenue 61 (BKC), Mumbai Region

Differentiated with Modern  
Infrastructure and Sustainability

The Square, Avenue 61 (BKC) is an iconic office building located in the sophisticated micro market of Bandra Kurla Complex (BKC), which houses corporate headquarters of various large financial institutions, including that of the National Stock Exchange.

The Square Avenue 61 has a strong connectivity to the domestic and international airports, in addition to elevated road corridors, planned infrastructure, and local and metro lines. The entire asset has been leased to a renowned BFSI tenant and reflects Mindspace REIT's commitment to offer efficient workspaces, tailored to suit the needs of the discerning client base.

The asset commands high rents backed by its well-planned infrastructure, strong connectivity, and high demand for Grade A city center office spaces. The location also has easy access to restaurants, medical facilities, business centers, and five-star hotels.

KEY STATISTICS

2019 Year of Acquisition	0.9 acres Land Size
0.1 msf Total Leasable Area	0.1 msf Completed Area
1 Completed Buildings	100.0% Committed Occupancy
4.7 years WALE	240 In-place Rent (₹ psf)
0.4% NOI % Contribution	₹ 5 bn Market Value

LEASE EXPIRY PROFILE: (in msf)  
The Square, Avenue 61 (BKC), does not have any contractual expiries till FY25.

TOP TENANT

IDFC Limited

Our Properties

# Mindspace Pocharam, Hyderabad

Avant-Garde Spaces,  
Sustainability Priorities

Mindspace Pocharam is located on the eastern quadrant of Hyderabad, which is well connected to other parts of the city through the Outer Ring Road and Warangal Highway. The asset is an independent high-quality office offering, with amenities to match the needs of the global IT companies and their formidable workforce.

Sophisticated design, open areas, green zones, and best-in-class amenities are the highlights of Mindspace Pocharam.

KEY STATISTICS

2012 Commencement of Operations	22.0 acres Land Size
1.0 msf <sup>(1)</sup> Total Leasable Area	0.4 msf Completed Area
1. As per current development	
0.6 msf Under Construction/ Future Development Area	1 Completed Buildings
56.7% Committed Occupancy	2.7 years WALE
22.2 In-place Rent (₹ psf)	0.4% NOI % Contribution
₹ 2 bn Market Value	0.2 msf Current Developments: to be completed by Q2 FY24

LEASE EXPIRY PROFILE: (in msf)

Area	-	43.8%	-
		0.08	
	-	-	-
	FY23	FY24	FY25

TOP TENANT

Genpact





## Investor Association

# Long-standing Investor Relations

## Uncompromising Performance, Unequivocal Communication

Investor Relations function at Mindspace Business Parks REIT aims to ensure effective, two-way communication between various stakeholders, develop a robust disclosure framework and contributing towards further development of REIT as a financial product in India.

### Engagement with the Investment Community

#### Mediums

- Conference call
- Investor meetings
- Site visits
- Comprehensive financial reporting
- Investor material
- Swift query resolution

#### What do we aim at?

- Increased investor confidence
- Enhanced corporate governance
- Improved liquidity
- Wider reach to investor community
- Transparent and robust communication
- Achievement of fair value

#### Analyst covering Mindspace REIT - 13

Ambit Capital  
Bank of America  
CITI Research  
Credit Suisse  
ICICI Securities  
IIFL Securities  
Investec Capital

JM Financial  
Jefferies  
Kotak Securities  
Morgan Stanley  
Nirmal Bang  
UBS Securities

## 24,683

Unitholders as on  
March 31, 2022

## >200%

Expansion of unitholders

## 13

Conferences and  
roadshows attended

## 140+

Total investors  
interacted during the year



Investor Association

## 24.4%

Return during FY22

## 21.4%

Annualized return since listing

## 36.5%

Cumulative return since listing

\*\*Includes distribution payout for Q4 FY22

### Unit Price and Trading Statistics

Tenant	Key statistics			
	7 Aug 2020 - 31 Mar 2021		1 Apr 2021 - 31 Mar 2022	
	NSE	BSE	NSE	BSE
Opening Price (Beginning of period)	302 . 0	302 . 0	294 . 9	294 . 7
Closing Price (End of period)	294 . 9	294 . 7	346 . 5	346 . 5
High	342 . 0	348 . 0	364 . 0	365 . 0
Low	292 . 1	292 . 5	275 . 0	275 . 2
<b>Market Capitalization (end of period)</b>				
₹ Mn	1,74,863	1,74,757	2,05,505	2,05,487
USD Mn	2,355	2,354	2,710	2,709
Average Daily Trading Volume				
Units	6,38,564	58,810	2,20,616	2,37,169
₹ Mn	200 . 1	18 . 4	67 . 6	76 . 7
USD Mn	2 . 7	0 . 2	0 . 9	1 . 0
<b>Distribution (p . u . )</b>		<b>9 . 6 p . u . <sup>(1)</sup></b>		<b>18 . 4 p . u . <sup>(2)</sup></b>
<b>Yield(%)<sup>(3)</sup></b>		<b>7 . 0%</b>		<b>6 . 7%</b>
<b>Units</b>				
Total outstanding				59,30,18,182
Public Free Float				37%

Source: NSE & BSE  
USD - INR Exchange rate as on March 31, 2022 - 75.8

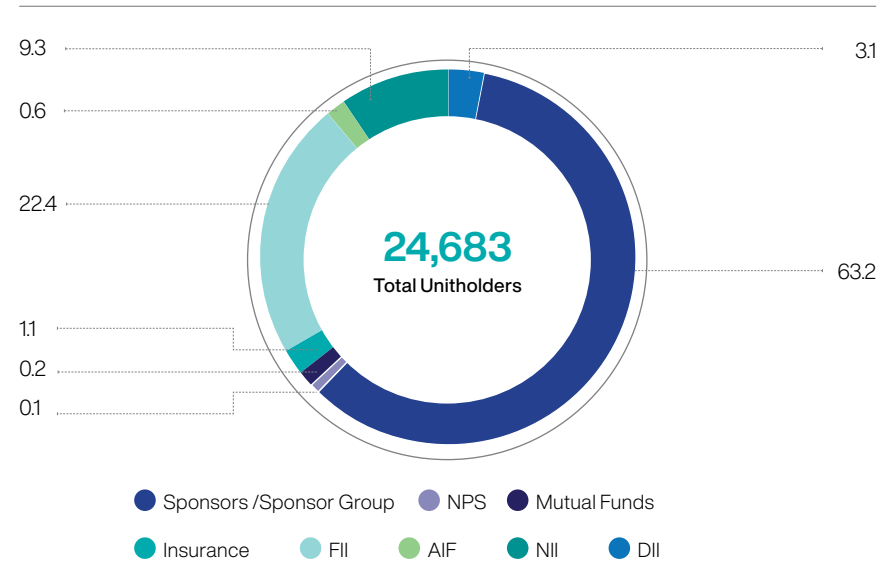
1. Distribution for H2 FY21  
2. Distribution for FY22  
3. Annualized distribution yield calculated on issue price of ₹ 275 p . u .





## Investor Association

### Unitholding Pattern as on March 31, 2022 (%)



### Continuous engagement with investors

Sr. No.	Conferences
1.	Participation in Kotak - Chasing Growth 2022 Conference
2.	Participation in Axis Capital India Conference
3.	Participation in IIFL's Enterprising India Conference
4.	Participation in Jefferies India Housing Real Estate Summit
5.	Meeting with Investors during Roadshow
6.	Participation in Morgan Stanley's Twentieth Annual Asia Pacific Summit
7.	Participation in BofA Securities 2021 Global Real Estate Conference
8.	Participation in 28 <sup>th</sup> Annual CITIC CLSA Flagship Investors' Forum 2021
9.	Participation in ICICI Securities Virtual ESG Conference
10.	Meeting with Investors during Non - deal Roadshow
11.	Meeting with Investors during Debt Roadshow
12.	Participation in Morgan Stanley Virtual India Summit 2021
13.	Participation in BofA - APAC Financial , Real Estate Equity and Credit Conference 2021

For Investor Relations queries reach out at below:

#### For Retail Investors:

Narendra Rahalkar  
Compliance Officer  
Email: [reitcompliance@mindspacereit.com](mailto:reitcompliance@mindspacereit.com)

#### For Institutional Investors:

Kedar Kulkarni  
Finance & Investor Relations  
Email: [ir@mindspacereit.com](mailto:ir@mindspacereit.com)

### Marquee Investors

Platinum Illumination Trust (ADIA)

Capital Group

GIC

### Index Inclusion

- "MSCI India Domestic Small Cap Index" and
- Other MSCI and FTSE indices

### Debt Market Performance

- Tapped capital market to lock in borrowing costs via fixed cost debenture raise
- Cumulatively raised INR 20 bn in the form of debentures at 6.5% since listing
- 45.9% of the debt is in the form of debentures
- Debenture holders include 7 mutual funds and insurers

## Corporate Information

### Information of the contact person

#### Narendra Rahalkar Compliance Officer

Raheja Tower, Level 8, Block 'G', C-30,  
Bandra Kurla Complex,  
Mumbai - 400 051.

Tel: +91-22-2656 4000 Fax: +91 22 2656 4747

Email id: [reitcompliance@mindspacereit.com](mailto:reitcompliance@mindspacereit.com)

#### Kedar Kulkarni

#### Finance and Investor Relations

Raheja Tower, Level 8, Block 'G', C-30,  
Bandra Kurla Complex,  
Mumbai - 400 051.

Tel: +91-22-2656 4000 Fax: +91 22 2656 4747

Email id: [ir@mindspacereit.com](mailto:ir@mindspacereit.com)

### Registrar and Transfer agent

#### KFin Technologies Private Limited

Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana

Toll free number: 1-800-309-4001

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Investor grievance e-mail: [kraheja.reit@kfintech.com](mailto:kraheja.reit@kfintech.com)

Website: [www.kfintech.com/](http://www.kfintech.com/)

### Unit Trustee

#### Axis Trustee Services Limited

SEBI Registration No. IND000000494  
Address - Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

Tel: +91-22-6230 0451

Website: [www.axistrustee.com](http://www.axistrustee.com)

E-mail: [debenturetrustee@axistrustee.in](mailto:debenturetrustee@axistrustee.in)

### Debenture Trustee

#### IDBI Trusteeship Services Limited

SEBI Registration No. IND000000460  
Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001.

Tel: +91-22-4080 000

Website: [www.idbitrustee.com](http://www.idbitrustee.com)

Email: [rmitra@idbitrustee.com](mailto:rmitra@idbitrustee.com)





# Management Discussion and Analysis

The discussion and analysis of our financial condition and results of operations that follow are based on our Audited Consolidated Financial Statements of Mindspace REIT and the Asset SPVs (together known as “Mindspace Group”) for the year ended March 31, 2022 prepared in accordance with Indian Accounting Standards and applicable REIT regulations.

Consolidated FY22 numbers reflect 12 months financial performance of the Asset SPVs. However, in FY21, the acquisition of Asset SPVs by Mindspace REIT was effected on July 30, 2020. Consequently, consolidation of financials of these Asset SPVs with Mindspace REIT has been done effective August 01, 2020 and therefore, Consolidated FY21 numbers reflect 8 months financial performance of the Asset SPVs. Hence, the numbers for FY22 and FY21 are not comparable. However, for comparison purpose with FY22 figures, in the section **Comparison of Pro Forma Financial Numbers and Movement in revenue from operations and NOI by assets**, we have provided pro forma Revenue from Operations and Net Operating Income for the twelve-month period from April 01, 2020 to March 31, 2021.

This discussion contains forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from those forecasted and projected. The ‘**Risk Factors**’ section included in this Annual Report discusses a number of factors and contingencies that could affect our financial conditions and results of operations.

All the financial numbers in this section have been rounded off to the nearest million unless otherwise stated.



**31.8** msf

Total leasable area as of March 31, 2022

**6.9** years

Weighted Average Lease Expiry (WALE) as of March 31, 2022

## Mindspace REIT Overview

Mindspace REIT owns a quality office portfolio across four key office markets of India, i.e. Mumbai Region, Pune, Hyderabad, and Chennai. The portfolio comprises five integrated business parks and five quality independent offices. With a total leasable area of c. 31.8 msf (24.2 msf completed; 3.0 msf under construction; 4.6 msf future development), it is one of India's largest Grade A office portfolios. Mindspace REIT's focus is on building a community-based ecosystem to meet the demands of "new-age businesses" while maintaining high safety and quality standards. Our parks are distinguished by their scale and thus making us the preferred partner of both domestic and foreign multinational corporations.

These assets are located in the established micro-markets, with proximity and/or connectivity to major business, social, and transportation infrastructure. We have built a significant presence in the portfolio markets where we operate and have meaningfully contributed to the evolution of these markets.

As of March 31, 2022, the portfolio is well diversified with over 175 tenants. Our diversified tenant base comprises a mix of Indian and foreign multinationals, including affiliates of Accenture, Qualcomm, Cognizant, L&T, Wipro, IDFC, Barclays and Amazon, among others. No single tenant contributes more than 6.0% of gross contracted rentals as on March 31, 2022. While tenants from the technology sector traditionally comprised our largest tenant base, our sectoral mix is diversified with non-technology sectors contributing to 57.7% of our gross contracted rentals. Technology, financial services and telecom and media constitute our

three largest sectors with contribution to Gross Contracted Rentals of 42.3%, 18.4% and 10.6%, respectively as on March 31, 2022. Approximately 77.2% and 29.4% of Gross Contracted Rentals come from leading multinational corporations and Fortune 500 companies, respectively.

Our unwavering focus of attracting and retaining the best tenants in our portfolio continues. This approach has stood the test of challenging times as we have been able to collect over 99% of our contracted rentals even during peak of pandemic. Our long-standing relationship with our tenants has helped the portfolio see our tenants grow across various parks within the portfolio. Our focus on constant engagement with our existing and potential tenants, has enabled us to expand our tenant universe as we grow with our existing tenants.

### REIT clocks a strong year of leasing

FY22 started with imposition of restrictions to combat the second wave. At the same time, the Government of India accelerated the vaccination drive and was able to vaccinate majority of eligible adult population by end of the financial year. As the second wave started receding, the leasing demand picked up and we were able to lease 3.8 million in first nine months of FY22. The physical occupancies also started to improve from September 2021 onwards. However, the third wave marginally paused the leasing momentum forcing occupiers to postpone their return to office plans. Despite the disruptions caused by two waves, we recorded one of the best years of leasing and leased 4.5 msf (including hard option area). Our ROFO assets also witnessed strong leasing traction during full year FY22, as all three ROFO assets cumulatively saw leasing of 2.9 msf during the year.

### Using downtime to upgrade our offerings

While the two waves of the pandemic did cause temporary disruptions and came with its own set of challenges the downtime helped us revamp and transform our business parks improving the marketability quotient. Apart from the carrying out our planned building façade upgrades, we were able to add - new biophilia art installations, recreational areas, retail spaces and boardwalk to improve navigation within our parks. The recently opened 1 km long skywalk at Mindspace Madhapur is one such example. The skywalk has not just helped to reduce the discomfort caused by vehicular traffic to pedestrian movement, but also led to significant reduction of carbon footprints generated by last mile transportation of vehicles as well as reducing the noise and traffic within our parks. The skywalk also houses a Vantage Café along with kiosks and breakout spaces providing food, recreation and entertainment offerings. As our occupiers and their employees, begin to return to office, they are pleasantly surprised by the transformation and the stress-free travel to their office spaces. It is fast becoming a new landmark for the city of Hyderabad. Many such interventions will change the face of workspaces.

### Readying for upsurge in leasing demand

We are optimistic about the leasing outlook on the back of robust hiring in IT, potential for GCC expansion in the country and our presence in right micro-markets with right offerings. As a result, we are aggressively looking at bringing more supply in our micro-markets. The key projects in the pipeline include potential redevelopment at Mindspace Madhapur (c.1.3 msf), multiple buildings at Gera Commerzone Kharadi (1.7 msf), data center building at Mindspace Airoli West (0.3 msf) and several other projects.

## FY22 Highlights

Expanded the total leasable area of the portfolio by 1.6 msf primarily via on-campus developments	Leased over <b>4.5 msf</b> Commercial space in FY22	Successfully pre-leased entire U/C building (B5) at Commerzone Kharadi, Pune to a global tech giant	Achieved average re-leasing spreads of 31.0% on 2.8 msf (includes re-leasing and vacant area leasing)
Committed to <b>RE100 initiative</b> , targeting 100% renewable energy usage by 2050	Pre-leased/Leased 2.9 msf at ROFO asset (Commerzone Madhapur), Commerzone Pallikarnai and Mindspace Juinagar	Commenced construction of a new 1 msf building in Commerzone Kharadi and 0.05 msf Club House in Mindspace Madhapur	
Increase in in-place rent by 10.3% to 61.7 psf per month primarily on account of contractual escalations, MTM realization via re-leasing of area at higher rent, leasing of new area at market rent and advancing our renewals	Generated NOI of ₹ 14.9 billion, registering a growth of c. 8.2% y-o-y	Achieved 50bps reduction in borrowing costs during FY22	Raised ₹ 9 billion through fixed coupon non-convertible debentures (NCDs) at attractive rates
Facilitated over <b>1,00,000</b> COVID-19 vaccinations across our parks	Received prestigious <b>9 'Sword of Honour'</b> from British Safety council across 7 business parks	Unitholder return of 24.4% during the year including distributions	
Delivered a <b>120 bed</b> facility at Kondapur, Telangana as a part of CSR to boost healthcare infrastructure in the region	Undertook strategic asset enhancement at our Madhapur and Airoli East assets, to energize the parks, improve tenant experience, keep the parks ready to meet the changing needs of millennials	Weighted average debt has come down to 6.6% which is one of the lowest in the industry	Distributed ₹ 10,941 million during the year, representing 6.7% yield on IPO issue price
	Established sustainability framework setting up detailed ESG roadmap and target	Mindspace REIT is now 'Great place to work certified'	





## The Evolving Business Dynamics

The pandemic has altered our way of life for all and accentuated few trends which probably would have taken years if not decades to achieve. We expect a significant growth in Grade A office demand to come on account of these transformations.

### Change in Occupiers' definition of grade A

As envisaged, occupiers do not want to risk or compromise on asset quality as they restart their journey towards office occupancy. There is a strong desire to create and provide wellness and experiential work environments. We had anticipated this trend to play out. Strata sold assets are now no-longer considered Grade A by a significantly large segment of top-notch occupiers. Occupiers are now keen to shift out of strata-sold assets, given the challenges associated with negotiating with multiple landlords to implement health and safety protocols. As a result, they are willing to pay premium for institutionally-owned Grade A buildings. During the financial year, we witnessed a key BFSI tenant move out of an erstwhile strata-sold asset in BKC into our building in BKC. We see this shift happening at our other parks as well.

### Strengthening of India's potential as GCC hub

The ability of Indian services sector to deliver even during peak of pandemic has won it accolades globally. It has further reinforced India's credibility as a global offshoring hub. In FY21, India had over 1,430 GCCs employing 1.38 million people. The number of GCCs are expected to grow at a CAGR of c.6-7% and reach c.2,000 and their headcount is expected to grow almost 2x at a CAGR of c.12% reaching c.2 million by FY25. India has the largest availability of STEM (Science, Technology, Engineering and Mathematics) talent and this coupled with availability of office spaces at near sub-dollar rents fortifies the case of setting up new GCCs in India's favour.

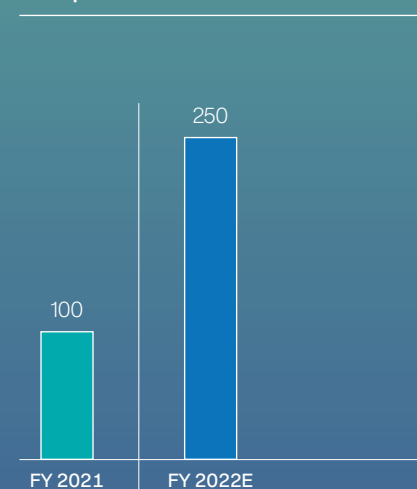
### Indian IT industry at its new inflection point

Technology companies played a pivotal role as the world moved to a remote working environment. Companies globally have accelerated their digitization plans and spends. The impact is visible in the results of Indian IT companies and their hiring trends. Indian IT companies have hired a record number of people since the pandemic and reported strong addition to the headcount to cater to their renewed business prospects.

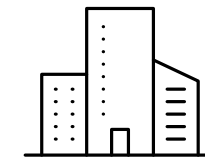
The IT growth which started after Y2K was largely driven by cost arbitrage models. However, the next wave would be driven by high value intellectual services like – machine learning, artificial intelligence, business automation, data mining, data analytics and cloud adoption. Such cutting-edge services command a premium and are delivered by organizations with top notch talent. The ability and the desire of the occupiers to provide a high quality environment for their human capital favor Grade A landlords like us.

NASSCOM research suggests the technology services industry is estimated to be worth \$ 227 billion in FY22. The headcount of IT companies in India is now estimated to reach an all-time high of 5.1 million employees at the end of FY22, representing a net employee addition of c.4,45,000 employees during the financial year. The top 10 IT companies alone have added c.2,15,000 employees during the period of 9M FY22, which is ~2.0x times the net additions during pre-COVID-19 levels of FY19. According to NASSCOM, the industry has hired freshers in bulk in order to meet the growing digital demand. Fresher hiring has acted as a cost management tool for the companies by flattening the pyramid. This ensures the robustness of the industry and is visible in the share of employee cost in revenue. Addition of new hires, especially freshers, has led to employers revisiting the need for training, induction, collaboration, etc. further strengthening the relevance of office infrastructure.

### Freshers hiring by top technology companies indexed



Source: NASSCOM, Cushman & Wakefield



# 24.2 msf

Completed area as on  
March 31, 2022

### Importance of office space coming to the fore

While working from home provides flexibility and comfort, it cannot replace the collaborative atmosphere and social interactions a physical office space fosters. Employees and employers are starting to realise that permanent remote work could mean a blurring of work-life boundaries and missed opportunities for mentorship and office camaraderie. Many companies have started calling employees back to office. If we refer to Q4 FY22 results of Indian IT companies, several companies have indicated that they have started calling employees back to office in multiple phases. While the number of days a week that an employee is required to attend office is still being evaluated, one thing is becoming evident is that office is going to be the center of future workplace models.

Our conversation with tenants and on-ground park attendance are indicating significant ramp up in physical occupancy at our parks as we head into the new financial year. We expect it to improve jump further by second half of FY23. With IT companies and GCCs having hired record number of people including freshers, they will have to expand their office footprint to cater to this new hiring.

### Risks factors

Risks and concerns affecting our operations are captured in section 'Risk factors' on [Page 107-110](#)

### Basis of Preparation of Consolidated Financial Statements

Please refer Basis of preparation stated in Consolidated financial Statements on [Page 233-234](#)

### Summary of significant accounting policies

Please refer Significant Accounting Policies stated in Consolidated financial Statements on [Page 234-243](#)

### Principal components of consolidated statement of profit and loss

Our revenue from operations comprises the following sources: (i) facility rentals; (ii) income from maintenance services; (iii) revenue from works contract services; (iv) revenue from power supply; and (v) other operating income.

### Facility rentals

Revenue from facility rentals comprises the base rental from our properties, fit-out rentals and income from car parking and others and certain Ind-AS adjustments to reflect the impact of straight lining of leases and discounting of security deposits.

**Base rentals:** Base rentals comprise rental income earned from the leasing of our assets.

**Fit-out rentals:** For some of our tenants, we provide customized alterations and enhancements as per the tenants' requirements. Generally this is recovered through fit-out rental.

**Income from car parking and others:** Primarily, includes income from car park, kiosks, signage, ATMs, promotional events, among others.

### Income from maintenance services

Income from maintenance services consists of the revenue that we receive or is receivable from tenants for the Common Area Maintenance (CAM) services provided as per the terms of agreement with the tenants, and also includes revenue from common area maintenance services provided to third parties, if any, located within the assets.

### Revenue from works contract services

Revenue from works contract services includes revenue earned from construction of building for the tenants based on their specification and requirements.

### Revenue from power supply

Revenue from power supply includes income from supply of power to tenants within the notified SEZ.

### Other operating income

Other operating income primarily includes (i) interest income from finance lease, which comprises interest income from fit-out rentals where such leases are classified as finance leases. Leases are classified as finance leases when substantially all the risks and rewards of ownership is transferred to the lessee; (ii) income from sale of surplus construction material and scrap; and (iii) service connection charges for power supply and other charges.

### Interest income

Our interest income comprises the following sources: interest income on (i) loans to body corporates; (ii) fixed deposits with banks; (iii) electricity deposits; (iv) income-tax refunds, and (v) others.

### Other income

Our other income primarily comprises: (i) gain on redemption of preference shares; (ii) gain on redemption of mutual fund units; (iii) Liabilities no longer required written back, and (iv) miscellaneous income and (v) profit on sale of assets.





## Expenses

Our expenses primarily comprise: (i) cost of work contract services (ii) cost of power purchased (iii) employee benefit expenses (iv) cost of property maintenance services (v) repairs and maintenance (vi) other expenses (vii) depreciation and amortization expenses (viii) finance costs

### (i) Cost of work contract services

Cost of work contract services is the expenses incurred towards construction of a building, based on agreed specifications and requirements, pursuant to the works contract executed by KRC Infra with respect to the portion of land owned by the counterparty.

### (ii) Cost of power purchased

Cost of power purchased is cost incurred for purchase of power, transmission charges and related expenses with respect to supply of power to tenants within the notified SEZ.

### (iii) Employee benefits expenses

Employee benefits expenses primarily include salaries and wages, contribution to provident and other funds, gratuity expense, compensated absences and staff welfare expenses.

### (iv) Cost of property management services

Cost of property management services primarily include expenses incurred for facility maintenance services.

### (v) Repairs and maintenance

Repairs and maintenance expenses primarily include expenses incurred on repairs and maintenance of buildings and plant and machinery and electrical installation.

### (vi) Other expenses

Other expenses primarily comprise property tax, electricity, water and diesel charges, brokerage and commission, business support fees paid to the KRC group, rates and taxes, corporate social responsibility expenses and business promotion and advertisement expenses.

### Earnings before finance costs, depreciation and amortization, regulatory income/expense and tax

We have elected to present earnings before finance costs, depreciation and amortization regulatory income/expense and tax as a separate line item on the face of the statement of profit and loss.

EBITDA is generally defined as net profit before interest expense, taxes, depreciation and amortization. However, Ind AS 114 (Regulatory Deferral Accounts) requires the movement in all regulatory deferral account balances to be distinguished from other income and expenses. Hence, for the purpose of Consolidated Financial Statements, included in this Annual Report, net movement in regulatory deferral

account balances has been disclosed separately in the Statement of Profit and loss after 'Profit before rate regulated activities and tax' and thus does not form part of EBITDA.

### (vii) Depreciation and amortization expenses

Depreciation and amortization expenses comprise the depreciation of property, plant and equipment; depreciation of investment property; amortization of intangible assets and amortization of right of use of assets.

### (viii) Finance costs

Finance costs primarily comprise: (1) interest expenses on (i) borrowings from banks and financial institutions; (ii) debentures; (iii) lease liability; and (iv) others; (2) unwinding of interest expenses on security deposits; and (3) other finance charges. We capitalize borrowing costs in relation to under construction properties. Once construction is completed, the interest cost is charged to our statement of profit and loss, causing an increase in finance costs.

### Regulatory income/expense

As a deemed power distribution licensee in the SEZ area, some of our Asset SPVs charge tenants tariff on power consumption that is pre-approved by the state regulatory authority, Maharashtra Electricity Regulatory Commission (MERC). Accordingly, we file a tariff petition for the based on projected expenses and revenue. MERC reviews the tariff petition and approves expenses and revenue in compliance with the tariff regulations. Subsequently, we submit our audited accounts to MERC to undertake a truing up process, wherein MERC compares the actual expenses and revenue with the approved expenses and revenue for the past year, and allows total revenue gap/(surplus) to be recovered in the succeeding year's tariff. As a result, there is an increase/(decrease) in succeeding year's tariff based on past year's revenue gap/(surplus), and this change is referred to as impact on account of true-up. Such revenue gap/(surplus) for the past year is recorded as regulatory income/expense in the financials.

### Tax expense

Tax expense comprises: (1) current tax and (2) deferred tax charge (net).

The Indian Income Tax Act provides companies an option to discharge their income tax liability at a concessional rate of 25.17% (including cess and surcharge) subject to fulfilment of certain conditions which includes opting out of other applicable tax holiday claims/incentives/tax exemption and utilizing MAT credit ("New Tax Regime"). With respect to the Consolidated Financial Statements as of and for the year ending March 31, 2022, and for the year ending March 31, 2021, we have not opted for the New Tax Regime and continue to discharge our income tax liability as per the existing tax regime.

## Comparison of financial numbers

FY22	FY22		FY21	
	Amount	Share (%)	Amount (Pro-forma)	Share (%)
(₹ million)				
Facility rentals	14,185	81.1%	13,241	81.3%
Maintenance services	2,635	15.1%	2,463	15.1%
Revenue from power supply	440	2.5%	460	2.8%
Other operating income	241	1.4%	129	0.8%
<b>Total Revenue from Operations</b>	<b>17,501</b>	<b>100.0%</b>	<b>16,293*</b>	<b>100.0%</b>
Direct Operating Expenses <sup>#</sup>	2,637	15.1%	2,552	15.7%
<b>Net Operating Income</b>	<b>14,864</b>	<b>84.9%</b>	<b>13,741</b>	<b>84.34%</b>

\*Excludes revenue from works contract services in Gera Commerzone Kharadi

<sup>#</sup>Include net margin from works contract

Revenue from operations increased by 7.4% from ₹ 16,293 million (pro-forma) in FY21 to ₹ 17,501 million in FY22 primarily on account of:

- An increase in facility rentals from ₹ 13,241 million (pro-forma) to ₹ 14,185 million
- An increase in income from maintenance services from ₹ 2,463 million (pro-forma) to ₹ 2,635 million

During FY22 we achieved

- Gross leasing of c.4.5 msf
- New and vacant leasing of c.2.3 msf
- Contracted lease escalations on c.8.3 msf area
- Re-leasing spread of 31% over 2.8 msf area (incl. releasing and vacant area leasing)

Direct operating expenses (including net margin from works contract) increased in line with the increase in revenue from operations. The NOI margins rose to c.84.9%.

## Movement in NOI (in ₹ million)



1. FY21 number is on pro-forma basis





(₹ million)	Values
<b>FY21 (Pro-forma)</b>	<b>13,741</b>
Contractual and others <sup>(1)</sup>	404
Rent from Mark - to - Market Opportunity	113
Rent from Vacant Area <sup>(2)</sup>	146
Rent from New Area <sup>(3)</sup>	460
<b>FY22</b>	<b>14,864</b>

1. Includes contractual escalations, reduction in rent on account of area vacated; others primarily include NOI from in-house facility management division, Income from Finance Lease Receivable, Net Power Income, impact of Ind AS adjustments, downtime vacancy allowance and other direct operating expenses
2. Incremental rent from area which was not generating rent as on 31, March 21
3. Incremental rent from new area which started generating rent for the first time

#### Movement in revenue from operations and NOI by assets<sup>(3)</sup>

Assets	Revenue (₹ Mn)		Change %	NOI		Change %
	FY22	FY21		FY22	FY21	
Mindspace Airoli (E)	3,527	3,578	(1%)	2,837	2,823	0%
Mindspace Airoli (W)	2,058	2,040	1%	1,571	1,623	(3%)
Mindspace Malad	813	774	5%	714	690	3%
The Square BKC	72	-	NC	59	-	NC
<b>Mumbai Region</b>	<b>6,470</b>	<b>6,392</b>	<b>1%</b>	<b>5,180</b>	<b>5,136</b>	<b>1%</b>
Gera Commerzone Kharadi	1,334	1,010	32%	1,138	846	35%
The Square Nagar Road	478	624	(23%)	368	512	(28%)
Commerzone Yerwada	1,625	1,535	6%	1,337	1,259	6%
<b>Pune</b>	<b>3,437</b>	<b>3,169</b>	<b>8%</b>	<b>2,843</b>	<b>2,617</b>	<b>9%</b>
Mindspace Madhapur	7,378	6,591	12%	6,503	5,827	12%
Mindspace Pocharam	91	105	(13%)	61	85	(28%)
<b>Hyderabad</b>	<b>7,469</b>	<b>6,696</b>	<b>12%</b>	<b>6,564</b>	<b>5,912</b>	<b>11%</b>
Facility Management Business <sup>(1)</sup>	821	399	106%	253	125	102%
Others <sup>(2)</sup>	93	20	NC	23	(48)	NC
Inter Company Eliminations	(790)	(383)	NM	-	-	NM
<b>Total</b>	<b>17,501</b>	<b>16,293</b>	<b>7%</b>	<b>14,864</b>	<b>13,741</b>	<b>8%</b>

NM = Not meaningful ; NC = Not comparable

1. KRC Infra has commenced facility management business from October 1, 2020 under brand name "CAMPLUS"

2. For FY22, 'Others' includes Commerzone Porur. However, for FY21, 'Others' includes Commerzone Porur and also The Square BKC, hence, the numbers for the 2 financial years are not comparable

3. All FY21 numbers are on pro-forma basis

NOI came in higher at ₹ 14,864 million in FY22 as compared to ₹ 13,741 million in FY21 primarily due to following reasons:

- Mindspace Airoli East: Higher on account of increase in Ind AS income, other operating income and net power income offset by re-leasing downtime on c.1.2 msf area, exits of 0.6 msf over FY21 and FY22 and lower net CAM margin in FY22
- Mindspace Airoli West: Lower due to increase in provision of property tax for buildings currently under assessment partially offset by higher Ind AS adjustments and higher net power income
- Mindspace Malad: Higher due to increase in Ind AS income partially offset by lower other operating income
- Mindspace Pocharam: Lower on account of exits of c. 0.1 msf over FY21 and FY22 and lower net CAM recovery
- Gera Commerzone Yerwada: Higher primarily on account of escalations over c.1.2msf and re-leasing of c.0.2 msf area over FY21 and FY22
- The Square BKC: Higher primarily on account of Ind-AS adjustment due to leasing of the asset in FY22
- Commerzone Porur: Higher on account of leasing of 0.3msf new area over FY21 and FY22 and higher Ind AS income
- Gera Commerzone Kharadi: Higher on account of annualization impact of rent for the full year FY22 on account of leases for which rents commenced during the year FY21
- The Square Nagar Road: Lower on account of re-leasing downtime on of 0.2 msf over FY21 and FY22, lower fit-out income and lower net CAM recovery
- Mindspace Madhapur: Higher on account of leasing of new area c.0.3 msf, leasing of 0.9 msf vacant area and mark-to-market impact on 1.3 msf area and escalations on 5.0 msf over FY21 and FY22, increase in fit-out rent, increase in Ind-AS income and increase in other operating income and reduction in rent from exits of c.1.2 msf area over FY21 and FY22
- Facility Management Division: Additional NOI on account of full year operations in FY22 vis-a-vis operations of six months in FY21 as facility management division commenced from October 1, 2020

Note:

- Ind-AS adjustments refer to fair valuation of security deposits received and straight lining adjustments with respect to lease rent
- All FY21 numbers are on pro-forma basis





## Profit and Loss statement analysis

(In ₹ million)	For the year ended March 31, 2022 (Audited)	For the year ended March 31, 2021 (Audited)	Change y-o-y (%)
<b>INCOME AND GAINS</b>			
Revenue from operations	17,501	11,381	53.8%
Interest	107	133	(19.3%)
Other income	88	51	74.2%
<b>Total Income</b>	<b>17,696</b>	<b>11,565</b>	<b>53.0%</b>
<b>EXPENSES</b>			
Cost of work contract services	-	274	(100%)
Cost of materials sold	6	2	222.3%
Cost of power purchased	444	341	30.0%
Employee benefits expense	226	115	96.4%
Cost of property management services	398	191	108.1%
Trustee fees	2	2	0.0%
Valuation fees	9	9	(4.9%)
Insurance expense	86	57	51.7%
Audit fees	19	23	(19.1%)
Management fees	500	316	58.5%
Repairs and maintenance	539	416	29.6%
Legal & professional fees	113	138	(17.8%)
Impairment Loss	-	176	(100.0%)
Other expenses	1,510	913	65.4%
<b>Total Expenses</b>	<b>3,853</b>	<b>2,973</b>	<b>29.6%</b>
<b>Earnings/(loss) before finance costs, depreciation and amortisation, regulatory income / expense and tax</b>	<b>13,843</b>	<b>8,592</b>	<b>61.1%</b>
Finance costs	2,644	1,707	54.9%
Depreciation and amortisation expense	3,289	2,091	57.3%
<b>Profit/(loss) before rate regulated activities and tax</b>	<b>7,910</b>	<b>4,794</b>	<b>65.0%</b>
Add : Regulatory income/ (expense) (net)	76	32	137.2%
Add : Regulatory income/(expense) (net) in respect of earlier years	-	(33)	(100.0%)
<b>Profit before exceptional items and tax</b>	<b>7,986</b>	<b>4,794</b>	<b>66.6%</b>
Exceptional Items (refer note 55)	(843)	-	
<b>Profit/(loss) before tax</b>	<b>7,143</b>	<b>4,794</b>	<b>49.0%</b>
Current tax	1,767	1,033	71.1%
Deferred tax	903	412	119.3%
<b>Tax expense</b>	<b>2,670</b>	<b>1,445</b>	<b>84.8%</b>
<b>Profit/(Loss) for the period/year</b>	<b>4,473</b>	<b>3,349</b>	<b>33.6%</b>
<b>Profit/(Loss) for the period/year attributable to unit holders of Mindspace REIT</b>	<b>4,238</b>	<b>3,075</b>	<b>37.8%</b>
<b>Profit for the period/year attributable to non-controlling interests</b>	<b>235</b>	<b>274</b>	<b>(14.4%)</b>

Our revenue from operations and Profit for FY22 stood at ₹ 17,501 million and ₹ 4,473 million, respectively.

## Liquidity and capital resources

## Overview

Our low leverage and robust credit profile offer adequate headroom for future growth.

For the year ended March 31, 2022, we,

- Raised ₹ 9 billion in fixed cost debt from financial institutions at Mindspace REIT and Sundew SPV level via issuance of NCDs bearing coupon ranging between 6.1% to 6.35% on p.a.p.q. basis
  - We strategically increased our exposure to fixed cost debt to c. 45.9% of our total outstanding debt, cushioning us against the rising interest rate regime
- We have availed new facilities worth ₹ 7.75 billion at SPV level from various banks in the form of lease rental discounting, overdraft and term loans.
- Debt raised during the year was predominantly used for refinancing existing debt and to fund capital expenditure

## Summary of cash flow statement

(In ₹ million)	FY22 Consolidated	FY21 Consolidated
Net cash generated/(used in) from operating activities	11,598	7,978
Net cash (used in)/generated from investing activities	(4,558)	9,414
Net cash generated used in financing activities	(7,523)	(15,044)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(483)</b>	<b>2,348</b>
Cash and cash equivalents at the beginning of the period/year	1,465	-
Cash and cash equivalents acquired due to asset acquisition	-	(883)
<b>Cash and cash equivalents at the end of the period/year (Net of book overdraft)</b>	<b>982</b>	<b>1,465</b>
<b>Cash and cash equivalents comprises of</b>		
Cash on hand	2	2
Balance with banks		
- on current accounts	3,046	3,060
- in escrow accounts	0	64
Deposit accounts with less than or equal to three months maturity	430	413
<b>Cash and cash equivalents at the end of the period/year</b>	<b>3,478</b>	<b>3,539</b>
Less : Bank overdraft	(2,496)	(2,074)
<b>Cash and cash equivalents at the end of the period/year (Net of book overdraft)</b>	<b>982</b>	<b>1,465</b>

## Cash flow from operating activities

Net cash generated from operating activities for FY22 was ₹ 11,598 million. Our profit before tax was ₹ 7,143 million, which was adjusted for non-cash and items relating to financing and investing activities, by a net amount of ₹ 6,754 million, primarily for finance costs amounting to ₹ 2,644 million, depreciation and amortization expenses amounting to ₹ 3,289 million. Our changes in working capital primarily comprised an increase in trade payables of ₹ 179 million, an decrease in trade receivables of ₹ 2 million, a decrease in inventories of ₹ 13 million, and increase in other non-current and current assets (including financial assets) of ₹ 649 million, an increase of other non-current and current liabilities (including financial liabilities) and provisions amounting to ₹ 12 million and, decrease in regulatory liabilities of ₹ 76 million. In addition, we paid income tax of ₹ 1,780 million and had exceptional items to the tune of ₹ 843 million.

## Cash flow from investing activities

Net cash used in investing activities was ₹ 4,558 million for FY22, primarily comprising interest received on inter-corporate loans of ₹ 37 million which was primarily offset by expenditure incurred on investment property and investment property under construction, including capital advances, net of capital creditors, property, plant and equipment and intangible assets of ₹ 5,742 million, primarily with respect to Mindspace Airoli West, Gera Commerzone Kharadi, Mindspace Madhapur (Sundew) and Commerzone Porur, and net investment in fixed deposits of ₹ 65 million.

## Cash flow from financing activities

Net cash utilized in financing activities was ₹ 7,523 million for FY22, primarily comprising proceeds from issue of non-convertible debentures of ₹ 9,000 million which was offset by net repayment of external borrowings of ₹ 2,430 million, finance costs paid of ₹ 2,125 million, dividends paid





(including tax) of ₹ 11,892 million and expenses incurred towards the IPO and issue of non-convertible debentures of ₹ 61 million.

### Distributions

NDCF of Mindspace REIT is based on the cash flows generated from its assets and investments. In terms of the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, as the case may be, in proportion of their shareholding in the Asset SPVs, subject to applicable provisions of the Companies Act or the LLP Act. NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment or proceeds of any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or such other form as may be permitted by the REIT Regulations. Further, Mindspace REIT is required to distribute at least 90% of its NDCF to the unitholders.

The Manager is required to declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions (REIT Distributions) to the unitholders. Such distributions are to be declared and made for every quarter of a financial year. The first distribution was made upon completion of the first full quarter post the listing of Units, i.e. for the quarter ending December 31, 2020. Further, in accordance with the REIT Regulations, distributions need to be made within 15 days from the date of such declarations.

For FY22, we declared a distribution of ₹ 18.45 per unit, comprising ₹ 17.12 per unit as dividend, ₹ 1.32 per unit as interest payment and ₹ 0.01 per unit as other income. On an annualized basis, based on the issue price of ₹ 275 per unit, the distribution yield stood at 6.7%.

### Tax implications of distributions

As per provisions of section 115UA of the ITA, income distributed by REIT is taxable in the hands of the unitholders in the same manner and proportion as the underlying income stream received by the REIT.

### Taxability of income based on residential status

Residential status of unitholders	Nature of income	Tax rates
Resident unitholders	Interest income	At applicable rates*
	Rental income	At applicable rates*
	Qualified dividend income	Tax - exempt (Refer note below)
	Disqualified dividend income	At applicable rates* (Refer note below)
	Other income taxable in hands of REIT	Tax - exempt
Non - resident unitholders	Interest income	5%+ +*
	Rental income	At applicable rates@*
	Qualified dividend income	Tax - exempt (Refer note below)
	Disqualified dividend income	At applicable rates@* (Refer note below)
	Other income taxable in hands of REIT	Tax - exempt

\* The income shall be subject to deduction of tax at source

++ tax rate subject to applicable surcharge and cess.

@ Non-resident unitholders may seek to avail beneficial provisions under the applicable Double Taxation Avoidance Agreement ('DTAA') that India may have entered into with their respective country of residence

Note: Taxability of income in the nature of dividend distributed by REIT to unitholders is dependent on the taxation regime adopted by the SPV(s), which distributes the dividend to REIT. If the SPV(s) has not opted for a concessional corporate tax rate under section 115BAA of the ITA ('Qualifying SPV') dividend received from such Qualifying SPV ('Qualified Dividend') and distributed by REIT is exempt in the hands of the Unitholders. Any dividend other than Qualified Dividend distributed by REIT ('Disqualified Dividend') is taxable in the hands of the Unitholders.

### Debt maturity schedule

Weighted average maturity of debt profile stands at c. 5 years with 15% and 14.1% of debt due for repayment in FY23 and FY24, respectively. Our blended borrowing costs stood at 6.6% at the end of March 2022, down c.260 bps from 9.2% at the end of March 2020 and c.50 bps lower than 7.1% at the end of March 2021.

Description (₹ million)	Fixed/ Floating	Total Facility	Undrawn Facility	Principal O/S	Interest Rate (p.a.p.m.)	Wt. Avg. Maturity (Years)	FY23	FY24	FY25	FY26	FY27	FY28 & Beyond	Total
<b>AT REIT LEVEL</b>													
MLD (Tranche 1)	Fixed	5,000	-	5,000	6.6%	0.1	5,000	-	-	-	-	-	5,000
NCD (Tranche 1)	Fixed	2,000	-	2,000	6.4%	1.7	-	2,000	-	-	-	-	2,000
MLD (Tranche 2)	Fixed	3,750	-	3,750	6.5%	2.1	-	-	3,750	-	-	-	3,750
NCD (Tranche 2)	Fixed	750	-	750	6.6%	2.1	-	-	750	-	-	-	750
NCD (Tranche 3)	Fixed	5,000	-	5,000	6.3%	2.8	-	-	5,000	-	-	-	5,000
<b>AT SPV LEVEL</b>													
TL - MBPPL	Floating	11,983	-	8,631	6.9%	8.7	758	855	994	1,106	1,235	3,683	8,631
TL - Sundew	Floating	6,444	672	4,025	6.6%	6.8	338	406	469	564	651	1,598	4,025
NCD - Sundew	Fixed	4,000	-	4,000	6.1%	2.2	-	-	4,000	-	-	-	4,000
TL - KRC Infra	Floating	5,550	-	5,260	6.9%	7.9	360	451	516	595	714	2,625	5,260
LAP - Horizonview	Floating	1,000	-	1,000	6.9%	1.8	-	1,000	-	-	-	-	1,000
TL - Gigaplex	Floating	2,600	-	2,470	6.9%	8.5	180	895	93	102	108	1,093	2,470
TL - Avacado	Floating	3,000	2,750	250	6.8%	12.3	9	15	16	14	14	182	250
OD / LOC	Floating	6,050	3,402	2,481	7.1%	7.0	29	663	29	32	34	1,694	2,481
<b>Total</b>		<b>57,127</b>	<b>6,824</b>	<b>44,616</b>	<b>6.6%</b>	<b>5.0</b>	<b>6,673</b>	<b>6,284</b>	<b>15,616</b>	<b>2,412</b>	<b>2,756</b>	<b>10,875</b>	<b>44,616</b>

1. Multiple facilities, details are on blended basis

Corporate Rating for Mindspace Business Parks REIT: "CCR AAA/Stable" by CRISIL Ratings, "[ICRA] AAA (Stable)" by ICRA

- Credit Rating of ₹ 3.75 billion and ₹ 5.0 billion long-term principal protected market-linked debentures: "CRISIL PP-MLD AAAr/Stable" by CRISIL Ratings
- Credit Rating of ₹ 2.0 billion and ₹ 0.75 billion non-convertible debentures: "CRISIL AAA/Stable" by CRISIL Ratings REIT level facilities are fixed rate in nature while SPV level facilities are floating rate in nature
- Credit Rating of ₹ 5.0 billion and ₹ 4.0 billion non-convertible debentures at REIT and SPV level: "CRISIL AAA/Stable" by CRISIL Ratings. Both facilities are fixed rate in nature.

### Key ratios

Our loan to value ratio was low at 15.7% as on March 31, 2022. We have undrawn committed facilities of ₹ 6.8 billion, which further augments liquidity. This provides us enough headroom for growth in the portfolio and cushion the near-term COVID-19 impact, if any.

### Details of significant changes in key financial ratios (Consolidated)

	FY22	FY21
NOI Margin	84.9%	84.8%
Loan to value* (%)	15.7%	14%
Gross debt to NOI	3.1 times	4.0 times
Net debt to NOI	2.6 times	3.7 times
Return on net worth	2.7%	1.9%

\* Adjusted for minority interest

Note: Consolidated FY22 numbers reflect 12 months financial performance of the Asset SPVs. However, the acquisition of Asset SPVs by Mindspace REIT was effected on July 30, 2020. Consequently, consolidation of financials of these Asset SPVs with Mindspace REIT has been done effective August 01, 2020 and therefore Consolidated FY21 numbers reflect 8 months financial performance of the Asset SPVs. Hence, the numbers for FY22 and FY21 are not comparable.







## Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements.

## Asset wise gross asset value, along with key assumption

Asset	Discount Rate (%)	Discount Rate Under Construction / Future (%)	Cap Rate (%)	Market Rent	Completed Asset Value (₹ million)	Under Construction /Future Development Asset Value (₹ million)	Total Gross Asset Value (₹ million)	% of Total Value
Mindspace Airoli (E)	11.5%	12.75%	8.0%	58	42,943	1,777	44,720	16.9%
Mindspace Airoli (W)	11.5%	12.75%	8.0%	54	34,122	7,013	41,134	15.6%
Mindspace Malad	11.5%	-	8.0%	86	10,136	-	10,136	3.8%
The Square BKC	11.5%	-	7.75%	260	4,569	-	4,569	1.7%
<b>Mumbai Region</b>					<b>91,769</b>	<b>8,790</b>	<b>1,00,559</b>	<b>38.1%</b>
Gera Commerzone Kharadi	11.5%	12.75%	8.0%	78	14,710	6,533	21,243	8.0%
The Square Nagar Road	11.5%	12.75%	8.0%	78	8,595	448	9,043	3.4%
Commerzone Yerwada	11.5%	-	8.0%	78	19,814	-	19,814	7.5%
<b>Pune</b>					<b>43,119</b>	<b>6,981</b>	<b>50,100</b>	<b>19.0%</b>
Mindspace Madhapur*	11.5%	12.75%	8.0%	68	92,838	4,507	97,345	36.9%
Mindspace Pocharam	12.0%	13.25%	8.5%	22	1,225	913	2,138	0.8%
<b>Hyderabad</b>					<b>94,063</b>	<b>5,420</b>	<b>99,483</b>	<b>37.7%</b>
Commerzone Porur	11.5%	-	8.0%	63	7,562	-	7,562	2.9%
<b>Chennai</b>					<b>7,562</b>	<b>-</b>	<b>7,562</b>	<b>2.9%</b>
<b>Facility Management</b>	11.5%	11.5%	8.0%		<b>5,643</b>	<b>649</b>	<b>6,291</b>	<b>2.4%</b>
<b>Portfolio</b>	-	-	-		<b>2,42,156</b>	<b>21,840</b>	<b>2,63,996</b>	<b>100.0%</b>

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Contingent liabilities</b>		
Claims not acknowledged as debt in respect of		
- Income - Tax matters excluding interest	936	936
- Service - Tax matters	367	332
- Customs duty matters	34	25
- Stamp duty	65	65
- Bank guarantees to Telangana State Pollution Control Board	-	33
<b>Total</b>	<b>1,402</b>	<b>1,391</b>

## Capital expenditure and capital investments

Capital expenditure comprises additions during the financial year to property, plant and equipment, capital work-in progress, investment property, intangible assets and investment property under construction. During FY22, we incurred capital expenditure of ₹ 5,742 million, primarily for the construction activity at Mindspace Airoli West, Gera Commerzone Kharadi, Mindspace Madhapur (Sundew) and Commerzone Porur and re-energizing out assets via upgrades and infrastructure upgrades. Our capital commitments (net of advances) as at March 31, 2022 was 7,338 million.

## Planned development

Please refer to page 26 to 31 for an update on under- construction assets and upgrade activities.

## NAV

Mr. Shubhendu Saha, MRICS, in conjunction with market report prepared by Cushman & Wakefield (CWI), who has been appointed by K Raheja Corp Investment Managers LLP as an independent consultant to carry out industry and market research, carried out our annual valuation as an independent valuer and valued our portfolio at ₹ 263,996 million with 91.7% of value in completed assets, underpinning Mindspace Business Parks REIT's asset quality as of March 31, 2022 NAV of the portfolio stood at ₹ 364.9 p.u. as on March 31, 2022.

## Computation of NAV from GAV

Sr.No.	Particulars	31 Mar 22
A	Fair Value of Real Estate Assets <sup>(1)</sup>	2,63,996
B	Other Assets at Book Value	7,310
C	Other Liabilities at Book Value	54,888
D	Net Assets Value(A+B-C)	2,16,416
E	No. of Units (Mn)	593
	<b>NAV</b>	<b>₹ 364.9 p.u.</b>

Note:

1. Includes Real Estate & Facility Management Division

## Improving occupancy

Our committed occupancy for the year remained stable at 84.3% including the pre-leasing in our under-construction assets, the committed occupancy stood at c. 85.0%. The back-to-office momentum is strengthening for large companies, and we are optimistic that the smaller ones will follow soon, thereby increasing takers for vacant spaces.

## Growing the portfolio

We are constantly evaluating opportunities to grow the portfolio both organically and inorganically. Looking at the space take up in our under-construction assets on account of robust demand from large occupiers, we have decided to advance the construction timelines of our future developments. We have commenced construction of a new building in Commerzone Kharadi, Pune and the Club House in Hyderabad. For our new building in Pune, the revised Floor Space Index norms in Maharashtra enabled us to increase the leasable area of our new building from 0.6 msf to 1.0 msf. In addition, with the redevelopment of a building in Hyderabad the total leasable area of the REIT portfolio now stands at 31.8 msf, up from 30.2 msf at the end of FY21.

The REIT has also received ROFO notice from sponsor to acquire a 1.8 msf fully leased asset located in Madhapur, Hyderabad. This asset is located close to our Mindspace Madhapur Park and complements the existing offering. This opportunity is currently under evaluation.

We are constantly evaluating a number of opportunities to acquire assets from the market. However, the opportunity must be NAV and yield accretive to our unitholders.

## Human Resource

We are proud to announce that Mindspace REIT is now 'Great place to work' certified. We have inculcated people-centricity in our work culture with the help of several initiatives which is reflected in the survey.

Promoting gender diversity has been at the core of our hiring policies and we have made significant strides in this regard. Women comprise 27% of our managerial workforce, which is amongst the highest in industry. Key portfolios of Finance, Accounts, Structural Engineering, Marketing, Human Resources, Corporate Communications have women at leadership roles. The 'Relaunch' program initiated encourages staff who had taken a break from career to return to corporate world and we expect women to be major beneficiaries of the initiative. This will help further improve our gender diversity.

We always believe in giving equal opportunities and unbiased work employment to all our employees. We have conducted special workshops to sensitize our workforce towards LGBTQIA community as we intend to provide more employment opportunities to people from these groups.

Pandemic has been a challenging time as every individual was confined within the boundaries of their homes and had to alter their day-to-day routine. To help our employees cope with the challenging times, we partnered with '1-on-1 help' to extend professional counselling to our employees and their families.





## Internal Control Systems

Mindspace REIT has internal control systems commensurate with its size, scale and complexity to manage its operations, financial reporting, and compliance requirements. These systems have been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information in timely manner, prevention and detection of fraudulent practices, compliance with applicable laws, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with internal policies. The Manager has clearly articulated roles and responsibilities for all functional heads. Functional heads are responsible to ensure compliance with the policies and procedures laid down by the Manager.

The systems, standard operating procedures, and controls are implemented and reviewed by the leadership team.

Based on the findings, process owners undertake corrective measures in their respective domains, thereby strengthening the controls. DELOITTE HASKINS & SELLS LLP, who are the statutory auditors, audited the financial statements for REIT and each of the Asset SPVs as at March 31, 2022. They have expressed an unqualified opinion on the effectiveness of each Asset SPVs' internal controls over financial reporting as of March 31, 2022.

## Industry structure and Development

Industry structure and development affecting our operations are captured on pages 58 to 64 of the Annual Report.

## Outlook

Our business has demonstrated high degree of resilience during this environment, and we remain confident of the long-term fundamentals of Grade A commercial real estate in India.

While the leasing activity was subdued in calendar year 2020, 2021 was markedly different. As per Cushman & Wakefield research, the net leasing across the top six office markets was 18.8 msf recording a growth of 21.3% y-o-y despite the periods of extreme uncertainty caused by the second wave. The nationwide vaccination program carried

out by the Government and the recent decision to extend boosters doses for all adults has given the required fillip to occupiers to bring employees back to office.

In the first quarter of CY22, although the third wave slowed down the return to office plans of occupiers, the leasing momentum continued abated with top six markets recording a net absorption of 5.5 msf. With most state governments lifting almost all COVID-19 restrictions now and many companies charting out their return to office strategies, we expect the leasing momentum to grow stronger as we enter the new financial year. The demand is likely to be led by IT companies, GCCs and the migration to single owner Grade A spaces. Availability of credit to select Grade A developers and boom in residential sector is also expected to keep the upcoming supply in check.

During FY22, we were able to successfully increase our in place rent to ₹ 61.7, an increase of c.10% over March 21. We have expiries worth 1.1msf coming up for FY23, these leases offer an attractive MTM potential of c.31% to us.

REITs continue to receive required policy supports from various regulatory bodies. We are hopeful that the Government will suitably amend the SEZ policy as they announced in the budget that would propel us in a new growth trajectory. The positive developments on the capital market side include amendments allowing FPIs and insurers to participate in REIT debt. We expect this to increase the depth of the debt market, widen the pool of investors, and allow us to avail a longer tenor debt at competitive rates. In a welcome move, SEBI has also reduced trading lot for REITs to one unit. This has resulted in expanding our unitholder base from 9,824 at the end of March 2021 to 24,683 at the end of March 2022.

We are committed to deliver operating growth and further enhance our occupancy in the coming year. With a low loan to value of 15.7%, we continue to follow a disciplined approach towards our balance sheet. We are pleased to announce we were able to demonstrate one of the strongest leasing year for our portfolio in FY22 despite macro level challenges. We are well geared to capture the sectoral tailwinds and deliver long term sustainable value to our unitholders.

# Statutory Disclosures:

Details of all the disclosures as specified in Regulation 23 (4) are as mentioned below:

Sr. No.	Sections	Remarks/Page Nos.
1	Manager's brief report of activities of the REIT and summary of the audited standalone and consolidated financial statements for the year of the REIT	1, 3, 34 & 35, 169 to 310
2	Management discussion and analysis by the directors of the manager on activities of the REIT during the year, forecasts and future course of action	88 to 106
3	Brief details of all the assets of the REIT including a break - up of real estate assets and other assets, location of the properties, area of the properties, current tenants (not less than top 10 tenants as per value of lease), lease maturity profile, if any	12 to 16, 22 to 33, 66 to 83
	Details of Under - Construction Assets, if any	26 to 31
4	Brief summary of the full valuation report as at the end of the year	311 to 358
5	Details of changes during the year pertaining to:	
	a. Addition and divestment of assets including the identity of the buyers or sellers, purchase/sale prices and brief details of valuation for such transactions	106 - Refer note (b)
	b. Valuation of assets (as per the full valuation reports) and NAV	3, 12 & 13, 34 & 35, 311 to 358
	c. Letting of assets, occupancy, lease maturity, key tenants, etc.	14 & 15, 24 & 25, 66 to 83
	d. Borrowings/ repayment of borrowings (standalone and consolidated)	193 to 198, 214, 264 to 273
	e. Sponsor, manager, trustee, valuer, directors of the Trustee/manager/sponsor, etc.	106 - Refer note (a)
	f. Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of REIT	No Change
	g. Any other material change during the year	No Material Change
6	Update on development of under - construction properties, if any	26 to 31
7	Details of outstanding borrowings and deferred payments of REIT including any credit rating(s), debt maturity profile, gearing ratios of the REIT on a consolidated and standalone basis as at the end of the year	34 & 39, 98 & 99, 193 to 198, 214, 264 to 273
8	Debt maturity profile over each of the next 5 years and debt covenants, if any	98 & 99, 193 to 198, 264 to 273
9	The total operating expenses of the REIT, including all fees and charges paid to the manager and any other parties, if any during the year	173 & 223
10	Past performance of the REIT with respect to unit price, distributions and yield for the last 5 years, as applicable	Listed on NSE & BSE on August 7, 2020 - Data from August 7, 2020 to March 31, 2022 disclosed; Page No. 85 & 86
11	Unit price quoted on the Designated Stock Exchanges at the beginning and end of the financial year, the highest and lowest unit price and the average daily volume traded during the financial year	85 & 86
12	Details regarding the monies lent by REIT to the holding company or the special purpose vehicle in which it has investment in	188 & 189
13	Details of all related party transactions during the year, value of which exceeds five per cent of value of the REIT assets	202 to 209, 303 to 308
14	Details of fund raising during the year if any	99
15	Brief details of material and price sensitive information	There are no such details of material and price sensitive information except the details intimated to the stock exchanges where the units of Mindspace REIT are listed.
16	Brief details of material litigations and regulatory actions which are pending, against the REIT, sponsor(s), manager or any of their associates and sponsor group(s) and the trustee, if any, as at the end of the year	111 to 148
17	Risk factors	107 to 110
18	Information of the contact person of the REIT	87





Other Updates:

a) Sponsor, Manager, Trustee, Valuer, Directors of the Trustee/ Manager/Sponsor etc.

Change in Sponsor Group – Transfer of part of the Units held by Mr. Ravi Raheja to Ms. Sumati R Raheja (spouse of Mr. Ravi Raheja, who will be considered as a Sponsor Group of Mindspace REIT) on September 29, 2021.

There is no change in the Sponsor/ Manager /Trustee/ Valuer and change in Directors of Sponsor / Manager except of the Trustee where Mr. Sanjay Sinha has retired from the Board of the Trustee w.e.f. April 30, 2021 and Ms. Deepa Rath (holding Director Identification No. 09163254) has been appointed as a Director on the Board of the Trustee w.e.f May 1, 2021 for the full year ended March 31, 2022.

Mr. Alan Miyasaki (Non-Executive, Non-Independent member) has resigned from the Board w.e.f. 27<sup>th</sup> December, 2021 and Mr. Manish Kejriwal (Non-Executive, Independent member), has been appointed on the Board w.e.f. 2<sup>nd</sup> February, 2022.

b) Addition and divestment of assets including the identity of the buyers or sellers, purchase/sale prices and brief details of valuation for such transactions

Other than the sale of approximately 39.996 acres of land at Pocharam Village, Ghatkesar Mandal, Ranga Reddy District, Andhra Pradesh held by Mindspace Business Parks Private Limited (“Asset SPV”) to K. Raheja Corp Private Limited for a consideration of ₹ 1200 million, there was no addition or divestment of assets during the financial year ended March 31, 2022.

## Risk Factors

for March 31, 2022

- 1 COVID-19 has caused a material decline in general business activity and demand for real estate transactions, and if this persists, it would adversely affect our ability to execute our growth strategies, including identifying and completing acquisitions and expanding into new markets.

Factors related to the COVID-19 pandemic, or a future pandemic, that could have an adverse impact on our financial condition, results of operations and cash flows, primarily include:

- a complete or partial closure of, or other operational issues at, one or more of our properties;
- tenants' inability to pay rent on their leases, in part or full or our inability to re-lease space that is or becomes vacant;
- slowdown in getting lease commitments for new spaces;
- any impairment in value of our properties;
- an increase in operational costs; and
- the extent of construction delays on our under-construction properties due to work-stoppage orders, disruptions in the supply of materials, shortage of labour, delays in inspections, or other factors

- 2 Distributions to Unitholders will be based on the net distributable cash flows available for distribution. Our ability to make distributions to the Unitholders may be affected by several factors including

- business and financial position of Asset SPVs, debt servicing requirements of Asset SPVs,
- construction and leasing of under construction area,

applicable laws and regulations, which may restrict the payment of dividends by the Asset SPVs or other distributions.

- 3 The REIT Regulations impose certain restrictions on our operations, including maintaining a specific threshold of investment in rent generating properties and conditions on availing debt financing. These conditions may restrict our ability to raise additional funds as well as limit our ability to make investments.

- 4 Real estate markets are cyclical in nature, and a recession, slowdown or downturn in the real estate market as well as in specific sectors, such as technology, where our tenants are concentrated, increase in property taxes, changes in development regulations and zoning laws, availability of financing, rising interest rates, increasing competition, adverse changes in the financial condition of our tenants, increased operating costs, disruptions in amenities and public infrastructure and outbreaks of

infectious disease such as COVID-19, among others, may lead to a decline in demand for our Portfolio, which may adversely affect our business, results of operations and financial condition.

- 5 A significant portion of our revenues are derived from a limited number of tenants. Any conditions that impact these tenants could adversely affect our business, results of operations and financial condition. We are required by the terms of the lease deeds, grant documents or sale deeds with certain statutory authorities to lease a proportion of our Portfolio to tenants from the IT and ITES sectors. Some of the assets are large and contribute significantly to our revenue from operations resulting in asset concentration.

Assets are primarily located in four key office markets and select micro markets within these office markets resulting in market and micro market concentration.

- 6 Our title to the land where the Portfolio is located may be subject to legal uncertainties and defects, which may interfere with our ownership of the assets and result in us incurring costs to remedy and cure such defects. Any failure or inability to cure such defects may adversely affect the Portfolio including the rentals, which may also impact returns for the Unitholders.

- 7 Existing lease/license agreements are subject to risks including (i) non-renewal upon expiration, (ii) delay or failure in making rental payments by the lessees/licensees, (iii) premature termination, (iv) failure to re-lease or re-license the vacant space and our dependence on rental income may adversely affect our profitability, our ability to meet financial obligations and to make distributions to our Unitholders.

- 8 We may be unable to renew leases or license arrangements, lease or license vacant area or re-lease or re-license area on favourable terms or at all, which could adversely affect our business, results of operations and cash flows.

- 9 By letter dated September 11, 2020 to Horizonview, TNRERA stated that only real estate projects which are proposed to be let out on rent alone are not required to be registered with TNRERA and all other real estate projects whether allotted as freehold or leasehold are to be registered with TNRERA; therefore Horizonview is directed to register the Commerzone Porur project under section 3 of the RERA, before executing/registering lease deed with prospective lessees.

Horizonview has filed a response dated November 17, 2020 for inter alia re-iterating and clarifying the factual and legal position on grounds including that (i) the premises in the project are not contemplated to be allotted as freehold or leasehold; (ii) Horizonview is merely letting



<p>out premises on rent; (iii) the rights granted/ proposed to be granted by Horizonview are in the nature of a tenancy for a specified period; (iv) letting out of premises on rent by Horizonview will be governed by the provisions of the Tamil Nadu Regulation of Rights and Responsibilities of Landlords and Tenants Act, 2017 [<b>"TNRRLTA"</b>], which will apply to the letting out/leasing of premises by Horizonview in Commerzone Porur; (v) Horizonview and its tenants will be complying with Section 4 of TNRRLTA by filing the form with the Rent Authority, as specified in the First Schedule of the said Act; (vi) as confirmed by MahaRERA in its FAQs published on its website, the RERA Act does not include rental projects, lease / leave and License deals; and therefore, as the premises in the Commerzone project are to be let out/leased on periodical rent by Horizonview, and not to be allotted or sold (as freehold or leasehold) as contemplated of RERA, registration of Commerzone Porur project is not required under Section 3 of RERA.</p> <p>Any delay in clarification and resolution of the issue with TN RERA, may result in Horizonview having to resort to legal remedies in respect of such clarification. Any unfavourable outcome may attract the provisions relating to registration under RERA and affect our ability to register the lease agreements with our tenants in this project.</p> <p>10 Due to a variety of factors, including competitive pricing pressure in our markets, changing market dynamics including demand supply, a general economic downturn and the desirability of our properties compared to other properties in our markets, we may be unable to realize our estimated market rents across the properties in our Portfolio at the time of future leasing.</p> <p>11 Valuation is an estimate and not a guarantee, and it is dependent upon the accuracy of the assumptions as to income, expense and market conditions. Further, the valuation methodologies used to value our Portfolio involve subjective judgments and projections, which may not be accurate. Valuation methodologies will also involve assumptions and opinions about future events, which may turn out to be incorrect. Further, valuations do not necessarily represent the price at which a real estate asset would sell, since market prices of assets can only be determined by negotiation between a willing buyer and seller. As such, the value of an asset forming part of our Portfolio may not reflect the price at which such asset could be sold in the market, and the difference between value and the ultimate sales price could be material.</p> <p>12 We have certain contingent liabilities, which if they materialize, may adversely affect our results of operations, financial condition and cash flows. For details, see Note 44 to Notes to accounts- Contingent Liabilities of Condensed Consolidated Financial Statements for the financial year ended March 31, 2022.</p> <p>13 Any appeal against the order of the Karnataka High Court dated June 12, 2019 in a Writ Petition quashing the list of disqualified directors issued by the Ministry of Corporate Affairs or any adverse orders in the pending review petition or any subsequent adverse developments, may affect the ability of Mr. Ravi C. Raheja and</p>	<p>Mr. Neel C. Raheja (designated partners of the Manager) to continue as designated partners of the Manager and directors on board of certain Asset SPVs, which may have an adverse effect on our business and reputation.</p> <p>14 There are outstanding litigations, title irregularities and regulatory actions involving the Asset SPVs, which may adversely affect our business, results of operations and cash flows. For details, see "Brief details of material litigations and regulatory actions as at the year ended March 31, 2022" in this report.</p> <p>15 Our business and results of operations are subject to compliances with various laws, and any non-compliances may adversely affect our business and results of operations. Our business is governed by various laws and regulations, including Transfer of Property Act, 1882, Special Economic Zones Act, 2005 and Special Economic Zone Rules, 2006, Maharashtra Industrial Development Act, 1961, Mumbai Metropolitan Region Development Authority Act, 1974, Maharashtra Information Technology and Information Technology Enabled Services Policy, 2015, rent control legislations of various states, municipal laws of various states and environment related regulations. Our business could be adversely affected by any change in laws, municipal plans or stricter interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us.</p> <p>For instance, the Ministry of Corporate Affairs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 and has introduced the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 (<b>"CSR Rules"</b>). The CSR Rules provides, among others, specific treatment of unspent CSR amount based on whether it pertains to an ongoing project. Any failure on the part of our Asset SPVs to make the necessary transfer towards CSR requirements and ensure compliance under the CSR Rules may result in penal actions being initiated against the relevant Asset SPV by the concerned regulatory authority.</p> <p>16 The Ministry of Environment and Forests (<b>"MOEF"</b>) vide Office Memorandum dated May 1, 2018 (<b>"CER OM"</b>) had issued guidelines for recommending expenses towards 'Corporate Environment Responsibility' (<b>"CER"</b>) with a view to bring transparency and uniformity in imposition of expenses towards CER. Accordingly, conditions relating to CER were being imposed in the environment clearances relating to projects. Thereafter, CER OM was superseded by OM dated September 30, 2020 (<b>"CER OM 2"</b>) which directed that Expert Appraisal Committee (<b>"EAC"</b>) or State Level Expert Appraisal Committee (<b>"SEAC"</b>) shall deliberate on the commitments made by project proponent and prescribe specific condition(s) in physical terms while recommending the proposal, for grant of prior environment clearance instead of allocation of funds under CER. The CER OM 2 further directed that all the activities proposed by the project proponent or prescribed by the EAC/SEAC, as the case may be, shall be part of the Environment Management Plan (<b>"EMP"</b>). Consequently, CER OM is not valid and only (1) the commitments which are deliberated by EAC/SLEAC, and (2) specific conditions prescribed in physical terms</p>	<p>while recommending the proposal need to be complied with. In view of the aforesaid, the respective Asset SPV's have made or will make (if required) the aforesaid representations to MOEF authorities including during the MOEF hearings for grant of amended EC's (if required) in respect of the respective REIT Assets, or table the same in the periodic reports being filed with the authorities. If any alternate view is taken by the MOEF authorities and despite the CER OM 2, the MOEF authorities mandate compliance of CER in accordance with CER OM, then Asset SPVs will have to incur additional expenses towards compliance of CER in accordance with CER OM and any delay or failure on the part of the respective Asset SPVs to make the necessary spending towards CER may result in penal actions being initiated against the relevant Asset SPV by the concerned regulatory authority.</p> <p>17 Any non-compliance with, and changes in, environmental, health and safety laws and regulations could adversely affect the development of our properties and our financial condition. We are subject to environmental, health and safety regulations in the ordinary course of our business. If we face any environmental issue during the development of a property or if the government introduces more stringent regulations, we may incur delays in our estimated timelines and may need to incur additional costs.</p> <p>18 Any delay, failure or inability on part of Asset SPVs to obtain, maintain or renew all regulatory approvals that are required for their respective business, may adversely impact our development and business.</p> <p>19 For our assets located on land leased from MIDC and MMRDA, the relevant Asset SPVs are required to comply with the terms and conditions provided in the respective lease agreements with such government bodies. Any non-compliance by the Asset SPVs of the respective lease agreements with such government bodies or by the tenants of the terms of the lease deed executed with them, may result in the action by the regulatory authorities, including revocation/termination of lease, demolition of the construction, payment of fines, or inability to produce lease agreements as evidence of the fact in any court of law. In the event that our leases are revoked, not renewed or terminated prematurely, it could have an adverse impact on the Asset SPVs and in turn adversely affect our business, financial condition and results of operations.</p> <p>20 Inability to access infrastructure, certain logistical challenges in new markets and our relative inexperience with newer markets, may prevent us from expanding our presence in new markets in India which may adversely affect our business, results of operations and cash flows.</p> <p>21 We have entered and may enter into several related party transactions, which could involve conflicts of interest. The Manager may face conflicts of interests in choosing our service providers, and certain service providers may</p>	<p>provide services to the Manager, the Sponsor Group on more favourable terms than those applicable to us.</p> <p>22 Some of our assets are located on land notified as SEZs and the Asset SPVs are required to comply with the SEZ Act and the rules made thereunder.</p> <p>The income tax benefits available to SEZ developers have been withdrawn for the SEZs which have commenced development after March 31, 2017, while for their tenants/units, income tax benefits are available on income earned by them on account of the exports from the SEZs, provided they commence operations in the SEZs on or before March 31, 2021, if necessary approvals have been received by March 31, 2020. This may result in SEZs becoming less attractive for tenants in the future.</p> <p>Further, some of our Asset SPVs have made applications for de-notifying certain land parcels notified as SEZs and hence they will be eligible to avail lower fiscal incentives than what were previously available to them, which may adversely affect our business, results of operations and financial condition.</p> <p>23 Due to various regulatory and other restrictions, we may not be able to successfully meet financing requirements for completion of construction of Under Construction Area, construction of Future Development Area and for refurbishments, renovation and improvements beyond our current estimates</p> <p>Our inability to raise adequate finances may adversely affect our business, results of operations and cash flows.</p> <p>24 Liquidity in the credit market has been constrained due to market disruptions, including due to the COVID-19 pandemic or conflicts among other countries, which may make it costly to obtain new lines of credit or refinance existing debt. As a result of the ongoing credit market turmoil, we may not be able to refinance our existing indebtedness or to obtain additional financing on attractive terms. Further, adverse economic conditions could negatively affect commercial real estate fundamentals and result in lower occupancy, lower rental rates and declining values in our Portfolio and in the collateral securing any loan investments we may make.</p> <p>25 Our ability to make distributions to Unitholders could be adversely affected if expenses increase due to various factors. Also, any adverse tax changes or withdrawal of tax benefits may adversely affect our financial condition and results of operation.</p> <p>Any maintenance or refurbishment may result in disruption of operations and it may not be possible to collect the full or any rental income on area affected by such renovations and refurbishment of our assets.</p>
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- 26 The restrictive covenants under the financing agreements, entered or to be entered into with various lenders or investors, from time to time, include or could include, among others, obtaining prior consent of the lenders (i) for change in the capital structure, (ii) for amendment of constitutional documents, (iii) for declaration of dividends/ distribution of profits in case of defaults, (iv) for incurring further indebtedness against the security provided, (v) for making any acquisition/disposal of assets and (vi) for providing surety or guarantee to any third party. These or other limitations may adversely affect our flexibility and our ability to make distributions to our Unitholders.
- 27 We are not fully insured against some business risks and the occurrence of accidents that cause losses in excess of limits specified under our policies, or losses arising from events not covered by our insurance policies, such as damage caused to our property and equipment due to war, which could adversely affect our business and results of operations.
- While we believe that we have industry standard insurance for our Portfolio, if a fire or natural disaster substantially damages or destroys some or all of our assets in the Portfolio, the proceeds of any insurance claim may be insufficient to cover any expenses faced by us, including rebuilding costs.
- 28 Under the REIT Regulations, a REIT is required to hold assets acquired by it for a period of three years from the date of purchase and in case of under-construction properties or under-construction portions of existing properties acquired by it, three years from the date of their completion. Additionally, any sale of property or shares of Asset SPVs exceeding 10% of the value of the REIT assets will require prior approval of the Unitholders. These factors could have an adverse effect on our business, financial condition and results of operations.
- 29 Any disagreements with our collaborators or joint venture partners or any delay or failure to satisfy the terms and conditions set-out in the binding agreements with such collaborators or the joint-venture partners, may adversely impact our business and operations.
- 30 We do not own the trademarks or logos for “Mindspace”, “Mindspace Business Parks”, “K Raheja Corp”, “Commerzone” “CAMPLUS” and “The Square” that are associated with our Portfolio. Further, we do not own the trademark or logo for “Mindspace Business Parks REIT” and “Mindspace REIT”. These trademarks and logos are licensed to our Asset SPVs, the Manager and us, as applicable, by the Sponsors or Sponsor Group entities who are either the registered owners of these trademarks and logos or have made applications for registered ownership some of which are pending. We may not be able to prevent infringement of the trademark, and a passing off action may not provide sufficient protection. Accordingly, we may be required to litigate to protect our trademark and logo, which could be time consuming and expensive and may adversely affect our business and results of operations.
- 31 Our Asset SPVs may, in the future be exposed to a variety of risks associated with development of an Integrated IT Township, which may adversely affect our business, results of operations and financial condition.
- 32 Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate. Additionally, we may be subject to conditions of use or transfer of land wherever such land is subject to orders under the Urban Land (Ceiling and Regulation) Act, 1976.
- 33 The on-going Russia Ukraine conflict, supply chain disruptions, inflation / increase in commodity prices could result in wide range of economic consequences, and may indirectly / marginally impact projects under development and our business, results of operations and financial condition.

## Material Litigations and Regulatory Actions

as on March 31, 2022

As required under Clause 13 of Schedule III of the REIT Regulations, this note discloses (i) all pending title litigation and title related irregularities pertaining to the Portfolio and (ii) details of all pending criminal matters, regulatory actions and civil/ commercial matters against Mindspace REIT, the Sponsors, the Manager or any of their Associates, the Sponsor Group and the Trustee (collectively, “**Relevant Parties**”). Only such pending civil/ commercial matters against the Relevant Parties have been disclosed where amount involved are in excess of the materiality thresholds disclosed below. In addition to the above, other pending civil/ commercial proceedings by the Asset SPVs and Sponsor Group (excluding the Sponsors) which are considered material by the Manager, have been disclosed.

Further, all pending direct tax, indirect tax and property tax matters against the Relevant Parties have been disclosed in a combined manner.

Based on various relevant considerations, including the statutory filings with the relevant registrar of companies and legal and accounting advice received, it has been determined that control across KRC group entities is exercised only collectively (jointly, and not severally) by all the shareholders / interest-holders belonging to the KRC group, of the respective entity. However, solely for the purposes of disclosure herein, details of all LLPs/companies of the KRC group, where the Sponsor(s) is/are shareholder(s)/interest holder(s) (which, however, are controlled collectively and jointly by all KRC group shareholders/interest holders in such LLPs/companies) have been considered. Therefore, solely for the purpose of disclosures herein and no other purpose, including, applicable law relating to such other purpose, all pending criminal matters, regulatory actions and civil/ commercial matters against these entities where amount involved are in excess of the materiality thresholds set out herein have been disclosed. Further, all pending direct tax, indirect tax and property tax matters against these entities have been disclosed in a combined manner.

All disclosures are as of March 31, 2022.

### I. Material litigation and regulatory actions pending involving Mindspace REIT and the Asset SPVs

As of March 31, 2022, Mindspace REIT does not have any pending criminal matters or regulatory actions against it, or any material civil/ commercial litigation pending involving it.

For the purpose of pending civil/ commercial litigation against Mindspace REIT and the Asset SPVs, such matters where value exceeds 1% of the consolidated profit after tax of Mindspace REIT as of March 31, 2021) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective

of Mindspace REIT, have been disclosed. In addition to the above, pending civil/ commercial proceedings by Mindspace REIT or the Asset SPVs which are considered material by the Manager have been disclosed.

#### A. Avacado

##### (i) Title litigation and irregularities

1. Nusli N. Wadia (“**Plaintiff**”) filed a suit (“**Suit**”) before the Bombay High Court (“**High Court**”) against Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Inorbit Malls, Avacado and others (“**Defendants**”) pertaining to inter alia revocation of the registered agreements for sale of certain buildings, including the registered agreements executed in favour of Avacado for acquiring buildings viz. Paradigm constructed on demarcated portion of the land located at Mindspace Malad project, and demolishing of the building Paradigm located at Mindspace Malad project. The Plaintiff’s claim with regard to Avacado is restricted to its transaction relating to Paradigm building constructed on the demarcated portion of land located at Mindspace Malad project and does not extend to the equity shares of Avacado or any other assets held by Avacado.

The Suit was filed inter alia alleging certain insufficient payment to the Plaintiff, breach and non-adherence of the project agreement of 1995 entered into between the Plaintiff and Ivory Properties in respect of certain land situated at Malad West and Kanheri, including the demarcated portion of the land on which building Paradigm is constructed in Mindspace Malad project (“**1995 Agreement**”), and pertaining to sale of certain buildings inter alia on ground of sale of such buildings to alleged related parties. The Plaintiff sought inter alia (i) orders of declarations and permanent injunctions relating to the termination of the 1995 Agreement, (ii) the termination of some of the registered agreements and memorandums of understanding entered between the Plaintiff, Ivory Properties and purchasers in respect of some of the buildings constructed on the demarcated portions of land in Malad (including the building viz. Paradigm located at Mindspace Malad project), (iii) demolishing of such buildings and (iv) damages from Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Mr. Chandru L. Raheja to the extent of ₹ 3,509.98 million along with interest. A notice of motion was also filed by the Plaintiff seeking interim and ad-interim reliefs for inter alia appointment of receiver for buildings sold by the Plaintiff and Ivory Properties to various Defendants (including Avacado), restraining Ivory Properties and other Defendants (including Avacado) from alienating, encumbering or parting with possession of the building and restraining Ivory Properties and other Defendants (including Avacado) from dealing with (including renewal of leases / licenses) or creating fresh leases / licenses in respect of the buildings, and from receiving or recovering any sum in respect thereof by way of rent, license fee or compensation for occupation, or if received or recovered



be directed to deposit the said rent, license fee or compensation to the High Court. No ad-interim relief was granted to the Plaintiff.

The Defendants filed replies inter alia stating that the Suit is barred by limitation and that the transactions under the registered documents are genuine and in accordance with the 1995 Agreement and that the Plaintiff had deliberately made false and defamatory comments to cause damage to the reputation of the Defendants inter alia to pressurize Ivory Properties and its directors into meeting the Plaintiff's demands for unjustifiable amounts beyond what is payable under the 1995 Agreement. Further, Ivory Properties has also filed a counter-claim for various reliefs relating to specific performance of the 1995 Agreement and refund of ₹ 16 million with interest paid to the Plaintiff, and in the alternative for payment of estimated damages of ₹ 6,091.40 million inter alia towards loss of profit from the balance development potential and ₹ 5,000 million along with interest for compensation towards defamation.

The High Court, by its orders dated September 19, 2013 and September 20, 2013, framed the issue of limitation under section 9A of the Civil Procedure Code, 1908, as a preliminary issue of jurisdiction and directed the Plaintiff to file affidavit of evidence. Aggrieved, the Plaintiff challenged the orders of the High Court by filing a special leave petition ("SLP") in the Supreme Court of India. The Supreme Court of India, by an order dated October 8, 2013, stayed further proceedings with regards to the Suit filed in the High Court, till further orders. Thereafter, the Supreme Court of India, by its order dated August 25, 2015, referred the SLP to a three-judge bench. Subsequently, the Supreme Court of India disposed of the SLP by an order dated December 12, 2018 as infructuous in view of deletion of Section 9A of Civil Procedure Code by the Maharashtra Act 61 of 2018 with liberty to apply in case the need arises.

The Plaintiff filed an application before the Supreme Court of India to restore the original SLP by cancelling the order dated December 12, 2018 in view of further amendment the Code of Civil Procedure (Maharashtra Amendment) Act, 2018. By its judgment dated October 4, 2019, it was held by the three judge bench of Supreme Court of India that Section 9A of Civil Procedure Code by the Maharashtra Act 61 of 2018 cannot be decided as a preliminary issue as to jurisdiction. The Supreme Court of India has directed for the matters to be placed before the appropriate bench for consideration on merits. The notice of motion for interim relief and the Suit are pending for the final hearing before the High Court.

Separately, in relation to a transaction of divestment by the KRC group of their shareholding in respect of one of its group company, the Plaintiff, through his advocates & solicitors, had addressed certain letters, including to KRCPL, CCI and the merchant bankers acting in that transaction. The Plaintiff had also issued caution public notice dated October 1, 2016, cautioning the public about the risks and consequences in dealing with the suit property. The allegations and averments have been responded by KRCPL and the merchant bankers

and the transaction of divestment was completed. By an order dated 6.5.2022, the SC has disposed off the SLP in terms of the SC 3 Judge Bench Judgement dated 4.10.2019.

Further, the Plaintiff, through his advocates, addressed a letter dated February 13, 2020, including to Mindspace REIT, the Manager, the Trustee, the Sponsors, Avacado, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Ivory Properties and KRCPL, expressing his objection to the proposed Offer and any actions concerning the building at Paradigm Mindspace Malad. The allegations and averments made by the Plaintiff have been responded by parties concerned. No further correspondence has been received.

## (ii) Criminal matters

There are no pending criminal matters against Avacado.

## (iii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 ("**Income Tax Act**") against Avacado, Gigaplex, KRIT, MBPPL, Chalet Hotels, Genext, Inorbit Malls, KRCPL, KRPL, Shoppers Stop and others ("**Parties**"). Pursuant to the Warrant, the Income Tax Department carried out a search on November 30, 2017. The search covered various matters for which notices were already issued from time to time. The search was concluded on December 6, 2017 at the office and residence of the Parties. Pursuant to the search, the Income Tax Department issued notices to each of the Parties under Section 153A of the Income Tax Act directing them to prepare and furnish true and correct returns of total income for assessment years ("**AY**") from 2008-2009, 2012-13 to 2017-18 within a stipulated timeline from the date of service of the notices and these returns have been furnished before the Income Tax Department. Further, the Income Tax Department issued notices under Section 142(1)/143(2) of the Income Tax Act for assessment years 2008-2009, 2012-13 to 2017-2018/2018-19, to the Parties seeking certain information. These details have been furnished before the Income Tax Department by the Parties from time to time.
2. MPCB allegedly issued a show cause notice dated November 11, 2016 ("**First SCN**") to Avacado for alleged failure in obtaining no objection/ permission from the CGWA for extraction of ground water in respect of the Paradigm Mindspace project. MPCB served a show cause notice dated March 14, 2017 on Avacado, referring to the First SCN stating that the First SCN was issued pursuant to the directions given to MPCB and CGWB by the National Green Tribunal judgement dated January 11, 2016 and November 8, 2016 (in the matter of Asim Sarode V/s District Collector, Nanded and others, where Avacado was not a party) to jointly prepare a list of industries and infrastructure projects which require permission for extracting ground water and to issue directions for closure of such industries and infrastructure projects for whom the default persists. By letter dated April 6, 2017, Avacado responded to

MPCB inter alia stating that (a) there is no requirement for Avacado to apply for or obtain NOC from CGWA, as Avacado does not appear in the list of industries and infrastructure projects which require permission for extracting ground water as published on the MPCB website; (b) Avacado does not withdraw ground water at the Paradigm Mindspace Malad project; and (c) the First SCN was not received by Avacado. No further correspondence has been received.

3. The Office of Tehsildar, Borivali ("**Tehsildar**") issued demand notices dated February 5, 2021 and dated March 2, 2021 under provisions of Maharashtra Land Revenue Code, 1966 to Ivory Properties and others for retrospective payment of non-agricultural tax ("**NA Tax**") of ₹ 52.63 million. The demand notices were issued pursuant to the letter dated February, 5, 2021 of the Collector (Mumbai Suburban Office) ("**Collector**"), wherein it was recorded that all urban lands in state being used for non-agriculture purpose, NA Tax assessment had been stayed for the period August 1, 2006 to July 31, 2011 till the revised guidelines were finalised as per government letter NAP0311/CR28/L5 dated August 24, 2011 and that as per Government of Maharashtra decision dated February 5, 2018, the stay was lifted. Ivory Properties vide letter dated March 30, 2021 has denied the quantification and leviability of the NA Tax assessment with retrospective effect and has requested the Tehsildar not to take any coercive action, without giving a reasonable opportunity to file a reply. Ivory Properties also tendered, without prejudice, an 'on account' deposit of a sum of ₹ 3.00 million to the Office of Tehsildar, without admitting or accepting any liability.

## (iv) Material civil/commercial litigation

There are no other material civil/commercial litigation involving Avacado.

## B. Gigaplex

### (i) Title litigation and irregularities

1. Baburam Ramkishan Yadav ("**Baburam**"), president of Universal Education Society ("**UES**"), filed a suit and injunction application before the Court of Civil Judge (J.D.) Vashi at C.B.D. ("**Civil Court Vashi**") seeking injunction restraining Gigaplex from encroaching upon land admeasuring approximately 500 square meters on which a school is operated by UES ("**Suit Property**"), which is in the Mindspace Airoli West admeasuring approximately 202,300 square meters ("**Larger Land**").

Gigaplex denied the claims stating that inter alia Gigaplex was a lessee of MIDC in respect of the Larger Land, and that Baburam has illegally encroached upon about 250 square meters on the eastern boundary of the Larger Land. By its order dated August 20, 2018, the Civil Court rejected the injunction application ("**Order**"). Baburam has challenged the Order before the Court of District Judge Thane. The suit and appeal filed by Baburam are currently pending before the relevant courts.

Gigaplex filed a suit against UES and MIDC before the Court of Civil Judge (Senior Division) Thane at Thane ("**Civil Court Thane**"), inter alia for possession of

569.80 square metres or such area as may be found in unauthorized occupation of UES, damages of ₹ 10.80 million, mesne profits of ₹ 0.30 million per month till the recovery of possession and injunction to restrain from further trespassing on the land at Mindspace Airoli West. Subsequently, Gigaplex also filed an injunction application before the Civil Court Thane seeking, inter alia, a temporary injunction to restrain Universal Education Society, its trustees, office bearers etc. from trespassing and encroaching the Suit Property and the adjacent plot of land leased by MIDC to Gigaplex. In an interim application for injunction filed by Gigaplex, a status quo order was passed on July 26, 2019 by the Civil Court Thane. The status quo was continued by the Civil Court Thane till the final decision in the matter, through its order dated March 5, 2020, disposing of the injunction application. The suit is currently pending before the Civil Court Thane.

Baburam also filed a complaint before Rabale police station, Navi Mumbai, against a security guard in charge of Gigaplex for allegedly threatening him and damaging of a display board at the Suit Property. Baburam also issued a letter addressing the Commissioner of Navi Mumbai, the Police Commissioner of Navi Mumbai, the Chief Minister of Maharashtra and others, for harassment by security personnel of Gigaplex in the Suit Property. No action has been taken against Gigaplex in this regard.

## (ii) Criminal matters

Nil.

## (iii) Regulatory actions

1. The Joint Director of Industries, Government of Maharashtra ("**JDI**") had issued a letter of intent dated July 26, 2007 ("**LOI**") to B. Raheja Builders Private Limited (now, Gigaplex Estate Private Limited) for establishing and registering an IT software unit for 'Software Development'. Subsequent to the letter from JDI, MIDC, by its letter dated June 30, 2009, intimated Gigaplex to register as an IT Park, being a private developer. Thereafter, the JDI, by its letter dated May 16, 2016 ("**JDI Letter**"), sought clarification from Gigaplex in relation to non-registration of the IT software unit within the stipulated timeline and sought to initiate action against Gigaplex under the IT/ITES policy. Gigaplex was in the process of completing the endorsement of the lease deed dated November 1, 2007 executed with MIDC in relation to the Mindspace Airoli West project, for payment of stamp duty, which remained with the relevant revenue authorities for endorsement, for submission to JDI. The lease deed was endorsed by the revenue authorities on September 11, 2019. By its letter dated October 9, 2019 to the JDI, Gigaplex has responded to the JDI Letter inter alia stating that (a) the land was granted by MIDC under lease deed dated November 1, 2007 for proposed I.T. software unit (Software Development), but due to recession and other reasons, the erstwhile management of B. Raheja Builders Pvt. Ltd. decided to pursue development as private IT Park (instead of software development) with due approval of the Director Industry, IT, pursuant to the NOC issued by MIDC; (b) accordingly, Gigaplex has developed the land as private





IT Park; and (c) Gigaplex also voluntarily approached the stamp authorities and paid the full stamp duty and registration fees in relation to the lease deed, and (d) the development of private IT Park was undertaken with due approval of Director of Industry (IT), Maharashtra and no benefit was received by it under the IT/ITES policy. No further correspondence has been received.

2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Gigaplex and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2008-09, AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2012-13 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 were completed. Gigaplex filed appeals before the CIT(A) against the order for AY 2012-13 to AY 2017-18 and against the order for AY 2018-19. The appeal for AY 2016-17 and AY 2017-18 were disposed by the CIT(A) in favour of Gigaplex. The appeals for AY 2014-15 and AY 2015-16 were disposed by the CIT(A) against Gigaplex and an appeal has been filed before the ITAT for the same which is currently pending.

3. Maharashtra State Electricity Distribution Company Limited ("MSEDCL") filed a petition dated October 16, 2018 against Maharashtra State Load Despatch Centre, wherein electricity distribution companies in Maharashtra including, MBPPL and Gigaplex (which hold electricity distribution licenses) and others, were impleaded as parties, before Maharashtra Electricity Regulatory Commission ("MERC") seeking payment of alleged past dues, removal of anomalies and directions regarding over-drawal of electricity. Through its final common order dated September 26, 2019, MERC partly allowed MSEDCL's prayer against which MSEDCL and one of the electricity distributions companies have filed separate appeals before the Appellate Tribunal for Electricity ("APTEL"). Pursuant to an order dated December 18, 2019, the APTEL instructed that notices be issued to respondents in the appeal, including Gigaplex and MBPPL. By an order dated September 15, 2020, interim applications for condonation of delay in filing the appeals were allowed. The appeals are pending before the APTEL.

#### (iv) Material civil/commercial litigation

1. Kharghar Vikhroli Transmission Private Limited ("KVTPPL") has filed a petition before Maharashtra Electricity Regulatory Commission, Mumbai ("MERC") against Maharashtra State Electricity Transmission Company Limited ("MSETCL") and others (including Gigaplex and MBPPL as respondents) under the applicable provisions of the Electricity Act, 2003 read with the transmission service agreement dated August 14, 2019 ("TSA") entered between KVTPPL, MSETCL, MBPPL, Gigaplex and certain other companies including distribution companies seeking, inter-alia, compensation/relief for increased cost of the project during construction period due to the 'change in law' event being increase in

the acquisition price of shares of KVTPPL (including the purchase cost of Vikhroli land). The total additional cost of the project claimed by KVTPPL is ₹ 717.00 million along with 9.35% on compounded interest basis. The liability of Gigaplex is 0.05% i.e. the percentage share computed based on allocated transmission capacity rights as mentioned in the TSA. The matter is currently pending.

2. Gigaplex, MBPPL and KRC Infra have filed a petition before Maharashtra Electricity Regulatory Commission, Mumbai ("MERC") to obtain MERC's approval for the additional cost of power purchase incurred over the period from October 11, 2021 to October 31, 2021 for reasons beyond their control and for adjustment of the additional power purchase cost with the balances against the respective Fuel Adjustment Cost ("FAC") fund and levy of FAC for the balance amount, up to the limit of 20% of variable charges, in accordance with the MERC (Multi-Year Tariff) Regulations, 2019 and the directions issued by MERC from time to time regarding FAC fund. The matter is currently pending.

#### C. Horizonview

##### (i) Title litigation and irregularities

1. An enquiry notice was issued by District Revenue Officer, Thiruvallur ("DRO") and Additional District Judge to W.S. Industries (India) Limited ("WSIL"), an erstwhile owner of a land parcel admeasuring approximately 46.04 acres ("Suit Land") of which a portion admeasuring approximately 6.16 acres was acquired by RPIL. RPIL has granted development rights to Horizonview over such land in relation to the Commerzone Porur project. Horizonview is not a party to the proceedings.

The DRO issued an enquiry notice dated May 25, 2017 ("Notice") to WSIL calling for an enquiry to be conducted before the District Revenue Officer cum Additional District Judge at the District Collector Office on the basis of a complaint presented by P. Jeyapal S/o R. Perumalsamy ("Jeyapal") alleging that land have been handed over to WSIL on certain conditions, and instead of using the land for common purpose, WSIL has been using the land for commercial purpose. Aggrieved, WSIL has filed a writ petition before the Madras High Court against the DRO and Jeyapal, seeking directions for quashing the Notice. The Madras High Court, by its order dated June 5, 2017, has granted interim stay on proceedings under the Notice. The matter is currently pending before the Madras High Court.

2. Based on legal advice received, the following documents granting development rights in favour of Horizonview for the purposes of constructing an IT Park, have not been registered:
  - a. The development agreement, dated November 7, 2006, executed by RPIL, the owner of the land and Horizon view ("Development Agreement").
  - b. The award dated March 22, 2016, passed by the arbitrator in relation to disputes between RPIL and Horizonview in relation to the Development Agreement ("Award").

- c. The letter dated May 18, 2017 executed between RPIL and Horizonview; and
- d. The written arrangement dated February 20, 2019, executed by RPIL and Horizonview modifying the terms of the Development Agreement and the Award.

##### (ii) Criminal matters

There are no pending criminal matters against Horizonview.

##### (iii) Regulatory actions

There are no other pending regulatory actions against Horizonview.

##### (iv) Material civil/commercial litigation

There are no material civil/commercial litigation involving Horizonview.

#### D. Intime

##### (i) Litigation

There are no litigations in relation to the land held by Intime.

##### (ii) Criminal matters

There are no pending criminal matters against Intime.

##### (iii) Regulatory actions

1. For pending regulatory actions against Intime, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT- Regulatory actions".

##### (iv) Material civil/commercial litigation

There are no material civil/commercial litigation involving Intime.

#### E. KRIT

##### (i) Title litigation and irregularities

1. Softsol India Limited ("Softsol") and others ("Petitioners") have filed writ petition on February 8, 2013 in the Hyderabad High Court ("Court") against KRIT (wrongly named as M/s. K Raheja Corporation) and others ("Respondents") inter alia seeking declaration (a) that the allotment of land admeasuring approximately 4500 square yards (3763 square metres) ("Suit Land") of land adjacent to Softsol's plot is illegal and (b) for handover of the same to the Industrial Area Local Authority ("IALA"), being one of the Respondents, for developing the Suit Land as a common facility centre / area / park for general use by software companies. The Suit Land is part of the land admeasuring approximately 110 acres allotted by the Government of Andhra Pradesh to KRIT for the Mindspace Madhapur project.

By an ex-parte interim stay order dated February 11, 2013 ("Stay Order"), it was inter alia directed by the Court that, no construction activity shall be undertaken or continued over the triangular piece of 2 acres 40 cents of land earlier identified at the time of allotment as 'Common Facility Centre' in the software layout. IALA and APIIC

have filed affidavits opposing the writ petition, confirming the allotment and rights of KRIT in the Suit Land, and for vacating the Stay Order. The matter is pending before the Court.

Greater Hyderabad Municipal Corporation ("GHMC") had filed an application in the Court for clarification that the Stay Order does not preclude GHMC from acquiring a portion of 0.14 acres (approximately 567 square meters) for road widening. Subsequently, GHMC has acquired the portion of land and constructed the road.

##### (ii) Criminal matters

1. Sharmin Habib ("Complainant") lodged a first information report ("FIR") on October 10, 2017 with the Madhapur Police Station alleging that certain staff members of the Raheja Group ("Accused") prevented the Complainant and a staff from entering the premises for conducting the business of a day care centre in the name of Kidz Paradise in in Building No. 2.B, Mindspace Madhapur (KRIT), and harassed them. The concerned investigating officer has filed final report dated November 16, 2017 of the matter before the Metropolitan Magistrate, Kukatpally at Miyapur, Cyberabad ("Court"), stating inter alia that while there was a rental dispute between the Complainant and the Accused which was pending in the Court, the particular incident was in relation to a regular security aspect of access in the IT Park being allowed on showing identity card, whereas Complaint tried to enter without showing identity card. The investigating officer also reported that the Complainant did not comply with the notices under Section 91 of the Criminal Procedure Code, and that no such incident had occurred as alleged by the Complainant. The investigating officer further recorded that the complaint was filed on completely flimsy grounds and filed the final report before the Court recommending closure of the case on basis of lack of evidence. The matter is currently pending.

##### (iii) Regulatory actions

1. The Comptroller and Auditor General of India ("CAG") had issued a report on public sector undertakings for the year ended March 2016 ("CAG Report") where certain audit observations were made with respect to certain public sector undertakings including: (a) a low rate of return on investments made by APIIC (now, TSIC) in KRIT; (b) allocation of the development and construction of complexes for IT and ITES companies to K. Raheja Corporation Private Limited by the erstwhile Government of Andhra Pradesh ("GoAP") without adopting a due tender process; (c) transfer of certain portion of land to non-IT/ITES sister companies of the KRC group, namely, Trion Properties Limited – Inorbit Malls and Chalet Hotels– Westin Hotel at a discounted price, in violation of GoAP directions dated August 11, 2003 and without prior consultation with APIIC, pursuant to the demerger of KRIT. KRIT responded to the observations under the CAG report by its letter dated September 21, 2017 submitting its issue-wise detailed explanations and explaining various factual inaccuracies in respect of the said observations under the CAG Report, denying the irregularities and deficiencies. No further correspondence has been received.



2. KRIT had proposed a rights issue of shares in which Andhra Pradesh Industrial Infrastructure Corporation ("APIIC") (now, TSILC) abstained from subscribing to the rights shares. Consequently, upon closure of the rights issue subscription by the other shareholders of KRC group, the stake of APIIC in KRIT reduced from 11%. Thereafter, upon demerger of certain undertakings of KRIT into Intime and Sundew, the APIIC's stake reduced in each of these entities instead of what it was initially at 11%. Such rights issue of shares was undertaken in compliance with applicable law and agreement between the parties, and after KRIT had waited over one year for APIIC to decide.

Subsequently, APIIC / GoAP disputed such dilution of their stake in KRIT, Intime and Sundew, which led to an inquiry by Vigilance and Enforcement Department of GoAP against the Government Officials and correspondingly, KRIT. APIIC issued a letter dated July 10, 2012 to KRIT, referring to a report of vigilance and enforcement department ("VED Report") in relation to the Mindspace Madhapur project. Subsequently, the equity stake of APIIC was restored to 11% in KRIT, Intime and Sundew together with compensating APIIC for any loss of corporate benefits in the intervening period. The VED Report alleged certain irregularities, which include alleging a financial loss to APIIC and GoAP pursuant to sale of the land to its sister concerns and sale of constructed area, at a nominal price, dilution of 11% equity stake of APIIC and loss of immovable asset base to APIIC due to the dilution of equity.

KRIT denied such irregularities, violations or financial loss caused to APIIC /GoAP. While denying the loss alleged by APIIC, KRIT, Intime and Sundew provided a joint undertaking dated February 14, 2014 to APIIC inter alia undertaking (i) to pay the amounts to APIIC in respect of APIIC's claim of losses, due to any differences in values pertaining to the sale transactions in Mindspace Madhapur project; (ii) that payments shall be made by KRIT within 30 days of receipt of such written demand from APIIC; and (iii) that KRIT shall be bound by the decision of APIIC and comply with the same within the stipulated timelines.

KRIT has further provided an undertaking dated October 24, 2016 to APIIC, inter alia undertaking to pay losses incurred by Government of Telangana /APIIC as per the VED Report and to maintain the agreed shareholding of the Government of Telangana or APIIC in KRIT, Intime and Sundew post conversion of KRIT to public limited company and the Government of Telangana/ APIIC will not be required to infuse additional funds to maintain its equity stake in KRIT, Intime and Sundew.

While KRIT has attempted to make payments to the extent of the loss incurred by APIIC along with interest, by letter dated April 23, 2019, APIIC has confirmed to KRIT that it will be informed about the quantum of the amount to be paid, once the quantum of loss is determined by an independent third party appointed for such purpose. KRCPL, by way of its letter dated December 9, 2019, has undertaken that it shall assume any financial liability that KRIT, Intime or Sundew may incur in this behalf.

3. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRIT and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 were completed. KRIT filed appeals before the CIT(A) against the order for AY 2012-13 to AY 2017-18 and against the order for AY 2018-19 which are currently pending.

#### (iv) Material civil/commercial litigation

1. KRIT filed an arbitration application on September 21, 2015 before the Hyderabad High Court ("High Court") against Premier Kinder Care Services Private Limited ("Premier"). KRIT prayed for appointment of sole arbitrator to resolve disputes between KRIT and Premier in relation to (a) the term sheet dated March 10, 2011 entered into between KRIT and Premier for grant of lease by the KRIT to Premier in respect of Unit No. 2 admeasuring 3171 sq. ft. in Building No. 2BatMindspace Madhapur (KRIT) ("Premises"); (b) failure of Premier in making payments of ₹ 11.42 million due on account arrears of rent, balance security deposit together with interest thereon and (c) to deliver the possession of the Premises to KRIT. The notice of the petition has been served on Premier by publication in newspapers, pursuant to the order of the High Court dated November 25, 2016. The High Court by its order dated March 11, 2020 allowed the application for appointment of sole arbitrator. The arbitrator was appointed. By award dated July 22, 2021 ("Award"), the arbitrator allowed the claim of KRIT and a mediator was appointed who has submitted the mediator report dated August 2, 2021 to KRIT. The matter is currently pending.

#### F. KRC Infra

##### (i) Title litigation and irregularities

1. Ashok Phulchand Bhandari has instituted a civil suit against Balasaheb Laxman Shivle and 29 others ("Defendants") alleging rights over a portion of land admeasuring approximately 0 hectares 44.15 ares (1.09 acres) ("Suit Land"), on which Gera Commerzone Kharadi is situated. KRC Infra is not a party to the suit and further, no summons from the Court have been received by KRC Infra till date. Gera Developments Private Limited, the original purchaser of the Gera Commerzone Kharadi land has also not been joined as a party to the suit.

A Special Civil Suit no. 2102 of 2010 is filed by Ashok Phulchand Bhandari against the Defendants before the Civil Judge, Senior Division, Pune ("2010 Suit") with respect to the Suit Land seeking inter alia declaration, specific performance against the Defendants and a decree of permanent injunction restraining the Defendants from causing any construction or development on the Suit Land. Ashok Phulchand Bhandari has also challenged inter alia (a) the decree dated September 26, 2008

passed the Civil Judge, Senior Division, Pune, wherein the suit filed in 2005 by Tanhubai Amruta Pathare, (wife of late Amruta Tukaram Pathare, being one of the erstwhile co-owners of a portion of the Suit Land), through her legal heirs, against Popat Amruta Pathare, one of the Defendants ("2005 Suit"), was withdrawn on the basis of a compromise pursuit arrived at between the parties to the 2005 Suit and one of the Defendants; (b) registered partition deed / Vatanipatra dated September 15, 1993 pursuant to which Amruta Tukaram Pathare became entitled to a portion of land forming part of the Gera Commerzone land; and (c) will and testament dated January 19, 1995 executed by late Amruta Tukaram Pathare. Further, in view of the 2010 Suit, a notice of lis pendens dated April 10, 2015 was separately filed and registered by Ashok Phulchand Bhandari. The matter is currently pending.

2. The heirs of Balu Laxman Shivle have issued a notice to Gera Developments Private Limited in relation to claim over land admeasuring approximately 0 hectares 80.30 ares (1.98 acres) ("Disputed Land"), on which Gera Commerzone Kharadi is situated. No such notice has been received by KRC Infra.

By a notice dated July 16, 2016 ("Notice"), the heirs of Balu Laxman Shivle viz. (a) Shobha Balu Shivle, (b) Hrishikesh Balu Shivle, (c) Om Balu Shivle, claimed their share in an area in the Disputed Land, being the share of late Amruta Pathare ("Land Owner"). It was also alleged that the registered sale deed dated February 12, 1996 executed in favour of Gera Developments Private Limited was executed without the signatures and consent of the wife and daughter of the Land Owner and that they did not receive any consideration on account of sale of the Disputed Land. By letters dated August 20, 2016 and January 23, 2017, Gera Developments Private Limited has replied to the Notice denying all allegations. No further correspondence has been received.

3. Rahul Bhausaheb Pathare, one of the legal heirs of an erstwhile owner of a portion of land forming part of the Gera Commerzone Kharadi land, through his legal counsel, ("Claimant") has issued a notice dated December 14, 2019 ("Notice") to Gera Developments Private Limited, KRC Infra and others alleging claim over an undivided portion of two lands parcels admeasuring approximately 0 hectares 40 ares (0.98 acres) and 1 hectare 68.6 ares (4.16 acres), respectively, ("Disputed Lands"), on which Gera Commerzone Kharadi is situated.

The Claimant has alleged inter alia that (a) the Disputed Lands were the undivided property of the Hindu Undivided Family of Pathare family ("Pathare HUF"), and his consent / confirmation was not obtained for sale of the same in favour of Gera Developments Private Limited in the year 1996; (b) since the Claimant was a major at the time of execution of the sale deeds executed in the year 1996 in favour of Gera Developments Private Limited, his signature should have been obtained as a coparcener since, in the absence of any reason for sale of the Disputed Lands for the benefit of the Pathare HUF, the Karta of the joint family, Bhausaheb Kaluram Pathare (father of the Claimant), could not have executed the sale

deeds on behalf of the joint family; (c) Gera Developments Private Limited has, through forgery, fraudulently added hand-written clauses, regarding right of way, to the sale deeds executed in its favour after the execution thereof; and (d) that the subsequent transactions in respect of the Disputed Lands, including inter alia sale of portions thereof in favour of KRC Infra, its mortgage by KRC Infra, leasing of buildings / premises constructed thereon in favour of various lessees, are illegal and not binding upon the Claimant, to the extent of his share in the Disputed Lands.

The Claimant has also sought to take legal action against the addressees (including KRC Infra) in the event (a) any further agreements / arrangements are entered into in respect of the Disputed Lands, and (b) of failure to revoke and cancel the deeds, documents and agreements executed inter se the addressees (including KRC Infra) to the extent of the Claimant's share in the Disputed Lands. KRC Infra, through its legal counsel, has by its letter dated December 24, 2019 sent an interim reply to the Notice inter alia denying the allegations made by the Claimant. KRC Infra, through its legal counsel, has by its letter dated June 29, 2020 sent a response to the Claimant stating inter alia that in absence of supporting documents received from the Claimant in support of his claim pursuant to the interim reply, the Notice stands withdrawn and his claim does not survive. No further correspondence has been received.

4. Saraswati Malhari Gaikwad (deceased) through her heir and others ("Appellants") have filed RTS Appeal No. 805 of 2021 against Gera Developers Private Limited, and another ("Respondents") before the Sub Divisional Officer, Haveli, Pune ("SDO") being aggrieved by the order passed by the Circle Officer in respect of Mutation Entry No. 13226 for Survey No. 65 Hissa No. 3, Village Kharadi, Taluka Haveli, District Pune. The SDO has issued notice dated December 9, 2021 to the Respondents for appearance in the matter and for filing Vakalatnama. The matter is currently pending.

5. Saraswatibai Malhari Gaikwad (deceased) ("Plaintiff") through her heir has filed special civil suit no. 2040 of 2021 ("2021 Suit") against Yashwant Punaji Pathare & 65 others ("Defendants") before the Civil Judge, Senior Division, Pune ("Court") seeking inter alia preliminary decree of partition for 1/5<sup>th</sup> undivided share of the Plaintiff in the suit lands including inter alia on which Gera Commerzone Kharadi is situated, cancellation of sale deeds, declaration, permanent injunction and several other reliefs. KRC Infra is not a party to the 2021 Suit and further, no summons from the Court have been received by KRC Infra till date. The matter is currently pending.

##### (ii) Criminal matters

There are no pending criminal matters against KRC Infra.

##### (iii) Regulatory actions

1. A notice dated July 25, 2019 was issued by PMC to KRC Infra and Gera Developments Private Limited ("GERA") alleging non-compliance with certain provisions of the approval of reservation shifting dated October 3, 2016





- issued by the PMC in relation to a cultural centre, parking and hospital area at Gera Commerzone Kharadi on the basis of a complaint received by PMC. GERA and KRC Infra have replied to the notice, by way of a letter dated August 14, 2019, refuting all allegations. The matter is currently pending.
2. KRC Infra and GERA received two notices both dated June 1, 2021 ("**Notices**") from Tahsildar, Haveli, Pune ("**Tahsildar**") under the Maharashtra Land Revenue Code, 1966, in relation to alleged unauthorised excavation and transportation of minor minerals by KRC Infra from the lands situated in Village Kharadi, Taluka Haveli, Pune. KRC Infra filed its written submissions dated June 10, 2021 ("**Written Submissions**") with the Tahsildar denying the allegations made in the Notices and stating that it has not been provided with copies of the panchnama and the report dated January 9, 2019 and July 26, 2019 of the Talhati, Kharadi, Pune as referred in the aforesaid Notices and it has not done any unauthorised excavation and obtained the prior permission for excavation from the concerned/competent authority and paid the royalty in this regard for which orders have been passed by the said authority. The matter is pending before Tahsildar
  3. By letter dated November 1, 2021 to Pune Municipal Corporation ("**PMC**"), KRC Infra informed PMC that it is in receipt of challan dated October 25, 2021 for an amount of ₹ 52.19 million being development charges, building development charges and heritage conversion fund stating that PMC ought to have levied development charges at higher rate of 8% with effect from May 10, 2018 and PMC has recovered excess development charges of ₹ 130.38 million for the period 2015 to 2018 by levying development charges at the rate of 8% instead of 4%. KRC Infra further requested that PMC should adjust the aforesaid amount against the excess amount paid by KRC Infra earlier and that KRC Infra is making the payment of ₹ 52.19 million as per challan under protest and PMC is requested to ensure that the excess amount of ₹ 130.38 million be returned to KRC Infra at the earliest or the said excess amount be adjusted against development charges payable on the next sanction.
  4. Gera Developments Private Limited and its licensed architect received a letter from the Executive Engineer, Building Development Department Zone No. 1, Pune Municipal Corporation ("**PMC**") stating that Saraswati Gaikwad (deceased) through her legal heir Sangita Gaikwad ("**Applicant**") has filed an application cum complaint ("**Application**") dated January 24, 2022 with PMC in relation to alleged unauthorized construction on the land bearing Survey No. 65/3, Village Kharadi, Taluka Haveli, Pune ("**Land**"). By the Application, the Applicant allegedly claimed to be the owner, having an equal and undivided share in the Land and informed that no partition of the Land has taken place and that there is a suit pending before the Civil Judge, Senior Division Pune with regard to the Land. Pursuant to the Application, the Applicant has requested PMC to stop the ongoing construction on the land and requested PMC not to issue occupation certificate ("**OC**"). In view thereof, PMC has requested Gera Developments Private Limited

and its licensed architect to provide clarity regarding the allegations made by the Applicant.

5. KRC Infra has received a demand notice dated March 11, 2022, from the stamp duty and revenue authority in relation to alleged deficit payment of stamp duty aggregating to ₹ 1.1 million along with penalty with respect to lease deed dated 28<sup>th</sup> October 2020 ("**Lease Deed**") entered into by KRC Infra, in its capacity as lessor with a lessee. KRC Infra has, by its letter dated March 24, 2022, replied to the said demand notice inter alia stating that the liability for stamp duty on the Lease Deed was that of the lessee.

#### (iv) Material civil/commercial litigation

1. For pending material civil/commercial litigation actions against KRC Infra, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Gigaplex – Material civil/commercial litigation".

#### G. MBPPL

##### (i) Title litigation and irregularities

1. Shrimant Chhatrapati Udayan Raje Pratapsinh Maharaj Bhonsale ("**Plaintiff**") has filed a suit before the Civil Judge Senior Division Pune ("**Civil Court**") against Shri Mukund Bhavan Trust ("**MBT**"), its trustees, and the State of Maharashtra ("**Defendants**") for declaration of title and possession of lands in Yerwada, Pune admeasuring approximately 322.7 acres ("**Suit Land**"); including approximately 25 acres 27 gunthas (approximately 1,03,940 square meters) ("**Commerzone Land**") of land in which units (approximate 1.68 msf of leasable area as per lease deeds) in Commerzone Yerwada, one of our Portfolio, are situated. MBT, as the owner of 79.32 acres land ("**MBT Land**"), had executed a registered development agreement in 2004 with KRCPL with respect to the Commerzone Land. Commerzone Yerwada land, which includes the rights in demarcated portions of the Commerzone Land, was transferred from KRCPL to MBPPL pursuant to the scheme of arrangement sanctioned on September 7, 2017). Neither KRCPL nor MBPPL is joined as a defendant to the suit.

The Plaintiff is seeking, inter alia declarations and injunctions in his favour in relation to ownership and possession of the Suit Land and to set aside compromise decrees passed in (i) 1953 in Suit No. 152/1951; (ii) 1990 in Suit No. 1622/1988; and (iii) 2003 in Civil Appeal No. 787/2001; all in proceedings between MBT and the State of Maharashtra.

The Plaintiff also filed an application for temporary injunction which is pending. No interim or ad-interim relief has been granted to the Plaintiff. MBT applied to the Civil Court for rejection of the plaint filed by the Plaintiff on the grounds of limitation, which was rejected by order dated April 29, 2014. MBT filed revision petition against the said rejection order, in the Bombay High Court, which was dismissed on April 26, 2016. MBT filed SLP No.18977 of 2016 against the said dismissal order, which is pending before the Supreme Court of India.

The Plaintiff filed an application on March 9, 2015 in the Civil Court for amendment to the prayers in the suit, inter alia to limit the Plaintiff's claim for possession only with regard to vacant land in possession of the Defendants and lands alienated subsequent to the filing of the suit, and to seek compensation from MBT with regard to constructed units and alienated part of the Suit Land instead of seeking possession of the developed portion for which registered deed with regard to alienation were executed prior to the filing of the suit in 2009. The application for amendment of the plaint was rejected by the Civil Court by its order dated November 14, 2016. Aggrieved, the Plaintiff filed Writ Petition No. 4268/2017 in the Bombay High Court challenging the said order dated November 14, 2016, which is currently pending before the Bombay High Court.

Two applications made by third parties, being M/s. Mahanagar Developers and M/s. Mahanagar Constructions for being joined as party defendants in the suit, were granted on November 14, 2016 by Civil Court. The Plaintiff challenged this order by filing Writ Petition No. 4415/2017 in the Bombay High Court. By a common order dated February 15, 2018 passed in the aforesaid two writ petitions (Nos. 4268/2017 and 4415/2017), the Bombay High Court requested the trial judge not to proceed in considering any interim application, till the adjourned date of hearing of these petitions. These matters are currently pending before the Bombay High Court.

The Plaintiff registered a notice of lis-pendens dated July 7, 2011 in respect of the Suit No.133/ 2009 and applied for mutation in the revenue records. Purshottam M. Lohia, a trustee of MBT and Panchashil Tech Park Private Limited (an entity claiming certain rights in survey No.191A Yerwada village) ("**Panchashil**") opposed the mutation, which opposition was rejected. Panchashil filed appeal before the District Superintendent of Land Records and relied on the government notification dated September 21, 2017 directing revenue authorities to remove or cancel all mutations entries in respect of notice of lis-pendens ("**Notification**").

2. Ravindra Laxman Barhate filed complaint and revenue proceedings against Shri Mukund Bhavan Trust ("**MBT**") and others in relation to the allotment and exemption order under the Urban Land Ceiling Act, 1976 in respect of the MBT Land (as mentioned in para 1 above).

A complaint was filed on November 27, 2015 by Ravindra Laxman Barhate with the Divisional Collector Pune and other authorities, against MBT and others (together, "**Respondents**") alleging tampering, cheating as also breach of terms and conditions by the Respondents inter alia with respect to order dated November 24, 2003 passed under Section 20(1) of the Urban Land Ceiling Act, 1976 in respect of the MBT Land at Yerwada, Pune ("**ULC Order**") and seeking action against the Respondents and cancellation of the ULC Order.

MBT filed a writ petition before the Bombay High Court, for quashing any enquiry / investigation on the basis of the said complaint filed by Ravindra Laxman Barhate. By

order dated March 5, 2018, the Bombay High Court has restrained the Additional Collector from passing any order on this complaint until the next hearing date. Through its order dated January 6, 2020, the Bombay High Court inter alia restrained the State of Maharashtra and certain other respondents from passing any order pursuant to the complaint filed on November 27, 2015 until disposal of the writ petition. The matter is currently pending.

Ravindra Laxman Barhate also filed a Revenue Appeal No.1826/2015 before the Revenue Minister, State of Maharashtra ("**Revenue Minister**") against the Commissioner & Collector, Pune and MBT, challenging a report dated June 20, 2011 of the Divisional Commissioner, Pune ("**Report**") wherein MBT was stated to be the owner of the MBT Land(which include the demarcated portions of the land pertaining to Commerzone Yerwada); inter alia to set aside the Report, pass an order directing the relevant authorities to submit a new inquiry report and restrain the purchase-sale, construction on the disputed land. By way of order dated September 23, 2015, the Revenue Minister ordered that status quo be maintained as regards the record of the suit property.

MBT had filed a writ petition challenging the order dated September 23, 2015 passed by the Revenue Minister. Since the State Government of Maharashtra withdrew the said order dated September 23, 2015, stating that the pending proceedings will be heard by the Principal Secretary, Revenue Department, the said writ petition was disposed of by order dated October 28, 2015 as not surviving while keeping open all contentions of both the parties on merits. MBT challenged the said Order dated October 28, 2015 in the Supreme Court of India ("**Court**") inter alia on the ground of maintainability of such proceedings before the Principal Secretary, Revenue Department. By order dated January 21, 2016, the Supreme Court of India has stayed the proceedings pending before the Principal Secretary, Revenue Department. By order dated August 6, 2021, the Court allowed the appeal by setting aside the impugned order dated October 28, 2015 of Bombay High Court and restored the aforesaid writ petition to the file of the Bombay High Court to facilitate the Bombay High Court revisiting the petition afresh. The Court clarified that the setting aside of the impugned order dated October 28, 2015 will not have any consequence in regard to the statements which have been recorded of the State Government of Maharashtra to withdraw the order dated September 23, 2015.

3. The Office of the Land Reforms Tribunal & Revenue Divisional Officer, Hyderabad ("**Tribunal**") had by its letter dated August 11, 2009, sought certain information from Serene Properties Private Limited (now MBPPL) under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("**APLRAC**") in respect of the land at Mindspace Pocharam.

Serene has filed a reply on September 30, 2009. The authorized officer has filed a counter and Serene has filed a rejoinder dated August 29, 2012. Serene has stated that the land transferred in favour of MBPPL was notified



for industrial use and has been declared as an SEZ and is not "land" covered under the APLRAC. The proceedings are pending before the Special Grade Deputy Collector and Revenue Divisional Officer, Ranga Reddy District. In September 2012, MBPPL also submitted to the Tribunal a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh ("High Court") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

4. A letter dated February 4, 2019 from the Office of Executive Engineer, BDD Zone No.4 was forwarded by an architect firm to MBPPL on February 11, 2019 wherein PMC sought clarifications regarding certain objections pertaining to the land at Commerzone Yerwada, regarding payment of ₹ 156.98 million consisting of ₹ 56.34 million principal of recoverable amount and ₹ 100.64 million on account of interest. MBPPL by way of its letter dated February 28, 2019 replied to PMC inter alia stating that the letter has been addressed to the incorrect recipient who is not a developer of the relevant portion of the land, and sought clarifications with respect to the contents of the letter and disputed the payment demand. Further, by way of its letter dated July 2, 2019, MBPPL requested for a reply to its letter dated February 28, 2019 and stated that it would be ready to pay amounts, if any payable, if and once the clarifications sought by it are provided. By letter dated July 20, 2019 to MBPPL, PMC provided the copy of the audit report to MBPPL and requested MBPPL to provide its clarifications in respect of objectionable issues and furnish the challans in lieu of payment of the recoverable amount. By letter dated August 17, 2021 the architect firm and another, PMC stated that it has not received any clarifications and provided the challans of amounts by assessing interest thereon and required submission of challan/receipt towards payment of an amount of ₹ 183.60 million recoverable against all objectionable issues. By its reply letter dated September 6, 2021 to PMC, MBPPL has again stated that the earlier PMC letter dated February 4, 2019 and the PMC letter dated August 17, 2021 are addressed to the wrong persons and informed PMC of the non-receipt of relevant information and documents from PMC as requested by MBPPL earlier. By letter dated October 11, 2021 to PMC, MBPPL replied stating that the impugned challans, demands and notice are illegal, null and void and ultra vires; and called upon PMC to withdraw the impugned challans and letter forthwith. Further, without prejudice to the contentions raised in the reply and without admitting any liability to pay the amount as per the impugned challans, MBPPL has submitted to pay in full and final settlement on all accounts of all demands raised in the said challans, a lumpsum one-time amount of ₹ 26.64 million without any liability for interest thereon or for any other payments relating to the subject and to provide an opportunity of hearing and furnishing clarifications, if required by PMC. By letter dated January 5, 2022, to the architect firm and another, PMC stated that it has informed them earlier to make the payment of the objectionable and recoverable amount along with the interest in the treasury of PMC as

per the scrutiny carried out by the Chief Auditor, PMC ("CA") of the sanctioned building plans in respect of land at Commerzone Yerwada. In pursuance of the same, the revised/rectified challans were being issued by PMC upon the verification of the written clarification provided by the Architect and another. However, if any objection is raised or received in respect of the revised/rectified challans from the CA shall be bound to take action or act as per the instructions given by the CA. In reply to the PMC letter dated January 5, 2022, MBPPL on January 25, 2022 submitted a reply/ letter to PMC and its officers stating that without prejudice to its contentions, rights and remedies and without admitting any liability to pay any amount under the four revised challans dated January 4, 2022 ("Challans") an aggregate amount of ₹ 26.64 million i.e. (₹ being development charges, ₹ 6.53 million being balcony charges and ₹ 20.11 million being staircase charges) towards the payments in full and final settlement of the Challans in order to show bonafide of MBPPL and full and final settlement of all accounts and demands raised by PMC and requested PMC to accept the payment accordingly without any further demands on MBPPL on any account and to treat the matter as closed. MBPPL further stated that if the matter is not closed, to treat the said letter dated January 25, 2022, as a notice under Section 487 of the Maharashtra Municipal Corporation Act, 1949 and under Section 159 of the Maharashtra Regional and Town Planning Act, 1966 in relation to the letters and challans. Subsequently, by letter dated March 10, 2022, PMC informed MBPPL that it has not accepted the cheque issued by MBPPL vide its letter dated January 25, 2022 and requested MBPPL to issue demand draft for the amount as per the Challans and make the payment to PMC at the earliest

#### (ii) Criminal matters

There are no pending criminal matters against MBPPL.

#### (iii) Regulatory actions

1. Deputy Assessor and Collector (Indira Docks), Mumbai issued demand notice dated June 7, 2012 for payment of ₹ 0.4 million towards octroi for import of certain goods at Commerzone Yerwada project. MBPPL replied by way of its letters dated March 2, 2017, March 14, 2017 and March 22, 2017 stating, inter alia that it has made payments for the aforesaid goods. MBPPL received another demand notice dated March 21, 2018 in relation to the aforesaid payment of octroi. MBPPL replied by way of letter dated April 18, 2018 and reiterated that there is no liability to pay octroi in this case. No further correspondence has been received.
2. MBPPL has received several demand notices from the stamp duty and revenue authorities in relation to alleged deficit payment of stamp duty aggregating to ₹ 10.18 million along with penalty in certain instances with respect to certain leave and license agreements / lease deed entered into by MBPPL, in its capacity as licensor/ lessor. MBPPL has from time to time responded to such demand notices inter alia stating that the liability for stamp duty on the documents was that of the respective licensee / lessees.

3. Ministry of Water Resources, River Development and Ganga Rejuvenation, Central Ground Water Board issued a show cause notice dated March 22, 2019 to MBPPL for non-compliance and contravention of the mandatory conditions of the NOC issued of ground water extraction for Commerzone Yerwada project and directed MBPPL to rectify the non-compliances. MBPPL has replied by way of its letter dated April 12, 2019 stating that it has initiated all actions required for compliance with the no-objection certificate and requesting withdrawal of the show cause notice dated March 22, 2019. No further correspondence has been received.
4. MPCB, pursuant to the meeting of its Consent Appraisal Committee ("CAC") held on December 12, 2017, issued a show cause notice dated June 5, 2018 to Trion Properties Pvt. Ltd. (prior to demerger of mall and IT undertakings from Trion Properties Pvt. Ltd. to MBPPL) in relation to certain non-compliances with environmental clearance for one commercial building (approximately 0.56 msf of leasable area as per lease deeds) forming part of The Square, Nagar Road project, and directed MBPPL to stop work on the project until a valid consent is obtained from it.

Earlier, Trion Properties Pvt. Ltd. had obtained environment clearance on May 8, 2007 and consent to operate dated September 30, 2011 which was renewed from time to time. In the renewal of consent to operate application dated August 27, 2013, MPCB had specified the requirement for applying separately for environment clearance and consent to operate for additional construction area. By application dated March 17, 2017 Trion Properties applied for renewal of consent to establish for IT building and for correction of built-up area of the mall building.

By letter dated March 20, 2018, MBPPL (as the successor of Trion) referred to the observations requested the MPCB to grant the consent to establish and replied to the alleged non-compliances observed by the MPCB. MBPPL replied to the show cause notice by way of its letter dated July 6, 2018 stating that it had received amended environment clearance dated June 15, 2018 and complied with the other requirements and requested for withdrawal of the show cause notice and grant of renewed consent. Further, on August 18, 2018, the CAC requested for certain details for considering MBPPL's consent to establish application. MBPPL provided the requested details to the CAC on September 4, 2018. CAC in its meeting held on December 11, 2018 observed that MBPPL had applied for re-validation for consent to establish for remaining BUA for IT activity, and was operating IT activity without obtaining consent from MPCB, and deferred the case and requested MBPPL to provide a presentation along with the relevant documents. On January 19, 2019, CAC requested MBPPL to contact the concerned person for taking prior appointment of the chairman for the presentation.

MBPPL has made an application dated December 11, 2019 to MPCB to obtain consent to operate, for the IT building at The Square, Nagar Road. CAC issued a show cause notice dated August 17, 2020 as to why the

application for consent to operate should not be refused, inter alia as environment clearance was not in the name of the project and sought clarity and details inter alia relating to occupation certificate. By reply dated August 24, 2020, MBPPL provided the required clarifications and details, and requested for processing the application and issuing the necessary consent to operate. The CAC, in its meeting held on December 4, 2020, has approved to grant the consent to operate subject to MBPPL submitting the amended environmental clearance in the name of MBPPL and after payment of additional consent fees. The amended environment clearance dated June 15, 2018 was inadvertently issued in the individual name of Mr. Anil Mathur. Mr. Anil Mathur has issued the no objection certificate on June 19, 2021 in favour of SEAC-111, Environment Department, Mantralaya, Mumbai for change of name in the said amended environmental clearance from Mr. Anil Mathur to MBPPL and the consent letter has also been submitted to CAC on June 19, 2021 by MBPPL in this regard. By its letter dated September 3, 2021 to MBPPL, SEIAA, Environment & Climate Change Department, Mantralaya, Mumbai has communicated the decision taken by it and SEAC-3 in their respective meetings to transfer the name from Mr. Anil Mathur to MBPPL for the said amended environmental clearance. The consent to 1<sup>st</sup> operate (Part II) was issued on October 6, 2021 ("CTO"). By letter dated October 14, 2021 to Member Secretary, CAC, MBPPL stated that MBPPL had issued a bank guarantee for ₹ 1 million ("BG"). However, MBPPL observed that the CTO had a condition that the BG was being forfeited since the IT park was operative since 2016 without obtaining consent to operate by MBPPL. MBPPL further stated that since the date of application i.e. December 30, 2015, no objection was received and it was deemed approved and accordingly, the proposed forfeiture of the aforesaid BG should not be effected and thereby requested for withdrawal of the proposal of forfeiture of BG.

5. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against MBPPL and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2008-09, AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 were completed. MBPPL filed appeals before the CIT(A) against the order for AY 2012-13 to AY 2017-18 and against order for AY 2018-19. MBPPL made an application under the VsV for AY 2012-13, AY 2013-14 & AY 2014-15. MBPPL received final order for AY 2012-13, accepting the VsV Application. The appeal for AY 2015-16 and 2016-17 were disposed by the CIT(A) in favour of MBPPL with direction to the assessing officer. The appeal for AY 2012-13 was dismissed by the CIT(A) in view of VsV order for the said year. VsV application for AY 2013-14 was rejected and the final order under VsV for AY 2014-15 is currently pending. The appeal for AY 2013-14 was





disposed by the CIT(A) against MBPPL and an appeal has been filed before the ITAT against the same.

6. The Collector of Stamps (Enforcement), Mumbai issued an interim demand letter dated December 18, 2017 and rectification order dated December 20, 2017 for deficit stamp duty aggregating to ₹ 333.28 million. By way of letter dated December 26, 2017, MBPPL expressed its disagreement with respect to determination of the amount of stamp duty for the demerger of certain undertakings of Trion Properties Pvt. Ltd. into MBPPL and stated that it will effect the payment of the disputed amount under protest and requested that the original order of the NCLT be returned to MBPPL duly endorsed, to enable MBPPL to make the payment and register the same. The amount of ₹ 333.28 million was paid under protest on December 27, 2017. No further correspondence has been received.
7. The Tahsildar, Revenue Department, Collectorate Office Pune ("Tahsildar"), by letter dated March 22, 2021 ("Letter") to MBPPL (addressed to Mr. Anil Mathur) requesting MBPPL to provide details (as per the format provided in the said Letter) of the expenditure/provision for ₹ 27.22 million towards the Corporate Environment Responsibility ("CER") in respect of revalidation and proposed amendment in environment clearance to accommodate mixed use occupancies at the Square, Nagar Road and requested for hearing at the Collectorate Office Pune and response to the Letter. The Letter was issued with reference to the office memorandum dated May 1, 2018 ("OM") issued by the Ministry of Environment, Forest and Climate Change, Impact Assessment Division, New Delhi ("MoEF") relating to the CER.

By letter dated March 24, 2021, MBPPL sought additional time to submit its detailed response to the Letter. By letter dated May 6, 2021 to the Tahsildar, MBPPL submitted, among other things, that (i) the environment clearance dated June 15, 2018 issued to MBPPL does not contain any condition or requirement/ liability on MBPPL to spend/make provision for CER; (ii) the revalidation and proposed amendment in the environment clearance neither involved expansion in area nor any enhancement in cost of the project; and (iii) there is no liability on MBPPL since the OM specifically provided that CER is not applicable in case of an amendment involving no additional project investment. No further correspondence has been received.

8. Ministry of Environment, Forest & Climate Change ("MOEF & CC"), by its letter dated August 13, 2021 to MBPPL (addressed to Mr. Anil Mathur), informed MBPPL that they are directed by National Green Tribunal, Principal Bench, New Delhi ("NGT") to bring to MBPPL's attention the order dated July 26, 2021 ("NGT Order") passed by the NGT on the application made by Navnath Namdeo Jadhav pursuant to which NGT has instructed the MOEF & CC to ensure the compliance of conditions of environmental clearance granted to the 10 projects located in Mumbai and Pune which includes IT and Mall building at The Square, Nagar Road. MOEF & CC has by the said letter dated August 13, 2021 requested MBPPL

to provide information and documents as mentioned therein. By letter dated October 19, 2021 to MOEF & CC, MBPPL has provided the details and documents pertaining to the queries raised.

9. The Commissioner, Pocharam Municipality ("Commissioner") issued a show cause notice dated November 27, 2021 ("SCN") to KRCPL (instead of MBPPL) under the Telangana Municipalities Act, 2019 for removal of fence, and to leave open the cart track out of the land of MBPPL at Pocharam Village for the use of general public. The Commissioner has under the SCN alleged that KRCPL has encroached by erecting a fence to the said cart track. MBPPL, by its letter dated December 6, 2021, replied to the SCN stating that they are verifying the records and the relevant layouts pertaining to the subject and sought additional time to submit a detailed response and requested the Commissioner not to initiate any steps or proceedings in the interim.
10. For other pending regulatory actions against MBPPL, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Gigaplex – Regulatory actions".

#### (iv) Material civil/commercial litigation

1. With respect to the termination of a license agreement between MBPPL and Capstone Securities Analysis Private Limited ("Capstone"), a licensee at Unit No.003 in Building No.1 in Commerzone Yerwada, MBPPL has filed an eviction suit against Capstone in the Small Causes Court at Pune ("Court") for payment of arrears of license fees and other charges aggregating to ₹ 10.80 million and has sought injunction. The matter is currently pending.
2. Kharghar Vikhroli Transmission Private Limited ("KVTP") has filed a petition before Maharashtra Electricity Regulatory Commission, Mumbai ("MERC") against Maharashtra State Electricity Transmission Company Limited ("MSETCL") and others (including MBPPL and Gigaplex as respondents) under the applicable provisions of the Electricity Act, 2003 read with the transmission service agreement dated August 14, 2019 ("TSA") entered between KVTP, MSETCL, MBPPL, Gigaplex and certain other entities including distribution companies seeking, inter-alia, compensation/relief for increased cost of the project during construction period due to the 'change in law' event being increase in acquisition price of shares of KVTP (including the purchase cost of Vikhroli land). The total additional cost of the project claimed by KVTP is ₹ 717.00 million along with carrying cost at the rate of 9.35% on compound interest basis. The financial liability to MBPPL is 0.06% i.e., the percentage share computed based on allocated transmission capacity rights as mentioned in the TSA. The matter is currently pending.
3. For other pending Material civil/commercial litigation actions against MBPPL, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Gigaplex – Material civil/commercial litigation".

## H. Sundew

### (i) Title litigation and irregularities

1. The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur ("Tribunal") had, by letter dated August 27, 2009, sought information from Sundew under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of the entire land parcel at Mindspace Madhapur (Sundew).

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated September 5, 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the aforesaid letter dated August 27, 2009. Sundew has filed a detailed response on September 30, 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to KRIT which was a joint venture company with APIIC, (b) the land was vested in Sundew by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not "land" covered under the APLRAC. The Tribunal issued a final notice to Sundew in January 2012 requesting Sundew to submit a declaration for full and correct particulars of the lands held by Sundew. In September 2009, Sundew also submitted a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh ("High Court") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

### (ii) Criminal Matters

There are no pending criminal matters against Sundew.

### (iii) Regulatory actions

1. For pending regulatory actions against Sundew, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT – Regulatory actions".

### (iv) Material civil/commercial litigation

1. Sundew filed an application before the then Andhra Pradesh Electricity Regulatory Commission (now Telangana State Electricity Regulatory Commission ("TSERC") on March 10, 2014 requesting TSERC to take on record the 'deemed distribution licensee' status of Sundew for the development, operation and maintenance of SEZ at Madhapur, Hyderabad. TSERC passed an order dated February 15, 2016 ("TSERC Order") identifying Sundew as a deemed distribution licensee for a period of 25 years with effect from April 1, 2016 subject to inter alia Sundew obtaining capital infusion from its promoters before March 31, 2016. Sundew filed an application dated March 16, 2016 ("Interlocutory Application") before TSERC seeking modification of condition in respect of equity infusion and extension of time to comply with the same. TSERC passed an order dated August 4, 2016 directing compliance with TSERC Order and

denying extension of time and also directed the existing licensee to continue the power supply till September 30, 2016. TSREC, by its letter dated September 22, 2016, has granted extension of time to continue power supply till the state transmission utility grants network connectivity and open access. Aggrieved, Sundew filed a petition ("Review Petition") before TSERC on August 26, 2016, seeking inter alia review of the order dated August 4, 2016. Additionally, Sundew also filed an appeal to the Appellate Tribunal for Electricity ("APTEL") challenging the TSERC Order and in relation to the conditions imposed by TSERC which was dismissed on September 27, 2019. The matter is currently pending before the TSERC with respect to the review petition filed by Sundew. Aggrieved by the order dated September 27, 2019, Sundew has also filed a civil appeal on November 15, 2019 before the Supreme Court of India. By an order dated February 22, 2021 passed in the civil appeal, the Supreme Court of India directed TSERC to hear the pending applications/ petitions filed by Sundew before TSERC, to list the matter for final hearing and granted liberty to the parties to file their written note of arguments. The matter is pending before the Supreme Court of India and TSERC.

## II. Material litigation and regulatory actions pending against the Sponsors

As of March 31, 2022, the Sponsors do not have any pending criminal matters or regulatory actions against them, or material civil/ commercial litigation pending against them.

For the purpose of pending civil/ commercial litigation against the Sponsors, such matters where value exceeds 5% of the total revenue of each of the Sponsors, whichever is lower, as of March 31, 2021 as per their respective audited financial statements have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been considered.

## III. Material litigation and regulatory actions pending involving the Sponsor Group

With respect to the Sponsor Group (excluding the Sponsors), details of all pending criminal matters and regulatory actions against the Sponsor Group (excluding the Sponsors) and material civil/commercial litigation pending against the Sponsor Group (excluding the Sponsors) have been disclosed.

For the purpose of pending civil/ commercial litigation against the Sponsor Group (excluding the Sponsors), such matters where value exceeds 1% of the consolidated profit after tax of Mindspace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed. In addition to the above, pending civil/ commercial proceedings by the Sponsor Group (excluding the Sponsors) which are considered material by the Manager have been disclosed.



## A. Mr. Ravi C. Raheja

### (i) Criminal matters

1. Nusli N. Wadia (“**Complainant**”) lodged a first information report (“**FIR**”) against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Mr. Chandru L. Raheja (“**Accused**”), inter alia alleging criminal breach of trust, cheating and misappropriating his funds, causing alleged losses aggregating to ₹ 40 million, arising out of one of the transactions in respect of the building constructed on a demarcated a portion the lands situated at Malad West, Mumbai pursuant to an agreement entered into between the Complainant and Ivory Properties in 1995. Pursuant to the FIR, the Economic Offences Wing, Mumbai filed a charge sheet before the Additional Chief Metropolitan Magistrate, Esplanade Mumbai (“**Court**”). Thereafter, the Accused have been released on bail bond pursuant to the order dated October 18, 2013 by the Additional Sessions Judge. The Accused have filed an application dated September 28, 2018 for discharge of charges. In an intervention application filed by the Complainant on January 16, 2019, the Court, by its order dated September 26, 2019, allowed the Complainant to assist the prosecution by filing written arguments and submission in the discharge application filed by the Accused. The Complainant has filed a writ petition in the Bombay High Court to squash the order dated September 26, 2019 rejecting the Petitioner’s application to make oral submissions in the discharge application. The matter is currently pending before the Court. All three Accused have filed separate criminal revision application together with miscellaneous application for condonation of delay in the Sessions Court, Mumbai, challenging the Court’s order dated September 26, 2019, allowing the Complainant to assist the prosecution by filing written arguments and submission in the discharge application filed by the Accused. The Sessions Court, Mumbai, has issued notice in the miscellaneous applications filed by the Accused.
2. The Metropolitan Magistrate, Vile Parle West, Mumbai (“**Magistrate**”) issued summons dated September 11, 2018 to Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another, to appear before the Magistrate in relation to two different complaints. The summons relates to an alleged violation of signage license conditions by the Hypercity store at Goregaon West, Mumbai, in contravention of the provisions of the Bombay Municipal Corporation Act, 1888. Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another filed a petition before the Bombay High Court for quashing the summons issued by the Magistrate. The Bombay High Court, through an order dated October 29, 2018, has barred the Magistrate from taking any coercive action against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another till date of the next hearing. The matter is currently pending before the Magistrate.
3. The Office of the District Superintendent of Police, Ahmedabad Rural, Special Investigation Team (Land) (“**SIT**”) has issued a notice dated December 8, 2020 (“**First Notice**”) to Mr. Ravi C. Raheja and Mr. Neel C. Raheja for seeking written explanation and to remain

present personally with all documents relating to certain land in the village Sachana, Viramgam (“**Land No. 1**”) in connection with the application (complaint) made by Casme Industrial Park Development Pvt. Ltd. (“**Casme**”) and Mr. Harit Bhupendrabhai Patel (“**HP**”). SIT has further issued five notices each dated December 27, 2020 to Sentinel Properties Private Limited (“**Sentinel**”) and its directors, including Mr. Ravi C. Raheja, Mr. Neel C. Raheja for seeking written explanation and to remain present personally with all documents relating to Land No.1 and certain land parcels in village Sachana, Viramgam within three days from receipt of the aforesaid five notices in connection with the applications (complaints) made by Casme, HP, Bharat Ratilal Delivala, Vijay Ratilal Delivala, Dipak Ratilal Delivala and Priti Ajay Delivala alleging fraud in land transaction. Mr. Ravi C. Raheja, Mr. Neel C. Raheja are erstwhile directors of Sentinel and were on its board of directors till August 2012. K. Raheja Corporate Services Private Limited has by its reply dated January 4, 2021 submitted written explanation along with copies of documents as required on behalf of Sentinel and its directors. K. Raheja Corporate Services Private Limited has by its second reply dated January 18, 2021 submitted further written explanation along with copies of documents as required on behalf of Sentinel and its erstwhile directors. The Directorate of Enforcement had requested for attendance of the erstwhile directors of Sentinel in connection with an investigation under the provision of Money Laundering Act, 2002, and later a summons dated November 12, 2020 was also received by one of the erstwhile directors in this regard. Detailed information and documents had been provided by K Raheja Corporate Services Private Limited to the Directorate of Enforcement by letter dated November 9, 2020 and November 19, 2020. Subsequently, by another summons dated January 15, 2021 received on January 20, 2021, the Directorate of Enforcement requested attendance of one of the erstwhile director of Sentinel on January 25, 2021 to tender a statement. By letter dated January 23, 2021, K Raheja Corporate Services Private Limited on behalf of Sentinel informed the Directorate of Enforcement that the said erstwhile director of Sentinel was unable to attend their office due to illness and requested for a further date in this regard. The said erstwhile director of Sentinel remained present before the Directorate of Enforcement on February 1, 2021 and February 8, 2021 and has submitted the statement. K. Raheja Corporate Services Private Limited has by its letter dated February 12, 2021 submitted the financial statements on behalf of Sentinel and its erstwhile directors as required by the Directorate of Enforcement.

### (ii) Regulatory actions

1. The Assistant Director, Directorate of Enforcement, Mumbai (“**ED**”) has on February 2, 2018 issued summons under Section 50 of the Prevention of Money Laundering Act, 2002, calling upon Mr. Ravi C. Raheja to attend before the ED and to give evidence, details and documents of land purchased at Pirangut, Pune. The land was purchased from Jay Agrotech Private Limited by Pact Real Estate Private Limited pursuant to sale deeds dated March 17, 2008 and July 4, 2008. Mr. Ravi C. Raheja is an erstwhile director of Pact Real Estate Private

Limited and was not a director of Pact Real Estate Private Limited as on date of the summons. Mr. Ravi C. Raheja, in his reply dated February 10, 2018, has submitted the documents sought by the ED. After the information sought by ED was provided, there has been no further communications or requisitions for attendance or otherwise, from the ED, in that regard.

2. The Department of Labour, Government of Karnataka (“**Labour Department**”) issued a show cause notice dated December 6, 2019 addressed to Chalet Hotels and Mr. Ravi C. Raheja and Mr. Neel C. Raheja (in their capacity as directors of Chalet Hotels) for failure to submit compliance report in relation to inspection carried out by the Labour Department and sought to take action for violations of certain labour laws. Chalet Hotels submitted its response, by its letter dated December 24, 2019 and provided the requisite information. Thereafter, the Labour Department issued a further notice dated January 18, 2020 with respect to production of certain registers and documents for their inspection, which was submitted by Chalet Hotels. No further correspondence has been received.
3. For other pending material civil/ commercial litigation against Mr. Ravi C. Raheja, see “Material litigation and regulatory actions pending involving the Sponsor Group–Inorbit Malls–Regulatory actions”.

### (iii) Material civil/commercial litigation

1. Powai Developers, Mr. Ravi C. Raheja and another (“**Petitioners**”) have filed a special leave petition (“**SLP**”) before the Supreme Court of India against the State of Maharashtra and three others (“**Respondents**”). The SLP has been filed against the judgement dated September 3, 2014 passed by the Bombay High Court in respect of the applicability of the provisions of Section 3(1)(b) of the Urban Land (Ceiling and Regulation) Repeal Act, 1999. By an order dated December 15, 2014, the Supreme Court of India issued a notice and restrained the Respondents from taking any coercive steps. KRCPL is the sole proprietor of Powai Developers. The matter is currently pending before the Supreme Court of India.
2. Ivory Properties and Mr. Ravi C. Raheja have filed two separate writ petitions before the Bombay High Court (“**Court**”) against the State of Maharashtra, Nusli N. Wadia and others, for inter alia quashing and setting aside (i) a notification dated July 20, 2007, a notice dated March 1, 2016 and a notice dated August 30, 2016 passed under the provisions of the Maharashtra Slum Areas (Improvement, Clearance and Development) Act, 1971 for acquiring property admeasuring approximately 7758 square meters. Nusli N. Wadia has also filed similar writ petition before the Court against the State of Maharashtra and Ivory Properties on similar grounds. The arguments have concluded in the writ petitions filed by Ivory and Nusli N. Wadia and are pending for orders; (ii) an order dated October 25, 2017 for acquiring property admeasuring approximately 8255.30 square meters, situated at Borivali. By an order dated November 26, 2019, the writ petition was disposed off as withdrawn with liberty to make representation to the State Government. Ivory Properties has filed its representation. Nusli N. Wadia

had also filed similar writ petition before the Court against the State of Maharashtra and Ivory Properties on similar grounds. The writ petition filed by Nusli N. Wadia was dismissed with observation that the petitioner can always approach the Court after the notification under Section 14 is issued and leaving all contentions of the parties open.

3. Ivory Properties and Mr. Ravi C. Raheja (“**Petitioners**”) filed a writ petition before the Bombay High Court (“**High Court**”) against the State of Maharashtra and six others (“**Defendants**”) inter alia seeking an order from the High Court for restraining the State of Maharashtra & others from enforcing the conditions of exemption order dated February 19, 1996 read with corrigendum thereto dated May 5, 1997 and June 23, 2004 in respect of the lands at Malad, Mumbai for which Ivory Properties has development and other rights under the 1995 Agreement. In similar proceedings filed before it, the High Court vide order dated September 3, 2014 (“**Order**”) inter alia held that conditions of exemptions under section 20 of the Urban Land (Ceiling and Regulation) Act, 1976 remain enforceable and the pending writ petitions must be disposed of in light of the principles laid down in the said judgement and on merits and in accordance with law. Pursuant thereto, numerous special leave petitions (“**SLPs**”) were filed before the Supreme Court of India challenging the Order. Supreme Court of India vide its order dated November 10, 2014 directed the State of Maharashtra & others not to take any coercive steps till final disposal of the matters before it. The Supreme Court disposed of the SLPs permitting the respondent (State) to implement the recommendations made in the report dated August 9, 2018 by the committee headed by Hon’ble Justice B.N. Srikrishna (retd.) with further clarification that if any of the categories of exemption was not covered in the report, it was open to such exemption holders to make representations to the Government.
4. Mr. Ravi C. Raheja, Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, KRCPL, Ivory Properties, Palm Shelter, KRPL and 20 others filed an appeal (“**Appeal**”) under Section 10F of the Companies Act, 1956 before the Bombay High Court (“**High Court**”) against Aasia Properties Private Limited (“**Aasia**”) and two others, against order dated September 19, 2006 (“**Order**”) passed by the CLB, New Delhi in company petition 91/2005, which granted permission to Aasia, to appoint its nominee as a non-functional director on the board of Juhu Beach Resorts Limited. The Court vide an interim order dated November 21, 2008, stayed the order till the pendency of the Appeal. The matter is currently pending before the High Court.
5. Aasia Properties Private Limited (“**Aasia**”) filed an appeal (“**Appeal**”) under Section 10F of the Companies Act, 1956 before the Bombay High Court (“**Court**”) against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, KRCPL, Ivory Properties, Palm Shelter, KRPL and 20 others (“**Respondents**”), with respect to order dated September 19, 2006 passed by the CLB, New Delhi which dismissed the petition filed for declaring the transfer of 633 shares of Poonam Chand Shah/ Manjula P. Shah in favour of certain respondents as null & void, set aside subsequent transfers of such





shares to other Respondents, subsequent rights issues of such shares be transferred to the Petitioners and other consequential reliefs. The matter is currently pending before the Court.

6. Shazad S. Rustomji and another ("**Plaintiffs**") have filed a suit before the Bombay High Court ("**Court**") against Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others inter alia for declaring the deed of declaration dated October 25, 2011 executed and registered by Ivory Properties for submitting the building Serenity Heights under the Maharashtra Apartment Ownership Act, 1970 and the consequent formation of the Serenity Heights condominium, as illegal and void and not binding upon the Plaintiffs. The Court, in its order dated April 24, 2016, has refused to grant ad-interim relief to the Plaintiffs. Ivory Properties Mr. Ravi C. Raheja and Mr. Neel C. Raheja have filed an application for rejection of the plaint on grounds that the present suit is barred by the law of limitation. The matter is currently pending before the Court.
7. Mr. Ravi C. Raheja and others ("**Petitioners**") have filed a writ petition before the Bombay High Court against State of Maharashtra and others ("**Defendants**") for directing the Defendants for withdrawing the letter dated June 8, 2008 which gave retrospective effect to the notification dated June 9, 2008 amending Rule 22A of the Bombay Stamp Rule, 1939 and setting aside the aforementioned notification. The Petitioners have also sought a refund of stamp duty aggregating to ₹ 6.21 million along with interest. The matter is currently pending before the Bombay High Court.
8. Gopal L. Raheja and eight others ("**Petitioners**") have filed company petition before the CLB/NCLT, Mumbai ("**CLB/NCLT**") against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and five others ("**Respondents**") under Sections 397 and 398 of the Companies Act, 1956 inter alia alleging oppression and mismanagement by the Respondents in respect of the business and management of Asiatic Properties Limited. The matter is currently pending before the NCLT. Seacrust Properties Private Limited and Sandeep G. Raheja, the Petitioners, filed company applications against Mr. Ravi C. Raheja Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others for alleged violation of certain orders of the CLB/NLT and alleged acts of perjury by making false statements. The company applications were dismissed by the CLB/NCLT vide its orders dated January 8, 2013 and February 7, 2013 ("**Orders**"). Aggrieved by the Orders, Seacrust Properties Private Limited and Sandeep G. Raheja have filed separate appeals before the Bombay High Court. The matters are currently pending before the Court Bombay High.
9. Tresorie Traders Private Limited has filed a company petition before the NCLT, Mumbai under sections 247(1A) and 250 of the Companies Act, 1956 against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others inter alia for investigation in respect of the membership, financial interest and control over two companies i.e. Club Cabana Recreation Private Limited and Sai Park Estate Developers (India) Private

Limited and for restricting the transfer, fresh issue, exercise of voting rights and payment of dividend of the said companies. The matter is currently pending before the NCLT, Mumbai.

10. Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja ("**Plaintiffs/CLR**") filed a civil suit before the Bombay High Court ("**High Court**") against Gopal L. Raheja, Sandeep G. Raheja, Durga S. Raheja, Sabita R. Narang and Sonali N. Arora ("**Defendants/GLR**").

The Plaintiffs and the Defendants were the persons primarily involved in the operation and management of the activities and businesses of the group known as K. Raheja Group in certain cities of Western and Southern India. However, certain disputes and differences arose between the CLR group and the GLR group that threatened the running of the business of the K. Raheja Group.

After attempts to amicably resolve and finally settle the disputes and differences between the two groups in order to avoid protracting the matter any further, GLR and CLR decided to split/partition entities and assets of the K. Raheja Group between them and accordingly a list indicating division of certain individual assets was executed in May 1995. On April 5, 1996 and November 16, 1996, further written agreements were executed wherein the manner, method and procedure of the division was agreed upon by the parties. Thereafter, on December 9, 1996, GLR and CLR groups made further confirmations to enable the division of certain assets in the agreed manner which was duly completed in respect of a portion of the assets, businesses and entities of the K. Raheja Group. The agreements and writings referred to above i.e. dated May 1995, April 5, 1996, November 16, 1996 and December 9, 1996 are collectively referred to as the **"Family Arrangement Documents"**.

Further, apart from the entities, assets and businesses of the two groups which were divided as above, there are additional properties and entities, the separation and distribution of which remained unresolved due to the differences between the groups. The two groups had agreed to take steps to divide these undivided properties comprising various companies, partnership firms, trusts and also certain properties situated at Mumbai i.e. the **"Mumbai Undivided Entities"** and situated in South India i.e. the **"Southern Undivided Entities"** along with certain other residual properties (collectively referred to as the **"Balance Properties"**). Further, the distribution and ascertainment of the monies payable/receivable did not transpire and certain disputes again arose between GLR and CLR in respect of the division of the Balance Properties, the management of certain entities and other such disputes.

After various correspondences between the two groups over the course of more than two decades to amicably resolve the disputes, the present suit was filed by the Plaintiffs inter alia seeking enforcement/implementation of the family arrangement documents. The Plaintiffs have alleged that the arrangement was

only partially implemented and inter alia alleged that certain arrangements were wrongly implemented. The Plaintiffs have further alleged that due to the inactivity in management of the undivided companies, the registrar of companies has struck-off and dissolved certain of these companies. The Plaintiffs have inter alia prayed for implementation of the Family Arrangement Documents restoration of the companies that have been struck-off/ dissolved, division of the companies situated in South India in the manner agreed by the parties and also for injunction restraining the Defendants from creating third party interests and/or encumbrances upon the properties that are the subject matter of the family arrangement. The Defendant nos.2 and 3 have filed their written

statement on record along with a counter-claim inter alia praying for dismissal of the suit filed by the Plaintiffs and to fully implement the Family Arrangement Documents. The matter is currently pending before the High Court.

The GLR group also filed suits before the High Court pursuant to the family arrangement against the Plaintiffs alleging liability/obligation of the Plaintiffs to hand over certain title deeds, documents and papers and other assets belonging to the GLR group which are allegedly in the custody of the Plaintiffs and also seeking injunction for handover of the same to the GLR group. The matters are currently pending before the High Court.

The Mumbai Undivided Entities are as follows:

<b>Partnership Firms</b>	<b>Limited Companies</b>
1. Alankar Enterprises	1. Canvera Properties Private Limited
2. Crystal Corporation & Everest Enterprises	2. Carlton Trading Private Limited
3. Crown Enterprises	3. Debonair Estate Development Private Limited
4. Evergreen Construction	4. Dindoshila Estate Developers Private Limited
5. Honey Dew Corporation	5. East Lawn Resorts Limited
6. Kenwood Enterprises	6. Fems Estate (India) Private Limited
7. K. Raheja Financiers & Investors	7. Hill Queen Estate Development Private Limited
8. K. R. Finance	8. Juhuchandra Agro & Development Private Limited
9. K. R. Properties & Investments	9. K. R. Consultants Private Limited
10. K. R. Sales Corporation	10. K. R. Developers Private Limited
11. Marina Corporation	11. K. Raheja Trusteeship Private Limited
12. Oriental Corporation	12. Lakeside Hotels Limited
13. Powai Properties	13. Nectar Properties Private Limited
14. R. M. Development Corporation	14. Neel Estates Private Limited
15. Ruby Enterprises	15. Oyster Shell Estate Development Private Limited
16. Satguru Enterprises	16. Peninsular Housing Finance Private Limited
	17. Rendezvous Estate Private Limited
	18. Raheja Hotels Limited
	19. Sea Breeze Estate Development Private Limited
	20. Sevaram Estate Private Limited
	21. S. K. Estates Private Limited
	22. Springleaf Properties Private Limited
	23. Suruchi Trading Private Limited
	24. Wiseman Finance Private Limited
<b>Association of Persons</b>	<b>Trusts / Charitable Trusts</b>
K. Raheja Investments & Finance	1. K. R. Foundation
	2. Raheja Charitable Trust
<b>Private Trusts</b>	
1. Lachmandas Raheja Family Trust	
2. L. R. Combine	
3. S. R. Combine	
4. Reshma Associates	
5. R. N. Associates	
6. R. K. Associates	
7. Various discretionary trusts (about 288 Nos.)	



### Southern Undivided Entities

Partnership Firms	Limited Companies
K Raheja Development Corporation	1. Mass Traders Private Limited
	2. K. Raheja Hotels & Estates Private Limited
	3. K. Raheja Development & Constructions Private Limited
	4. Ashoka Apartments Private Limited
	5. Asiatic Properties Limited
Trusts / Charitable Trusts	
1. R&M Trust	
2. Raj Trust	

In relation to the above mentioned undivided entities, the Plaintiffs have been served with various notices issued by regulatory authorities in respect of certain non-compliance. These notices have been replied to in the capacity of shareholders as the family settlement has not been fully implemented. No further correspondence has been received. The Plaintiffs have resigned from their directorship in the undivided companies in which they were directors.

11. Sealtite Gaskets Private Limited and six others (**"Petitioners"**) have filed company petition before the CLB / NCLT, Chennai under Sections 397, 398, 399, 402, 403 and 406 of the Companies Act, 1956 against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Chandru C. Raheja and four others (**"Respondents"**) inter alia in respect of alleged oppression and mismanagement by the Respondents in respect of the business and management of K. Raheja Hotels and Estates Private Limited. By order dated February 2, 2017, the matter was transferred to NCLT, Bengaluru. The matter is currently pending before the NCLT, Bangalore.
12. Mr. Ravi C. Raheja and Mr. Neel C. Raheja (**"Petitioners"**) have filed a writ petition before the Karnataka High Court at Bengaluru (**"Court"**) against the Union of India and Registrar of Companies, Bengaluru (**"RoC"**) (**"Respondents"**) challenging the wrongful inclusion of their names in the list released by the RoC on its website in relation to the directors disqualified under the provisions of Section 164(2) the Companies Act, 2013, for the periods ending October 31, 2019 and October 31, 2020 in relation to non-filing of financial statements or annual returns for a continuous period of three financial years by K Raheja Hotels and Estates Private Limited (since the Petitioners were not directors of K Raheja Hotels and Estates Private Limited at the relevant time, having already resigned therefrom). By its order dated June 12, 2019 (**"Order"**), the Court has disposed of the writ petition filed by the Petitioners, along with a batch of several other writ petitions on the same matter and quashed the impugned list to the extent inter alia the disqualification of the Petitioners as directors was concerned. Pursuant to the Order, the Petitioners have filed a review application before the Court for issuing directions to the Respondents for deletion of the names of the Petitioners as directors of K Raheja Hotels and Estates Private Limited in the records of the Respondents, as was sought earlier in

the writ petition. The Petitioners have filed a caveat on October 14, 2019 in anticipation of any appeal which the Respondents may file against the Order and subsequent adverse interim orders. The matter is currently pending before the Court. Further, the Petitioners through their reminder letter dated December 2, 2019 requested the administrator of K Raheja Hotels & Estate Private Limited to file requisite forms and ensure updates to the records of the RoC, in relation to resignation letters submitted by the Petitioners as directors of K Raheja Hotels & Estate Private Limited. The administrator, by letter dated December 26, 2019, stated that he was not in a position to accede to the aforementioned request unless relevant orders were granted in proceedings pending before the High Court, Karnataka and the CLB/NCLT to which the Petitioners have been impleaded as parties. The Respondents have filed their counter affidavit in the review application.

13. Pratik Rameshchandra Shah, through his power of attorney holder, Sambhuprasad Kurjibhai Lakkad, has filed an appeal before the Nayab Collector, Prant Officer Court, Viramgam District, Ahmedabad against the order of the Deputy Mamlatdar dated May 27, 2018 (**"Order"**) upholding the mutation entry made in the revenue records pursuant to sale of certain land for alleged wrongful sale of the disputed land in Sachana (in Gujarat) to Sentinel Properties Private Limited, where Mr. Ravi C. Raheja and Mr. Neel C. Raheja were erstwhile directors. The Deputy Collector passed an order dated February 13, 2019 in favour of the petitioner against which Sentinal Properties Private Limited has filed an appeal before the Gujarat High Court. The Gujarat High Court, by order dated February 25, 2020, vacated the interim relief granted by it against the order passed by the Deputy Collector. Pratik Rameshchandra Shah has also filed a suit before the Principal Civil Court, Ahmedabad against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others (**"Respondents"**) and has sought cancellation of the Order and stay on further dealing of the disputed land in Sachana (in Gujarat) by the Respondents. The matters are currently pending before the relevant forums.
14. For other pending material civil/ commercial litigation against Mr. Ravi C. Raheja, see "- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities".

### B. Mr. Neel C. Raheja

#### (i) Criminal matters

For pending criminal matters against Mr. Neel C. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Criminal matters".

#### (ii) Regulatory actions

1. The Assistant Director, Directorate of Enforcement, Mumbai (**"ED"**) has issued summons dated February 2, 2018 under Section 50 of the Prevention of Money Laundering Act, 2002, calling upon Mr. Neel C. Raheja to attend before the ED and to give evidence, details and documents of land purchased at Pirangut, Pune. The land was purchased from Jay Agrotech Private Limited by Pact Real Estate Private Limited pursuant to sale deeds dated March 17, 2008 and July 4, 2008. Mr. Neel C. Raheja is an erstwhile director of Pact Real Estate Private Limited and was not a director of Pact Real Estate Private Limited as on date of the summons. Mr. Neel C. Raheja, by his letter dated February 12, 2018, has submitted the documents sought by the ED. After the information sought by ED was provided, there has been no further communications or requisitions for attendance or otherwise, from the ED, in that regard.
2. The Enforcement Directorate, Delhi (**"ED"**) had issued a summons on December 20, 2017 against "The Director, M/s Carlton Trading Company" under Section 50 of the Prevention of Money Laundering Act, 2002 (**"PMLA"**) to appear before the ED and produce certain documents relating to consultancy / services provided by Advantage Strategic Consulting Private Limited (**"ASCPL"**) and Chess Management Services Private Limited (**"CMSPL"**) to Carlton Trading Company. A written reply was filed with the ED on January 5, 2018 by legal counsel to Mr. Neel C. Raheja on his behalf, as a shareholder and ex-director of Carlton Trading Private Limited (**"CTPL"**), inter alia that (i) the summons was addressed to the Director, Carlton Trading Company, Mumbai, with whom Mr. Neel C Raheja is not concerned, and therefore, the same appears to have been delivered to the office address of Mr. Neel C Raheja under a mistaken identity; (ii) Mr. Neel C Raheja was no longer a director of CTPL, and (iii) to the best of his knowledge, CTPL has not had any dealing either with ASCPL or CMSPL. A background of CTPL and resignation of its directors was provided to the ED along with copies of the memorandum of association/ articles of association and other details relating to CTPL. A further similar summons dated July 13, 2018 was issued by the ED, pursuant to which Mr. Neel C. Raheja's legal counsel attended the office of ED on July 23, 2018 where the ED informed Mr. Neel C. Raheja's legal counsel, that the summons issued by ED was not for Mr. Neel C Raheja (as a detailed response had already been submitted on behalf of Mr. Neel C Raheja in relation to the previous summons, and that Mr. Neel C. Raheja's legal counsel, was not required for the hearing at all as the summons was not for Mr. Neel C Raheja). No further correspondence has been received thereafter.
3. The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under

section 37 of the FEMA calling upon Mr. Neel C. Raheja to furnish details and justification in respect of all foreign inward/outward remittances, with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2005, 2007 and 2010. Mr. Neel C. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mr. Neel C. Raheja referred to the aforesaid correspondence and stated that he had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. He further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that he has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

4. For other pending regulatory actions against Mr. Neel C. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Regulatory Actions".
5. For other pending material civil/ commercial litigation against Mr. Neel C. Raheja, see "Material litigation and regulatory actions pending involving the Sponsor Group– Inorbit Malls–Regulatory actions".

#### (iii) Material civil/commercial litigation

1. Sandeep G. Raheja has filed a suit against Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others before the Bombay High Court ("Court") in respect of a private family trust and removal of certain trustees therefrom and also for the dissolution, distribution and settlement of the accounts of the private family trust. The Court vide order dated November 16, 2006 had appointed an administrator, who subsequently resigned from his position and a new administrator has been appointed. The matter is currently pending before the Court.
2. For other pending material civil / commercial litigation against Mr. Neel C. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation" and "-Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities".

### C. Mr. Chandru L. Raheja

#### (i) Criminal matters

1. The Dy. Superintendent of Police, Criminal Investigation Department (**"CID"**) had issued letter dated June 9, 2008 to Mr. Chandru L. Raheja (in relation to a project of KRPL known as Raheja Woods) in connection with an investigation in Swargate Police Station, Pune, in respect of the ULC case No. 23 – WA, S. No. 222/1 (**"ULC proceedings"**). KRPL is not a party to the ULC proceedings, however KRPL has appeared before CID and also replied with a letter dated June 11, 2008 submitting the requisite documents. Subsequently, pursuant to an application filed for the copy of





chargesheet filed with respect to the above matter and on receipt of the same, it was noted that the Swargate Police Station had filed a chargesheet in the year 2005 with respect to the investigation wherein neither KRPL nor Mr. Chandru L. Raheja were named as accused. No further correspondence has been received.

- For other pending criminal matters against Mr. Chandru L. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Criminal matters”.

## (ii) Regulatory actions

- The Chairman/Secretary of Jaldarshan Co-op. Hsg. Society Ltd. filed two applications in the year 2017 against M.R. Combine, Ram Narayana Sons Pvt. Ltd., S.M. Builders, Parmeshwar Mittal, Mr. Chandru L. Raheja, Lohtse Co-Op. Hsg. Soc. Ltd, K.F. Bearing Co. and others before the District Deputy Registrar, Co-op. Societies, Mumbai under Section 11 of the Maharashtra Ownership Flats (Regulation of the promotion of construction, sale, management and transfer) Act, 1963 in relation to deemed conveyance for conveying title to the society. The Registrar has issued notices dated January 30, 2018 and May 8, 2018. Mr. Chandru L. Raheja has received notice to file reply and/or appear before the Deputy Registrar. No further correspondence has been received.
- Juhu Beach Resorts Limited has made a compounding application to the Registrar of Companies, Mumbai, for non-compliance of certain statutory filings required under Section 149(1)(a) of the Companies Act resulting from a technical error pursuant to the expiry of terms of two of its directors. Mr. Chandru L. Raheja is a director on board of Juhu Beach Resorts Limited. The matter has been referred to the e-governance cell of the Ministry of Corporate Affairs, New Delhi for further assistance in complying with the statutory filings and proceeding with the compounding application. Upon the required assistance being provided by the Ministry, Juhu Beach Resorts Limited has filed the requisite documents with the Registrar of Companies, Mumbai. No further correspondence has been received.
- The Office of the Medical Officer of Health, MCGM, has issued an inspection report dated September 20, 2019 to Mr. Chandru L. Raheja, in his capacity as director of Juhu Beach Resorts Ltd. pertaining to carrying out the activity of eating house from the basement of J.W. Marriot Hotel, Juhu without license. Juhu Beach Resorts Ltd. has responded to the inspection report on November 25, 2019. No further correspondence has been received.
- The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mr. Chandru L. Raheja to furnish details and justification in respect of all foreign inward/outward remittances with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2009, 2011 and 2012. Mr. Chandru L. Raheja has replied to the notice in the year 2017 furnishing the required details / information /

documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mr. Chandru L. Raheja referred to the aforesaid correspondence and stated that he had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. He further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that he has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

## (iii) Material civil/commercial litigation

- Gopal L. Raheja and three others (“**Claimants**”) have filed an arbitration petition (“**Petition**”) under section 34 of the Arbitration and Conciliation Act, 1996 (“**Act**”) before the Bombay High Court (“**Court**”) against Mr. Chandru L. Raheja, Ivory Properties, Casa Maria and others to set aside the award dated January 25, 2014 (“**Award**”) passed by the single arbitrator, Justice Mr. Srikrishna (retd.). The Award did not grant any relief to the Claimant in respect of dissolution of the partnership firm K Raheja Development Corporation being one of the southern entities forming part of K Raheja southern division consisting of three groups being Gopal Raheja Group, Chandru Raheja Group & the Menda Group having 37.5%, 37.5% & 25. % respectively. The matter is currently pending before the Court.
- Mr. Chandru L. Raheja, in his capacity as the attorney of Mr. Suresh L. Raheja, has filed a suit before the City Civil Court, Bombay (“**Court**”) against Sultanath Shiraz and others (“**Defendants**”) for specific performance of an agreement for sale executed by Mr. Suresh L. Raheja and some of the Defendants and has inter alia sought compensation of ₹ 0.55 million along with interest. The matter was dismissed by the Court pursuant to order dated April 20, 2019. An application has been made for restoring the matter before the Court.
- KRPL and Mr. Chandru L. Raheja (“**Petitioners**”) have filed a writ petition before the Bombay High Court (“**Court**”) against the State of Maharashtra and others in respect of lands (Survey No. 22/1) situated at Yerwada, Pune and inter alia challenging the recovery of amounts and the stop work notices issued to KRPL pursuant to Urban Land Ceiling Act, 1976, the Urban land (Ceiling and Regulation) Repeal Act, 1999 and notice dated August 26, 2003 requiring to pay premium. Pursuant to an order dated April 7, 2010, the Petitioners have been allowed to continue with the development of the aforesaid lands. The matter is currently pending before the Court.
- A suit filed in the High Court Bombay by one of the flat purchaser against K Raheja Development Corporation (“**KRDC**”), a partnership firm, Chandru L. Raheja Karta of Chandru L. Raheja HUF, Ivory Properties and others, among others, for specific performance of purchase agreement dated July 20, 1995 by executing the transfer deed to perfect his title in respect of flat No. 703 Block-D, Raheja Residency, Koramangala, Bangalore together with proportionate undivided right, right, title & interest in

land common areas in Raheja Residency Koramangala, Bangalore. The matter is pending.

- For other pending material civil / commercial litigation against Mr. Chandru L. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation” and “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Neel C. Raheja – Material civil/commercial litigation”.

## D. Mrs. Jyoti C. Raheja

### (i) Criminal matters

There are no pending criminal matters against Mrs. Jyoti C. Raheja.

### (ii) Regulatory actions

- The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mrs. Jyoti C. Raheja to furnish details and justification in respect of all foreign inward/outward remittances with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2005, 2007 and 2010. Mrs. Jyoti C. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mrs. Jyoti C. Raheja referred to the aforesaid correspondence and stated that she had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. She further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that she has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

### (iii) Material civil/commercial litigation

- For other pending material civil / commercial litigation against Mrs. Jyoti C. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”.

## E. Casa Maria

### (i) Criminal matters

There are no pending criminal matters against Casa Maria.

### (ii) Regulatory actions

There are no pending regulatory actions against Casa Maria.

### (iii) Material civil/commercial litigation

- For other pending material civil / commercial litigation against Casa Maria, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation”.

## F. Genext

### (i) Criminal matters

There are no pending criminal matters against Genext.

### (ii) Regulatory actions

- Proceedings were initiated before the monitoring committee of the MCGM for monitoring the re-development in respect of the property owned by Capricorn Realty Limited situated at Mahalaxmi, Mumbai which is being developed by Genext. A recent issue relating to giving additional allowances to ex-mill-workers employed in the project was agreed and settled in the Monitoring Committee's Meeting held on June 6, 2018. The matter is currently pending with the Monitoring Committee in respect of the employment of more mill workers in place of the mill workers who have left, retired or have expired in relation to the remaining work in the project.
- Genext received demand notices from time to time, from the Collector of Stamps, Enforcement – II (“**Collector**”) relating to stamp duty and penalty on various agreements entered into with various parties aggregating to approximately ₹ 208 million. Genext submitted its replies to the Collector against all these demand notices, inter alia pointing out that Genext is not a party to the said agreements and is not liable for any amount. After the hearing was held in these matters, no further communications / demands have been received from the Collector. Genext and KRCPL had also received a demand notice in 2014 from the Collector relating to stamp duty and penalty of approximately ₹ 55 million in respect of a deed of assignment dated August 6, 2007 between Genext and KRCPL. Genext submitted its reply inter alia stating that the document was duly adjudicated and accordingly the full stamp duty was paid thereon. After a hearing was held in the said case, no further communications / demands have been received thereafter.
- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Genext and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs - Avacado - Regulatory Actions”. Post the Warrant, the assessment proceedings under section 153A were initiated for AY 2008-09, AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2008-2009, AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 were completed. Genext filed appeals before the CIT(A) against the order for AY 2014-15, AY 2015-16, AY 2016-17 and AY 2018-19 out of which the appeals for AY 2014 -15, 2015-16 and 2016-17 were disposed off partially in favour of Genext. Genext has further filed appeals against the order of the CIT(A) for AY 2014 -15, AY 2015-16 and AY 2016-17 before the ITAT. These appeals are currently pending.
- The Pest Control Officer at MCGM issued 32 notices to Genext with respect to water stagnation at its Vivarea project site at Mahalakshmi, Mumbai and other related



infringements of the Mumbai Municipal Corporation Act, 1888. Genext has replied to MCGM stating that they have taken corrective measures and requested MCGM to conduct inspection in order to close the matter. In relation to two of such notices, Genext has paid fines. No further correspondence has been received.

5. Genext received letter dated August 17, 2018 vide email dated August 21, 2018, and November 30, 2018 from the MCA directing it to provide certain information relating to Genext's compliance with its corporate social responsibility obligations for the financial year 2015-16. Genext has submitted the information to the MCA as requested. No further correspondence has been received.

### (iii) Material civil/commercial litigation

1. Capricon Realty Limited has filed a special leave petition before the Supreme Court of India challenging the final judgment of the Bombay High Court dated August 21, 2017 ("Order") passed in public interest litigation no.6/2016 in respect of the interpretation of the development control regulations of Greater Mumbai and the computation of the Floor-Space Index (FSI) liable to be granted. KRCPL has obtained the development rights of the subject matter lands from Capricon Realty Limited, and has further assigned the same to Genext. The Supreme Court of India vide its order dated November 27, 2017 has stayed the Order. The matter is currently pending before the Supreme Court of India.

## G. Inorbit Malls

### (i) Criminal matters

1. Inorbit Malls along with others received a notice dated January 22, 2019 from the Sub-Inspector of Police, Madhapur police station, Hyderabad in relation to a criminal complaint filed by MD Ghouse Mohiddin against Trion, Inorbit Malls and others for allegedly committing fraud amounting to ₹ 2.5 million. Trion and Inorbit Malls replied to the notice on January 24, 2019 stating that there is no privity of contract between the Complainant and themselves. The matter is currently pending before the Madhapur police station, Hyderabad.

### (ii) Regulatory actions

1. From time to time, various inspections have been carried out by Labour officers and inspectors in respect of compliances by the company with the labour laws, rules and regulations. Inorbit Malls has filed its replies and submissions in respect of such inspections from time to time.
2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Inorbit Malls and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2008-2009, AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income

Tax Act, for AY 2018-2019 were completed. Inorbit filed appeals before the CIT(A) against the order for AY 2016-17, AY 2017-18 and AY 2018-19. All the appeals are disposed by the CIT(A) in favour of Inorbit Malls.

3. Pursuant to the inspection report by Security Guards Board for Brihanmumbai and Thane District ("Board"), the Board issued a show cause notice dated October 13, 2014, in respect of the project at Vashi and alleged contraventions by Inorbit Malls under the provisions of the Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act 1981 read with the Scheme of 2002. No further correspondence has been received thereafter.
4. Inorbit Malls received a notice dated November 4, 2018 from the Tahsildar under the Maharashtra Land Revenue Code in relation to alleged unauthorized excavation of minor minerals by Inorbit Malls. Inorbit Malls filed its written submissions on December 5, 2018 denying the allegations. Inorbit Malls further received a notice dated September 23, 2021 to remain present for hearing on October 10, 2021 from the Tehsildar. Inorbit Malls attended the hearing. The Tahsildar directed the Circle Officer, Hadapsar ("CO") to ascertain/confirm the lands mentioned in the permissions obtained from the District Mining Officer, Pune since Inorbit Malls in its written submissions has annexed/furnished the copies of permissions of the lands for which royalty has been paid. The matter is currently pending before the Tahsildar.
5. A complaint was filed by Shamabai Govind Pilane on July 8, 2016, before the Municipal Commissioner, PMC alleging Inorbit Malls (Residential division) of undertaking illegal activities in relation to, inter alia, blocking of the road, changing topography of the land and attempting to erect fencing on the road which is sanctioned under Section 205 of the Bombay Provisional Municipal Corporations Act, 1949. There have been several letters sent by PMC to Inorbit Malls in this regard, from time to time. Inorbit Malls has responded to such letters denying the illegal activities alleged by the Municipal Commissioner. This matter is currently pending.
6. Several notices have been issued by the various stamp duty authorities to Inorbit Malls, in respect of deficit payment of stamp duty on certain agreements executed by Inorbit Malls aggregating to ₹ 1.40 million payable by Inorbit Malls and ₹ 0.42 million payable by the licensees. Inorbit Malls has submitted its replies from time to time inter alia denying the liability for stamp duty.
7. The BrihanMumbai Mahanagarpalika Corporation ("BMC") issued a letter dated January 10, 2020, to Inorbit Malls, pertaining to alleged unauthorised use of parking space, pursuant to an inspection by BMC and instructed Inorbit Malls to produce approvals/permissions obtained from competent authority within seven days of receipt of the letter. Inorbit Malls has, by letter dated January 15, 2020, responded to the letter stating that it was not illegally using open space as alleged by BMC. BMC, by letter dated January 28, 2020, replied stating that the said open space was marked for parking as per the latest approved plan and observed that Inorbit Malls

has changed the location of recreation ground without obtaining permission of competent authority. BMC has further directed Inorbit Malls to restore/remove the unauthorized development as per the approved plan, failing which, the appropriate action shall be initiated against Inorbit Malls. No further correspondence has been received. The BMC, by its notice dated February 28, 2020 ("Notice") issued under section 55 of the Maharashtra Regional and Town Planning Act, 1966 ("MRTP Act") directed Inorbit Malls to remove the unauthorized development i.e. Dais, Fountain, Kids Zone in parking space, within 15 days (fifteen days) from receipt of this Notice and sought to remove the unauthorised work and take action under the MRTP Act against Inorbit Malls in case of any failure. Inorbit Malls, by its reply letter dated March 13, 2020, submitted that revised proposal has been submitted to BMC, in respect of deleting podium parking and showing layout R.G. on ground with water fountain, Kids Zone and dias, and further requested the BMC to withdraw the Notice. By speaking order dated September 16, 2020 ("Order"), the BMC informed that for want of documentary evidence it is not proved that the work was authorised and directed removal of the work. By reply dated September 19, 2020, Inorbit Malls inter alia submitted the copy of the completion certificate and plans issued by building and proposal department, showing that the parking tower has already been deleted and the recreation ground ("RG") is shown on ground with water fountain and kids zone, which is allowed as per the Development Control and Promotion Regulation 2034 in the RG area; and requested to review and withdraw the speaking order and provide an opportunity to appear and explain the matter. By a notice dated October 23, 2020, BMC has directed Inorbit Malls to restore the premises as per the amended plan and completion certificate dated July 16, 2020. No further correspondence has been received.

8. The Municipal Corporation of Greater Mumbai ("MCGM") issued a notice dated January 29, 2020, to Inorbit Malls, observing that during an inspection, certain illuminated advertisement board was displayed in Inorbit Mall without appropriate permission from MCGM under the Mumbai Municipal Corporation Act, 1888. Inorbit Malls, by letter dated February 3, 2020, replied to the notice stating that the advertisement board was in relation to products offered in the mall premises and have been removed pursuant to completion of the promotion of the products. No further correspondence has been received.
9. The Municipal Corporation of Greater Mumbai ("MCGM") issued a notice dated February 14, 2020, to Inorbit Malls, observing that during an inspection, certain illuminated advertisement board was displayed in Inorbit Mall without appropriate permission from MCGM under the Mumbai Municipal Corporation Act, 1888. Inorbit Malls, by letter dated February 18, 2020, replied to the notice stating that the advertisement board was within the scope of the permit granted by the MCGM and was in relation to services available with many retailers in the mall premises for the benefit of general public visiting the mall premises and requested MCGM to withdraw its notice. No further correspondence has been received.

10. Inorbit Malls, along with Shri Dinesh Chandratre and others, through its constituted attorney Cavalcade Properties Private Limited ("Cavalcade") has filed an RTS Appeal bearing No. 119 of 2020 being aggrieved by the mutation entry No. 14839 dated July 19, 2019 thereby recording encumbrance in the other rights column on the VII XII in respect of land bearing Survey No. 27/1B+2+3 and 27/4 Village Mohammadwadi, Pune. The mutation entry was pursuant to the order dated March 18, 2013 in Case No. SR/300/12/2015 passed by the Tahsildar, Haveli under Section 48(7) of the Maharashtra Land Revenue Code, 1966 for unauthorized excavation of minor minerals to the tune of ₹1,01,52,223 as per the Panchnama carried out by the Talathi office, Mohammadwadi, Pune. The RTS appeal was also filed for quashing of order of attachment of immovable property dated June 1, 2019 and February 5, 2020. Inorbit Malls has also filed an application for granting stay in the matter till the appeal is disposed of. On March 2, 2020, Inorbit Malls filed an application seeking permission to pay 25% of the total amount (under protest) thereby seeking stay to the further proceedings till the matter is disposed of on merits. The said application was allowed and the Hon'ble Sub Division Officer, Haveli Sub Division Pune ("SDO") by its letter dated March 2, 2020 directed the Tahsildar to take action for accepting the said 25% payment in Government Treasury. On March 3, 2020 Cavalcade made the aforesaid 25% payment under protest in SBI Treasury Branch. On March 9, 2020, the SDO issued a stay order till the final disposal of the matter on merits. By judgment dated October 9, 2020, the SDO has rejected the RTS appeal thereby vacating the stay granted earlier and ordered the Kamgar Talathi to take appropriate action for recovery as per rules. Inorbit Malls and Cavalcade have challenged the judgment dated October 9, 2020 by filing RTS Second Appeal dated January 20, 2021 before the Collector Pune. The matter is pending.
11. Sheetal Kumar Bhagchand Jadhav and another ("Appellants") have filed RTS Appeal No. 451 of 2020 against the Circle Officer-Mohammadwadi-Hadapsar, Inorbit Malls, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Cavalcade Properties Private Limited ("Cavalcade") and others challenging the mutation of the name of Cavalcade vide Mutation Entry Nos. 15145 and 15146 both dated July 28, 2020 in respect of land bearing Survey No. 42 Hissa No. 2A admeasuring 32 Ares i.e. 3,200 square meters purchased by Cavalcade under two separate conveyance deeds both dated January 14, 2020 duly registered at Serial No. 2860/2020 and 2867/2020 at the office of Sub Registrar, Haveli No.10, Pune. The Sub Divisional Officer, Haveli, Pune (SDO) issued notice dated October 9, 2020 for appearance in the matter. By an order dated November 10, 2020, the SDO granted status-quo till final disposal of the case. By an order dated January 11, 2021 in the RTS Appeal, the status quo granted earlier by the order dated November 10, 2020 was vacated. The Appellants have challenged the order dated January 11, 2021 by filing a writ petition in the Bombay High Court ("Court") on February 18, 2021. By an order dated July 5, 2021 passed in the writ petition, the Court requested the SDO to hear the RTS Appeal itself. By an order dated July 16, 2021, the





Court recorded that the SDO has already heard the RTS Appeal and final order would be passed and disposed of the writ petition. By an order dated July 22, 2021 the SDO dismissed the RTS Appeal.

12. The Navi Mumbai Municipal Corporation ("**NMMC**") has by letter dated November 12, 2020 ("**NMMC Letter**") informed Inorbit Malls that the business operators / retailers are using the compulsory free space in front of their respective units at Inorbit Mall, Vashi ("**Mall**") which is unauthorized and need to operate only from the areas approved under their respective licenses and in accordance with terms and conditions as mentioned in the said licenses and applicable law. By reply letter dated November 20, 2020, Inorbit Malls has stated that it has noted the contents of the NMMC Letter and accordingly briefed the business operators / retailers to abide by their license conditions. No further correspondence has been received.
13. The Municipal Corporation of Greater Mumbai ("**MCGM**") issued a show cause notice dated March 24, 2021 ("**SCN**"), to Inorbit Malls, alleging that the Inorbit Malls administration of its mall at Malad, Mumbai ("**Mall**") is not serious in following guidelines for COVID-19 testing under the MCGM circular for rapid antigen testing (RAT) dated March 19, 2021 ("**Circular**") and allowing customers to enter the mall without getting tested for COVID-19. By letter dated March 26, 2021 to MCGM, Inorbit Malls has inter alia replied to the SCN stating that Inorbit Malls has followed all relevant circulars and guidelines as applicable for mall operations including the Circular and further requested MCGM to withdraw the SCN. No further correspondence has been received.
14. Inorbit Malls received a notice dated September 6, 2021 from the Tahsildar, Haveli, Pune ("**Tahsildar**") under the Maharashtra Land Revenue Code, 1966 in relation to alleged unauthorised excavation and transportation of minor minerals by Inorbit Malls from the lands situated in Village Mohammadwadi, Taluka Haveli, Pune. On September 16, 2021, Inorbit Malls filed interim say dated September 16, 2021 with the Tahsildar asking for copy of the panchnama report dated September 11, 2019 of the Circle Officer, Hadapsar, Pune ("**Panchnama Report**") and sought time to file its written submissions in the matter. On September 17, 2021, Inorbit Malls obtained the certified copy of the Panchnama Report from the Tahsildar. On September 23, 2021, Inorbit Malls filed its written submissions ("**Written Submissions**") with the Tahsildar denying the allegations made in the Notices and stating that it has not done any unauthorised excavation and obtained the prior permission for excavation from the concerned/competent authority and paid the royalty in this regard for which orders have been passed by the said authority. The matter is currently pending before the Tahsildar.
15. The Resident Deputy Collector, Office of the Collector, Pune ("**Collector**"), by letter dated February 24, 2021 ("**Letter**") to Inorbit Malls requested Inorbit Malls to provide details (as per the format provided in the said Letter) of the expenditure/provision towards the Corporate Environment Responsibility ("**CER**") as per environment

clearance for project cost of ₹ 6580 million for residential project in respect of lands at Village Mohammadwadi Taluka Haveli, District Pune ("**Project**"). The Letter was issued with reference to the office memorandum dated May 1, 2018 ("**OM**") issued by the Ministry of Environment, Forest and Climate Change, Impact Assessment Division, New Delhi ("**MoEF**") relating to the CER. By Letter dated March 5, 2021, Inorbit Malls submitted, among other things, that the Project cost as per the environmental clearance dated September 30, 2014 ("**EC**") is ₹ 6580 million and there is no additional investment as per proposed amendment in the Project and since amendment in the Project does not involve any additional Project investment, CER is not applicable as per point No. IX of MoEF circular dated May 1, 2018 and the same is also recorded in the 109<sup>th</sup> SEAC-3 minutes of meeting dated June 8, 2020. The Tahsildar, (Revenue Branch) Office of the Collector, Pune ("**Tahsildar**"), by letter dated September 27, 2021 ("**Tahsildar Letter**") to Inorbit Malls requested Inorbit Malls to provide details of the proposed CER activity/proposal (as per the prescribed format provided in the Tahsildar Letter) with reference to the EC for project cost of ₹ 6580 million for the Project and to submit the same to Collector and to remain present on October 1, 2021 for submitting the proposal in person of the activities carried out or undertaken under CER. On November 15, 2021, Inorbit Malls has filed a reply to the Tahsildar stating that there is no CER obligation for the aforesaid Project and to treat the matter as closed for all purposes and for any further clarification, if any personal hearing may be granted to Inorbit Malls.

16. K. Raheja Builders (wrongly addressed as K. Raheja Builders instead of Inorbit Malls. The project is being developed by Inorbit Malls) have received a notice dated December 28, 2021 ("**Notice**") from Assistant Municipal Commissioner, Pune Municipal Corporation ("**PMC**") with reference to news dated May 19, 2018, published in Maharashtra Times and letter dated May 19, 2018 issued by Senior Police Inspector, Hadapsar Police Station alleging that K. Raheja Builders have installed advertising brand/hoarding/flex at NIBM Road, Kondhwa in the Building/building premises, open area and in the internal side. By the Notice, K Raheja Builders were directed to remove/uninstall the hoarding, failing which action was to be initiated for causing breach of the terms and conditions against the installation of advertising hoarding in terms of Maharashtra Prevention of Defacement of Property Act, 1995, including removal of the hoarding along with the expenses for the same and penalty and initiation of criminal proceedings against K. Raheja Builders under the Indian Penal Code, 1860.
17. For other regulatory actions pending against Inorbit Malls, see " - Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding - Chalet Hotels - Material civil/commercial litigation".

### (iii) Material civil/commercial litigation

1. Shoppers Stop has filed special leave petitions before the Supreme Court of India ("**Court**") against Government of India, Director General of Service Tax, Ministry of

Finance Department, The Central Board of Excise and Customs and others in respect of order dated August 4, 2011 passed by the Bombay High Court in respect of levy of service tax for renting of immovable property. Inorbit Malls has been made party to the petitions. The matter is pending before the Court. A special leave petition has also been filed by Retailers Association of India (wherein licensees of Inorbit Malls are members) against the Union of India and others before the Court on similar grounds. Inorbit Malls is also a party to various special leave petitions filed by other licensees of Inorbit Malls. The matter is pending before the Court.

2. Wides Properties and Holdings has filed a special civil suit before the North Goa Civil Court against Inorbit Malls and others in respect of lands situated at Kadamba, Goa claiming that the property originally belonged to Arun Mambro's family who had agreed to sale it to the plaintiff. The plaintiff's application for temporary injunction was rejected in the year 2013. On June 11, 2019, the plaintiff filed an application to amend the plaint for adding certain additional grounds. On February 26, 2021, the plaintiff's filed application to bring on record the heirs of the deceased Mrs. Irene Barbosa being defendant no.13 by impleading as additional defendant. By an order dated October 14, 2021, heirs of the said deceased defendant no.13 were allowed to be impleaded as prayed. The matter is pending for reply by Inorbit Malls and other defendants.
3. Inorbit Malls is involved in certain matters in relation to mutation of names upon the land records maintained by the government which are currently pending before their respective courts/authorities.
4. Arun Prabhu Mambro and others filed a special civil suit on against Inorbit Malls and 42 others before the North Goa - Civil Court, Panaji ("**Goa Court**") in relation to three adjoining parts and parcels of land located in revenue village Panelim and Parish of St. Peter ("**Suit Property**") claiming a right and interest over them and further alleging fraud committed by Mrs. Irene Barbosa in relation to manipulation of the land record to sell the Suit Property to Inorbit Malls. The plaintiffs have sought, among others, (i) declare the additions of names and boundaries of properties and revenue orders as null and void; and (ii) removal of the structures on the Suit Property. The matter is currently pending.
5. Dattaram Xavier Fernandes and others have filed a special civil suit before the North Goa Civil Court ("**Court**") against Inorbit Malls and others claiming tenancy over the lands situated at Kadamba, Goa and impugning Sale Deed dated October 9, 2006 executed in Inorbit Malls' favour. In view of Plaintiffs' claim of tenancy in the suit premises, the Court directed to decide the issue of tenancy before the Mamlatdar. The matter is pending before the Court.
6. KRCPL ("**Petitioner**") has filed a special leave petition before the Supreme Court of India ("**SLP**") against the common judgement and order dated November 20 and 21, 2014 ("**Impugned Judgement**") passed by the Division Bench of the Bombay High Court in public interest litigation No. 131/2003 and No. 48/2004 ("**PIL**

**Proceedings**"), which set aside the allotment certain plot with open spaces ("**Leasehold Land**") by CIDCO to the Petitioner and directed KRCPL to handover the possession of the Leasehold Land in its original condition. Pursuant thereto, the Supreme Court of India, vide its order dated January 22, 2015 had directed the parties to maintain status-quo. The SLP is currently pending before the Supreme Court of India. Also pursuant to the liberty granted under the Impugned Judgment, the Petitioner has applied to the State Government for regularization of the allotment of land. The matter is currently pending with CIDCO.

7. Proposed Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited through its chief promoter Col. Kadur Malleshi ("**Plaintiff**") has filed a suit before the Civil Judge Senior Division, Pune ("**Civil Court**") against Inorbit Malls, (through its directors Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others) ("**Defendant**"), for inter alia declaring the deed of declaration dated February 11, 2019 executed by Inorbit Malls as illegal, null and void and non-binding upon the Plaintiff and has sought cancellation of the deed of declaration and permanent injunction restraining the Defendants from executing any deeds, documents and things in respect of the suit property on the basis of the impugned deed of declaration. The Court granted an ad interim status quo with respect to holding of any general body meeting or voting in pursuance of the deed of declaration. By order dated February 4, 2020, the Court rejected Plaintiff's injunction application. Consequently, the Plaintiff filed an application inter alia seeking extension of status-quo until the appeal period which was rejected by the Court. The matter is currently pending before the Civil Court.
8. Proposed Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited through its chief promoter Col. Kadur Malleshi ("**Applicant**") filed an application before District Deputy Registrar Co-operative Housing Societies against Inorbit Malls ("**Respondent**"), for formation of a co-operative society. On August 7, 2019, the Applicant filed an application for amendment thereby seeking addition of the names of Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others in the matter as directors of Inorbit Malls. The said application for amendment was allowed vide an order dated October 1, 2019 ("**Impugned Order**"). Aggrieved by the aforementioned order, Inorbit Malls filed a revision application on November 1, 2019 for quashing and setting aside the Impugned Order, before the Divisional Joint Registrar, Co-operative Societies, Pune. The Applicant filed a pursis giving its no-objection to the revision application being allowed and the Impugned Order being quashed and set aside. The revision application was allowed on November 26, 2019. The Application for society formation was allowed on January 29, 2020 and the society was registered on January 31, 2020. Aggrieved by the said orders, Inorbit Malls filed an appeal and revision application in both the matters before the Divisional Joint Registrar, Pune and an interim stay was granted by the Divisional Joint Registrar in both the matters on March 2, 2020. Aggrieved, Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited filed a civil writ petition in the Bombay



- High Court which was disposed of on June 23, 2020. By separate orders dated July 31, 2020, the appeal and revision application filed by Inorbit Malls were allowed by the Divisional Joint Registrar, Pune. The Raheja Vistas Phase IV Building Nos. T5 and T6 Co-operative Housing Society Limited have challenged the said orders by filing two separate civil writ petitions ("CWP's") in Bombay High Court. By an order dated September 21, 2020, the Bombay High Court directed the petitioners to comply with the order dated June 23, 2020 pertaining to payment of maintenance by the petitioner and the individual members to respondent no.1 i.e. Inorbit Malls in the earlier civil writ petition within a period of one week. On October 7, 2020, the petitioners submitted to the Bombay High Court that Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited had deposited on September 28, 2020, a sum of ₹ 1.99 million with Inorbit Malls pursuant to the Order dated September 21, 2020. Inorbit Malls thereafter objected to Petitioner's submission and informed the Bombay High Court that Inorbit Malls had reason to believe that more funds had been collected from the residents of the building and that Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited had not deposited the entire amount collected by them with Inorbit Malls. Inorbit Malls sought liberty to file a reply to the Affidavit filed by the petitioners/society dated September 29, 2020. On December 2, 2020, Bombay High Court directed the Petitioner to file its rejoinder with the registry and the rejoinder was filed by the Petitioner on the same date. On February 12, 2021, Inorbit Malls filed affidavit in sur rejoinder. Inorbit Malls has filed a preceipe before the Bombay High Court on November 22, 2021 in order to amicably settle the matter with Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited, provided that the rights of Inorbit Malls are duly protected and appropriate safeguards are provided for that purpose. The CWPs are pending for further hearing.
9. Yogesh Rameshbhai Suthar ("**Complainant**"), an employee of Deccan Techno Security and Utility Services ("**Deccan Techno**") has filed complaint before the Labour Court, Vadodara ("**Court**") against Inorbit Malls and Deccan Techno alleging wrongful transfer of the Complainant from Inorbit Malls to other location by Deccan Techno. Deccan Techno is a service provider of Inorbit Malls. In the said complaint, the Complainant has inter alia prayed for payment of the salary along with eligible benefits and consideration with effect from his day of transfer, reinstatement to his earlier place of deputation at Inorbit Malls, Vadodara and claim of ₹ 10,000 towards litigation expenses. The matter is pending before the Court.
10. Shitalkumar Bhagchand Jadhav ("**Complainant**"), had filed a complaint before Maharashtra Real Estate Regulatory Authority ("**MAHA RERA**") against Inorbit Malls for alleged non-registration of the project "Raheja Vistas F5 Phase III" ("**Project**") at Pune with MAHA RERA by Inorbit Malls where the commencement certificate dated July 10, 2017 for the said Project was issued after the Maharashtra Real Estate (Regulation and Development) Act, 2016 ("**Act**") came into effect on May 2017. By order dated July 16, 2021 (passed ex-parte ("**Order**"), MAHA RERA has imposed penalty of ₹ 50,000 on Inorbit Malls for violation of provisions of Section 3 of the Act for non-registration of the project under MAHA RERA as the commencement certificate for the project was obtained post the Act coming into force and hence it was mandatory to register the Project within 30 days of Inorbit Malls obtaining the completion certificate. Inorbit Malls has filed appeal before Maharashtra Real Estate Appellate Tribunal ("**Appellate Tribunal**") for setting aside the Order and has prayed for interim relief for staying the operation and execution of the Order till the final hearing of the appeal. The appeal is pending before the Appellate Tribunal.
11. Certain applicants have filed four separate applications before the Competent Authority and District Deputy Registrar, Co-operative Societies, Pune against Inorbit Malls the Maharashtra Ownership Flats Act (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 seeking details of sums taken as advance or deposit or charges collected by Inorbit Malls as the promoter from the apartment purchasers from the commencement of the Raheja Vistas Building T5 and T6 situate at Mohammadwadi, Pune till date and utilization thereof. Inorbit Malls has filed its written arguments on March 30, 2022 however, the Applicants have sought time to file their written arguments. The matters are currently pending.
12. Inorbit Malls has filed a complaint before Maharashtra Real Estate Regulatory Authority, Pune ("**MAHA RERA**") against Mr. Deepak Chandulal Lohana and Mr. Kunal Deepak Lohana ("**Respondents**") for recovery of amounts due towards Unit and/or Cancellation of registered Agreement for sale in respect of Unit No. 201 agreed to be sold in the Commercial project known as Vistas Centrepoin. Inorbit Malls are not desirous of exploring the possibility of conciliation and hence the matter is posted for hearing on merits strictly as per seniority. The complaint is currently pending before MAHA RERA.
13. For other pending material civil / commercial litigation against Inorbit Malls, see "-Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities" and "- Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/ shareholding – Chalet Hotels – Material civil/commercial litigation".
- H. Ivory Properties**
- (i) Criminal matters**
- There are no pending criminal matters against Ivory Properties.
- (ii) Regulatory actions**
1. In response to applications made by Ivory Properties in relation to certain environmental clearances and approvals for a project at Malad, Mumbai and in relation to certain environmental approvals and provision for treatment plants for the sewage generated from the

project, MPCB issued notices dated May 28, 2015 and December 17, 2014 and October 3, 2015, to Ivory Properties. Ivory Properties has responded to the said notice. By reply dated July 6, 2015 to the notice dated May 28, 2015, Ivory Properties withdrew the application for consent to establish (as it was inadvertently made) inter alia as the plinth for a building was already completed before the MoEF notification dated July 7, 2004 providing for obtaining environment clearance. In reply dated December 30, 2014 to the notice dated December 17, 2014, Ivory Properties pointed out that the IT buildings referred by MPCB were completed in 2003 and provided details of the occupation certificates issued from 2001 to 2003.

### (iii) Material civil/commercial litigation

- Oasis Restaurant and Amber, Oscar & Minor Canteens have filed a suit before the Bandra Civil Court ("Court") against Ivory Properties and others for declaration as a tenant of the premises situated within the Shoppers Stop building in Andheri West, Mumbai. By judgment dated February 25, 2021, the Court has dismissed the suit and held that Oasis Restaurant and Amber, Oscar & Minor Canteens has failed to prove that (i) it is the tenant of Ivory Properties and others and (ii) it is in possession of the entire premises as alleged in the prayer clause of the suit and is therefore not entitled to the declaration and injunction as prayed for in the suit. Oasis Restaurant and Amber, Oscar & Minor Canteens has preferred an appeal before the Appellate Bench of Bandra Small Causes Court against the judgment and order dated February 25, 2021. The matter is pending.
- Bhanumati Bhuta and Vasantben Bhuta filed commercial arbitration petitions before the Bombay High Court ("**Court**"), to quash and set-aside the above arbitral award dated February 14, 2017 whereby the specific performance of a development agreement and memorandum of understanding both dated April 19, 1995, as modified, was granted to Ivory Properties. Pursuant to order dated January 28, 2020, the commercial arbitration petitions have been allowed and the award dated February 14, 2017 and interim orders of the arbitrator have been set aside by the Court. Ivory Properties has preferred an appeal before the Division Bench of the Bombay High Court from the order dated January 28, 2020 and the same is pending.
- Shoppers Stop has filed a special leave petition before the Supreme Court of India ("**Court**") against Government of India, the Director General of Service Tax, Ministry of Finance Department, of Revenue, the Central Board of Excise and Customs and others in respect of order dated August 4, 2011 passed by the Bombay High Court in respect of levy of service tax for renting of immovable property. Ivory Properties has been made a party to the matter. The matter is currently pending before the Court.
- Radhakrishna Properties Private Limited ("**Plaintiff**") filed a suit before the Bombay High Court ("**Court**") against Ivory Properties ("**Defendant**") seeking specific performance of agreement to sub-lease dated April 6, 1995 executed by Ivory Properties in favour of the Plaintiff in respect of lands situated at Malad, Mumbai. Alternatively, the

Plaintiff is seeking alternate compensation aggregating to ₹ 3,000 million. The Defendant has filed its written statement and counter-claim. The matter is pending before the Court.

- For other pending material civil/commercial litigation against Ivory Properties, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation", "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation" and "- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities".

### I. Ivory Property Trust

#### (i) Criminal matters

There are no pending regulatory actions against Ivory Property Trust.

#### (ii) Regulatory actions

There are no pending regulatory actions against Ivory Property Trust.

#### (iii) Material civil/commercial litigation

- Manilal & Sons ("**Manilal**") has filed legal proceedings against Bombay Forgings Limited ("**BFL**") relating to lease of lands at Kalina, Mumbai. Ivory Property Trust has inter alia entered into memorandums of understanding to acquire from BFL its leasehold lands situate at Kalina, Mumbai (said Lands), pursuant to a rehabilitation scheme sanctioned by the Board of Industrial & Financial Reconstruction ("**BIFR**") in respect of BFL ("**BIFR Scheme**"). The landowner-lessor i.e. Manilal challenged the BIFR Scheme and transfer of said Lands under the BIFR Scheme in favour of Ivory Property Trust. Both the BIFR and the Appellate Authority for Industrial and Financial Reconstruction ("**AAIFR**") did not grant any relief to Manilal. Manilal has challenged the said orders of BIFR and AAIFR in a writ petition filed in the Bombay High Court ("**High Court**"). The High Court has directed that any changes brought about pursuant to the various orders passed shall be subject to the final decision in this petition. The matter is currently pending before the High Court.
- Manilal had filed an eviction suit in the Small Causes Court, Bandra against BFL in respect of the lease of land at Kalina Mumbai, which was decreed in favour of Manilal in 2007, and an enquiry was directed for mesne profits. BFL challenged the said eviction order in appeal before the Appellate Bench of Small Causes Court, Bandra. Appeal was admitted, execution of eviction was stayed and BFL was ordered to deposit interim mesne profits at the rate of ₹ 0.02 million per month. Manilal has filed Mesne Profits Proceeding in the Small Causes Court, Bandra against BFL claiming ₹ 294.6 million as arrears of mesne profits with 9% interest p.a. up to August 31, 2007; and further ₹ 6.2 million per month with 15% interest p.a. from September 1, 2007 till handing over possession. On March 14, 2020, the Small Causes Court, Bandra allowed Manilal's application to produce





certified copy of case papers in relation to BFL's RAD Suit No.310 of 2017. On August 31, 2020, BFL filed revision application against the said order dated March 14, 2020. By an order dated November 22, 2021, BFL's revision application was dismissed. By letter dated April 12, 2007, Ivory Property Trust has agreed with BFL not to claim refund of ₹ 190 million paid by Ivory Property Trust to BFL, and also that any condition by the appeal court for stay of execution of decree including deposit of interim mesne profit, if any, ordered will be exclusive liability of Ivory Property Trust. BFL has also filed a RAD Suit No.310 of 2017 in the Small Causes Court, Bandra, for declarations in respect of its leasehold rights/tenancy in the said Lands and other relief relating to renewal/extension of lease of the said lands and for damages in the alternative aggregating to ₹ 200 million. Manilal has taken out an application to stay hearing of BFL's said RAD Suit No.310 of 2017. The matters are currently pending in the Small Causes Court, Bandra.

3. A suit is filed before the Bombay High Court ("**Court**") by Matasons Estate Private Limited ("**Plaintiff**") against Bombay Forgings Private Limited and Ivory Properties ("**Defendant**") seeking specific performance of a development agreement for property situated at Kalina in Mumbai or compensation aggregating to ₹ 150 million along with interest of 18% p.a. The matter is currently pending before the Court.

## J. KRCPL

### (i) Criminal matters

1. Sunil Khare has filed a first information report dated March 3, 2013 with the Malawani Police Station, Mumbai against Anuj Prakash, general manager, of one of the hotels of KRCPL i.e. The Resort at Malad, Mumbai, for an incident at the hotel. The general manager applied for and has been granted bail. The matter is currently pending before the Sessions Court, Borivali. The matter is pending.

### (ii) Regulatory actions

1. K Raheja Corp and Genext had received a demand notice from the Collector relating to stamp duty and penalty of approximately ₹ 55 million in respect of a deed of assignment dated August 6, 2007 between Genext and K Raheja Corp. Genext submitted its reply inter alia stating that the documents were duly adjudicated and accordingly full stamp duty was paid. After hearing was held in the said case, no further communications / demands have been received thereafter. K Raheja Corp had also received a demand notice from the Collector relating to stamp duty and penalty of approximately ₹ 50 million in respect of a deed of assignment dated August 6, 2007 between IDBI, K Raheja Corp and others. Genext submitted its reply inter alia stating that the documents were duly adjudicated and accordingly full stamp duty was paid. After hearing was held in the said case, no further communications / demands have been received thereafter.
2. Certain investigative proceedings have been initiated by the Superintendent of Police, Anti-Corruption Branch, Goa ("**ACB**") against unnamed persons under

the Prevention of Corruption Act, 1988 in respect of allotment of SEZ lands by Goa Industrial Development Corporation to SEZ developers. Pursuant to the intimation dated March 14, 2013 received from the ACB in connection with enquiry, KRCPL's representative has appeared before the ACB. No further correspondence has been received. As recorded in the orders of the Supreme Court of India in the certain civil appeals, some of the SEZ developers including KRCPL have surrendered the SEZ lands to Goa Industrial Development Corporation ("**GIDC**"). In the Government of Goa Cabinet note in July 2018 (obtained through an application made under the Right to Information Act, 2005), it was noted that the FIR filed by GIDC, pursuant to which the investigative proceedings were initiated by the ACB, was proposed to be withdrawn as no cause existed. It also stated that the Council of Ministers may resolve to approve, amongst others, the proposal to close the vigilance and other matters in view of settlement. Subsequently, the amounts have been refunded by GIDC to KRCPL together with interest.

3. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRCPL and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2008-09, AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2008-2009, AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 were completed. KRCPL filed appeals before the CIT(A) against order for AY 2012-13 to AY 2018-19. The appeal filed before the CIT(A) for AY 2012-13 & AY 2013-14 were disposed by the CIT(A) partly in favour of KRCPL. KRCPL filed appeals against the order of the CIT(A) for AY 2012-13 and 2013-14 before the ITAT. All these appeals are currently pending.
4. The registrars of companies issued two notices dated March 29, 2017 and September 4, 2018 for striking/removal of the name of Powai Developers Private Limited from the register of companies. No further correspondence has been received.
5. KRCPL received an email dated December 4, 2018 from the MCA directing it to provide certain information relating to KRCPL's compliance with its corporate social responsibility obligations for the financial year 2015-16. KRCPL has submitted the information to the MCA as requested. No further correspondence has been received.
6. For other regulatory actions against KRCPL, see "Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Regulatory Actions".

### (iii) Material civil/commercial litigation

1. Bharat Petroleum Corporation Limited ("**BPCL**") filed a suit before the Bombay High Court ("**Court**") against KRCPL and three others ("**Defendants**") seeking specific performance of agreement dated December 5, 1952 and a declaration that sale made in favour of KRCPL be declared null and void, and further seeking damages aggregating to ₹ 100 million. The matter is currently pending before the Court. The Defendants have filed a mesne profit proceeding suit before the Bandra Small Causes Court against BPCL for determining the mesne profits, wherein the claim of KRCPL as per a valuation report is made for ₹ 76 million. The matter is currently pending before the Bandra Small Causes Court.
2. Arthur D'Souza ("**Applicant**") the owner of a land adjoining the land of KRCPL, made an application to the District Collector, Bandra, Mumbai ("**District Collector**") claiming title over certain portion of KRCPL's land bearing CTS No. 119-G in village Tungawa in Mumbai. The District Collector passed orders dated May 26, 2009 and June 6, 2009 in favour of the Applicant. KRCPL preferred an appeal to the Additional Commissioner against the said orders. The Additional Commissioner, by his order dated February 17, 2010, upheld the orders passed by the District Collector. Aggrieved, KRCPL has preferred an appeal against the order of the Additional Commissioner before the Revenue Minister, Mantralaya. By letter dated March 3, 2021 to the advocate of the Applicant, the advocates of KRCPL sought the details of the legal heirs and/or representatives of the Applicant for substituting the Applicant with his legal heirs/representatives. Subsequently, KRCPL has filed application to amend the cause title of the aforesaid appeal. The matter is currently pending before the Revenue Minister, Mantralaya.
3. KRCPL and Indian Cork Mills Limited have filed a suit before the Bombay High Court against Sir Mohammed Yusuf Trust and others inter alia disputing the various claims made by the defendants and for declaration of the plaintiff's ownership of the certain land in village Tungawa at Mumbai. Further, in respect of the portions of the aforesaid lands, numerous proceedings and appeals before various revenue authorities have been filed between the parties. In the writ petition filed by KRCPL, by orders dated February 12, 2013 & order dated March 8, 2013 pending hearing excluding the disputed area of four acres and 11 gunthas bearing CTS No. 119-G in village Tungawa in Mumbai claimed by the respondents, the Bombay High Court permitted KRCPL to continue development construction without any hindrance in the remaining area.
4. Sir Mohammed Yusuf Trust and four others ("**Plaintiffs**") filed two separate suits before the Bombay High Court ("**Court**") against KRCPL and two others ("**Defendants**") seeking declarations that the Plaintiffs are the owners of land admeasuring 4 acres and 11 gunthas bearing CTS No. 119-G and about eight acres bearing CTS No. 119F in village Tungawa in Mumbai. The Plaintiffs have further sought from the Defendants, demolition of the buildings constructed on the portions of land. In the alternative, the Plaintiffs are seeking damages aggregating to ₹ 15,000 million. In the second subsequent suit, in addition to

the relief claimed in the first suit, the Plaintiffs have added various societies formed of the flat purchasers as party defendant and have sought injunction restraining execution of conveyances in favour of such societies of the flat purchasers. No relief has been granted to the Plaintiffs till date. The matter is currently pending before the Court.

5. Sir Mohammed Yusuf Trust and four others ("**Petitioner**") filed a writ before the Bombay High Court ("**Court**") against State of Maharashtra, KRCPL and two others ("**Respondent**") inter alia for cancelling and setting aside the order passed by the city survey officer for reinstating the name of the Owner Indian Cork Mills Limited in the property register card as per the NA Order subject inter alia to the pending High Court Suit.
6. Nakka Venkat Narsaiah ("**Plaintiff**") has filed a suit against Raheja Mind Space Corp and others ("**Defendants**") before the Additional Junior Civil Judge, Ranga Reddy District ("**Civil Court**") inter alia for possession of land admeasuring 150 square yards, bordering the land of KRCPL. KRCPL has filed a written statement. The Civil Court has passed an interim order restraining the Defendants from alienating the land in favour of third parties. The matter is currently pending before the Civil Court.
7. KRCPL agreed to acquire a property situated at Mahalaxmi, Mumbai under an agreement dated June 30, 2017 as per the provisions contained therein, in respect of which a suit has been filed before the Bombay City Civil Court ("**Court**") by Modern India Limited against Belvedere Court condominium, Arun Bewoor and others in respect of right of way. Another suit has been filed before the Court by Arun Bewoor and others against Modern India Limited ("**Modern**") and others claiming that the deed of covenant granting right of way to Modern was a gratuitous license and that defendant no. 1 was not entitled to carry on construction on the Plot D other than textile mill thereon, beyond the height of 4<sup>th</sup> floor from ground level. The matter is currently pending. Modern has filed an application to conduct an inquiry by the Court and to pass appropriate orders against defendant no. 1 for making false statement on oath thereby having committed perjury. The same is pending.
8. For other pending material civil / commercial litigation against KRCPL, see "Material litigation and regulatory actions pending against the Sponsor Group – Genext – Material civil/commercial litigation", "Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation", "Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation", "Material litigation and regulatory actions pending against the Sponsor Group – Inorbit Malls – Material civil/commercial litigation" and see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities".



## K. KRPL

### (i) Criminal matters

1. For criminal matters pending against KRPL, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Criminal matters”.

### (ii) Regulatory actions

1. The MCGM, vide several letters addressed to KRPL, has demanded the handing over of Flat No. 102 on the first floor of the building known as “Rosemary” of Rosemary Correa Co-operative Housing Society Limited (“**Rosemary CHSL**”), Mumbai (“**Premises**”), contending it to be reserved as a municipal library and called upon KRPL to furnish the relevant papers. KRPL has responded to MCGM, stating that the Premises is to be run as a library by the owner for public in general and that the library will be open for public-use after completion of on-going repair work. However, the MCGM sealed the Premises on March 14, 2019. KRPL has called upon MCGM to forthwith restore possession of KRPL of the Premises and to remove the seal from the Premises at the earliest. Further the MCGM, by its letter dated July 27, 2019, to KRPL, threatened to register a FIR against KRPL for alleged trespassing in the Premises. MCGM has by its letter dated September 29, 2020 (received on October 8, 2020 from MCGM) to K Raheja Corp Foundation (“**KRC Foundation**”) alleged that it has violated the terms and conditions of the development permission as well as permission given by MCGM and directed KRC Foundation to submit its explanation for the alleged lapses. KRPL as the owner of the Premises, has by its letter dated October 14, 2020 replied to MCGM and clarified that it has acted in accordance with the terms of the development permission and that there is no requirement of handing over the Premises to MCGM. By the said letter, KRPL has once again requested MCGM to remove its seal from the Premises and also sought personal hearing to explain and clarify the misapprehensions in the matter. By its letter dated August 27, 2021, MCGM called upon KRPL to attend its office on September 2, 2021 to discuss the issue regarding the Premises which was attended by KRPL. No further correspondence has been received.
2. The Pest Control Officer at MCGM has issued 47 notices to KRPL in respect of water stagnation at KRPL's project site at Worli, Mumbai and other related infringements of the Mumbai Municipal Corporation Act. KRPL has replied to MCGM stating that they have taken corrective measures and requested MCGM to conduct inspection in order to close the matter. No further correspondence has been received.
3. The Asst. Commissioner of Labour, Government of Maharashtra by their letter dated January 20, 2022, informed KRPL that meeting has been organized under the Chairmanship of Hon. Minister of State, at his residence on January 21, 2022, and requested to attend the meeting or send 2 authorised representatives alongwith necessary documents and authority letter. By letter dated February 15, 2022, KRPL replied stating that they are in compliance with the provision of labour laws and supporting documents of the compliance were

attached with the said letter for reference. By the said letter KRPL further requested to close the matter since KRPL has complied with points as mentioned in the said letter. No further correspondence has been received.

4. Meenakshi Menon, the resident of RNA Mirage (i.e. neighbouring building) has by letter dated February 5, 2022 (Letter) to the Assistant Commissioner, G/South Ward, Municipal Corporation of Greater Mumbai (MCGM) with CC to Secretary, Raheja Artesia alleged that the residents of RNA Mirage have been subjected to a visual assault from Raheja Artesia by the lights on the side of both the Raheja buildings, Artesia causing inconvenience to the residents and therefore requested KRPL to take urgent action and stop beacons on the sides. By letter dated March 04, 2022, KRPL has informed MCGM that the blinkers are as per the norms, regulations and guidelines by Airport Operating Authority. By the said letter KRPL has further informed that vertical strip light are decorative light and there is no provision in any of regulation to get the approval for Façade lighting or vertical strip lighting. Subsequently by letter dated February 21, 2022 Brihanmumbai Mahanagarपालिका informed KRPL about the complaint and directed KRPL to meet the Executive Engineer & Designated Officer (‘G/ South’ Ward) with the documents related to the vertical strip light and blinker installed.
5. The issues of levy of premium/transfer fees/lease tenure/enhanced lease rent etc. relating to Brihanmumbai Mahanagarपालिका (“**MCGM Estates**”) two municipal leasehold properties acquired by KRPL are sub-judice before the Bombay High Court (“**Court**”) in various petitions filed by various lessees and other parties. KRPL is not a party to such proceedings and has not filed any petition in court in this respect. MCGM Estates had raised demands on KRPL for transfer premium and penalty and transfer fee relating to the assignments of the said properties at Worli in favour of KRPL which was paid without prejudice & subject to all rights & contentions of the parties. KRPL has filed undertaking dated October 19, 2015 and July 16, 2015 with MCGM to abide by the final outcome in writ petition no.1251/2014 (“**Writ Petition**”) and any other proceedings from time to time in relation to the issues of levy of premium / transfer fees / lease tenure / enhanced lease rent. The writ petition is currently pending with several other similar matters before the Court.
6. The MCGM has issued a letter dated April 8, 2018 addressed to KRPL, in pursuance of letter dated March 12, 2018 (wrongly dated March 12, 2010) received by them from Association of Engineering Workers in respect of unpaid dues to labour/workers of Metal Box India Limited (“**MBIL**”) and for issuance of stop work notice of further construction of building situated at Worli, Mumbai. MBIL was the predecessor in title of KRPL. KRPL has issued letter dated May 14, 2018 responding to MCGM, denying all the allegations and informing that MBIL had deposited the entire gratuity dues of ex-workers. KRPL had also filed caveats in the Bombay City Civil Court and Bombay High Court for being given notice of any application for ad-interim orders in any proceeding that may be filed, which were renewed from time to time.

Arun Kachare and Association of Engineering Workers filed a writ petition against State of Maharashtra, MCGM, MBIL and others before the Bombay High Court seeking, inter alia, in respect of alleged labour dues payable by MBIL and relating to alleged requirement of labour NOC for development of MBIL and sought relief relating to the development approvals in respect of the suit property. Since relief was sought relating to development approvals with respect to the suit property, KRPL joined as a respondent in the matter. KRPL has inter alia contended that it is the title holder of the suit property, having acquired assignment of the lease pursuant to BIFR/AAIFR proceedings and is not a closed company or liable for any dues of the workers of its predecessor in title i.e. MBIL. The matter is pending before the Bombay High Court.

7. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRPL and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2008-2009, AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 were completed. KRPL filed appeals before the CIT(A) for AY 2015-16, AY 2016-17, AY 2017-18 and AY 2018-19 which were disposed by the CIT(A) partly in favour of KRPL. KRPL filed appeals against the order of the CIT(A) for AY 2018-19 before the ITAT. This appeals is currently pending.

### (iii) Material civil/commercial litigation

1. KRPL has filed a writ Petition in the Bombay High Court against Municipal Corporation of Greater Mumbai (“**MCGM**”) and others under Articles 226 & 227 of the Constitution of India for writs of Certiorari & mandamus for quashing of demand notes for development charges contrary to the provisions of Section 124(A) and 124(B) of Maharashtra Regional and Town Planning Act, 1966 (“**MRTP Act**”) which provide for the development charges to be levied on predominant user and refusal to refund the excess amount paid by KRPL in respect of its land / amalgamated plot at Worli. The predominant user for the said composite building is residential. However, the demand notes issued for development charges are issued contrary to the said provisions of MRTP Act. KRPL has inter alia prayed that ₹ 25.23 million to be refunded or to be adjusted against the further demand notes for development charges. Thereafter, KRPL reapplied for amendment of the plan, which was approved on August 14, 2021. Pursuant to such application, a demand note dated August 24, 2021 was issued to KRPL levying development charges of ₹ 300.99 million. This amount has been arrived at by charging KRPL a commercial user rate @ 8% of the ready reckoner rate, by classifying it as commercial, despite the predominant user being residential. Accordingly, KRPL is allowed to amend the writ petition bringing the same on record i.e. to adjust the sum of ₹ 252.28 million already paid by KRPL as excess amount in terms of the demand notes against the sum of ₹ 150.49 million payable by KRPL as development charges

under the demand note dated August 24 2021. By an order dated October 29, 2021, the Bombay High Court, without prejudice to the rights and contentions of KRPL, allowed it to pay the development charges at the rate of 6% of the ready reckoner rate and direct the Respondent being MCGM to process the applications for approvals including the grant of commencement certificate/further endorsement of commencement certificate for the Office Wing on the land in question upon payment made by KRPL of development charges at the rate of 6% of the ready reckoner rate. The matter is directed to be listed with other similar writ petitions which are pending.

2. For civil / commercial litigation involving KRPL, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation” and “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation”.

## L. Palm Shelter

### (i) Criminal matters

1. The Senior Police Inspector, Santacruz Police Station (“**Police Station**”) pursuant to a complaint dated April 21, 2016, filed by Claud Fernandez (“**Complainant**”) against certain third parties under Sections 420 and 34 of the Indian Penal Code, 1860, had issued a letter dated July 20, 2016 to Palm Shelter Estate Development Private Limited (now Palm Shelter Estate Development LLP) (“**PSDPL**”) to appear before the police station on July 23, 2017. Certain agreements were entered into between the Complainant, certain family members of the Complainant and PSDPL, for the handover and re-development of four flats in a building property. The Complainant filed a suit before the Bombay City Civil Court, due to disputes arising between the family members and the Complainant, where PSDPL was made a defendant to the suit. Consent terms were filed between the parties to the suit which allowed PSDPL to develop the property. PSDPL had later transferred its development rights along with all benefits and obligations in the property to Parvesh Constructions Private Limited. Authorized representatives of PSDPL appeared before the Police Station to provide requested information and documents and filed their deposition on the matter. There has been no correspondence between the parties in the present matter. The matter is currently pending.

### (ii) Regulatory actions

There are no pending regulatory actions against Palm Shelter.

### (iii) Material civil/commercial litigation

1. For civil / commercial litigation involving Palm Shelter, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”.

In addition to the above pending proceedings, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Genext, KRPL and KRCPL have been identified as parties in certain labour proceeding filed by certain trade unions





before the labour courts, industrial courts/tribunals and high courts alleging inter alia unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 against certain workmen engaged by them. The matter is currently pending before the relevant courts/tribunals.

#### IV. Material litigation and regulatory actions pending against the Manager

As of March 31, 2022, the Manager does not have any regulatory actions or criminal matters pending against it, or material civil/ commercial litigation pending against it. For the purposes of pending material civil/commercial litigation against the Manager, such matters where value exceeds 5% of the total revenue of the Manager as of March 31, 2021 as per the respective audited financial statements) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been considered.

#### V. Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/ shareholding

As of March 31, 2022, the Associates of the Manager (to the extent that such Associates are not the Sponsor Group) and the Associates of the Sponsors (excluding members of the Sponsor Group) do not have any pending regulatory actions or criminal matters against them, or material civil/ commercial litigation pending against them.

With respect to the Associates of the Manager (to the extent that such Associates are not the Sponsor Group), the Associates of Mindspace REIT (to the extent that such Associates are not the Asset SPVs and members of the Sponsor Group), the Associates of the Sponsors (excluding members of the Sponsor Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), details of all pending criminal matters and regulatory actions against such entities and material civil/commercial litigation against such entities have been disclosed.

For the purpose of pending civil/ commercial litigation against such entities, such matters where value exceeds 1% of the total consolidated profit after tax of Mindspace REIT as of March 31, 2022) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed.

##### A. Chalet Hotels

###### (i) Criminal matters

1. Maria Ninitte Noronha ("**Complainant**") lodged a first information report dated November 6, 2007 ("**FIR**") against Prashant Gerald Nazareth, partner of Pebble

drops Events, on the grounds of forgery, cheating and dishonestly inducing delivery of property. Renaissance Mumbai Convention Centre Hotel received a notice dated October 12, 2007 from the Complainant claiming that the advance consideration amount of ₹ 1 million paid to the hotel by Pebble drops Events was fraudulently obtained by Prashant Gerald Nazareth from her and further demanded it to be refunded. In pursuance of the FIR, Chalet Hotels was named as an accused in a final report prepared by the police. Chalet Hotels deposited ₹ 1 million with the Bandra police station pending conclusion of the trial. Subsequently, the Complainant filed an application in February 2008 before the Additional Chief Metropolitan Magistrate, Bandra ("**Metropolitan Court**") for withdrawing the amount deposited by Chalet Hotels to which Chalet Hotels has filed its reply dated March 26, 2008, denying the claim. The matter is currently pending before the Metropolitan Court.

2. Hitesh Nandalal Ramani lodged a first information report dated December 14, 2015 at the Powai police station, Mumbai against one of Chalet Hotels' employee of its hotel, Renaissance Mumbai Convention Centre Hotel, and its swimming pool lifeguard, on the grounds of causing death by negligence and endangering life or personal safety of his daughter. The Powai police station has filed its final report dated November 25, 2016 before the Metropolitan Magistrate, Andheri ("**Metropolitan Court**"). The matter is currently pending before the Metropolitan Court.
3. The State of Maharashtra (Excise Department) filed proceedings before the Metropolitan Magistrate Court, Bandra ("**Metropolitan Court**") against Saumen S. Shah, representative of the guests, Kailash B. Pandit employee of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel, and Shivkumar S. Verma a consultant, alleging service of liquor without adequate permission within the hotel premises on January 10, 2018. A writ petition has been filed before the Bombay High Court by Kailash Pandit for quashing the matter. The matter is currently pending before the Bombay High Court.
4. Abhimanyu Rishi lodged a first information report dated May 3, 2008 at the Powai police station, Mumbai against Prashant More, an employee of one of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel and other employees on alleging assault and injury by hotel staff. The Powai police station has filed its final report dated April 21, 2009 before the Andheri Metropolitan Magistrate Court ("**Court**"). The matter is currently pending before the Court.
5. Mohammad Altaf Abdul Latif Sayyed lodged a first information report dated May 15, 2018 with the Powai police station, Mumbai against two of the employees of one of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel alleging theft of his personal property. The matter is being investigated by the police and there has been no further correspondence or update on same.

###### (ii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Chalet Hotels and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Post search action under section 132 of Income Tax Act 1961, assessment proceeding under section 153A were initiated for assessment year 2008-09, 2012-13 to 2018-19. Assessment under section 143(3) read with section 153A of the Income Tax Act 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, for assessment year 2018-2019 were completed. Chalet filed an appeal before CIT(A) for assessment years 2012-13 to 2018-19 were disposed by CIT(A) partially in favour of Chalet Hotels. Chalet Hotel has filed appeals for assessment years 2012-13, 2013-14 and 2015-16 before the Income Tax Appellate Tribunal against the order of the CIT(A). These appeals are pending for disposal.
2. The Directorate General of Goods and Service Tax Intelligence Pune Zonal Unit ("**DG**") has issued a notice dated June 15, 2018 addressed to Chalet Hotels in relation to an investigation being conducted by the DG in respect of alleged evasion of service tax by M/s Starwood Hotels & Resorts India Private Limited, Gurgaon, operator of The Westin Hyderabad Mindspace Hotel. Chalet Hotels submitted letter dated March 22, 2019 to the DG. No further correspondence has been received.
3. Pursuant to directives under a show-cause notice dated November 29, 2018 issued by the Directorate of Revenue Intelligence for recovery of duty in relation to import of goods against SFIS Scrip/License and the post-export service benefits availed by Chalet Hotels, show cause notice dated July 4, 2019 was issued by CGST & Central Excise Division, Bhopal in relation to utilisation of SFIS benefits by Chalet Hotels for purchase of glass and a demand to make payment of excise duty of ₹ 0.3 million. Replies on behalf of Chalet Hotels and a former director of Chalet Hotels, have been submitted on September 23, 2020 with CGST & Central Excise Division, Bhopal. The matter is currently pending.
4. A demand notice dated February 9, 2018 has been issued by the Tehsildar Thane, addressed to the guest (event organiser) and one of Chalet Hotels' i.e. Four Points by Sheraton Navi Mumbai, Vashi demanding the payment of ₹ 0.40 million (inclusive of interest) as entertainment tax. Chalet Hotels has replied vide letter dated April 24, 2018 denying the claim and have provided the supporting documents. No further correspondence has been received.
5. A demand notice dated December 19, 2016 was issued by the Bruhat Bengaluru Mahanagar Palike ("**BBMP**") addressed to Magna, now merged into Chalet Hotels, demanding payment of amount aggregating ₹ 256.78 million towards outstanding property tax for the period 2008-2009 to 2015-2016 (inclusive of interest/penalty). Magna vide reply dated January 1, 2017 denied the claim of BBMP. No further correspondence has been received.
6. A notice dated February 8, 2018 was issued by the Central Bureau of Investigation (Bank Security and Fraud Cell) ("**CBI**") addressed to Magna, now merged into Chalet Hotels, calling upon Magna to produce certain documents and information required and to appear in person, in the case bearing no. RC 10(E)/2017 dated July 27, 2017, filed by CBI against Shiva Kumar Reddy director of Kaveri Telecom Infrastructure Limited and others. Chalet Hotels has appropriately responded to CBI. No further correspondence has been received.
7. A show cause notice dated August 9, 2017 has been issued by the Director General of Foreign Trade imposing a penalty with interest on Magna, now merged into Chalet Hotels, for failing to return the terminal excise duty refund for ₹ 0.17 million. Chalet Hotels has filed its reply denying the alleged liability. No further correspondence has been received.
8. MCGM has issued a stop work notice dated June 4, 2018 addressed to Chalet Hotels in respect of alleged unlawful development and construction in Andheri, Mumbai. Chalet Hotels has issued a reply dated June 6, 2018 to the MCGM denying their claims and have submitted the requisite documents along with the reply. No further correspondence has been received.
9. The Office of Additional Director General of Foreign Trade issued certain recovery notices for the recovery benefits granted, aggregating to ₹ 9.10 million ("**Impugned Recovery Notices**") on the basis that Magna, which has now merged with Chalet Hotels is ineligible to avail the benefits under the Served from India Scheme which were granted earlier to Magna. A writ petition was filed before the Karnataka High Court at Bengaluru ("**Court**") challenging the Impugned Recovery Notices. The Court has granted a stay on the impugned recovery notices and the matter is currently pending before the Court. On December 9, 2021, the Court, has kept the matter in abeyance till the final disposal of the matter which is pending before the Supreme Court of India.
10. The Regional Provident Fund Commissioner had passed an order dated December 14, 2012 ("**Order**") on the basis of guidance issued by the Central Board of Trustees, Employees Provident Fund Organization in relation to certain dues of the employees of its hotel i.e., Renaissance Mumbai Convention Centre Hotel aggregating ₹ 3.77 million assessed by the Petitioner as payable by Chalet Hotels. Chalet Hotels filed an appeal before the Employees Provident Fund Appellate Tribunal, New Delhi ("**Tribunal**") challenging the Order which was set aside by the Tribunal on July 21, 2014. Aggrieved, the Central Board of Trustees, Employees Provident Fund Organization filed a writ petition before the Bombay High Court, against Chalet Hotels, challenging an order of the Tribunal. The matter is currently pending before the Bombay High Court.
11. The CIDCO issued an order dated December 1, 2014, directing KRCPL to discontinue use of a plot in Vashi ("**Open Space**") and vacate the land under Open Space, being used as entry and exit points for Four Points by Sheraton Navi Mumbai, Vashi, and residential apartment



("Hotel") of Chalet Hotels and Inorbit Malls, on the ground that it does not form part of the allotment by CIDCO to the KRCPL and the permission given vide CIDCO letter dated October 6, 2004 was given without due authority. Aggrieved, KRCPL filed a writ petition before the Bombay High Court ("Court"). The Court vide its order dated January 16, 2015 directed both parties to maintain status quo. The matter is currently pending before the Court.

12. The Director of Revenue Intelligence has issued an investigation notice dated January 22, 2020 to Chalet Hotels, requiring Chalet Hotels to furnish information and documents relating to SEIS scrips for the financial year 2016-17 till date. Through its reply dated January 27, 2020, Chalet Hotels has submitted the requisite information and documents. No further correspondence has been received.

13. The Superintendent Officer, Customs Department issued summons dated June 2, 2021 to Chalet Hotels with respect to import documents and remittance details in relation to purchase of television consignment, which was attended by the officials of Chalet Hotels. Chalet Hotels had placed order with a television supplier through its authorized channel partner televisions for its Westin Hyderabad II Project ("1<sup>st</sup> Tranche") and Renaissance Mumbai Convention Centre Hotel ("2<sup>nd</sup> Tranche"). Upon arrival of 1<sup>st</sup> Tranche at the port, the Special Intelligence and Investigation Branch, Customs ("SIIB") raised queries for undervaluation of TVs. Subsequently, Chalet Hotels received a letter from customs on February 9, 2021 stating that the TVs can be provisionally released with a payment of security deposit of ₹ 5.11 million and a bond for full freight-on-board value. With respect to 2<sup>nd</sup> Tranche, Chalet Hotels, by its letter dated March 10, 2021, requested the Additional Commissioner of Customs to make orders to provisionally release the consignment. In response to its letter, the Deputy Commissioner of Customs, Nhava Sheva Port, by its letter dated May 1, 2021, accepted the request for provisional release of TVs subject to payment of a security deposit of ₹ 5.54 million and a bond for full freight-on-board value. Chalet Hotels, by its letter dated May 18, 2021, has sought waiver of the abovementioned security deposit from the authorities on the grounds that the alleged undervaluation of the consignment is an outcome of the transaction between TV supplier and its channel partner and accordingly, Chalet Hotels was not liable and accountable for the same.

However, the said request has been rejected by the Authorities. Consequently, Chalet Hotels requested the Commissioner of Customs for provisional release of both the consignment by accepting the bank guarantee in lieu of cash deposit. However, the authorities in response to the same have rejected the request of Chalet Hotels for provisional release of the consignment. Since the said request was rejected, Chalet Hotels made payment of ₹ 5.54 million and ₹ 5.11 million towards the security deposits under protest.

Further, show cause notice dated July 20, 2021 ("Show Cause Notice 1") has been issued by the Office of the Commissioner of Customs, NS-V, Jawaharlal Nehru

Custom House, Post Sheva, to an authorised channel partner and all other importers including Chalet Hotels, who have purchased TVs, for imposing a differential duty amounting to ₹ 25,833 along with interest and penalty under the Customs Act, 1962 and for confiscating goods. Since an incomplete copy of the said Show Cause Notice was received, Chalet Hotels in response to the same has vide letter dated July 29, 2021 requested the Authorities to issue the Annexures forming part of the Notice. The Authorities vide letter dated March 3, 2022 informed that personal hearing has been scheduled through video conferencing to be held on March 23, 2022. However, as the requested Annexures were not provided, Chalet Hotels vide letter dated March 16, 2022 once again requested to provide the Annexures accordingly requested to re-schedule the personal hearing accordingly.

Thereafter, a show cause notice dated October 7, 2021 ("Show Cause Notice 2") was received from the aforesaid authorities directing Chalet Hotels to show cause why the goods shall not be confiscated and penalty shall not be imposed on Chalet Hotels for undervaluation of consignment re-determined to ₹ 23.41 million qua ₹ 13.14 million (differential duty of about ₹ 6.8 million). The said notice does not account for the security deposit paid by Chalet Hotels. Chalet Hotels by letter dated January 24, 2022 replied to the Show Cause Notice 2. The matters are pending.

14. The Food Safety and Standards Authority of India Telangana ("FSSAI"), issued an improvement notice dated August 17, 2021 upon Chalet Hotels for its Hotel Unit- Westin Hyderabad Mindspace Hotel ("Hotel"), calling upon Chalet Hotels to update status on the mandatory food safety audit required to be conducted by third-party auditors. Subsequently, a final notice was issued by FSSAI vide email dated September 9, 2021, requiring to update status on the food safety audit for the Hotel. Further, a license suspension intimation dated September 14, 2021 was issued by the authorities and an inspection was conducted at the Hotel and the officers vide an inspection report dated September 20, 2021 has notified suspension of FSSAI license effectively from September 14, 2021. Further, a show cause notice dated September 21, 2021 was issued by Greater Hyderabad Municipal Corporation to Chalet Hotels for alleged non-violation of the provisions of the Food and Safety Standards Act, 2006, the Greater Hyderabad Municipal Corporation Act, 1955 and the rules and regulations thereunder. Consequently, Chalet Hotels made a submission before the authorities informing the Authorities of the steps taken by Chalet Hotels and to comply with the mandatory food safety audit by September 30, 2021 with a request to revoke the suspension. The FSSAI authorities vide notice dated September 30, 2021 has revoked the suspension of license and restored the License. No further correspondence has been received.

15. For other regulatory actions against Chalet Hotels, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT – Regulatory actions" and "- Material litigation and regulatory actions

pending against the Sponsor Group – Mr. Ravi C. Raheja – Regulatory Actions".

### (iii) Material civil/commercial litigation

For other details material civil/ commercial litigation against Chalet Hotels, see "- Material litigation and regulatory actions pending against the Sponsor Group – KRCPL – Material civil/commercial litigation".

### B. JT Holdings

#### (i) Criminal matters

There are no pending criminal matters against JT Holdings.

#### (ii) Regulatory actions

1. Development Commissioner, Visakhapatnam SEZ, Government of India, Hyderabad ("Development Commissioner") has issued a show cause notice dated February 9, 2018 to JT Holdings for non-compliance of certain provisions of the Special Economic Zones Rules, 2006 ("SEZ Rules") pertaining to construction of minimum up area specified in the under the SEZ Rules within a period of ten years from the date of notification of a SEZ and the Foreign Trade (Development & Regulation) Act, 1992 ("FTDR Act"). JT Holdings has replied to the show cause notice denying any default under the FTDR Act. No further correspondence has been received.
2. Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has issued a cancellation cum resumption notice dated August 7, 2021 ("Notice/Order") to JT Holdings for cancellation of allotment dated March 21, 2005 of 70 acres of land at Raviryal Village in favour of JT Holdings and stating that the consequential agreement, sale deeds and all other deeds executed thereunder are determined as a result of the alleged violation by JT Holdings of the terms and conditions of MOU/ allotment/agreement/sale deed and the undertaking submitted by JT Holdings regarding implementation of project within the agreed time and generating requisite number of employment. By the Notice/Order, TSIIC has requested JT Holdings to handover the aforesaid land to TSIIC within 7 days from the date of the Notice/Order, failing which possession of the premises along with the structures, if any will be resumed by TSIIC after the expiry of the aforesaid period without any further notice to JT Holdings. By the Notice/Order, TSIIC has informed JT Holdings that consequent upon the aforesaid cancellation of allotment, JT Holdings' occupation and possession of the premises has become unauthorised. By letter dated August 11, 2021, JT Holdings has replied to the Notice/Order requesting TSIIC to keep the Notice/ Order in abeyance and give it an opportunity to present its plan to for completing the development in time and further requested to give a personal hearing to present its case. Further, by letter dated September 9, 2021 to TSIIC, JT Holdings has requested TSIIC to grant an appointment to enable it to give TSIIC a presentation and plan for completing the development in a reasonable time schedule and for the approval of TSIIC for completing the development. No further correspondence has been received.

### (iii) Material civil/commercial litigation

1. Campaign for Housing & Tenurial Rights (CHATRI) has filed a writ petition against the Government of Andhra Pradesh, Andhra Pradesh Industrial Infrastructure Corporation (now known as Telangana State Industrial Infrastructure Corporation), Hyderabad Urban Development Authority, the Andhra Pradesh Housing Board, JT Holdings, Stargaze and others ("Respondents") before the Andhra Pradesh High Court (now known as Telangana High Court) for declaring the allotment of forest land by the Government of Andhra Pradesh and certain other Respondents as unconstitutional and illegal and has sought the review all the allotments of land made by the Government of Andhra Pradesh and certain other Respondents in the last 10 years by way of sale/lease. The matter is currently pending before the Telangana High Court.
2. Forum for a Better Hyderabad has filed a writ petition against the Government of India, Ministry of Environment & Forest, JT Holdings, Stargaze and others ("Respondents") before the Andhra Pradesh High Court (now known as Telangana High Court) for declaring the action of the Government of India, Ministry of Environment & Forest and certain other Respondents in diverting forest land in violation of the provisions of the Constitution of India, Forest (Conservation) Act, 1980 the Forest Act, 1980 and Wildlife Protection Act 1972, among others. The matter is currently pending before the Telangana High Court.
3. The Office of the Land Reforms Tribunal Cum Deputy Collector & Revenue Divisional Officer, Ranga Reddy East Division ("Tribunal") had, by letter dated August 11, 2009, sought certain information from JT Holdings under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of its land at Raviryal Village. JT Holdings has filed a detailed response stating that the land was granted by APIIC (who had acquired the property from the Government of Andhra Pradesh), and been declared as an SEZ; and is therefore not "land" covered under the APLRAC. The authorized officer filed counter dated April 10, 2012 and JT Holdings filed a rejoinder on September 10, 2012. JT Holdings also submitted a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh ("High Court") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) whereas a stay was granted by the High Court until further orders. The matter is currently pending before the Land Reforms Tribunal cum Revenue Divisional Officer, Ranga Reddy East Division.

### C. Shoppers Stop

#### (i) Criminal matters

There are no pending criminal matters against Shoppers Stop.

#### (ii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Shoppers Stop and others. For





details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Post the Warrant, the assessment proceedings under section 153A of the Income Tax Act were initiated for AY 2008-09, AY 2012-13 to AY 2018-19. The assessment under section 143(3) read with section 153A of the Income Tax Act for AY 2008-2009, AY 2012-2013 to AY 2017-2018 and under Section 143(3) of the Income Tax Act, for AY 2018-2019 was completed. Shoppers Stop filed appeals filed before the CIT(A) for AY 2013-14 to AY 2018-19 which were disposed by the CIT(A) partly in favour of Shoppers Stop. Shoppers Stop has filed appeals against the order of the CIT(A) for AY 2013-14 to AY 2018-19 before the ITAT. These appeals are currently pending.

(iii) **Material civil/commercial litigation**

1. South Delhi Municipal Corporation (“SDMC”) conducted an inspection on April 10, 2017 and sent a demand notice to Shoppers Stop demanding ₹ 0.74 million per month towards damages for putting on advertisement without any permission from the competent authority (“Notice”). Shoppers Stop filed a writ petition before the Delhi High Court (“Court”) against the Notice. The Court disposed of the writ petition and directed SDMC to consider the representation of Shoppers Stop for deciding the matter. The demand of ₹ 0.74 million per month was subsequently affirmed by SDMC, pursuant to which Shoppers Stop filed another writ petition before the Court. The Court passed an order on February 18, 2015 in favour of Shoppers Stop on grounds that SDMC did not have jurisdiction to demand damages. Aggrieved by the order, SDMC has filed a special leave petition before the Supreme Court of India. The matter is current pending before the Supreme Court of India.
2. Shoppers Stop has filed a special leave petition before the Supreme Court of India against the Union of India (“Respondent”) challenging Section 65(90a) of the Finance Act, 1994, whereby, the Government of India has notified the activity of leasing being a service and consequently making it amenable to levy of service tax, resulting in arrears of service tax of approximately ₹ 360 million. The Supreme Court of India, in its interim order dated October 14, 2011, has directed Shoppers Stop to deposit 50 % of the arrears towards service tax and furnished surety for the balance 50%. Shoppers Stop has deposited the entire arrears under protest. The matter is currently pending before the Supreme Court of India.
3. Shoppers Stop Limited filed an application on September 9, 2021 under Section 9 of the Arbitration and Conciliation Act, 1996 before the Delhi High Court, in respect of the termination of the lease deed for the departmental store premises at a mall in Surat by a lessor, for alleged failure to pay the dues, praying for ad-interim / interim reliefs and necessary orders against the alleged illegal termination. The matter is currently pending. Further, the arbitration proceedings have commenced in the matter.

D. **Stargaze**

(i) **Criminal matters**

There are no pending criminal matters against Stargaze.

(ii) **Regulatory actions**

1. Development Commissioner, Visakhapatnam SEZ, Government of India, Hyderabad (“Development Commissioner”) has issued a show cause notice dated February 9, 2018 to Stargaze for non-compliance of certain provisions of the Special Economic Zones Rules, 2006 (“SEZ Rules”) pertaining to construction of minimum built-up area specified in the under the SEZ Rules within a period of ten years from the date of notification of a SEZ and the Foreign Trade (Development & Regulation) Act, 1992 (“FTDR Act”). The Development Commissioner has sought to take action against Stargaze. Stargaze has replied to the show cause notice denying any default under the FTDR Act. No Further correspondence has been received.
2. Telangana State Industrial Infrastructure Corporation Limited (“TSIIC”) has issued a cancellation cum resumption notice dated August 7, 2021 (“Notice/Order”) to Stargaze for cancellation of allotment dated July 13, 2006 of 250 acres of land at Raviryal Village in favour of Stargaze and stating that the consequential agreement, sale deeds and all other deeds executed thereunder are determined as a result of the alleged violation by Stargaze of the terms and conditions of MOU/allotment/ agreement/sale deed and the undertaking submitted by Stargaze regarding implementation of project within the agreed time and generating requisite number of employment. By the Notice/Order, TSIIC has requested Stargaze to handover the aforesaid land to TSIIC within 7 days from the date of the Notice/Order, failing which possession of the premises along with the structures, if any will be resumed by TSIIC after the expiry of the aforesaid period without any further notice to Stargaze. By the Notice/Order, TSIIC has informed Stargaze that consequent upon the aforesaid cancellation of allotment, Stargaze occupation and possession of the premises has become unauthorised. By letter dated August 11, 2021, Stargaze has replied to the Notice/Order requesting TSIIC to keep the Notice/Order in abeyance and give it an opportunity to present its plan to for completing the development in time and further requested to give a personal hearing to present its case. Further, by letter dated September 9, 2021 to TSIIC, Stargaze has requested TSIIC to grant an appointment to enable it to give TSIIC a presentation and plan for completing the development in a reasonable time schedule and for the approval of TSIIC for completing the development. No further correspondence has been received.

(iii) **Material civil/commercial litigation**

1. The Office of the Land Reforms Tribunal Cum Deputy Collector & Revenue Divisional Officer, Ranga Reddy East Division (“Tribunal”) had, by letter dated August 11, 2009, sought certain information from Stargaze under

Section 8(2) of to the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 (“APLRAC”) in respect of its land at Raviryal Village. Stargaze has filed a detailed response stating that the land was granted by APIIC (who had acquired the property from the Government of Andhra Pradesh), and 170.40 out of 250 acres been declared as an SEZ; and is therefore not “land” covered under the APLRAC. The authorized officer filed counter dated July 23, 2012 and Stargaze filed rejoinder dated August 29, 2012. Stargaze also submitted a copy of the order dated August 9, 2012, which was passed by the Hon’ble High Court of Andhra Pradesh (“High Court”) in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) whereas a stay was granted by the High Court until further orders. The matter is currently pending before the Land Reforms Tribunal cum Revenue Divisional Officer, Ranga Reddy East Division.

2. For other pending material civil/commercial litigation against Stargaze, see “- Material litigation and regulatory actions pending against the Associates of the Sponsors–JT Holdings–Material civil/commercial litigation”.

In addition to the above pending proceedings, Chalet Hotels has been identified as a party in seven separate

labour proceedings filed by certain trade unions and employees before the labour /industrial courts and high court in Mumbai alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971, for failure to assign certain workers at its project, recognition of trade unions and termination of services. The matters are currently pending before the relevant courts.

VI. **Material litigation and regulatory actions pending against the Trustee**

As of March 31, 2022, the Trustee does not have any pending regulatory actions, criminal matters or material civil/commercial litigation pending against it. For the purpose of pending material civil/ commercial litigation against the Trustee, matters involving amounts exceeding 5% of the profit after tax of the Trustee for Financial Year 2022 have been considered material.

VII. **Tax Proceedings**

As on March 31, 2022, there are no direct, indirect or property tax matters against the Manager and the Trustee. Details of all direct tax, indirect tax and property tax matters against the Relevant Parties (other than the Manager), as of March 31, 2022 is set forth:

Nature of case	Number of cases	Amount involved (in ₹million) (to the extent quantifiable)
Mindspace REIT and Asset SPVs		
Direct tax	29	1582.14
Indirect tax	26	1,858.52
Property tax	1	0.26
<b>Total</b>	<b>56</b>	<b>3440.92</b>
<b>Sponsors</b>		
Direct Tax	1	991.38
Indirect Tax	-	-
Property Tax	-	-
<b>Total</b>	<b>1</b>	<b>991.38</b>
<b>Sponsor Group (excluding the Sponsors)</b>		
Direct tax	17	780.49
Indirect tax	6	244.77
Property tax	12	98
<b>Total</b>	<b>35</b>	<b>1123.26</b>
Associates of Mindspace REIT (excluding the Asset SPVs), Associates of the Sponsors (excluding the Manager, the Asset SPVs, their respective Associates and the Sponsor Group), Associates of the Manager (to the extent that such Associates are not the Sponsor Group) and entities where any of the Sponsors hold any interest/shareholding		
Direct tax	15	1645.08
Indirect tax	27	692.08
Property tax	4	440.40
<b>Total</b>	<b>46</b>	<b>2777.56</b>



#### Notes:

The direct tax matters are primarily in the nature of demand notices and/or orders issued by the income tax authorities alleging non/short deduction of TDS, computation of taxable income on account of certain additions/disallowances, deduction of tax incentive and classifications of income resulting in additional demand of TDS/income tax. Such matters are pending at the relevant appellate authorities including income tax appellate tribunals and high courts.

The indirect tax matters are primarily in the nature of demand notices and/or orders issued by indirect tax authorities alleging irregularities in payment of indirect taxes on identified transactions, irregular availment of CENVAT credit of service tax and mismatch in turnover reported in service tax returns vis-à-vis income tax returns. Such matters are pending before different indirect tax authorities and courts, including indirect tax appellate tribunals.

The Asset SPVs, the Sponsor Group and Associates of Sponsors (excluding the Sponsors Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), have, with an intention to settle some of the service tax disputes and avail the benefit of reduced tax liability, interest and penalty waiver, opted for the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019. In some instances, the applications have been rejected by the authorities and some of the entities have filed, writ petitions before Bombay High Court in relation to such matters. Some of the Asset SPVs, Sponsor Group and Associates of Sponsors

(excluding the Sponsor Group) with the intention to settle income tax disputes and avail the benefit of interest and penalty waiver, have made applications under Direct Tax Vivad se Vishwas Act, 2020. [In some instances, the applications have been accepted by the authorities and the disputes have been settled, in one of the case the application has been rejected while in some cases, the applications are being processed and the final order is awaited.]

In addition to the above, the Asset SPVs, the Sponsor Group and Associates of Sponsors (excluding the Sponsors Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), are in receipt of notices, intimations, letters, enquiries, etc., in connection with the assessment (regular, best judgment, scrutiny, etc.) and reassessment procedures prescribed under the applicable indirect tax legislations (state value added tax and entry tax legislations, central sales tax, the Finance Act 1994, customs legislation) and Income Tax Act, 1961 read with the relevant rules and regulations prescribed thereunder. All requisite information, records, documents, returns, payment challans, submissions and declarations sought by the tax authorities have been provided from time to time. As of the date of this Final Offer Document, the assessment proceedings are pending finalisation.

Amount involved in connection with tax proceedings includes, in addition to the tax/duty demanded, the penalty levied under the direct and indirect tax laws to the extent explicitly quantified. Interest has not been included.

## Report on Corporate Governance

### Mindspace REIT's Philosophy on Corporate Governance:

Governance is an Act or manner of Governing, Its nothing but doing the Right things in the Right way.

Corporate Governance is about promoting corporate accountability, fairness and transparency. Accordingly, accountability, fairness and transparency with all its stakeholders are the guiding principles of governance framework of Mindspace Business Parks REIT ("**Mindspace REIT**") and K Raheja Corp Investment Managers LLP, acting as Manager to Mindspace REIT ("**Manager**") aimed at creating sustainable and long-term value for its stakeholders.

### Authorization structure

Mindspace REIT was settled on November 18, 2019, at Mumbai, Maharashtra, India, as a contributory determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated November 18, 2019 ("**Trust Deed**"). Mindspace REIT was registered with the Securities and Exchange of India ("**SEBI**") on December 10, 2019, at Mumbai, as a real estate investment trust ("**REIT**") pursuant to the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars and guidelines issued by SEBI thereunder, each as amended from time to time (the "**REIT Regulations**"), having registration number IN/REIT/19-20/0003.

### Sponsors

Anbee Constructions LLP and Cape Trading LLP are the Sponsors of Mindspace REIT. The sponsors are limited liability partnerships registered under the Limited Liability Partnership Act, 2008. The Designated Partners of the sponsors are Mr. Ravi C. Raheja and Mr. Neel C. Raheja.

### Manager

K Raheja Corp Investment Managers LLP is the Manager to Mindspace REIT. The Manager is a limited liability partnership in India under the Limited Liability Partnership Act, 2008, incorporated on February 26, 2018. The Designated Partners of the Manager are Mr. Ravi C. Raheja and Mr. Neel C. Raheja, with a capital contribution of 50% by each of them in the Manager. The Manager's role is to manage Mindspace REIT and its assets in accordance with the Trust Deed, the Investment Management Agreement dated November 21, 2019 ("**Investment Management Agreement**") and as per the REIT Regulations in the interests of unitholders.

### Trustee

Axis Trustee Services Limited is the trustee of Mindspace REIT ("**Trustee**"). The Trustee is a registered intermediary with SEBI under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a debenture trustee with registration number IND000000494, which is valid until suspended or cancelled by SEBI. The Trustee is a wholly owned subsidiary of Axis Bank Limited.

The Trustee is not an associate of either of the Sponsors or the Manager. The Trustee is responsible for safe custody of the assets of Mindspace REIT and monitoring the activities of Manager under Investment Management Agreement for the benefit of the unitholders.

### Governing Board of the Manager ("**Board**") and Management

#### Constitution of the Board:

- The Board has been constituted in accordance with the applicable provisions of the REIT Regulations, in a manner that not less than 50% of the Board comprises independent members. As on March 31, 2022, the Board comprises of 6 (Six) members with 2 (Two) members being non-executive non-independent members and 4 (Four) being non-executive independent members. The profiles of the Board members are set forth on page 10 to 11.
- The Board is responsible for the overseeing the management and governance of the Manager and Mindspace REIT.
- Mr. Vinod Rohira, Chief Executive Officer of the Manager, is responsible for the day-to-day business operations and the management of the Manager and Mindspace REIT, subject to the superintendence and direction of the Board. Mr. Vinod Rohira is supported by core team with an experience in operating, developing, leasing and managing commercial real estate in India.

Independent members play a significant role in the governance processes of the Board. They are the important pillars of the corporate governance. By virtue of their varied experience and expertise, they enrich Board's decision making process and prevent possible conflicts of interest that may emerge in the decision making process.

The independence of members of the Board is determined similar to that applicable for Board of Directors of a company in accordance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and is determined vis-a-vis the Manager and each of the Sponsors. Based on the declarations and confirmations received from the independent members of the Board, in the opinion of the Board, the independent members fulfil the desired criteria for independence and are independent of the Manager in exercise of their opinions and judgements and have no pecuniary relationship apart from receiving remuneration for the duties performed by virtue of the office held by them. Mr. Bobby Parikh, independent member of Manager confirms having no material pecuniary relationships with Manager apart from fees received by Bobby Parikh Associates, an entity of which he is Founder, for acting as advisor to Mindspace REIT, it's Asset SPVs and the Manager.

None of the members are directors or members of the governing Board of the manager to another REIT.



**Composition of the Board is given below :**

Name of member & (nature of membership in Mindspace REIT)	Name(s) of other listed entity(ies) where he/she is a director & nature of directorship (including this listed entity)	No. of directorships (including membership of Governing Board of this listed entity)*	No. of memberships in audit committee(s) / stakeholders' relationship committee (s) of other listed entities and public companies # (including membership of Governing Board of this listed entity)	No. of post of chairperson in audit /stakeholders' relationship committee(s) of other listed entities and public companies # (including membership of Governing Board of this listed entity)
Mr . Deepak Ghaisas (Chairperson of the Board and Independent member)	Shoppers Stop Limited (Non - Executive - Independent Director)	13	4	2
Ms . Manisha Girotra (Independent member)	Ashok Leyland Limited (Non - Executive Independent Director , Shareholder Director)	5	1	-
Mr . Bobby Parikh (Independent member)	1) Biocon Limited (Non - Executive - Independent Director) 2) Indostar Capital Finance Limited (Chairperson , Non - Executive - Independent Director) 3) Infosys Limited (Non - Executive Independent Director)	9	8	4
Mr . Manish Kejriwal ** (Non -Executive Independent member)	1) Bajaj Holdings & Investment Limited (Director) 2) Bajaj Finserv Limited (Director) 3) Bharti Airtel Limited (Independent Director)	4	5	
Mr . Ravi Raheja (Non -Executive Non -Independent member)	1) Shoppers Stop Limited (Promoter & Non - Executive - Non Independent Director) 2) Chalet Hotels Limited (Promoter & Non - Executive - Non Independent Director)	14	8	1
Mr . Neel Raheja (Non -Executive Non -Independent member)	1) Shoppers Stop Limited (Promoter & Non - Executive - Non Independent Director) 2) Chalet Hotels Limited (Promoter & Non - Executive - Non Independent Director)	13	7	-
Mr . Alan Miyasaki*** (Non -Executive Non -Independent member)	-	-	-	-

\* The other directorships and posts of chairperson/memberships of committees held in public and private limited companies are included.

# membership and posts of chairperson in a committee are counted only once i.e. if a member is a chairperson of a committee, he/she is not counted as member separately.

\*\* Mr. Manish Kejriwal (Non -Executive Independent member), has appointed on the Board w.e.f 2<sup>nd</sup> February, 2022

\*\*\* Mr. Alan Miyasaki (Non -Executive, Non -Independent member) has resigned from the Board w.e.f. 27<sup>th</sup> December, 2021.

Mr. Ravi C. Raheja and Mr. Neel C. Raheja are related to each other and apart from them no other members of the Board are related to each other. None of the Independent members of the Board have resigned from their office during the financial year ended March 31, 2022.

**Chairperson**

Mr. Deepak Ghaisas, Chairperson of the Board is an independent member and no reimbursements are made by the Manager to the Chairperson for expenses incurred by him

in performance of his duties. The Chairperson is however entitled to remuneration by way of sitting fees and commission in accordance with the approved limits.

**Meetings of the Board**

During the financial year ended March 31, 2022, four (4) meetings of the Board were held on May 14, 2021, August 13, 2021, November 12, 2021, and February 10, 2022. The necessary quorum was present for all the meetings.

The Board passed resolutions by circulation on July 5, 2021, October 11, 2021, February 2, 2022 and March 29, 2022 covering matters which were subsequently noted at the next meetings of the Board.

The table below sets out the number of meetings attended by each Board member during financial year ended March 31, 2022:

Name of member	Nature of membership	No. of meetings attended
Mr . Deepak Ghaisas	Non -Executive Independent	4
Mr . Bobby Parikh	Non -Executive Independent	3
Ms . Manisha Girotra	Non -Executive Independent	2
Mr . Manish Kejriwal <sup>#</sup>	Non -Executive Independent	1
Mr . Ravi Raheja	Non -Executive Non - Independent	4
Mr . Neel Raheja	Non -Executive Non - Independent	4
Mr . Alan Miyasaki <sup>##</sup>	Non -Executive Non - Independent	3

<sup>#</sup>Appointed w.e.f. February 2, 2022

<sup>##</sup>Resigned w.e.f. December 27, 2021

In view of the Covid outbreak, social distancing and restricted movement of goods and persons, video conferencing facility was provided to the Board members for all the meetings conducted during financial year ended March 31, 2022.

As on March 31, 2022, the following members of the Board and Key Managerial Personnel held units in Mindspace REIT:

Name	Nature of membership	Number of units held
Mr . Ravi Raheja *	Non -Executive Non - Independent	84 , 31 , 534
Mr . Neel Raheja *	Non -Executive Non - Independent	1 , 68 , 63 , 069
Mr . Bobby Parikh	Non -Executive Independent	32 , 600
Mr . Manish Kejriwal	Non -Executive Independent	68 , 000
Mr . Vinod Rohira	Chief Executive Officer	59 , 600

\* The number of units held are mentioned basis first name unitholding

**Committees constituted by the Board**

As on March 31, 2022, the Board has five (5) committees<sup>#</sup>. The composition and terms of reference of each of those committees is set forth below:

Name of the Committee	Composition	Nature of membership
Audit Committee	Mr . Bobby Parikh – Chairperson	Non -Executive Independent
	Mr . Deepak Ghaisas	Non -Executive Independent
	Mr . Neel C . Raheja	Non -Executive Non - Independent
Nomination and Remuneration Committee	Mr . Bobby Parikh – Chairperson	Non -Executive Independent
	Ms . Manisha Girotra	Non -Executive Independent
	Mr . Ravi C . Raheja	Non -Executive Non - Independent
Stakeholders' Relationship Committee	Mr . Deepak Ghaisas – Chairperson	Non -Executive Independent
	Mr . Ravi C . Raheja	Non -Executive Non - Independent
	Mr . Neel C . Raheja	Non -Executive Non - Independent
Investment Committee	Mr . Deepak Ghaisas – Chairperson	Non -Executive Independent
	Ms . Manisha Girotra	Non -Executive Independent
	Mr . Neel C . Raheja	Non -Executive Non - Independent
Executive Committee	Mr . Ravi C . Raheja	Non -Executive Non - Independent
	Mr . Neel C . Raheja	Non -Executive Non - Independent
	Mr . Vinod Rohira	Chief Executive Officer
	Ms . Preeti Chheda	Chief Financial Officer

<sup>#</sup> It may be noted that (a) under the Compliance Policy adopted by the Board, a compliance committee has been formed, (b) under the Whistle Blower / Vigil Mechanism Policy, a whistle blower committee has been formed and (c) under Policy on Sexual Harassment an internal committee has been formed. Meeting of these committees take place from time to time. However, these committees do not comprise of members of the Board and hence the details of their composition and attendance is not covered in this report.



## Number of Committee meetings held and attendance records:

The table below sets out the number of Committee meetings and attendance thereat:

Name of the Committee	Audit Committee ("AC")	Nomination and Remuneration Committee ("NRC")	Stakeholders' Relationship Committee ("SRC")	Investment Committee ("IC")	Executive Committee ("EC")
No. of meetings held	4	2	4	2	10
Date of meetings	14-05-2021 13-08-2021 12-11-2021 10-02-2021	14-05-2021 13-08-2021	14-04-2021 15-07-2021^ 18-10-2021 17-01-2022	14-05-2021 10-02-2022	14-04-2021 30-04-2021 15-07-2021 30-07-2021 23-09-2021 18-10-2021 17-01-2022 26-01-2022 01-02-2022 25-03-2022

^ Adjourned and held on 16-07-2021.

### Number of meetings attended

Name of member	AC	NRC	SRC	IC	EC*
Mr. Deepak Ghaisas	4	NA	4	2	NA
Mr. Bobby Parikh	4	2	NA	NA	NA
Ms. Manisha Girotra	NA	1	NA	2	NA
Mr. Manish Kejriwal	NA	NA	NA	NA	NA
Mr. Ravi Raheja	NA	2	1	NA	3
Mr. Neel Raheja	4	NA	4	2	9
Mr. Alan Miyasaki	NA	NA	NA	NA	NA

\* Mr. Vinod Rohira, CEO and member of EC, attended 6 meetings.

\* Ms. Preeti Chheda, CFO and member of EC, attended 8 meetings.

## Terms of Reference of Each Committee

### Audit Committee

- (i) Giving recommendations to the Governing Board of the Manager regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of Mindspace REIT and the audit fee, subject to the approval of the unitholders;

(ii) Approving payments to statutory auditors of Mindspace REIT for any other services rendered by such statutory auditors;

(iii) Overseeing Mindspace REIT's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

(iv) Reviewing and monitoring the independence and performance of the statutory auditor of Mindspace REIT, and effectiveness of audit process;

(v) Reviewing the annual financial statements and auditor's report thereon of Mindspace REIT, before submission to the Governing Board of the Manager for approval, with particular reference to:

a) changes, if any, in accounting policies and practices and reasons for such change;

b) major accounting entries involving estimates based on the exercise of judgment by management;
- c) significant adjustments made in the financial statements arising out of audit findings;

d) compliance with listing and other legal requirements relating to financial statements;

e) disclosure of any related party transactions; and

f) qualifications/modified opinions in the draft audit report.

(vi) Reviewing, with the management, all periodic financial statements, including but not limited to quarterly or half – yearly, as the case may be and annual financial statements of Mindspace Business Parks Group before submission to the Governing Board of the Manager for approval;

(vii) Reviewing, with the management, the statement of uses/ application of funds raised through an issue of units by Mindspace REIT (public issue, rights issue, preferential issue, etc.) and the statement of funds utilized for purposes other than those stated in the offer documents/ notice, and making appropriate recommendations to the Governing Board of the Manager for follow-up action;

(viii) Providing recommendations to the Governing Board of the Manager regarding any proposed distributions;

(ix) Approval of transactions of Mindspace REIT with related parties including reviewing agreements or transactions in

this regard and any subsequent modifications of terms of such transactions;

- (x) Scrutinising loans and investments of Mindspace REIT;
- (xi) Reviewing all valuation reports required to be prepared under applicable law, periodically, and as required, under applicable law;
- (xii) Evaluating internal financial controls and risk management systems of Mindspace REIT;
- (xiii) Reviewing, with the management, the performance of statutory and internal auditors of Mindspace REIT, and adequacy of the internal control systems, as necessary;
- (xiv) Reviewing the adequacy of internal audit activities, if any, of Mindspace REIT;
- (xv) Discussing with the internal auditors of Mindspace REIT of any significant findings and follow up there on;
- (xvi) Reviewing the findings of any internal investigations with respect to Mindspace REIT into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Governing Board of the Manager;
- (xvii) Reviewing the procedures put in place by the Manager for managing any conflict that may arise between the interests of the unitholders, the parties to Mindspace REIT and the interests of the Manager, including related party transactions, the indemnification of expenses or liabilities incurred by the Manager, and the setting of fees or charges payable out of Mindspace REIT's assets;
- (xviii) Discussing with statutory auditors and valuers prior to commencement of the audit or valuation, respectively, about the nature and scope, as well as post-audit/ valuation discussion to ascertain any area of concern;
- (xix) Reviewing and monitoring the independence and performance of the valuer of Mindspace REIT;
- (xx) Giving recommendations to the Governing Board of the Manager regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the valuer of Mindspace REIT;
- (xxi) Evaluating any defaults or delay in payment of distributions to the unitholders or dividends by the Asset SPVs to Mindspace REIT and payments to any creditors of Mindspace REIT or the Asset SPVs, and recommending remedial measures;
- (xxii) Reviewing the management's discussion and analysis of factors affecting the financial condition and results of operations ;
- (xxiii) Reviewing the statement of all related party transactions, submitted by the management;

(xxiv) Reviewing the Management letters/ letters of internal control weaknesses issued by the statutory auditors of Mindspace REIT;

(xxv) Reviewing the functioning of the whistle blower mechanism;

(xxvi) Approval of appointment of chief financial officer/finance head after assessing the qualifications, experience and background, etc. of the candidate;

(xxvii) Reviewing the utilization of loans and/ or advances from/investment by Mindspace REIT in the Asset SPVs exceeding ₹ 1,000 million or 10% of the asset size of the Asset SPV, whichever is lower including existing loans / advances / investments;

(xxviii) Approving any management information systems or interim financial statements to be submitted by Mindspace REIT to any unitholder or regulatory or statutory authority;

(xxix) Approving any reports required to be issued to the unitholders under the REIT Regulation;

(xxx) Approving any transaction involving a conflict of interest;

(xxxi) Formulating any policy for the Manager as necessary, with respect to its functions, as specified above; and

(xxxii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.

### Nomination and Remuneration Committee

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a member and recommend to the Governing Board of the Manager a policy relating to, the remuneration of the members and key managerial personnel;
- (ii) Formulation of criteria for evaluation of performance of independent members and the Governing Board of the Manager;
- (iii) Identifying persons who are qualified to become members in accordance with the criteria laid down and recommend to the Governing Board of the Manager their appointment and removal and evaluation of members' performance;
- (iv) Determining whether to extend or continue the term of appointment of the independent member, on the basis of the report of performance evaluation of independent members;
- (v) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key management personnel of the quality required to run the Manager successfully;
- (vi) Implementing the policy for nomination of directors on the Board of directors of the Asset SPVs (including qualification



and experience requirements, compensation model, process for appointment and removal);

- (vii) Recommend the Board, remuneration, in whatever form, payable to key management personnel;
- (viii) Carrying out any other function as prescribed under applicable law; and
- (ix) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

#### Stakeholders' Relationship Committee

- (i) Considering and resolving grievances of the unitholders, including complaints related to the transfer/transmission of units, non-receipt of annual report, non-receipt of declared distributions, issue of new/duplicate certificates, general meetings, etc.;
- (ii) Review of measures taken for effective exercise of voting rights by unitholders;
- (iii) Reviewing of any litigation related to unitholders' grievances;
- (iv) Undertaking all functions in relation to protection of unitholders' interests and resolution of any conflicts, including reviewing agreements or transactions in this regard
- (v) Reporting specific material litigation related to unitholders' grievances to the Governing Board of the Manager;
- (vi) Implementing procedure for summoning and conducting meetings of the unitholders or for seeking the vote of the unitholders either by calling a meeting or through postal ballot or otherwise;
- (vii) Resolving any issue, in the ordinary course of business, which in the opinion of the Sponsors, the Trustee or the Manager, is material and requires the approval of the unitholders under the REIT Regulations;
- (viii) Providing clarification on any matter on which SEBI or the designated stock exchange requires the approval of unitholders in accordance with the REIT Regulations;
- (ix) Approving report on investor grievances, if any, to be submitted to the Trustee by the Manager;
- (x) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Stakeholders' Relationship Committee;
- (xi) Review of adherence to the service standards adopted by the Manager acting on behalf of Mindspace Business Parks REIT in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- (xii) Review of the various measures and initiatives taken by the Manager acting on behalf of Mindspace Business

Parks REIT for reducing the quantum of unclaimed distributions and ensuring timely receipt of distribution advice/annual or half yearly reports/statutory notices by the unitholders of Mindspace Business Parks REIT.

#### Investment Committee

- (i) To review decisions in respect of acquisition of ROFO or third-party assets or divestment of project(s) of Mindspace Business Parks REIT or its Asset SPVs,
- (ii) To grant approval for making binding offers for acquisition of assets or further issue of units in relation to the acquisition of such assets subject to compliance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and / or unitholders' approval, as may be required,
- (iii) To approve and recommend to the Governing Board on acquisitions of assets or further issue of units before making binding or firm commitments for such acquisition or further issuance or divestment of project(s) of Portfolio,
- (iv) To ensure all related party or ROFO acquisitions are as per the terms of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and Right of First Offer Agreement dated June 29, 2020 ("ROFO Agreement"), as amended from time to time,
- (v) To put in place policies or procedures as may be required in relation to such acquisitions or divestment,
- (vi) To act on any responsibilities delegated by the Governing Board to it in respect of such investments / divestments, and
- (vii) To delegate its powers to the Executive Committee or such other committee or persons as it may deem necessary.

#### Executive Committee

- (i) To approve transfer and/or transmission of units of Mindspace Business Parks REIT, approve any communication required to be sent to the unitholders of Mindspace Business Parks REIT,
- (ii) To open, operate, close or change the operating instructions of any bank accounts, demat accounts, escrow account, investment account, and authorize any person(s) (a) for execution of any application, form, KYC, declaration, disclosure, affidavit and any other submission required to be made in respect of any such account and (b) for operation of any such account, from time to time and to avail additional facilities and features such as online access, net-banking services, cash management, treasury management from bankers, depository participants and other intermediaries,
- (iii) To authorize any persons for attending and representing Mindspace Business Parks REIT and/or the Manager and voting at any meetings including general meetings (and/or by way of postal ballot or any other modes and means permitted under the applicable law for exercising the voting rights) of any company or limited liability partnership of which Mindspace Business Parks REIT

and/or the Manager is a shareholder, member, secured or unsecured creditor or partner,

- (iv) (A) To receive, consider and evaluate proposals for (i) acquisition of properties, real estate projects, directly or through holdco or special purpose vehicle including Asset SPVs and/or (ii) expansion, modification, alteration of existing projects and properties ("Acquisition Prospects"), (B) to sign and execute non-disclosure agreements for the Acquisition Prospects and (C) to appoint, change or remove lawyers, valuers, surveyors, architects, chartered accountants, property consultants, brokers and such other consultants, advisors and service providers as the Executive Committee may deem fit for study, assessment, evaluation of the Acquisition Prospects,
- (v) To appoint, change or remove nominees shareholders to hold shares for and on behalf of Mindspace Business Parks REIT in any holdco or Asset SPV from time to time,
- (vi) To grant permission and authorize holdco and/or Asset SPV and/or any other person, to use any trademark and logo, which Mindspace Business Parks REIT or Manager is entitled to use pursuant to and in accordance with the agreements entered into by Mindspace Business Parks REIT,
- (vii) To give effect to the policies adopted by the Board from time to time in respect of Mindspace Business Parks REIT, holdco or Asset SPVs, lay down necessary systems and procedures, appoint officials, consultants and advisors as may be necessary in this regard and to resolve any difficulties and questions as may be faced in implementation of such policies,
- (viii) To regularly review and monitor (a) the statutory approvals required for Mindspace Business Parks REIT, holdco and Asset SPVs and any assets owned or businesses carried on by them, (b) progress of the under-construction properties, (c) outstanding litigations against Mindspace Business Parks REIT, Manager, holdco and Asset SPVs and (d) compliance with extant SEBI (Real Estate Investment Trusts) Regulations, 2014 ("REIT Regulations"), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements), 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, read together with the circulars, guidelines, notifications issued or framed thereunder and any other applicable acts, regulations, rules, circulars, orders under the applicable laws,
- (ix) To take any steps required for managing and mitigating any crisis arising at or in respect of the portfolio of Mindspace Business Parks REIT,
- (x) To undertake following activities of Mindspace REIT Group in relation to Environmental, Social and Governance ("ESG"):
  - To implement/amend/review/finalize long term ESG strategy, sustainability initiatives and roadmap.
  - To provide specific guidance and operational insights on the ESG Initiatives of the Manager and updating the

Board on the progress and industry developments in the ESG space on a regular basis.

- To promote ESG related ideas and integrate ESG into the Mindspace REIT Group processes and goals.
- To review and approve public disclosures on ESG (Annual Report, ESG Report, Special disclosures) and ensure compliance with regulatory standards and policies.
- To review ESG goals, sustainability initiatives and implementation progress
- To make donations and contributions pursuant to the Environment, Social and Governance (ESG) Initiatives of Mindspace Business Parks REIT, Manager and its SPVs.
- To form committees/groups as and when required for undertaking ESG initiatives and achieve set targets in relation to ESG strategy.
- To grant authority to any person/consultants to carry out activities in relation to ESG initiatives as may be required.
- To do all such acts, deeds, matters and things as may be required including but not limited to statutory compliances in relation to ESG initiatives etc.
- (xi) To apply, obtain, renew and surrender any membership / registration as may be required to be obtained legally, commercially or under any regulation,
- (xii) To consider, approve (with or without appointment of signatories wherever required in this regard), sign and submit (a) any applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies or any other documents for availing any certificate, registration, membership, access login or facility, (whether afresh or for renewal) to the depositories, stock exchanges, SEBI, RBI or any other statutory bodies, any authorities (including under any tax laws), local authorities and bodies, ministries, government departments, undertakings, corporations (including Telangana State Industrial Infrastructure Corporation, Maharashtra State Industrial Corporation), municipalities, local authorities, and any other regulatory or statutory authorities as may be required from time to time, (b) any applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies or any other documents to the Trustee, debenture trustee, security trustee, valuer, auditors, depositories, credit rating agencies, stock exchanges, SEBI, RBI or any other statutory bodies, any authorities (including under any tax laws), local authorities and bodies, ministries, government departments, undertakings, corporations (including Telangana State Industrial Infrastructure Corporation, Maharashtra State Industrial Corporation), municipalities, local authorities, and any other regulatory or statutory authorities as may be necessary from time to time, which are required to be submitted in compliance with any extant and applicable laws or pursuant to any agreement, arrangement or engagement with these parties and (c) any modifications, variations, amendments, supplements (however





- fundamental they may be) to the documents specified and/or signatories appointed, under this clause,
- (xiii) To negotiate, approve, execute, deliver and perform various documents like certificates, non-disclosure agreements, engagement letters, consents, forms, any other applications, agreements, deeds, letters and documents in respect of accounting, audit, valuation, statutory registrations and permissions,
- (xiv) To appoint any vendors, service providers, advisors, consultants and any other agencies as may be statutorily, legally or otherwise required from time to time and to negotiate, approve, execute, deliver and perform (a) any non-disclosure agreements, engagement letters, service level agreements for their appointment and/ or cessation and (b) any modifications, variations, amendments, supplements (however fundamental they may be) thereto,
- (xv) To approve sending of any letter, notice, demand in respect of any matter related to Mindspace Business Parks REIT and / or Manager and filing of any complaint, suit, petition, application, affidavit, declaration, undertaking, written statement, reply, rejoinder, consent, settlement in respect of any dispute / litigation and also to authorize any individual, consultant or any company or firm to represent Mindspace Business Parks REIT and/or the Manager before any court, tribunal, consumer redressal forum or any statutory, judicial or regulatory or any other authority on any matter relating or concerning Mindspace Business Parks REIT and/or the Manager or with which Mindspace Business Parks REIT and/or the Manager is in any way connected and to represent Mindspace Business Parks REIT and/or the Manager generally or for any specific purpose(s),
- (xvi) To invest / divest / redeem from time to time any funds of Mindspace Business Parks REIT and/or Manager, in fixed deposit with any bank or financial institution, securities, mutual funds, liquid and/or money market instruments and / or any other instrument as permitted under applicable law and to authorize employees of the Manager or any other person from time to time to undertake all necessary and incidental activities in respect of such investment, divestment or redemption,
- (xvii) To make administrative arrangements for holding of meetings of unitholders including selecting and booking of the venue, hiring service providers (a) for designing, printing and despatch of notices, annual / half yearly / other reports and any other documents to unitholders by email or physical delivery, (b) for providing e-voting facilities, (c) for providing participation by any audio-visual means and such other consultants including scrutinizers, and all other ancillary and incidental activities in relation to holding of meetings of unitholders,
- (xviii) In respect of (a) giving loan(s) or any other credit facility(ies) to the Asset SPVs of Mindspace Business Parks REIT, (b) subscribing, purchasing, selling or redeeming the debt securities issued by the Asset SPVs, (c) giving guarantee and/or providing security for any loan(s) or credit facility(ies) of any nature as may be availed by the Asset SPVs from time to time, from any person as may be permitted under extant applicable law and/or any debt securities as may be issued by the Asset SPVs to any person as may be permitted under extant applicable law, the Executive Committee be and is hereby authorized and empowered to undertake all the activities and to exercise all powers and perform all acts which are necessary and incidental in this regard, including but not limited to:
- granting of any type and nature of credit facilities to the Asset SPVs and terms of such loans including interest rate, interest period, due dates etc. from time to time,
  - approving draw-down of any credit facility to Asset SPVs,
  - repayment and/or prepayment of any credit facility availed by Asset SPVs,
  - subscription of debt securities issued by Asset SPVs and terms of such debt securities,
  - sale, purchase or redemption of debt securities issued by Asset SPVs,
  - giving of guarantee(s) by Mindspace Business Parks REIT and withdrawal of such guarantee(s),
  - providing of security(ies) by Mindspace Business Parks REIT and withdrawal or redemption of such security(ies),
  - obtaining necessary approvals, permissions, registrations whether statutory or otherwise and/or submitting necessary intimations in this regard,
  - negotiating and settling the terms and conditions of any facility agreements and other agreements and deeds, drawdown request letters and such other documents, applications, notices, letters, instrument or papers as may be required, including amendments, supplements, modifications, rectifications, cancellations thereof (collectively, hereinafter referred to as the **"Transaction Documents"**), and (ii) executing, delivering and performing the Transaction Documents, in this regard,
  - designing, approving and laying down such standard operating procedures (**"SOPs"**), authority matrix and other processes as it may deem fit for authorization and operationalization of such (a) giving loan(s) or any other credit facility(ies) to the Asset SPVs, (b) subscribing, purchasing, selling or redeeming the debt securities issued by the Asset SPVs, (c) giving guarantee and/or providing security for any loan(s) or credit facility(ies) of any nature as may be availed by the Asset SPVs from time to time, in this regard,
  - engaging / appointing any advisors, consultants, service providers or agency registrar & transfer agent, merchant banker, arranger, depository

- participant, stock exchange and or any other consultant or agency as may be required for the purpose of grant of such credit facility and / or guarantee and / or security and as the Executive Committee may deem fit in this regard,
- (l) settling any question or difficulties that may arise for giving effect to this resolution.
- (xix) To borrow, from time-to-time, at Mindspace Business Parks REIT level such that the aggregate consolidated borrowing and deferred payments (excluding refundable security deposits to tenants) of Mindspace Business Parks REIT and its Asset SPVs net of cash and cash equivalents does not exceed 25% (twenty-five per cent) of the value of total assets of Mindspace Business Parks REIT together with its Asset SPVs:
- from any bank, housing finance company, non-banking finance company, financial institution, mutual fund, foreign institutional investor, statutory corporation, government organization or body, company (including the Asset SPVs of Mindspace Business Parks REIT), limited liability partnership firm, trust, society or any person or entity (**"Lenders"**), whether in rupee or foreign currency and as may be permitted under extant applicable law and as the Executive Committee may deem fit,
  - whether as a loan, line of credit, overdraft facility or any other form of credit facility as may be permitted under extant applicable law and as the Executive Committee may deem fit (**"Borrowings"**),
  - by offering, issuing and allotting debentures, bonds or any other debt security or such other instrument as may be permitted under extant applicable law and as the Executive Committee may deem fit (**"Offerings"**), and
  - in each case, on such terms as the Executive Committee may approve, sanction and/or ratify and as may be permitted under extant applicable law, and in relation to such Borrowings and/or Offerings, the Executive Committee be and is hereby also empowered to undertake all activities pertaining to the Borrowings and Offerings from time to time, including without limitation:
    - negotiating, finalizing and approving (a) the terms of Borrowings and Offerings, (b) allotment of securities and instruments under Offerings, (c) the terms of all agreements, deeds, letters (including sanction letters, engagement letters), term sheets, undertakings, documents including offer documents etc. in relation to the Borrowings and Offerings, (d) execution, delivery and performance of all agreements, deeds, letters (including sanction letters, engagement letters), term sheets, undertakings, documents including offer documents etc. in relation to the Borrowings and Offerings and (e) any modifications, variations, amendments, supplements (however fundamental they may be) thereto;
    - negotiating, finalizing and approving (a) creation of security in favour of the Lenders, debenture trustee and/ or the security trustee for the repayment of all amounts in connection with the Borrowings and Offerings, over movable and/or immovable properties of Mindspace Business Parks REIT and/or any SPVs of Mindspace Business Parks REIT, whether by way of pledge, hypothecation, mortgage, lien or any form of encumbrance, (b) terms of documents for creation of the aforesaid security for the Borrowings and Offerings, (c) execution, delivery and performance of documents for creation of the aforesaid security for the Borrowings and Offerings, (d) execution, presentation and registration of any documents before the sub registrar of assurances for creation of the aforesaid security for the Borrowings and Offerings and (e) any modifications, variations, amendments, supplements (however fundamental they may be) thereto;
    - liaising with and completing all legal, statutory, procedural, operational, registration, engagement and appointment related formalities for applying, borrowing, draw-down, repayment, prepayment, restructuring of the Borrowings and/or for marketing, issue, security creation, allotment, listing and redemption of securities and instruments offered under the Offerings, including (a) appointment of various intermediaries [including but not limited to debenture trustee(s), security trustee(s), merchant banker(s) and lead manager(s), arranger(s), registrar and transfer agent(s), custodians, legal and tax counsel(s), valuation agency(s), credit rating agency(ies), banker(s), depository(ies) subscriber(s), investor(s), underwriter(s), guarantor(s), escrow agent(s), consultant(s), advisor(s), auditor(s), chartered accountant(s), monitoring agency(ies), advertising agency(ies) and any other agency(ies) or person(s) or intermediary(ies)] and negotiating terms of their appointment and execution, delivery and performance of any agreements, letters and documents with them and any modifications, variations, amendments, supplements (however fundamental they may be) to such agreements, letters and documents, (b) filing / registering of any documents including the Information Memorandum with SEBI, the Stock Exchange(s), (c) payment of stamp duties, registration fees and all other stamp taxes, as required under applicable law and (d) approving, executing and submitting any other forms, documents, letters, undertakings or applications required to be filed with any other governmental/regulatory/statutory/quasi-judicial and judicial authorities, including any local authority, the Reserve Bank of India (**"RBI"**), SEBI, the central government, any





state government, the Ministry of Corporate Affairs, (as may be applicable), tax authorities and/or other governmental bodies or undertakings (collectively **“Governmental Authorities”**), in accordance with applicable law and (e) to do all acts in relation thereto;

- D. to seek, if required, the consent of the lenders, parties with whom the Asset SPVs have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Borrowings and Offerings,
- E. to negotiate, finalize, approve and settle and to execute where applicable and deliver or arrange the delivery of the draft and/or final offer document / information memorandum, offer letter or any other document inviting subscriptions to the securities and instruments offered under the Offerings (including any notices, amendments, addenda, corrigenda or supplements thereto), the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable with respect to the securities and instruments offered under the Offerings and to set up an online bidding mechanism on the electronic book platform of the Stock Exchanges, if required;
- F. to issue advertisements and/or notices as it may deem fit and proper in accordance with applicable law;
- G. to finalize the allotment of and to allot the securities and instruments offered under the Offerings on the basis of the applications received including the basis of the allotment;
- H. to authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses, including the stamp duty, registration costs and all other charges to be incurred in connection with the Borrowings and Offerings;
- I. giving or authorizing any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- J. approving terms of and acceptance or execution of the sanction letter, term sheet, Information Memorandum, application form etc. (including amending, varying or modifying the same, however fundamental they may be, as may be considered desirable or expedient), in relation to the Borrowings and Offerings;

- K. filing of the information memorandum with the Stock Exchange within the prescribed time period and setting up an online bidding mechanism on the electronic book platform of the Stock Exchanges, if required, in accordance with applicable law;
- L. filing and obtaining listing approval (in-principle and final), seeking the listing of the securities and instruments offered under the Offerings on the Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;
- M. authorizing the maintenance of a register of debenture holders;
- N. dealing with all matters relating to the issue, allotment and listing of the securities and instruments offered under the Offerings including but not limited to as specified under the SEBI (Real Estate Investment Trusts) Regulations, 2014 (**“REIT Regulations”**), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Debenture Trustees) Regulations, 1993, guidelines issued by SEBI titled ‘Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs)’ dated April 13, 2018, as may be amended from time to time (**“REIT Debenture Guidelines”**), guidelines issued by SEBI titled ‘Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures dated September 28, 2011, as may be amended from time to time (**“MLD Guidelines”**) and other circulars, directives and regulations issued by SEBI and other regulatory/governmental/statutory bodies, from time to time;
- O. accepting and utilizing the proceeds of the Borrowings and Offerings in the manner provided under the respective agreements, deeds, letters, documents etc. to be executed in relation to the Borrowings and Offerings and the applicable law with power to amend the utilization in accordance with applicable laws and the respective agreements, deeds, letters, documents etc. to be executed in relation to the Borrowings and Offerings;
- P. deciding the pricing and all the other terms of the Borrowings and Offerings (including interest, repayment, prepayment, coupon, redemption amounts and all other monies payable in relation to the Borrowings and Offerings), and all other related matters;
- Q. appointing the registrar and any other intermediaries and security trustee / debenture trustee in relation to the Borrowings and Offerings, in accordance with the provisions of the REIT Regulations and other applicable

law and entering into the required agreements with all intermediaries and security trustee / debenture trustee; and

- R. designing, approving and laying down such standard operating procedures (**“SOPs”**), authority matrix and other processes as it may deem fit for Borrowings and Offerings and reviewing and revising the same from time to time,
- S. to open, operate, close or change the operating instructions of any bank accounts, demat accounts, escrow account, investment account, and authorize any person(s) (a) for execution of any application, form, KYC, declaration, disclosure, affidavit and any other submission required to be made in respect of any such account and (b) for operation of any such account, from time to time and to avail additional facilities and features such as online access, net-banking services, cash management, treasury management from bankers, depository participants and other intermediaries,
- T. to (a) do any other act and/or deed, (b) negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, (c) settle any questions or difficulties that may arise for giving effect to this resolution, and (d) give such direction as it deems fit or as may be necessary or desirable with regard, and

(xx) To design, approve, lay down and revise from time to time, such Standard Operating Procedures (**“SOPs”**) and Delegation of Authority Matrix for day to day management of the business (including laying down monetary limits, appointment of third party consultants, advisors, contractors, agents, etc. as the case may be, authority to make filings to government authorities etc., sign and execute various documents or writings as may be required for day to day management of the business, etc.) to the employees of the Manager or such other persons as the Executive Committee may deem fit.

## Remuneration of members

Remuneration to the members is paid in the form of sitting fees for attending Board / Committee meetings. Further, Mr. Deepak Ghaisas, Chairperson, is paid a commission at 0.75% of the total fee earned by the Manager from Mindspace REIT and the Asset SPVs in a given financial year, subject to a maximum of ₹ 45,00,000 (Rupees Forty-Five Lakhs only) in addition to the sitting fees paid for attending Board / Committee meetings.

During the financial year ended March 31, 2022, following sitting fees were paid to the Board members:

Name of the member	Amt paid in (₹)
Mr . Deepak Ghaisas (sitting fees)	24,00,000
Mr . Bobby Parikh	16,50,000
Ms . Manisha Girotra	6,00,000
Mr . Ravi Raheja	9,00,000

Name of the member	Amt paid in (₹)
Mr . Neel Raheja	16,00,000
Mr . Manish Kejriwal #	1,50,000

# Appointed wef February 2, 2022

**Note:** Mr. Alan Miyasaki did not take any fees for the meetings held till the date of his resignation i.e. December 27, 2021.

Further, during the financial year ended March 31, 2022, Mr. Deepak Ghaisas, Chairperson of the Board, was also paid commission of ₹ 36,80,000.

For the advisory services rendered by Bobby Parikh Associates, (a) with respect to tax matters of Mindspace REIT and its Asset SPVs, fees of ₹ 15,20,186 was paid and (b) with respect to tax matters of the Manager fees of 27,91,675 was paid, during the financial year ended March 31, 2022.

## Board Evaluation

The annual performance evaluation of the Chairperson, the Board and that of its Committees, Independent Members and Non-Independent Members as per the mechanism for such evaluation was carried out by the Nomination and Remuneration Committee and the Board.

A structured questionnaire was prepared which covered aspects of the Board's/Committee's functioning such as Board/Committee Composition, meetings and procedures, adequate independence of the Committee, Committee's recommendations contributing effectively to the decisions of the Board.

The evaluation of performance of Individual Member of the Board was carried out to evaluate the sufficient understanding and knowledge of the entity and the sector in which it operates, adherence to ethical standards & code of conduct, understanding towards governance, regulatory, financial, fiduciary and ethical requirements of the Board and Committees. The results of the evaluation process was informed to the Nomination and Remuneration Committee and noted by Board at its respective meetings held on May 12, 2022.

## Familiarisation Programme for Independent Members

An orientation program is provided to all the new Independent members inducted into the Board. Through familiarisation program, they are introduced to the structure of Mindspace REIT, composition of Board and Committees, Management team, Portfolio overview and Key REIT India Guidelines. The details of the familiarization program are also available on the Mindspace REIT website.

Further at the time of the appointment of an Independent member, the Company issues a formal letter of appointment outlining terms and conditions of the appointment. The format of the letter of appointment is available on the Mindspace REIT website.

## Key Policies of the Manager in relation to Mindspace REIT

As on the date of this report, the Manager has adopted the



following key policies in relation to Mindspace REIT. Website link to the said policies are provided below.

#### Borrowing Policy:

[https://www.mindspacereit.com/wp-content/uploads/2021/11/2021.08.13\\_Borrowing\\_Policy.pdf](https://www.mindspacereit.com/wp-content/uploads/2021/11/2021.08.13_Borrowing_Policy.pdf)

#### Policy on Related Party Transactions and Conflict of Interest:

<https://www.mindspacereit.com/wp-content/uploads/2021/11/Related-Party-Transactions-Policy.pdf>

#### Distributions Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/DISTRIBUTIONS-POLICY.pdf>

#### Policy on Appointment of Auditor and Valuer:

[https://www.mindspacereit.com/wp-content/uploads/2021/11/2021.08.13\\_Policy-on-Appointment-of-Auditor-and-Valuer.pdf](https://www.mindspacereit.com/wp-content/uploads/2021/11/2021.08.13_Policy-on-Appointment-of-Auditor-and-Valuer.pdf)

#### Policy on unpublished price sensitive information and dealing in units:

<https://www.mindspacereit.com/wp-content/uploads/2021/11/Prohibition-of-Insider-Trading-Policy.pdf>

#### Policy for determination of materiality of events / information to be disclosed to Stock Exchange

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-FOR-DETERMINATION-OF->

[MATERIALITY-OF-EVENTS-INFORMATION-TO-BE-DISCLOSED-TO-STOCK-EXCHANGE.pdf](https://www.mindspacereit.com/wp-content/uploads/2021/05/DOCUMENT-ARCHIVAL-POLICY.pdf)

#### Document Archival Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/DOCUMENT-ARCHIVAL-POLICY.pdf>

#### Nomination and Remuneration Policy:

[https://www.mindspacereit.com/wp-content/uploads/2021/11/2021.08.13\\_Nomination-and-Remuneration\\_Policy.pdf](https://www.mindspacereit.com/wp-content/uploads/2021/11/2021.08.13_Nomination-and-Remuneration_Policy.pdf)

#### Code of Conduct Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/11/Code-of-Conduct-Policy.pdf>

#### Whistle Blower Policy

<https://www.mindspacereit.com/wp-content/uploads/2021/11/Whistle-Blower-Policy.pdf>

#### Familiarisation Programme for Independent Members:

[https://www.mindspacereit.com/wp-content/uploads/2022/04/2019.12.24\\_Familiarisation-Programme-for-Independent-Directors.pdf](https://www.mindspacereit.com/wp-content/uploads/2022/04/2019.12.24_Familiarisation-Programme-for-Independent-Directors.pdf)

#### Format of appointment of Independent Members letter

<https://www.mindspacereit.com/wp-content/uploads/2021/12/Term-and-conditions-of-appointment-of-Independent-Members.pdf>

#### Unitholders

As on March 31, 2022, Mindspace REIT had 24,683 unitholders. Category wise break-down of the composition of the unitholders as on March 31, 2022 is as follows:

Category	Category of Unit holder	No. of Units Held	As a % of Total Out-standing Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held
(A)	Sponsor(s) / Manager and their associate/ related parties and Sponsor Group						
(1)	Indian						
(a)	Individuals / HUF	8,12,26,271	13.70	0	0.00	3,25,27,465	40.05
(b)	Central/State Govt .	-	0.00	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	-	0.00	0	0.00	0	0.00
(d)	Any Other						
1	Trust	38,78,777	0.65	0	0.00	0	0.00
2	Bodies Corporates	28,97,92,033	48.87	14,82,54,546	51.16	15,42,73,263	53.24
	Sub- Total (A) (1)	37,48,97,081	63.22	14,82,54,546	39.55	18,68,00,728	49.83
(2)	Foreign						
(a)	Individuals (Non Resident Indians / Foreign Individuals)	0.00	0.00	0.00	0.00	0.00	0.00
(b)	Foreign government	0.00	0.00	0	0.00	0	0.00
(c)	Institutions	0.00	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investors	0.00	0.00	0	0.00	0	0.00
(e)	Any Other (Specify)	0.00	0.00	0	0.00	0	0.00
	Sub- Total (A) (2)	0.00	0.00	0	0.00	0	0.00
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	37,48,97,081	63.22	14,82,54,546	39.55	18,68,00,728	49.83

(B)	Public Holding	No. of units	As a % of total units held
(1)	<b>Institutions</b>		
(a)	Mutual Funds	12,50,715	0.21
(b)	Financial Institutions/Banks	-	0.00
(c)	Central/State Govt.	-	0.00
(d)	Venture Capital Funds	-	0.00
(e)	Insurance Companies	64,35,764	1.09
(f)	Provident/pension funds	4,06,178	0.07
(g)	Foreign Portfolio Investors	13,26,65,902	22.37
(h)	Foreign Venture Capital investors	-	0.00
(i)	Any Other (specify)	-	0.00
1	Bodies Corporates	-	0.00
2	Alternative Investment Funds	36,52,466	0.62
	<b>Sub- Total (B) (1)</b>	<b>14,44,11,025</b>	<b>24.35</b>
(2)	<b>Non - Institutions</b>		
(a)	Central Government/State Governments(s)/President of India	-	0.00
(b)	Individuals	5,26,28,623	8.87
(c)	NBFCs registered with RBI	11,45,200	0.19
(d)	Any Other (specify)		0.00
1	Trusts	38,400	0.01
2	Non Resident Indians	24,73,710	0.42
3	Clearing Members	57,969	0.01
4	Bodies Corporates	1,73,66,174	2.93
	<b>Sub- Total (B) (2)</b>	<b>7,37,10,076</b>	<b>12.43</b>
	<b>Total Public Unit holding (B) = (B)(1)+(B)(2)</b>	<b>21,81,21,101</b>	<b>36.78</b>
	<b>Total Units Outstanding (C) = (A) + (B)</b>	<b>59,30,18,182</b>	<b>100.00</b>

Category	Sponsor Group Unitholding#			No. of units mandatorily held		Number of units pledged or otherwise encumbered	
	Name of the Sponsors	No. of Units Held	As a % of Total Out-standing Units	No. of units	As a % of total units held	No. of units	As a % of total units held
1	Ravi Chandru Raheja	84,31,534	1.42	0	0.00	0	0.00
2	Neel Chandru Raheja	1,68,63,069	2.84	0	0.00	0	0.00
3	Chandru Lachmandas Raheja	3,26,34,433	5.50	0	0.00	3,25,27,465	99.67
4	Jyoti Chandru Raheja	1,48,65,700	2.51	0	0.00	0	0.00
5	Capstan Trading LLP	4,10,95,719	6.93	3,63,49,047	88.45	0	0
6	Casa Maria Properties LLP	4,10,95,719	6.93	4,10,95,719	100.00	0	0
7	Palm Shelter Estate Development LLP	4,10,95,719	6.93	0	0.00	2,71,90,548	66.16
8	Raghukool Estate Development LLP	3,62,12,069	6.11	0	0.00	1,77,31,322	48.97
9	Genext Hardware & Parks Private Limited	2,28,86,731	3.86	0	0.00	2,28,86,731	100.00
10	K Raheja Corp Private Limited	3,65,96,296	6.17	0	0.00	3,60,58,116	98.53
11	Chandru Lachmandas Raheja*	38,78,777	0.65	0	0.00	0	0
12	Sumati Ravi Raheja	84,31,535	1.42	0	0.00	0	0

# Sponsor group holding is mentioned on first name basis

\*held for and on behalf of Ivory Property Trust



Category	Public Holding more than 1% Units		
	Name of the Unitholders	No. of Units Held	As a % of Total Out- standing Units
1	PLATINUM ILLUMINATION A , 2018 TRUST	5,43,75,000	9.17
2	CAPITAL INCOME BUILDER	2,14,91,600	3.62
3	GOVERNMENT OF SINGAPORE	1,87,69,039	3.17
4	SMALLCAP WORLD FUND INC	90,00,000	1.52

#### Meetings of the unitholders

The First Annual Meeting of the unit holders was held through Video Conferencing (“**VC**”) /other Audio Visual Means (“**OAVM**”) on Tuesday, June 29, 2021 at 2.00 p.m. (IST)

The second annual meeting of the unitholders is scheduled to be held on Wednesday, June 29, 2022 at 03:30 p.m. through VC or through other OAVM in terms of SEBI circular SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2021/697 dated December 22, 2021. The venue of the Meeting shall be deemed to be the 15<sup>th</sup> Floor at the principal place of business of the Mindspace REIT situated at Raheja Tower, Level 8, Block ‘G’, C-30, Bandra Kurla Complex, Mumbai – 400 051.

#### Financial Year

The Financial year of Mindspace REIT starts from April 1 and ends on March 31 every year.

#### Distribution History

The details of distribution declared by Mindspace REIT during financial year ended March 31, 2022, are as follows:

Date of Board meeting	Type of Distribution	Distribution (in ₹)	Record Date	Payment Date
May 14, 2021	Dividend and interest	₹ 4.81/- per unit	May 21, 2021	May 28, 2021
August 13, 2021	Dividend and interest	₹ 4.60/- per unit	August 19, 2021	August 26, 2021
November 12, 2021	Dividend and interest	₹ 4.60/- per unit	November 18, 2021	November 25, 2021
February 10, 2022	Dividend, interest and other income	₹ 4.64/- per unit	February 16, 2022	February 23, 2022

#### Listing Details

The securities issued by Mindspace REIT are listed on the following Stock Exchanges:

Name and Address of the Stock Exchange	Security Type	Scrip Code	ISIN code
<b>BSE Limited (“BSE”)</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001	Units	543217	INE0CCU25019
	Secured, listed, senior, taxable, non-cumulative, rated, redeemable, Non-Convertible Debentures Series 1	960327	INE0CCU07025
	10 yr G-Sec Linked Secured Rated Listed Principal Protected Market Linked Non-Convertible Debenture Series 2	973070	INE0CCU07041
	10 Yr G-Sec Linked, Secured, Guaranteed, Senior, Taxable, Non-Cumulative, Rated, Redeemable, Non-Convertible Private Placement of Debentures	960104	INE0CCU07017
	Secured, listed, senior, taxable, non-cumulative, rated, redeemable, Non-Convertible Debenture Series 2	973069	INE0CCU07033
National Stock Exchange of India Limited (“NSE”) Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	Senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures Series 3	973754	INE0CCU07058
	Units	MINDSPACE	INE0CCU25019

The annual listing fees for the financial year ended March 31, 2022, have been duly paid to the Stock Exchanges where the units and debentures of Mindspace REIT are listed.

#### Disclosure of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Manager and the Asset SPVs have not received any complaint of sexual harassment during the financial year ended March 31, 2022.

#### SEBI Complaints Redress System (SCORES)

The investor complaints on SCORES are processed by SEBI in a centralized web based complaints redress system.

The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Mindspace REIT is registered on SCORES and Manager makes

#### For units:

Opening Balance	Received during the financial year ended March 31, 2022	Resolved during the financial year ended March 31, 2022	Closing Balance
0	559	559	0

#### For Debentures (includes all series of debentures issued by Mindspace REIT):

Opening Balance	Received during the financial year ended March 31, 2022	Resolved during the financial year ended March 31, 2022	Closing Balance
0	0	0	0

#### Compliance Officer and Address for Correspondence

Mr. Narendra Rahalkar\*  
Raheja Tower, Plot No. C-30, Block ‘G’,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051  
Phone: +91 – 22- 2656 4000

\*Mr. Rohit Bhasse resigned as Compliance Officer w.e.f. commencement of business hours of July 5, 2021 and Ms. Preeti Chheda was appointed as Compliance Officer w.e.f. commencement of business hours of July 5, 2021. Subsequently, Ms. Preeti Chheda resigned as Compliance Officer w.e.f. closure of business hours of November 12, 2021 and Mr. Narendra Rahalkar was appointed as Compliance Officer w.e.f. commencement of business hours of November 13, 2021.

#### Statutory Auditors

Deloitte Haskins & Sells LLP (ICAI Firm Registration No.: 117366W/W-100018) Chartered Accountants, having their office at Indiabulls Finance Centre, Tower 3, 27<sup>th</sup>-32<sup>nd</sup> Floor, Senapati Bapat Marg, Elphinstone Mill Compound, Elphinstone (W), Mumbai-400 013, Maharashtra, India, have been appointed as the Statutory Auditors of Mindspace REIT for a period of three years i.e. for the financial year ended March 31, 2020, March 31, 2021 and March 31, 2022.

#### Internal Auditor

PricewaterhouseCoopers Private Limited, Chartered Accountants, having their office at 8<sup>th</sup> Floor, Nesco IT Park, Gate No. 3, Goregaon East, Mumbai 400063 have been appointed as the Internal Auditors of Mindspace REIT and its Asset SPVs for the financial year ended March 31, 2022.

#### Secretarial Auditor

MMJB & Associates, LLP, Company Secretaries (“**Secretarial Auditor**”), having office at 803-804, Ecstasy, City of Joy, JSD Road, Mulund-West, Mumbai-400080, had been appointed as the Secretarial Auditor of Mindspace REIT for the financial year ended March 31, 2022.

every effort to resolve all investor complaints received through SCORES or otherwise, within the statutory time limit from the receipt of the complaint.

There were no complaints received on SCORES during the financial year ended March 31, 2022.

#### Investor complaints

Details of investor complaints received and redressed during the financial year ended March 31, 2022 are as follows:

The Secretarial Auditor had conducted Secretarial Audit of the Mindspace REIT for the financial year 2021-22 and their Report is annexed to this report as **Annexure 1**. There were no qualifications, observations or adverse remarks mentioned in the said Report.

#### Valuer

Mr. Shubhendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class 'Land and Building' under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017, bearing registration No. – IBBI/RV/05/2019/11552, has been appointed as the valuer of Mindspace REIT, for a period of 3 years i.e. for the financial year ended March 31, 2021, March 31, 2022 and March 31, 2023.

#### Registrar and Transfer Agent (Units)

Name and Address: Kfin Technologies Limited (formerly Kfin Technologies Private Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Telangana, India

Telephone: +91 40 6716 2222  
E-mail: kraheja.reit@kfintech.com  
Website: http://www.kfintech.com

#### Registrar and Transfer Agent (Debentures):

Name and Address: Link Intime India Private Limited, 247 Park, C 101 1<sup>st</sup> Floor, LBS Marg, Vikhroli (W), Mumbai – 400 083  
Telephone: +91 22 49186000  
E-mail: debtca@linkintime.co.in  
Website: www.linkintime.co.in

#### Publications

The information required to be disclosed to the stock exchanges (including to financial results, press releases, presentations made to the investors, etc.) have been duly submitted to the





National Stock Exchange of India Limited and BSE Limited as well as uploaded on Mindspace REIT’s website.

Annual Report

In view of the outbreak of Covid-19, social distancing imposed, restricted movement of goods and persons and as a part of ‘go green initiative’ encouraged by the government, we had informed the unit holders, who had registered their email id with their respective depository participants, through an email address, and the rest of the unit holders through a letter, that the annual report for the financial year ended March 31, 2021 (“**Annual Report**”) was uploaded on the website of Mindspace Business Parks REIT. Further, unitholders were also informed that in case any unit holder required a physical copy of the Annual Report, the Manager would arrange to provide the same.

Half Yearly Report

The half yearly report for the half year ended September 30, 2021 (“**Half Yearly Report**”) was uploaded on the website of

Mindspace Business Parks REIT. Further, unitholders were also informed that in case any unit holder required a physical copy of the Half Yearly Report, the Manager would arrange to provide the same.

Unmodified Opinion

The statutory auditors have given an unmodified opinion on the financial statements of Mindspace REIT for the financial year ended March 31, 2022.

Reporting of Internal Auditor

The Internal Auditors are regularly invited to the meetings of Audit Committee to make presentation on various internal controls followed and exercised by Mindspace REIT and its Asset SPVs together with observations, if any, during the course of their Internal Audit.

Market price data

Monthly High, Low (based on daily closing prices) and the number of REIT units traded during each month for the financial year ended March 31, 2022 on the BSE and NSE:

Month	BSE			NSE		
	High Price (In ₹)	Low Price (In ₹)	Total No. of units traded	High Price (In ₹)	Low Price (In ₹)	Total No. of units traded
April - 2021	302	292	4,49,800	303	291	31,59,800
May - 2021	299	276	4,63,600	299	275	57,86,600
June - 2021	295	277	3,76,800	295	277	73,44,000
July - 2021	284	280	3,49,000	286	280	54,16,200
August - 2021	296	285	4,15,501	296	285	42,01,491
September - 21	307	289	2,50,521	307	289	70,03,164
October - 2021	331	306	6,12,734	331	306	72,18,240
November - 2021	329	306	2,06,850	331	317	23,30,098
December - 2021	333	318	1,87,426	333	319	36,07,104
January - 2022	349	324	5,52,21,433	350	324	31,30,931
February - 2022	361	344	1,63,049	362	345	27,05,197
March - 2022	355	341	1,21,114	355	341	28,09,987

Transfer of units

The units of Mindspace REIT were issued in dematerialized form and transfers, if any, of such units are effected through the depositories in dematerialized form.

Green Initiative

In view of ‘go green initiative’ encouraged by the government, we intend to send various communication to the unitholders via email. This will not only enable a quick despatch but will also help us to create a sustainable environment. Therefore, we request you to update your correct email addresses with your depository participant so that all future communication can be sent to your respective email addresses.

Digital initiative

The unitholders whose correct bank details are updated in the records of the depositories as on the record date, shall be paid the distribution amount via net-banking modes such as NACH / NEFT / RTGS etc. and other unitholders shall be paid the distribution via demand draft, which shall be couriered to their registered address. Therefore, we request you to update your correct bank accounts details with your depository participant so that future distributions, if any, can be remitted directly to your bank account.

FORM NO. MR.3  
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31<sup>st</sup> March , 2022  
[Pursuant to section 204(1) of the Companies Act , 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules , 2014]

To  
The Unitholders,  
Mindspace Business Parks REIT.  
Level 8, Block ‘G’, C-30, Raheja Tower,  
Bandra Kurla Complex,  
Maharashtra, Mumbai: 400051.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mindspace Business Parks REIT (hereinafter ‘REIT’) to be ensured by K. Raheja Corp Investment Managers LLP acting as Manger (hereinafter ‘the Manager’)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Auditor’s Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified Opinion:

Based on our verification of the REIT’s and Manager’s books, papers, minute books, forms and returns filed and other records maintained by the REIT’s and Manager and also the information provided by the Manager, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the REIT’s and Manager has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 (hereinafter called the ‘**Audit Period**’) complied with the statutory provisions listed hereunder and also that the Manager has proper Governing Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Manager for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- (i)

The Companies Act, 2013 (the Act), and the rules made there under; **(Not Applicable)**
- (ii)

The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii)

The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv)

Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable during Audit Period)**
- (v)

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -

a.

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable during Audit Period)**

b.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c.

Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; to the extent applicable

d.

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during Audit Period)**

e.

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)

f.

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g.

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India
- 164
- MINDSPACE BUSINESS PARKS REIT
- ANNUAL REPORT 2021-22
- 165





(Delisting of Equity Shares) Regulations, 2021;  
**(Not Applicable during Audit Period)**

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during Audit Period)**
- i. The Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 read with applicable circulars issued from time to time.

We have also examined compliance with the applicable clauses of following

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 to the extent applicable to the Manager.

**Further, the listed entity being High Value Debt Listed Entity, the manager on behalf of listed entity is complying with the provisions of Listing Regulations on Comply and Explain basis and is in the process of full compliance**

- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India is not applicable to the Manager. (Not Applicable)

During the period under review the REIT and Manager has complied with the provisions of the Rules, Regulations, Guidelines etc mentioned above.

### We further report that

The Governing Board of the Manager of the REIT is duly constituted with proper balance of Non-Executive Members and Independent Members. The changes in the composition of the Governing Board that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Governing Board members of the managers to schedule the Governing Board meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Governing Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Governing Board or Committee of the Board, as the case may be.

**We further report that** there are reasonably adequate systems and processes with the Manager in commensurate with the size and operations of the REIT to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the REIT has allotted 5000 seniors, listed, rated, secured, taxable, non-convertible, transferable, redeemable, non-convertible debentures for a nominal amount of INR 10,00,000/- per debenture.

**MMJB & Associates LLP**  
**Practicing Company Secretaries**

**Deepti Kulkarni**  
FCS : 34733  
CP : 22502  
PR : 904/2020  
UDIN : A034733D000312131

Date : 12.05.2022  
Place : Mumbai

\*This report is to be read with our letter of event date which is annexed as Annexure A and forms an integral part of this report.

### Annexure A

To  
Unitholders,  
Mindspace Business Parks REIT,  
Level 8, Block 'G', C-30, Raheja Tower,  
Bandra Kurla Complex,  
Maharashtra, Mumbai: 400051.

Our report of event date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Managers. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Managers.

Date : 12.05.2022  
Place : Mumbai

**MMJB & Associates LLP**  
**Practicing Company Secretaries**

**Deepti Kulkarni**  
FCS : 34733  
CP : 22502  
PR : 904/2020  
UDIN : A034733D000312131

# Independent Auditor's Report

To The Unitholders of Mindspace Business Parks REIT

## Report on the Audit of Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Mindspace Business Parks REIT (the "REIT"), which comprise the Standalone Balance Sheet as at March 31, 2022, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Unitholders' Equity for the year then ended, Standalone Statement of Net Assets at fair value as at March 31, 2022 and Standalone Statement of Total Returns at fair value for the year then ended, Statement of Net Distributable Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India to the extent not inconsistent with the REIT Regulations, of the state of affairs of the REIT as at March 31, 2022, and its profit including other comprehensive income, its cash flows, its changes in unitholders' equity for the year ended March 31, 2022, its net assets at fair value as at March 31, 2022,

total returns at fair value and the net distributable cash flows of the REIT for the year ended on that date and other financial information of the REIT.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"), issued by Institute of Chartered Accountants of India (the "ICAI"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Standalone Financial Statements' section of our report. We are independent of the REIT in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Emphasis of matter

We draw attention to Note 2 which describes the Basis of preparation of standalone financial statements and Note 14 which describes the presentation of "Unit Capital" as "Equity" instead of compound financial instrument to comply with the REIT Regulations. Our opinion is not modified in respect of this matter.

### Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the standalone financial statements of the current period. This matter was addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter:	Auditor's Response:
<p><b>Fair Value of investments in special purpose vehicles (SPVs):</b></p> <p>In accordance with REIT Regulations, the REIT discloses Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets and liabilities. As at March 31, 2022, the carrying value of total assets was ₹ 183,020 million, out of which carrying value of investments in SPVs was ₹ 153,103 million representing 84% of carrying value of total asset.</p> <p>The fair value of investments in SPVs is primarily determined basis the fair value of the underlying investment properties as at March 31, 2022.</p> <p>The fair value of investment properties is determined by an independent valuer using discounted cash flow method and mix of market approach and discounted cash flow method, as applicable.</p> <p>While there are several assumptions that are required to determine the fair value of investment properties; assumptions with the highest degree of estimate, subjectivity and impact on fair values are forecasted market rent, terminal capitalization rate and discount rate. Auditing these assumptions required a high degree of auditor judgement as the estimates made by the independent valuer contains significant measurement uncertainty.</p> <p>Refer Statement of Net assets at fair value and Statement of total returns at fair value and Note 4 – Investments in the standalone financial statements.</p>	<p><b>Principal Audit Procedures Performed:</b></p> <p>Our audit procedures related to the forecasted market rent, terminal capitalization rates and discount rate used to determine the fair value of investment properties included the following, among others:</p> <ul style="list-style-type: none"> <li>We obtained the independent valuer's valuation reports to obtain an understanding of the source of information used by the independent valuer in determining these assumptions.</li> <li>We tested the reasonableness of inputs shared by management with the independent valuer by comparing it to source information used in preparing the inputs.</li> <li>We evaluated the reasonableness of management's forecasted market rent by comparing it with sample of lease agreements for market rentals, and contractual lease escalations.</li> <li>With the assistance of our fair valuation specialist, we evaluated the reasonableness of forecasted market rent, terminal capitalization rates and discount rate by comparing it with market information such as recent market transactions for comparable properties, market surveys by property consultants and broker quotes, as applicable.</li> </ul>

FINANCIAL STATEMENTS	169
Standalone	169
Consolidated	218
SUMMARY VALUATION REPORT	311



## Information Other than the Financial Statements and Auditor's Report Thereon

- K. Raheja Corp Investment Manager LLP (the 'Investment Manager') acting in its capacity as an Investment Manager of REIT is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Standalone Financial Statements

The Governing Board of the Investment Manager (the "Management") is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows, changes in unitholders' equity, net assets at fair value, total returns at fair value and the net distributable cash flows of the REIT in accordance with the requirements of the REIT Regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT Regulations. This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the REIT and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Governing Board of Investment Manager is responsible for assessing the REIT's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the REIT or to cease operations, or has no realistic alternative but to do so.

The Management is also responsible for overseeing the financial reporting process of REIT.

## Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the REIT's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the REIT's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the REIT to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the Standalone financial statements of the REIT to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably

be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

Based on our audit and as required by REIT regulations, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Unitholders' Equity, and Statement of Net Distributable Cashflows dealt with by this Report are in agreement with the relevant books of account of the REIT.
- c) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT Regulations.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Reg. No. 117366W/W-100018)

**Nilesh Shah**  
Partner

(Membership No. 49660)

Mumbai, May 12, 2022 (UDIN: 22049660AIVMTU1653)





# Standalone Balance Sheet

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)			
	Note	As at 31 March 2022	As at 31 March 2021
<b>Assets</b>			
<b>Non - current assets</b>			
Financial assets			
- Investments	4	153,103	153,103
- Loans	5	21,268	21,178
- Other financial assets	6	262	214
Other non - current assets	7	4	4
Current tax assets (net)	8	-	-
<b>Total non - current assets</b>		<b>174,637</b>	<b>174,499</b>
<b>Current assets</b>			
Financial assets			
- Loans	9	5,000	-
- Cash and cash equivalents	10	2,814	2,938
- Other financial assets	11	560	2
Other current assets	12	9	9
<b>Total current assets</b>		<b>8,383</b>	<b>2,949</b>
<b>Total assets</b>		<b>183,020</b>	<b>177,448</b>
<b>Equity and Liabilities</b>			
<b>EQUITY</b>			
Corpus	13	0	0
Unit capital	14	162,839	162,839
Other equity	15	2,919	2,950
<b>Total equity</b>		<b>165,758</b>	<b>165,789</b>
<b>LIABILITIES</b>			
<b>Non - current liabilities</b>			
Financial liabilities			
- Borrowings	16	11,422	11,425
- Other financial liabilities	17	271	193
<b>Total non - current liabilities</b>		<b>11,692</b>	<b>11,618</b>
<b>Current liabilities</b>			
Financial liabilities			
- Borrowings	18	4,997	-
- Trade payables	19		
- total outstanding dues of micro and small enterprises ; and		1	-
- total outstanding dues of Creditors other than micro and small enterprises		9	13
- Other financial liabilities	20	560	19
Other current liabilities	21	1	6
Current tax liabilities (net)	22	1	3
<b>Total current liabilities</b>		<b>5,569</b>	<b>41</b>
<b>Total liabilities</b>		<b>17,262</b>	<b>11,659</b>
<b>Total equity and liabilities</b>		<b>183,020</b>	<b>177,448</b>
Significant accounting policies	3		
See the accompanying notes to the Standalone financial statements	4 - 43		

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

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

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12 - May - 2022

**Neel C . Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12 - May - 2022

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12 - May - 2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12 - May - 2022

# Standalone Statement of Profit and Loss

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)			
	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Income and gains</b>			
Interest	23	1,677	789
Dividend		10,337	5,344
Other Income	24	11	12
<b>Total Income</b>		<b>12,025</b>	<b>6,145</b>
<b>Expenses</b>			
Valuation expenses		9	9
Audit fees		5	7
Insurance expenses		1	0
Management fees		64	34
Trustee fees		2	2
Legal and professional fees		24	17
Other expenses	25	17	7
<b>Total Expenses</b>		<b>122</b>	<b>76</b>
<b>Earnings before finance costs , depreciation , amortisation and tax</b>		<b>11,903</b>	<b>6,069</b>
Finance costs	26	867	230
Depreciation and amortisation expense		-	-
<b>Profit before tax</b>		<b>11,036</b>	<b>5,839</b>
<b>Tax expense :</b>	27		
Current tax		6	5
Deferred tax		-	-
		<b>6</b>	<b>5</b>
<b>Profit for the year</b>		<b>11,030</b>	<b>5,834</b>
<b>Items of other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss		-	-
- Remeasurements of defined benefit liability , net of tax		-	-
<b>Total comprehensive income for the year</b>		<b>11,030</b>	<b>5,834</b>
<b>Earning per unit</b>	28		
Basic (not annualised)		18.60	14.67
Diluted (not annualised)		18.60	14.67
Significant accounting policies	3		
See the accompanying notes to the Standalone Financial Statements .	4 - 43		

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

for and on behalf of the Governing Board of  
**K Raheja Corp Investment Managers LLP**  
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**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12 - May - 2022





# Standalone Statement of Cash Flow

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Cash flows from operating activities</b>		
<b>Profit before tax</b>	11,036	5,839
Adjustments :		
Interest income	(1,677)	(789)
Dividend income	(10,337)	(5,344)
Guarantee commission fees	(9)	(7)
Net gains/(losses) on financial assets at fair value through profit or loss	-	(3)
Gain on redemption of mutual fund units	(2)	(2)
Finance costs	867	230
<b>Operating cash flows before working capital changes</b>	<b>(122)</b>	<b>(76)</b>
Changes in :		
(Increase) / Decrease in financial and other assets	0	(13)
Increase / (Decrease) in financial and other liabilities	8	(26)
Increase / (Decrease) in Trade payables	(4)	12
<b>Cash (used in)/ generated from operations</b>	<b>(118)</b>	<b>(103)</b>
Income taxes paid , net	(7)	(3)
<b>Net cash generated / (used in) from operating activities</b>	<b>(125)</b>	<b>(106)</b>
<b>Cash flow from investing activities</b>		
Loans given to SPVs	(26,611)	(26,682)
Loans repaid by SPVs	21,520	5,504
Purchase of Investments (Preference shares)	-	(334)
Investment in mutual fund	(1,945)	(7,525)
Proceeds from Redemption of mutual fund	1,947	7,527
Proceeds from Redemption of Preference shares	-	337
Investment in fixed deposits	(1,425)	(387)
Maturity proceeds of fixed deposits	1,427	388
Dividend received	10,337	5,344
Interest received	1,080	581
<b>Net cash generated / (used in) investing activities</b>	<b>6,330</b>	<b>(15,247)</b>

# Standalone Statement of Cash Flow

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Cash flow from financing activities</b>		
Proceeds from issue of units	-	10,000
Loans taken from SPVs	-	150
Loans repaid to SPVs	-	(150)
Collection towards Offer For Sale	-	35,000
Corpus received	-	-
Payment to Sponsor Group and Blackstone entities in respect of Offer For Sale	-	(35,000)
Expenses incurred towards Initial Public Offering	-	(264)
Proceeds from issue of debentures	5,000	11,500
Distribution to unit holders	(11,060)	(2,835)
Recovery Expense Fund Deposits	(1)	(1)
Interest paid	(232)	(39)
Debentures issue expenses	(36)	(70)
<b>Net cash generated / (used in) from financing activities</b>	<b>(6,329)</b>	<b>18,291</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(124)</b>	<b>2,938</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>2,938</b>	<b>0</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>2,814</b>	<b>2,938</b>
<b>Cash and cash equivalents comprise :</b>		
Cash on hand	-	-
Balances with banks		
- in current accounts	2,814	2,888
- in escrow accounts	-	-
Fixed deposits with original maturity less than 3 months	-	50
<b>Cash and cash equivalents at the end of the year (refer note 10)</b>	<b>2,814</b>	<b>2,938</b>

Note : The Trust had issued Units in exchange for investments in SPVs during the period ended 30 September 2020 . The same has not been reflected in Standalone Statement of Cash Flows during the period ended 31 March 2021 since these were non - cash transactions . (refer note 14(iii))

The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows

Significant accounting policies 3  
See the accompanying notes to the Standalone Financial Statements . 4-43

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12 - May - 2022

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

**Neel C . Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12 - May - 2022

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12 - May - 2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12 - May - 2022



# Standalone Statement of changes in Unitholder's Equity

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## A. Corpus

	Amount
Balance as on 1 April 2020	0
Additions during the year	-
<b>Balance as on 31 March 2021</b>	<b>0</b>
<b>Balance as on 1 April 2021</b>	<b>0</b>
Additions during the year	-
<b>Closing balance as at 31 March 2022</b>	<b>0</b>

## B. Unit Capital

	Amount
Balance as on 1 April 2020	-
Add : Units issued during the year (refer note 14)	163,080
Less : Issue expenses	(241)
<b>Balance as on 31 March 2021</b>	<b>162,839</b>
<b>Balance as on 1 April 2021</b>	<b>162,839</b>
Changes during the year	-
<b>Closing balance as at 31 March 2022</b>	<b>162,839</b>

## C. Other equity

Particulars	Retained Earnings
Balance as on 1 April 2020	(49)
Profit for the year ended 31 March 2021	5,834
Other comprehensive income for the year	-
*Less : Distribution to Unitholders for the quarter ended 31 December 2020	(2,835)
<b>Balance at 31 March 2021</b>	<b>2,950</b>
<b>Balance as at 1 April 2021</b>	<b>2,950</b>
Profit for the period ended 31 March 2022	11,030
Other comprehensive income for the period	-
*Less : Distribution to Unitholders for the quarter ended 31 March 2021	(2,853)
*Less : Distribution to Unitholders for the quarter ended 30 June 2021	(2,728)
*Less : Distribution to Unitholders for the quarter ended 30 September 2021	(2,728)
*Less : Distribution to Unitholders for the quarter ended 31 December 2021	(2,752)
<b>Balance at 31 March 2022</b>	<b>2,919</b>

\*The distributions made by Mindspace REIT to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Mindspace REIT under the REIT Regulations.

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

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

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12-May-2022

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Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12-May-2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022

# Standalone Statement of Net Assets at fair value

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

### A) Statement of Net Assets at fair value

S. No	Particulars	Unit of measurement	As at 31 March 2022		As at 31 March 2021	
			Book Value	Fair Value	Book Value	Fair Value
A	Assets	₹ in million	183,020	228,928	177,448	211,694
B	Liabilities	₹ in million	17,261	17,261	11,659	11,659
C	Net Assets (A - B)	₹ in million	165,759	211,667	165,789	200,035
D	No . of units	Numbers	593,018,182	593,018,182	593,018,182	593,018,182
E	NAV (C/D)	₹	280	357	280	337

#### Notes

##### 1) Measurement of fair values:

The fair value of investments in SPVs are computed basis the fair value of the underlying Investment property, Investment property under development, Property, Plant and Equipment and Capital Work-in-progress as at 31 March 2022 along with book values of other assets and liabilities accounted in the respective SPV financial statements as at 31 March 2022. The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

##### Valuation Technique

The fair value measurement for all of the Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress has been categorized as a Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

##### 2) Break up of Net asset value as at 31 March 2022

Particulars	As at 31 March 2022	As at 31 March 2021
Fair Value of Investments in SPVs	225,278	208,527
Add : Other assets*	3,650	3,167
Less : Liabilities	(17,261)	(11,659)
<b>Net Assets</b>	<b>211,667</b>	<b>200,035</b>

\*Other assets includes cash and cash equivalents and other working capital balances which are not factored in the discounted cashflow method used in determining the fair value of investment property, investment property under development, property, plant and equipment, capital work-in-progress and intangibles.

##### 3) The Trust holds investment in SPVs which in turn hold the properties. Hence, the breakup of property wise fair values has been disclosed in the Consolidated financial statements.

### B) Statement of Total Returns at fair value

S. No	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
A	Total comprehensive income	11,030	5,834
B	Add : Changes in fair value not recognized in the other comprehensive income and other adjustments	10,020	2,677
<b>C=(A+B) Total Return</b>		<b>21,050</b>	<b>8,511</b>

Note : Total Return for the purpose of Standalone financials has been considered based on the total return of Mindspace REIT on a consolidated basis adjusted for consolidation adjustments .  
As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12-May-2022

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

**Neel C . Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12-May-2022

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12-May-2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022



# Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl No	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Cash flows received from Asset SPVs including but not limited to :		
	· interest	1,080	456
	· dividends (net of applicable taxes)	10,338	5,344
	· repayment of REIT Funding	-	-
	· proceeds from buy-backs/ capital reduction (net of applicable taxes)	-	-
	· redemption proceeds from preference shares or any other similar instrument	-	-
2	Add : Proceeds from sale of investments , assets , sale of shares of Asset SPVs , liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at Mindspace REIT level adjusted for the following : (3) & (4)	9,090	7,620
	· applicable capital gains and other taxes , if any		-
	· debts settled or due to be settled from sale proceeds	-	-
	· transaction costs	(35)	(50)
	· proceeds re-invested or planned to be reinvested in accordance with the REIT regulations	-	-
	· any acquisition	-	-
	· investments as permitted under the REIT regulations	-	-
	· lending to Asset SPVs	(9,055)	(7,570)
	as may be deemed necessary by the Manager	-	
3	Add : Proceeds from sale of investments , assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest in accordance with the REIT Regulations , if such proceeds are not intended to be invested subsequently	-	-
4	Add : Any other income received by Mindspace REIT not captured herein	8	2
5	Less : Any other expenses paid by Mindspace REIT not captured herein	(37)	(35)
6	Less : Any expense in the nature of capital expenditure at Mindspace REIT level	-	-
7	Less : Net debt repayment / (drawdown) , redemption of preference shares / debentures / any other such instrument / premiums / any other obligations / liabilities , etc . , as maybe deemed necessary by the Manager	-	-
8	Add/Less : Other adjustments , including but not limited to net changes in security deposits , working capital , etc . , as may be deemed necessary by the Manager (5) & (6)	(173)	(24)
9	Less : Interest paid on external debt borrowing at Mindspace REIT level	(232)	(37)
10	Less : Income tax and other taxes (if applicable) at the Standalone Mindspace REIT level	-	-
	<b>Net Distributable Cash Flows (NDCF)</b>	<b>10,984</b>	<b>5,706</b>

- 1 The Governing Board of the Manager to the Trust , in their meeting held on 12 May 2022 , has declared distribution to unitholders of ₹ 4 . 61 per unit which aggregates to ₹ 2734 million for the quarter ended 31 March 2022 . The distributions of ₹ 4 . 61 per unit comprises ₹ 4 . 30 per unit in the form of dividend and ₹ 0 . 31 per unit in the form of interest payment . Along with distribution of ₹ 13 . 84 per unit for the period ended 31 December 2021 , the cumulative distribution for the year ended 31 March 2022 aggregates to ₹ 18 . 45 per unit .
- 2 Statement of Net Distributable Cash Flows for the year ended 31 March 2021 was disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i . e . 31 December 2020 .
- 3 For the year ended 31 March 2021 , lending to SPVs from fund raised at REIT level in the quarter ended 30 September 2020 has been excluded for the purpose of NDCF calculation .
- 4 Repayment of REIT funding which is further lent to SPVs has been captured under "Liquidation of assets"
- 5 Lending to and repayment from SPVs within the same quarter has been adjusted under "Other Adjustments"
- 6 Borrowing from and repayment to SPVs within the same quarter has been adjusted under "Other Adjustments"

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12-May-2022

for and on behalf of the Governing Board of  
**K Raheja Corp Investment Managers LLP**  
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**Neel C . Raheja**  
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Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12-May-2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 1 Mindspace REIT background

Mindspace Business Parks REIT ('Mindspace REIT') was settled on 18 November 2019 at Mumbai, Maharashtra, India as a contributory, determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated 18 November 2019. Mindspace REIT was registered with SEBI on 10 December 2019, at Mumbai as a REIT pursuant to the REIT Regulations having registration number IN/REIT/19-20/0003. The Trust's principal place of business address is at Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400 051.

Anbee Constructions LLP (ACL) and Cape Trading LLP ('CTL') are the sponsors of Mindspace REIT. The Trustee to Mindspace REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Mindspace REIT is K Raheja Corp Investment Managers LLP (the 'Manager').

The objectives and principal activity of Mindspace REIT is to carry on the activity of a real estate investment trust,

as permissible under the REIT Regulations, to raise funds through the REIT, to make investments in accordance with the REIT Regulations and the investment strategy and to carry on the activities as may be required for operating the REIT, including incidental and ancillary matters thereto.

Mindspace REIT acquired the Special Purpose Vehicles ('SPVs') by acquiring all the equity interest held by the Sponsor Group and Blackstone entities in the SPVs on 30 July 2020. In exchange for these equity interests, the above shareholders have been allotted 55,66,54,582 units of Mindspace REIT on 30 July 2020 which were issued at ₹ 275 each.

"Mindspace REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The units were allotted to the successful applicants on 4 August 2020. All these units were subsequently listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 7 August 2020."

The brief activities and shareholding pattern of the SPVs are provided below :

Name of the SPV	Activities	Equity Shareholding (in percentage) as at 31 March 2021	Equity Shareholding (in percentage) as at 31 March 2022
MBPPL	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) , Information Technology Parks and other commercial assets . The SPV has its projects in Airoli (Navi Mumbai) , Pune and Pocharam (Hyderabad) . The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park . It commenced distribution of electricity in its project at Airoli , Navi Mumbai from 9 April 2015 .	Mindspace REIT : 100%	Mindspace REIT : 100%
Gigaplex	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) , Information Technology Parks and other commercial assets . The SPV has its projects in Airoli (Navi Mumbai) . The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park . It commenced distribution of electricity in its project at Airoli , Navi Mumbai from 19 April 2016 .	Mindspace REIT : 100%	Mindspace REIT : 100%
Sundew	The SPV is engaged in development and leasing/licensing of IT park , SEZ to different customers in Hyderabad .	Mindspace REIT : 89% Andhra Pradesh State Industrial Infrastructure Corporation Limited (11%)	Mindspace REIT : 89% Telangana State Industrial Infrastructure Corporation Limited (11%)*
Intime	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad .	Mindspace REIT : 89% Andhra Pradesh State Industrial Infrastructure Corporation Limited (11%)	Mindspace REIT : 89% Telangana State Industrial Infrastructure Corporation Limited (11%)*
KRIT	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad .	Mindspace REIT : 89% Andhra Pradesh State Industrial Infrastructure Corporation Limited (11%)	Mindspace REIT : 89% Telangana State Industrial Infrastructure Corporation Limited (11%)*





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Equity Shareholding (in percentage) as at 31 March 2021	Equity Shareholding (in percentage) as at 31 March 2022
KRC Infra	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) and Information Technology Parks. The SPV has its project in Kharadi Pune. The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Kharadi, Pune from 1 June 2019.	Mindspace REIT : 100%	Mindspace REIT : 100%
Horizonview	The SPV is engaged in development and leasing/licensing of IT park to different customers in Chennai.	Mindspace REIT : 100%	Mindspace REIT : 100%
Avacado	The SPV has developed an Industrial park for the purpose of letting out to different customers in Paradigm building at Malad - Mumbai and is being maintained and operated by the SPV. The SPV also has a commercial project in Bandra Kurla Complex, Mumbai.	Mindspace REIT : 100%	Mindspace REIT : 100%

\* Pursuant to transmission of shares from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) to Telangana State Industrial Infrastructure Corporation Limited (TSIIC) effective December 30, 2021.

## 2 Basis of Preparation

The Standalone Financial Statements of Mindspace Business Parks REIT comprise the Standalone Balance Sheet as at 31 March 2022, the Standalone Statement of Profit and Loss, including other comprehensive income, the Standalone Statement of Cash Flow for the year ended 31 March 2022, the Standalone Statement of Changes in Unitholders Equity for the year ended 31 March 2022, the Statement of Net Distributable Cashflows of Mindspace REIT for the year ended 31 March 2022, the Statement of Total Returns at Fair Value for the year ended 31 March 2022, the Statement of Net Assets at Fair Value as at 31 March 2022 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures.

The Standalone financial statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations"); Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India to the extent not inconsistent with the REIT regulations (refer note 14 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder.

On March 24, 2021, the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013 and the amendments are applicable for financial periods commencing from 1 April 2021. The preparation of Financial Statements is after taking into consideration the effect of the amended

Schedule III to the extent applicable to trust. The Trust has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The Standalone Financial Statements were authorized for issue in accordance with resolution passed by the Governing Board of the Manager on behalf of Mindspace REIT on 12 May 2022.

The Standalone Financial Statements are presented in Indian Rupees in million, except when otherwise indicated.

### Statement of compliance to Ind-AS

These Standalone financial statements for the year ended 31 March 2022 have been prepared in accordance with the REIT regulations; Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations as more fully described above and Note 14 to the standalone financial statements.

## 3 Significant accounting policies

### a) Functional and Presentation Currency

The Standalone Financial Statements are presented in Indian Rupees, which is also Mindspace REIT functional currency in which Mindspace REIT operates. All financial information presented in Indian Rupees has been rounded off to the nearest million except otherwise stated.

### b) Basis of measurement

These Standalone Financial Statements are prepared on the historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instrument) measured at fair values;

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

### c) Use of judgments and estimates

The preparation of the Standalone Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements is included in the following notes:

- Presentation of "Unit Capital" as "Equity" in accordance with the SEBI REIT Regulations instead of compound instrument (Note no 14)
- Impairment and Fair valuation of Investments in SPVs.
- Recognition and measurement of provisions for contingencies and disclosure of contingent liabilities (Note 34 (a))

### d) Current versus non-current classification

Mindspace REIT presents assets and liabilities in the Balance Sheet based on current/ non-current classification:

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date; or
- Cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting date; or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Mindspace REIT classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Mindspace REIT has identified twelve months as its operating cycle.

### e) Measurement of fair values

Mindspace REIT accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Mindspace REIT has an established control framework with respect to the measurement of fair values.

Mindspace REIT regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, Mindspace REIT uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 3.1 Impairment of assets

Mindspace REIT assesses at each reporting date, whether there is any indication that an asset may be impaired. If any such indication exists, the trust estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss.

## 3.2 Asset Acquisition

If the acquisition of an asset or a group of assets does not constitute a business, Mindspace REIT identifies and recognizes the individual identifiable assets acquired including those assets that meet the definition of, and recognition criteria for, intangible assets in Ind AS 38, Intangible Assets and liabilities assumed. The cost of the group is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase and no goodwill is recognized.

Allocation of the cost of the group is done as follows:

For any identifiable asset or liability initially measured at an amount other than cost, Mindspace REIT initially measures that asset or liability at the amount specified in the applicable Ind AS Standard. Mindspace REIT deducts from the transaction price of the group the amounts allocated to the assets and liabilities initially measured at an amount other than cost, and then allocates the residual transaction price to the remaining identifiable assets and liabilities based on their relative fair values at the date of the acquisition.

## 3.3 Foreign currency transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognized in the Statement of Profit and Loss of the period.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the end of the period and not covered by forward contracts, are translated at the end of the period at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

## 3.4 Compound financial instruments

The component parts of compound financial instruments issued by Mindspace REIT are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Trust's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

## 3.5 Embedded derivatives

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 3.6 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognized in the Standalone Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income in which case, the current and deferred tax are also recognized in equity and other comprehensive income respectively.

### a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

### b) Deferred tax

Deferred tax asset/ liability is recognized on temporary differences between the carrying amounts of assets and liabilities in the Standalone Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured that are expected to apply to the period when the asset is realized or the liability is settled, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Mindspace REIT expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

## 3.7 Provisions, contingent liabilities and contingent assets

Provisions are recognized when Mindspace REIT has a present legal or constructive obligation as a result of a past event, it is probable that the Trust will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of Mindspace REIT.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each reporting date and adjusted to reflect the current best estimates.

## 3.8 Investment in SPVs

The Company has elected to recognize its investments in SPVs at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. The details of such investments are given in Note 4.

Assets representing investments in SPVs are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

## 3.9 Financial instruments

### 1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognized when Mindspace REIT becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

### 2 Financial assets:

#### a) Classification of financial assets:

- (i) Mindspace REIT classifies its financial assets in the following measurement categories:
  - those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
  - those measured at amortised cost.
- (ii) The classification is done depending upon Mindspace REIT business model for managing the financial assets and the contractual terms of the cash flows.
- (iii) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (iv) Mindspace REIT reclassifies debt investments when and only when its business model for managing those assets changes.

#### b) Subsequent Measurement

##### (i) Debt instruments:

Subsequent measurement of debt instruments depends on Mindspace REIT business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Trust classifies its debt instruments:

##### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash

(all amounts in ₹ million unless otherwise stated)

flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

##### Financial assets at fair value through the Statement of Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through the Statement of Profit and Loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Statement of Profit and Loss.

#### c) Impairment of financial assets:

The Mindspace Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Mindspace Group measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Mindspace Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

#### d) Derecognition of financial assets:

A financial asset is primarily derecognized when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) Mindspace REIT has transferred its rights to receive cash flows from the asset; and

Mindspace REIT has transferred substantially all the risks and rewards of the asset, or

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Mindspace REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognized in Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by Mindspace REIT is recognized as a separate asset or liability.

## 3.10 Financial liabilities and equity instruments

### (a) Classification as debt or equity

Financial liabilities and equity instruments issued by Mindspace REIT are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Financial Liabilities

##### Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Statement of Profit and Loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

Mindspace REIT financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through the Statement of Profit and Loss or at amortised cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

#### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognized amounts and there is an intention

either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

## 3.11 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract are measured initially at the fair value and in accordance with Ind AS 109 unless on a case to case basis Mindspace REIT elects to account for financial guarantee as Insurance Contracts as specified under Ind AS 104.

## 3.12 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue is recognized when recovery of the consideration is probable and the amount of revenue can be measured reliably.

#### Recognition of dividend income, interest income

Dividend income is recognized in profit or loss on the date on which Mindspace REIT's right to receive payment is established.

Interest income is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

## 3.13 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Interest expense is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortised cost of the financial liability. In calculating interest expense, the effective interest rate is applied to the amortised cost of the liability.

## 3.14 Cash and cash equivalents

Cash and cash equivalents comprises of cash at bank and on hand, demand deposits, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 3.15 Cash distribution to unit holders

Mindspace REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Governing Board of the Manager. A corresponding amount is recognized directly in equity.

## 3.16 Standalone Statement of Cash flows

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of Mindspace REIT are segregated.

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Trust's cash management.

## 3.17 Subsequent events

The Standalone Financial Statements are adjusted to reflect events that occur after the reporting date but before the Financial Statements are issued. The Financial Statements have their own date of authorization. Therefore, when preparing the Financial Statements, management considers events up to the date of authorization of these financial statements.

## 3.18 Earnings per unit

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unit holders of the REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic

earnings/ (loss) per unit and also the weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per share or increase loss per units are included.

## 3.19 Earnings before finance costs, depreciation, amortisation and income tax

Mindspace REIT has elected to present earnings before finance cost, depreciation, amortisation and income tax as a separate line item on the face of the Standalone Statement of Profit and Loss. Mindspace REIT measures earnings before finance cost, depreciation, amortisation and income tax on the basis of profit/ (loss) from continuing operations. In its measurement, Mindspace REIT does not include depreciation and amortisation expense, finance costs and tax expense.

## 3.20 Errors and estimates

Mindspace REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Financial Statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

## 3.21 Distributions

The Net Distributable Cash Flows of Mindspace REIT are based on the cash flows generated from Mindspace REIT's assets and investments.

In terms of the Distribution Policy and the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, in proportion of their shareholding in the Asset SPV, subject to applicable provisions of the Companies Act. Presently, NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment, proceeds of

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable law.

The Manager is required to and shall declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions ("REIT Distributions") to the Unitholders. Such REIT Distributions shall be declared and made for every quarter of a Financial Year.

## 3.22 Recent pronouncements

### Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28. These amendments had no impact on the financial statements of Mindspace REIT. Several other amendments apply for the first time for the year ended 31 March 2022, but do not have an impact on the Standalone financial statements of Mindspace REIT.

### New and amended standards

The accounting policies adopted and methods of computation followed are consistent with those of the previous financial year, except for items disclosed below:

There were several amendments to standards and interpretations which are applicable for the first time for the year ended 31 March 2022, but either the same are not relevant or do not have an impact on the standalone financial statements of Mindspace REIT. Mindspace REIT has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

### Amendment to Ind AS 103

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognize those costs as part of applying the acquisition method. Instead, the acquirer recognizes those costs in its post-combination financial statements in accordance with other Ind AS. These amendments had no impact on the financial statements of Mindspace REIT.





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 4 Non-current investments

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unquoted Investments in SPVs (at cost) (refer note below)</b>		
- 39,75,000 (31 March 2021: 39,75,000) equity shares of Avacado Properties and Trading Private Limited of ₹ 10 each, fully paid up	9,482	9,482
- 11,765 (31 March 2021: 11,765) equity shares of Horizonview Properties Private Limited of ₹ 10 each, fully paid up	0	0
- 5,88,235 (31 March 2021: 5,88,235) equity shares of KRC Infrastructure And Projects Private Limited of ₹ 10 each, fully paid up	6,868	6,868
- 1,96,01,403 (31 March 2021: 1,96,01,403) equity shares of Gigaplex Estate Private Limited of ₹ 1 each, fully paid up	13,121	13,121
- 2,50,71,875 (31 March 2021: 2,50,71,875) equity shares of Sundew Properties Limited of ₹ 10 each, fully paid up	33,722	33,722
- 12,03,033 (31 March 2021: 12,03,033) equity shares of Intime Properties Limited of ₹ 10 each, fully paid up	15,478	15,478
- 1,78,00,000 (31 March 2021: 1,78,00,000) equity shares of K. Raheja IT Park (Hyderabad) Limited of ₹ 10 each, fully paid up	25,618	25,618
- 81,513 (31 March 2021: 81,513) equity shares of Mindspace Business Parks Private Limited of ₹ 10 each, fully paid up	48,814	48,814
<b>Total</b>	<b>153,103</b>	<b>153,103</b>

Note: The Trust has issued units as consideration to acquire these investments wherein the tradable REIT Unit has been issued at ₹ 275 each.

Details of % shareholding in the SPVs, held by Mindspace REIT is as under:

Name of SPVs	Ownership Interest	
	As at 31 March 2022	As at 31 March 2021
Avacado Properties and Trading (India) Private Limited	100%	100%
Horizonview Properties Private Limited	100%	100%
KRC Infrastructure and Projects Private Limited	100%	100%
Gigaplex Estate Private Limited	100%	100%
Intime Properties Limited*	89%	89%
K. Raheja IT Park (Hyderabad) Limited*	89%	89%
Sundew Properties Limited*	89%	89%
Mindspace Business Parks Private Limited	100%	100%

\* Remaining 11% of ownership interest in Intime Properties Limited, K. Raheja IT Park (Hyderabad) Limited and Sundew Properties Limited is owned by Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) upto 29 December 2021 and owned by Telangana State Industrial Infrastructure Corporation Limited (TSIIC) w.e.f. 30 December 2021.

## 5 Loans (Non current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Loan to SPVs - refer Note 31	21,268	21,178
	<b>21,268</b>	<b>21,178</b>

Note : Mindspace REIT has given loan amounting ₹ 26,611 million during the year ended 31 March 2022 (31 March 2021 ₹ 26,682 million) to Gigaplex, Avacado, Horizonview, Sundew, KRC Infra, MBPPL and KRIT and the outstanding balance as at end of 31 March 2022 is ₹ 26,268 million (including Loans to SPV's of current nature amounting to ₹ 5,000 million) (31 March 2021 ₹ 21,178 million).

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Security: Unsecured

Interest : 7.10 - 7.50% per annum for the period ending 31 March 2022 (31 March 2021 - 7.55% - 8.75% per annum) in accordance with interest rate policy as adopted by Mindspace REIT.

## Terms of repayment:

- Bullet repayment of ₹ 9,853 million on date falling 15 years from the first disbursement date or such other date as may be mutually agreed between the Lender and the Borrower in writing. (31 March 2021 - 9,728 million)
- Bullet repayment of ₹ 5,000 million is due on 29 April 2022 and accordingly the same has been classified as current loans as on 31 March 2022 (refer note 9) (31 March 2021 - 5,000 million)
- Bullet repayment of ₹ 4,470 million is due on 17 May 2024. (31 March 2021 - 4,470 million)
- Bullet repayment ₹ 1,980 million is due on 16 December 2023. (31 March 2021 - 1,980 million)
- Bullet repayment of ₹ 4,965 million is due on 31 December 2024. (31 March 2021 - NIL)
- At any time prior to the repayment date, the Borrower may on any date, prepay the whole or any part of the loan outstanding.

Note: There are no Loans or Advances to Promoters, KMPs or related parties repayable on demand or having no terms or period of repayment.

## 6 Other financial assets (Non-current)

Particulars	As at 31 March 2022	As at 31 March 2021
Interest receivable on loan to SPVs	243	205
Other Receivables from related parties	18	8
Deposits	1	1
	<b>262</b>	<b>214</b>

## 7 Other Non-current assets

Particulars	As at 31 March 2022	As at 31 March 2021
Prepaid Expenses	4	4
	<b>4</b>	<b>4</b>

## 8 Current tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Advance tax, net of provision for tax	-	-
	<b>-</b>	<b>-</b>

## 9 Loans (Current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Loan to SPVs - refer Note 5 and 31	5,000	-
	<b>5,000</b>	<b>-</b>





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 10 Cash and cash equivalents

Particulars	As at 31 March 2022	As at 31 March 2021
Cash on hand	-	-
Balances with banks		
- in current accounts*	2,814	2,888
- fixed deposits with original maturity less than 3 months	-	50
	<b>2,814</b>	<b>2,938</b>

\*Includes balance with banks of ₹ 1 million (31 March 2021: NIL) for unclaimed distributions.

## 11 Other current financial assets

Particulars	As at 31 March 2022	As at 31 March 2021
Interest receivable on loan to SPVs	559	2
Deposits	1	-
	<b>560</b>	<b>2</b>

## 12 Other current assets

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured , considered good</b>		
Advance for supply of goods and rendering of services	5	6
Prepaid Expenses	3	2
Balances with government authorities	1	1
	<b>9</b>	<b>9</b>

## 13 Corpus

Corpus	As at 31 March 2022
<b>As at 1 April 2020</b>	0
Additions during the year	-
<b>As at 31 March 2021</b>	<b>0</b>
<b>As at 1 April 2021</b>	<b>0</b>
Additions during the year	-
<b>Closing Balance as at 31 March 2022</b>	<b>0</b>

## 14 Unit Capital

Unit Capital	No.	Amount
<b>As at 1 April 2020</b>	-	-
Units issued during the year		
- pursuant to the initial public offer , issued , subscribed and fully paid - up in cash (refer note a(ii) below)	36,363,600	10,000
- in exchange for equity interest in SPVs (refer note a(iii) below)	556,654,582	153,080
Less: Issue expenses (refer note below)	-	(241)
<b>As at 31 March 2021</b>	<b>593,018,182</b>	<b>162,839</b>
<b>As at 1 April 2021</b>	<b>593,018,182</b>	<b>162,839</b>
Units issued during the year	-	-
<b>Closing Balance as at 31 March 2022</b>	<b>593,018,182</b>	<b>162,839</b>

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Note: Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the units on the NSE and BSE have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

### (a) Terms/rights attached to units and other disclosures

- (i) Mindspace REIT has only one class of Units . Each Unit represents an undivided beneficial interest in Mindspace REIT . Each holder of Units is entitled to one vote per unit . The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations . The Board of Directors of the Manager approves distributions . The distribution will be in proportion to the number of Units held by the Unitholders . Mindspace REIT declares and pays distributions in Indian Rupees .

Under the provisions of the REIT Regulations , Mindspace REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Mindspace REIT for each financial year . Accordingly , a portion of the Unit Capital contains a contractual obligation of the Mindspace REIT to pay to its Unitholders cash distributions . Hence , the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation . However , in accordance with SEBI Circulars (No . CIR/IMD/DF/146/2016 dated 29 December 2016 and No . CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations , the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements . Consistent with Unit Capital being classified as equity , the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Governing Board of the Investment Manager .

- (ii) Initial Public Offering of 3,63,63,600 units for cash at price of ₹ 275 per unit aggregating to ₹ 10,000 million .
- (iii) In the financial year ended 31 March 2021 , Mindspace REIT has acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone Entities in the SPVs . The acquisition of equity interest in the SPVs has been done by issue of 55,66,54,582 units of ₹ 275 each as per the table below .

Name of the SPV	Number of Units allotted for acquiring equity interest held by Sponsor Group and Blackstone entities in SPVs		
	Sponsor Group	Blackstone Entities	Total
Avacado	29,304,371	5,171,359	34,475,730
Horizonview	364	64	428
KRC Infra	21,224,693	3,745,522	24,970,215
Gigaplex	47,334,745	372,113	47,706,858
Intime	46,789,935	9,484,426	56,274,361
Sundew	101,943,753	20,664,275	122,608,028
KRIT	77,443,859	15,698,080	93,141,939
Mindspace	150,855,361	26,621,662	177,477,023
<b>Total number of Units issued</b>	<b>474,897,081</b>	<b>81,757,501</b>	<b>556,654,582</b>

### (b) Unitholders holding more than 5 percent Units in Mindspace REIT

Name of the unitholder	As at 31 March 2022		As at 31 March 2021	
	No of Units	% holding	No of Units	% holding
BREP Asia SG Pearl Holding (NQ) Pte Ltd	-	-	54,291,425	9.16%
Platinum Illumination A 2018 Trust	54,375,000	9.17%	-	-
Anbee Constructions LLP	35,404,890	5.97%	35,404,890	5.97%
Cape Trading LLP	35,404,890	5.97%	35,404,890	5.97%
Chandru Lachmandas Raheja	32,634,433	5.50%	32,634,433	5.50%
Capstan Trading LLP	41,095,719	6.93%	41,095,719	6.93%
Casa Maria Properties LLP	41,095,719	6.93%	41,095,719	6.93%
Palm Shelter Estate Development LLP	41,095,719	6.93%	41,095,719	6.93%
Raghukool Estate Developement LLP	36,212,069	6.11%	36,212,069	6.11%
K Raheja Corp Private Limited	36,596,296	6.17%	36,596,296	6.17%



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

(c) Mindspace REIT has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further, Mindspace REIT has not issued any units for consideration other than cash from the date of registration till the balance sheet date, except as disclosed above.

(d) Disclosure of unitholding of sponsor group and percentage of change as at 31 March 2022.

Name of Sponsors	Units held by sponsor group at the end of the year i.e. 31 March 2022		Units held by sponsor group at the end of the year i.e. 31 March 2021		% Change during the year
	No of Units	% of total units	No of Units	% of total units	
Anbee Constructions LLP	35,404,890	5.97%	35,404,890	5.97%	-
Cape Trading LLP	35,404,890	5.97%	35,404,890	5.97%	-
Ravi Chandru Raheja	8,431,534	1.42%	16,863,069	2.84%	-1.42%
Neel Chandru Raheja	16,863,069	2.84%	16,860,892	2.84%	-
Chandru Lachmandas Raheja	32,634,433	5.50%	32,634,433	5.50%	-
Jyoti Chandru Raheja	14,865,700	2.51%	9,982,050	1.68%	0.83%
Capstan Trading LLP	41,095,719	6.93%	41,095,719	6.93%	-
Casa Maria Properties LLP	41,095,719	6.93%	41,095,719	6.93%	-
Palm Shelter Estate Development LLP.	41,095,719	6.93%	41,095,719	6.93%	-
Raghukool Estate Developement LLP	36,212,069	6.11%	36,212,069	6.11%	-
Genext Hardware & Parks Pvt. Ltd.	22,886,731	3.86%	22,886,731	3.86%	-
K. Raheja Corp Pvt. Ltd.	36,596,296	6.17%	36,596,296	6.17%	-
Chandru Lachmandas Raheja (held for and on behalf of Ivory Property Trust)	3,878,777	0.65%	8,764,604	1.48%	-0.83%
Sumati Ravi Raheja	8,431,535	1.42%	-	0.00%	1.42%
<b>Total</b>	<b>374,897,081</b>	<b>63.21%</b>	<b>374,897,081</b>	<b>63.21%</b>	<b>-</b>

Disclosure of unitholding of sponsor group and percentage of change as at 31 March 2021

Name of Sponsors	Units held by sponsor group at the end of the year i.e. 31 March 2021		Units held by sponsor group as at 31st July 2020		% Change during the year
	No of Units	% of total units	No of Units	% of total units	
Anbee Constructions LLP	3,54,04,890	5.97%	3,54,04,890	5.97%	-
Cape Trading LLP	3,54,04,890	5.97%	3,54,04,890	5.97%	-
Ravi Chandru Raheja	1,68,63,069	2.84%	1,68,63,069	2.84%	-
Neel Chandru Raheja	1,68,60,892	2.84%	1,68,60,892	2.84%	-
Chandru Lachmandas Raheja	3,26,34,433	5.50%	3,26,34,433	5.50%	-
Jyoti Chandru Raheja	99,82,050	1.68%	99,82,050	1.68%	-
Capstan Trading LLP	4,10,95,719	6.93%	4,10,95,719	6.93%	-
Casa Maria Properties LLP	4,10,95,719	6.93%	4,10,95,719	6.93%	-
Palm Shelter Estate Development LLP.	4,10,95,719	6.93%	4,10,95,719	6.93%	-
Raghukool Estate Developement LLP	3,62,12,069	6.11%	3,62,12,069	6.11%	-
Genext Hardware & Parks Pvt. Ltd.	2,28,86,731	3.86%	2,28,86,731	3.86%	-
K. Raheja Corp Pvt. Ltd.	3,65,96,296	6.17%	3,65,96,296	6.17%	-
Chandru Lachmandas Raheja (held for and on behalf of Ivory Property Trust)	87,64,604	1.48%	87,64,604	1.48%	-
<b>Total</b>	<b>37,48,97,081</b>	<b>63.21%</b>	<b>37,48,97,081</b>	<b>63.21%</b>	<b>-</b>

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 15 Other Equity

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Reserves and Surplus</b>		
Retained earnings*	2,919	2,950
	<b>2,919</b>	<b>2,950</b>

\*Refer Standalone Statement of changes in Unit holder's Equity for detailed movement in other equity balances.

## Retained earnings

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit after tax is transferred from the statement of profit and loss to the retained earnings account.

## 16 Borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") (net of issue expenses, at amortised cost) (31 March 2021 : 4,975 million) (refer Note 1)	-	4,975
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") (net of issue expenses, at amortised cost) (31 March 2021 : 3,719 million) (refer Note 2)	3,730	3,719
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1) (net of issue expenses, at amortised cost) (31 March 2021 : 1,981 million) (refer Note 3)	1,988	1,981
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2) (net of issue expenses, at amortised cost) (31 March 2021 : 750 million) (refer Note 4)	750	750
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 3) (net of issue expenses, at amortised cost) (31 March 2021 : Nil) (refer Note 5)	4,954	-
	<b>11,422</b>	<b>11,425</b>

## Note 1 :

In September 2020, Mindspace REIT issued 5,000 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only). The tenure of the said MLD Series 1 is 577 days from 29 September 2020, being date of allotment of the MLD Series 1 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 29 April 2022. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 30 March 2022. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 29 September 2020, the coupon rate will be 6.80% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of MLD Series 1, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

This MLD Series 1 was listed on BSE Limited on 13 October 2020. Subsequently to the period end, principal and interest is paid on 29 April 2022.

### Security terms

MLD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 974,500 Sq. Ft. or thereabouts in buildings no. 6, 7 and 8 of Commerzone Yerawada (approx. 178,569 sq ft. in building no. 6, approx. 371,799 sq. ft. in building no. 7 and approx. 424,132 in building no. 8) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 25,313 sq. mtrs on which the said three building no. 6, 7 and 8, out of all those pieces and parcels of larger land are situate, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of MLD Series 1.
- d) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 and Regulation 52 of the LODR Regulations are as follows :

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
10 year G-Seclinked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1")	Secured	Not Applicable	Not Applicable	On Maturity	On Maturity

- e) Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AAAr/Stable" to MLD Series 1 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

### Note 2 :

In March 2021, Mindspace REIT issued 3,750 10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 375,00,00,000 (Rupees three hundred seventy five crores only). The tenure of the said MLD Series 2 is 38 months from 18 March 2021, being date of allotment of the MLD Series 2 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 17 May 2024. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 16 April 2024. If identified 10 year G-Sec's last traded

- b) A charge on the escrow account in which receivables of the Mortgaged Properties of MBPPL shall be received.
- c) Corporate guarantee executed by MBPPL.

### Redemption terms:

- a) MLD Series 1 are redeemable by way of bullet payment at the end of 577 days from the date of allotment, i.e. 29 April 2022 and accordingly the same has been classified as current borrowings as on 30 June 2021 (refer note 17)
- b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 1 if the rating is downgraded to A+.
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 18 March 2021, the coupon rate will be 6.65% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of these MLD Series 2, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 2 was listed on BSE Limited on 22 March 2021.

### Security terms

MLD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- a) First and exclusive charge being created by way of equitable mortgage on the aggregate leasable area of approximately 13,71,442 Sq. Ft. or thereabouts in buildings no. 12A and Units of Building 12B of Madhapur, Hyderabad (approx. 12,69,140 sq. ft. in building no. 12A and approx. 1,02,302 sq. ft in building no. 12B) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 29,842 sq. mtrs on which the said two building no. 12A and 12B, out of all those pieces and parcels of larger land that are situated, lying and being in Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad ("Mortgaged Properties"), for MLD Series 2.
- b) First ranking exclusive charge created by way of a hypothecation over the Hypothecated Properties of MLD Series 2.
- c) A charge on the escrow account created, in which receivables of the Mortgaged Properties of Sundew shall be received, save and except any common area

- maintenance charges payable to Sundew with respect to the maintenance of the mortgaged properties.
- d) Corporate guarantee executed by Sundew.

### Redemption terms:

- a) MLD Series 2 are redeemable by way of bullet payment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 2 if the rating is downgraded to A+.
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

- d) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 and Regulation 52 of the LODR Regulations are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
10 year G-Seclinked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2")	Secured	Not Applicable	Not Applicable	On Maturity	On Maturity

- e) Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AAAr/Stable" to MLD Series 2 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

### Note 3 :

In December 2020, Mindspace Business Parks REIT issued 2,000 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 200,00,00,000 (Rupees two hundred crores only) with a coupon rate of 6.45% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 31 March 2021, with last coupon payment on the scheduled redemption date i.e. 16 December 2023. The tenure of the said NCD Series 1 is 36 months from 17 December 2020, being date of allotment.

This NCD Series 1 was listed on BSE Limited on 21 December 2020.

### Security terms

NCD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 414,599 Sq. Ft. or thereabouts in buildings no. 1 and 5 of Commerzone Yerawada (approx. 43,200 sq. ft. in building no. 1 and approx. 371,399 in building no. 5) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 18,264 sq. mtrs on which the said two





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- building no. 1 and 5, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 1.

b) A charge on the escrow account in which receivables of the Mortgaged Properties shall be received save and except any common area maintenance charges payable to MBBPL with respect to the maintenance of the mortgaged properties.

c) Corporate guarantee executed by MBPPL.
- b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March, 2021) until the scheduled redemption date.

c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.

d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

Redemption terms:

- a) NCD Series 1 are redeemable by way of bullet repayment at the end of 36 months from the date of allotment, i.e. 16 December 2023.

e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 and Regulation 52 of the LODR Regulations are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1)	Secured	Not Applicable	31 March 2022	On Maturity	30 June 2022

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 1 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.
- Sq. Ft. or thereabouts in building no. 4 of Commerzone Yerawada together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 9,561 sq. mtrs on which the said building, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 2.

b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.

c) Corporate guarantee executed by MBPPL.

Note 4 :

In March 2021, Mindspace Business Parks REIT issued 750 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 75,00,00,000 (Rupees seventy five crores only) with a coupon rate of 6.6861% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 30 June 2021, with last coupon payment on the scheduled redemption date i.e. 17 May 2024. The tenure of the said NCD Series 2 is 38 months from 18 March 2021, being date of allotment.

This NCD Series 2 was listed on BSE Limited on 22 March 2021.

Security terms

NCD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge being registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 151,460

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.

d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty)

e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 and Regulation 52 of the LODR Regulations are as follows:
- business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2)	Secured	Not Applicable	31 March 2022	On Maturity	30 June 2022

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 2 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

Note 5 :

In February 2022, Mindspace Business Parks REIT issued 5,000 senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable, non-convertible debentures ("NCD Series 3") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only) with a coupon rate of 6.35% p.a. Coupon on the outstanding Nominal value of each debenture shall be applicable and computed from day to day ,be prorated on an actual/ actual basis for the actual number of days in the Coupon Period and be payable in arrears on the relevant Coupon Payment date to the Debenture Holder whose name is appearing on the Register of Beneficial Owners as on the Record Date. The Issuer hereby acknowledges and agrees that there shall be no moratorium period for the payment of Coupon.The first Coupon payment Date shall be 31 March 2022, with last coupon payment on the scheduled redemption date i.e. 31 December 2024. The tenure of the said NCD Series 3 is 35 months from 1 February 2022, being date of allotment.

This NCD Series 3 was listed on BSE Limited on February 04, 2022

Security terms

NCD Series 3 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge being registered by way of simple mortgage on the carpet area of approximately 5,52,974 Sq. Ft. ( save and except entire 2<sup>nd</sup> floor admeasuring 11,883 Sq. Ft. carpet area in building no. 2) (the building no. 2 ) situated on the Mortgage land along with proportionate covered and open parking spaces, in

Building 2 together with all the beneficial rights, title and interest of the Assets SPV in appurtenant to Building 2 and all erections. The Building 2 is situated on a portion of the Mortgage Land admeasuring 8.04 Hectares, which portion is notified as a Special Economic Zone & first and exclusive charge being registered by way of simple mortgage on the identified units with aggregating to carpet area of approximately 4,61,527 Sq. Ft. (identified units of building no. 3 ) situated on the Mortgage land along with proportionate covered and open parking spaces, in Building 3 together with all the beneficial rights, title and interest of the Assets SPV in appurtenant to Building 3 and all erections ("Mortgaged Properties") of NCD Series 3 as further detailed in transaction documents

A first ranking pari passu charge by way of a simple mortgage over the Mortgaged Land as further detailed in transaction documents

- b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to Gigaplex with respect to the maintenance of the mortgaged properties.

- c) Corporate guarantee executed by Gigaplex.

Redemption terms:

- a) NCD Series 3 are redeemable by way of bullet repayment at the end of 35 months from the date of allotment, i.e. 31 December, 2024.

b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March, 2022) until the scheduled redemption date.

c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

- e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 and Regulation 52 of the LODR Regulations are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 3)	Secured	Not Applicable	31 March 2022	On Maturity	30 June 2022

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 3 of the issuer / Mindspace REIT.

No funds have been received by the trust from any person or entities, including foreign entities, with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the funding party or providing any guarantee, security or the like on behalf of the ultimate beneficiaries.

Refer Note 40 for Ratio disclosure.

## Movement of borrowings (secured) and Interest thereon

Particulars	As at 31 March 2022	As at 31 March 2021
Opening Balance	11,612	-
Add : Drawdown made during the year	5,000	11,650
Less : Repayment during the year ( Including Interest)	(232)	(189)
Add : Interest Expense for the year	844	226
Less : Transaction cost	(49)	(79)
Add : Unwinding transaction cost for the year	22	4
<b>Closing Balance</b>	<b>17,197</b>	<b>11,612</b>

## 17 Other financial liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due on debentures	258	185
Other payables to related party	13	8
	<b>271</b>	<b>193</b>

## 18 Borrowings (current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Secured</b>		
<b>Current maturities of long - term debt</b>		
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") (net of issue expenses, at amortised cost) (31 March 2021 : 4,975 million) (refer Note 16(1))	4,997	-
	<b>4,997</b>	<b>-</b>

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 19 Trade payables

Particulars	As at 31 March 2022	As at 31 March 2021
Trade payable		
- Total outstanding dues to micro and small enterprises	1	-
- Total outstanding dues other than micro and small enterprises	9	13
	<b>10</b>	<b>13</b>

Notes :-

- (i) Trade payables are current in nature and trade payables ageing are disclosed under below table.
- (ii) Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED Act, 2006).
- (iii) Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Particulars	As at 31 March 2022	As at 31 March 2021
Principal amount remaining unpaid to any supplier as at the year - end and Interest due thereon	1	-
Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above the actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

## Trade Payables ageing schedule

Additional Information Disclosure Pursuant to Schedul III of Companies Act, 2013 as per MCA notification dated March 24, 2021

Particulars	As at 31 March 2022					
	Unbilled	Not Due	< 1year	1-2 years	2-3 years	Total
MSME	-	-	1	-	-	1
Others	3	-	4	2	-	9
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>3</b>	<b>-</b>	<b>5</b>	<b>2</b>	<b>-</b>	<b>10</b>

Particulars	As at 31 March 2021					
	Unbilled	Not Due	< 1year	1-2 years	2-3 years	Total
MSME	-	-	-	-	-	-
Others	8	-	5	-	-	13
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>8</b>	<b>-</b>	<b>5</b>	<b>-</b>	<b>-</b>	<b>13</b>



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 20 Other financial liabilities (current)

Particulars	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due on debentures	523	2
Interest Accrued and due on others	0	-
Unpaid Distributions	1	-
Other liabilities		
- to related party*	36	17
- to others	-	-
	<b>560</b>	<b>19</b>

\* Expense of ₹16 million (31 March 2021 ₹ 17 million) is payable to the Manager for Mindspace REIT Management Fees.

## 21 Other current liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Statutory dues	1	6
	<b>1</b>	<b>6</b>

## 22 Current tax liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for Income Tax (Net of Advance Tax)	1	3
	<b>1</b>	<b>3</b>

## 23 Interest Income

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Interest income</b>		
- on fixed deposits	2	1
- on loans given to SPVs (refer note 31)	1,675	788
	<b>1,677</b>	<b>789</b>

## 24 Other Income

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Guarantee Commission Fees	9	7
Net gains on financial assets at fair value through profit or loss*	-	3
Gain on redemption of mutual fund units	2	2
	<b>11</b>	<b>12</b>

\* Gain on redemption of investment in preference shares invested in SPV.

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 25 Other expenses

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Bank charges	0	1
Filing and stamping fees	14	3
Royalty Charges	-	1
Marketing and advertisement expenses	0	0
Brokerage Expenses	-	1
Membership & subscription charges	1	-
Miscellaneous expenses	2	1
	<b>17</b>	<b>7</b>

## 26 Finance costs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on debentures (refer Note 16)	866	228
Interest expense on loans taken from SPV (refer Note 31)	-	2
Guarantee commission charges	1	-
	<b>867</b>	<b>230</b>

## 27 Tax expense

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Current tax	6	5
Deferred tax charge	-	-
	<b>6</b>	<b>5</b>

## Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit before tax	11,036	5,839
Domestic tax rate	42.74%	42.74%
Tax using the Mindspace REIT domestic tax rate	4,717	2,495
Effect of exempt incomes	(5,134)	(2,621)
Effect of non-deductible expenses	423	131
Tax expense	<b>6</b>	<b>5</b>

## 28 Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the period attributable to unit holders by the weighted average number of units outstanding during the period. Diluted EPU amounts are calculated by dividing the profit attributable to unit holders by the weighted average number of units outstanding during the period plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The units of the Trust were allotted to Sponsor Group and Blackstone entities on 30 July 2020 and to the applicants of initial public offer on 4 August 2020.



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The following reflects the profit and unit data used in the basic and diluted EPU computation

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit after tax for calculating basic and diluted EPU	11,030	5,834
Weighted average number of Units (Nos)	593,018,182	397,555,169
Earnings Per Unit		
- Basic (Rupees/unit) (not annualised)	18.60	14.67
- Diluted (Rupees/unit) (not annualised)*	18.60	14.67

\*Mindspace REIT does not have any outstanding dilutive units

## 29 Management Fees

### REIT Management Fees

Pursuant to the Investment Management Agreement dated 21 November 2019, the Manager is entitled to fees @ 0.5% of REIT Net Distributable Cash Flows which shall be payable either in cash or in units or a combination of both, at the discretion of the Manager. The fees has been determined for undertaking management of the REIT and its investments. The REIT Management fees accrued for the year ended 31 March 2022 amounts to ₹ 64 Million (31 March 2021 ₹ 34 Million). There are no changes during the period in the methodology for computation of fees paid to the Investment Manager.

## 30 Assessment of possible impact resulting from Covid-19 pandemic

Mindspace REIT has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations and carrying amounts of Loans given, Investments and other assets. Mindspace REIT, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Company. Mindspace REIT based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities Mindspace REIT will continue to monitor developments to identify significant impacts, if any, on the operations.

## 31 Related party disclosures

### A Parties to Mindspace REIT as at 31 March 2022

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja Ms. Sumati Raheja (w.e.f. 1 October 2021)	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6		Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Ms. Sumati Raheja (w.e.f. 30 September 2021)	-	-

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
10		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
11		Casa Maria Properties LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
12		Raghukool Estate Developement LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
13		Palm Shelter Estate Development LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
14	Sponsors Group	K. Raheja Corp Pvt. Ltd.	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Ramesh Ranganthan(Appointed w.e.f. 7 <sup>th</sup> July, 2021) Sunil Hingorani(Appointed w.e.f. 7 <sup>th</sup> July, 2021) Vinod N. Rohira (Cessation w.e.f 7 <sup>th</sup> July, 2021)
15		Inorbit Malls (India) Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha Ivory Properties & Hotels Pvt Ltd K Raheja Corp Private Limited	Ravi C. Raheja Neel C. Raheja Sunil Hingorani Mr. Rajneesh Mahajan (appointment w.e.f September 4, 2020)



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
16	Sponsors Group	Ivory Properties and Hotels Private Limited (till 30 July 2020)	Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mrs . Jyoti C . Raheja Jointly with Mr . Chandru L . Raheja Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C . Raheja Neel C . Raheja Ramesh Valecha Sunil Hingorani
17	Sponsors Group	K Raheja Private Limited (till 30 July 2020)	Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mrs . Jyoti C . Raheja Jointly with Mr . Chandru L . Raheja Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C . Raheja Neel C . Raheja Ramesh Ranganthan(Appointment w . e . f . 20 <sup>th</sup> April , 2021) Sunil Hingorani(Appointment w . e . f . 25 <sup>th</sup> June , 2021) Vinod Rohira (Cessation w . e . f 25 <sup>th</sup> June , 2021)
18		Ivory Property Trust	Chandru L . Raheja Jyoti C . Raheja Ivory Properties & Hotels Pvt Ltd Ravi C . Raheja Neel C . Raheja (all are trustees)	-
19	Sponsors Group	Genext Hardware & Parks Pvt . Ltd .	Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Chandru L . Raheja jointly with Jyoti C . Raheja , on behalf of the beneficiaries of Ivory Property Trust .	Ravi C . Raheja Neel C . Raheja Ramesh Valecha Ramesh Ranganthan (w . e . f . 20 <sup>th</sup> April , 2021)
20	Names of SPVs and their subsidiaries	1 . Avacado Properties and Trading (India) Private Limited 2 . Gigaplex Estate Private Limited 3 . Horizonview Properties Private Limited 4 . KRC Infrastructure and Projects Private Limited 5 . Intime Properties Limited 6 . Sundew Properties Limited 7 . K . Raheja IT Park (Hyderabad) Limited 8 . Mindspace Business Parks Private Limited . 9 . Dices Realcon Private Limited . (upto 19 February 2021)		

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
		10 . Educator Protech Private Limited (upto 19 February 2021)		
		11 . Happy Eastcon Private Limited (upto 4 February 2021)		
		12 . Sampada Eastpro Private Limited (upto 17 March 2021)		
21	Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP )	<b>Governing Board</b> Mr . Deepak Ghaisas Ms . Manisha Girotra Mr . Bobby Parikh Mr . Alan Miyasaki (resigned w . e . f . 27 December 2021) Mr . Manish Kejriwal (appointed w . e . f . 2 February 2022) Mr . Ravi C . Raheja Mr . Neel C . Raheja <b>Key Managerial Personnel</b> Mr . Vinod Rohira Ms . Preeti Chheda		
22	Entities controlled/ jointly controlled by members of Governing Board .	Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited (till 24 December 2021) Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Limited Sustain Properties Private Limited Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Limited (till 12 November 2021) Sundew Real Estate Private Limited Gencoval Strategic Services Private Limited Stemade Biotech Private Limited Hariom Infracilities Services Private Limited M/s Bobby Parikh & Associates		

\* only when acting collectively

## B Transactions during the period

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Unsecured loans given to</b>		
Avacado Properties and Trading Pvt . Ltd .	195	4 , 498
Gigaplex Estate Private Limited	5 , 368	6 , 924
Horizonview Properties Pvt . Ltd .	5 , 992	4 , 490
Sundew Properties Limited	750	4 , 620
KRC Infrastructure and Projects Private Limited	4 , 800	2 , 080
Mindspace Business Parks Private Limited	8 , 940	4 , 070
K . Raheja IT Park (Hyderabad) Limited	566	-





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Unsecured loans taken from</b>		
Intime Properties Limited	-	150
<b>Investment in preference shares</b>		
Mindspace Business Parks Private Limited	-	334
<b>Redemption of investment in preference shares</b>		
Mindspace Business Parks Private Limited	-	337
<b>Unsecured loans repaid by</b>		
Avacado Properties and Trading Pvt. Ltd.	400	400
Gigaplex Estate Private Limited	3,910	2,104
Horizonview Properties Pvt. Ltd.	5,440	-
Mindspace Business Parks Private Limited	4,970	1,300
Sundew Properties Limited	4,140	480
KRC Infrastructure and Projects Private Limited	2,440	1,220
K. Raheja IT Park (Hyderabad) Limited	220	-
<b>Unsecured loans repaid to</b>		
Intime Properties Limited	-	150
<b>Investment in equity share of SPVs</b>	-	
Avacado Properties and Trading (India) Private Limited	-	9,482
Gigaplex Estate Private Limited	-	13,121
Horizonview Properties Private Limited	-	0
KRC Infrastructure and Projects Private Limited	-	6,868
Intime Properties Limited	-	15,478
Sundew Properties Limited	-	33,722
K. Raheja IT Park (Hyderabad) Limited	-	25,618
Mindspace Business Parks Private Limited	-	48,814
<b>Trustee fee expenses</b>		
Axis Trustee Services Limited	2	2
<b>Dividend Income</b>		
Intime Properties Limited	1,798	925
Sundew Properties Limited	2,252	1,257
K. Raheja IT Park (Hyderabad) Limited	2,688	1,202
Avacado Properties and Trading (India) Private Limited	860	-
Mindspace Business Parks Private Limited	2,740	1,960
<b>Interest Income**</b>		
Avacado Properties and Trading (India) Private Limited	297	205
Gigaplex Estate Private Limited	407	257
Horizonview Properties Private Limited	340	222
KRC Infrastructure and Projects Private Limited	141	19
Sundew Properties Limited	153	23
Mindspace Business Parks Private Limited	329	62
K. Raheja IT Park (Hyderabad) Limited	10	-
<b>Interest Expense</b>		
Intime Properties Limited	-	2
<b>Gain on Redemption of Preference Shares</b>		
Mindspace Business Parks Private Limited	-	3
<b>Reimbursement of Expenses</b>		
K Raheja Corp Investment Managers LLP*	10	61
*Includes fees paid to M/s Bobby Parikh & Associates amounting to ₹ 3 million for the period ended 31 March 2022 and ₹ 0.48 million for the year ended 31 March 2021.		

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Investment Management Fees</b>		
K Raheja Corp Investment Managers LLP	64	34
<b>Payment to Sponsor Group in relation to Offer for Sale</b>		
Chandru L Raheja	-	10
Jyoti C Raheja	-	1,139
Ravi C Raheja	-	1,180
Neel C Raheja	-	1,180
Genext Hardware & Parks Private Limited	-	958
Inorbit Malls (India) Private Limited	-	1,506
Ivory Properties And Hotels Private Limited	-	3,387
Ivory Property Trust	-	10,357
K. Raheja Corp Private Limited	-	4,304
K. Raheja Private Limited	-	2,852
<b>Guarantee commission fees from SPV</b>		
KRC Infrastructure and Projects Private Limited	2	6
Horizonview Properties Private Limited	0	1
Sundew Properties Limited	6	-
Mindspace Business Parks Pvt Ltd	2	-
<b>Guarantee commision fees to SPV</b>		
Sundew Properties Limited	4	0
Mindspace Business Parks Pvt Ltd	-	9
Gigaplex Estate Private Limited	7	-
<b>Issue of Unit capital</b>		
Anbee Constructions LLP	-	9,736
Cape Trading LLP	-	9,736
Capstan Trading LLP	-	11,301
Casa Maria Properties LLP	-	11,301
Chandru L. Raheja	-	8,984
Genext Hardware & Parks Private Limited	-	7,274
Inorbit Malls (I) Private Limited	-	1,541
Ivory Properties & Hotels Private Limited	-	3,466
Ivory Property Trust	-	13,008
Jyoti C. Raheja	-	3,912
K Raheja Corp Private Limited	-	14,468
K Raheja Private Limited	-	2,918
Neel C. Raheja	-	5,845
Palm Shelter Estate Development LLP	-	11,301
Raghukool Estate Developement LLP	-	9,958
Ravi C. Raheja	-	5,846
<b>Non cash transactions</b>		
Corporate Guarantee extended to Sundew Properties Limited towards Debentures issued	4,000	-
Corporate Guarantee extended by 'Gigaplex Estate Private Limited towards Debentures issued	5,000	-

\*\*after Ind AS Adjustments



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## C Closing Balances

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured loan receivable (non - current)*</b>		
Mindspace Business Parks Private Limited	6,340	2,770
Avacado Properties and Trading (India) Private Limited	1,723	4,098
Gigaplex Estate Private Limited	3,848	4,820
KRC Infrastructure and Projects Private Limited	3,220	860
Sundew Properties Limited	750	4,140
Horizonview Properties Private Limited	5,041	4,490
K . Raheja IT Park (Hyderabad) Limited	346	-
<b>Unsecured loan receivable (current)</b>		
Mindspace Business Parks Private Limited	400	-
Avacado Properties and Trading (India) Private Limited	2,170	-
Gigaplex Estate Private Limited	2,430	-
<b>Investment in equity shares of SPVs</b>		
Avacado Properties and Trading (India) Private Limited	9,482	9,482
Gigaplex Estate Private Limited	13,121	13,121
Horizonview Properties Private Limited	0	0
KRC Infrastructure and Projects Private Limited	6,868	6,868
Intime Properties Limited	15,478	15,478
Sundew Properties Limited	33,722	33,722
K . Raheja IT Park (Hyderabad) Limited	25,618	25,618
Mindspace Business Parks Private Limited	48,814	48,814
<b>Interest receivable (non - current)*</b>		
Mindspace Business Parks Private Limited	52	16
Gigaplex Estate Private Limited	19	94
Sundew Properties Limited	150	11
KRC Infrastructure and Projects Private Limited	16	-
K . Raheja IT Park (Hyderabad) Limited	6	-
Avacado Properties and Trading (India) Private Limited	-	84
Horizonview Properties Private Limited	-	-
<b>Interest receivable (current)</b>		
Mindspace Business Parks Private Limited	45	2
Gigaplex Estate Private Limited	272	-
Avacado Properties and Trading (India) Private Limited	242	-
<b>Guarantee commision fees receivable (non - current)</b>		
KRC Infrastructure and Projects Private Limited	8	7
Horizonview Properties Private Limited	1	1
Sundew Properties Limited	7	-
Mindspace Business Parks Pvt Ltd	2	-
<b>Other Financial Liabilities (non - current)</b>		
Sundew Properties Limited	5	0
Mindspace Business Parks Private Limited	0	8
Gigaplex Estate Private Limited	8	-
<b>Other Financial Liabilities (current)</b>		
K Raheja Corp Investment Managers LLP	28	17
Mindspace Business Parks Private Limited	8	-
M/s Bobby Parikh & Associates	0	-

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Co - Sponsor Initial Corpus</b>		
Anbee Constructions LLP	0	0
Cape Trading LLP	0	0
<b>Corporate guarantees outstanding</b>		
Horizonview Properties Private Limited	1,140	689
Mindspace Business Parks Private Limited	1,903	-
Sundew Properties Limited	7,315	-
KRC Infrastructure and Projects Private Limited	6,170	-
<b>Corporate guarantee extended by Sundew towards debentures</b>		
Sundew Properties Limited	3,750	3,750
<b>Corporate guarantee extended by MBPPL towards debentures</b>		
Mindspace Business Parks Private Limited	7,750	7,750
<b>Corporate guarantee extended by Gigaplex towards debentures</b>		
Gigaplex Estate Private Limited	5,000	-

\*after Ind AS Adjustments

## 32 Details of utilization of proceeds of IPO are as follows:

Objects of the issue as per the prospectus	Proposed utilization	Actual utilization upto 31 March 2021	
Partial or full pre - payment or scheduled repayment of certain debt facilities of the Asset SPVs availed from banks/financial institutions (including any accrued interest and any applicable penalties/ premium)	9,000	9,300	Refer note
Purchase of Non Convertible Redeemable Preference Shares of MBPPL	334	334	-
General Corporate Purposes and REIT Issue Expenses	666	366	Refer note
<b>Total</b>	<b>10,000</b>	<b>10,000</b>	<b>-</b>

Note: ₹ 300 million is used in excess for providing loans to Asset SPVs for the purpose of repayment of debt facilities of the SPVs.

## 33A Details of utilization of proceeds of Debentures issued by Mindspace REIT are as follows:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	Actual utilization upto 31 March 2022	Unutilized amount as at 31 March 2022
Providing loans to the SPVs for meeting their construction related expenses , working capital or general corporate requirements , repayment of financial indebttness , general corporate purposes including payment of fees and expenses in connection with the Issue , acquisition of commercial properties or such other purposes as stipulated in the transaction documents .	11,500	11,498	11,500	-



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 33B Details of utilization of proceeds of Non-convertible Debentures issued by Sundew are as follows:

Objects of the issue as per the Issue memorandum	Proposed utilization	Actual utilization upto 31 March 2022	Unutilized amount as at 31 March 2022
Repayment of existing financial indebtedness (including repayment of debt from Mindspace REIT) and General corporate purposes including payment of fees and expenses in connection with the Issue .	4,000	4,000	-
<b>Total</b>	<b>4,000</b>	<b>4,000</b>	<b>-</b>

## 33C Details of utilization of proceeds of Non-convertible Debentures issued by Mindspace REIT are as follows:

Objects of the issue as per the Issue memorandum	Proposed utilization	Actual utilization upto 31 March 2022	Unutilized amount as at 31 March 2022
Providing loans to the SPVs for meeting their construction related expenses , working capital or general corporate requirements , repayment of financial indebtedness , general corporate purposes including payment of fees and expenses in connection with the Issue , acquisition of commercial properties or such other purposes as stipulated in the transaction documents .	5,000	5,000	-
<b>Total</b>	<b>5,000</b>	<b>5,000</b>	<b>-</b>

## 34 Commitments and contingencies

### (a) Statement of capital and other commitments

- (i) Mindspace REIT has provided corporate guarantees for loans availed by Horizonview, KRC Infra, MBPPL and Sundew and the outstanding guarantee is ₹ 16,528 million (31 March 2021 ₹ 689 million)

## 35 Financial instruments :

### (a) The carrying value and fair value of financial instruments by categories are as below:

Particulars	Carrying value 31 March 2022	Carrying value 31 March 2021
<b>Financial assets</b>		
<b>Fair value through profit and loss</b>	-	-
<b>Fair value through other comprehensive income</b>	-	-
<b>Amortised cost</b>		
Loans (Non current)	21,268	21,178
Loans (Current)	5,000	-
Cash and cash equivalents	2,814	2,938
Other financial assets	822	216
<b>Total assets</b>	<b>29,904</b>	<b>24,332</b>
<b>Financial liabilities</b>		
<b>Fair value through profit and loss</b>	-	-
<b>Fair value through other comprehensive income</b>	-	-
<b>Amortised cost</b>		
Borrowings (Non Current)	11,422	11,425
Borrowings (Current)	4,997	-
Other financial liabilities	831	212
Trade payables	10	13
<b>Total liabilities</b>	<b>17,260</b>	<b>11,650</b>

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The management considers that the carrying amounts of above financial assets and financial liabilities approximate their fair values.

### (b) Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

- a) recognised and measured at fair value
- b) measured at amortised cost and for which fair values are disclosed in the Standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, Mindspace REIT has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### (c) Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended 31 March 2022 and 31 March 2021.

### (d) Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- i) The fair value of mutual funds are based on price quotations at reporting date.
- ii) The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.
- iii) The fair values of borrowings at fixed rates are considered to be equivalent to present value of the future contracted cashflows discounted at the current market rate.

### (e) Financial risk management

Mindspace REIT has exposure to following risks arising from financial instruments:

- Credit risk (refer note (a) below)
- Liquidity risk (refer note (b) below)
- Market risk (refer note (c) below)

#### (a) Credit risk

Credit risk is the risk of financial loss to Mindspace REIT if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Mindspace REIT receivables and other financial assets. The carrying amounts of financial assets represent the maximum credit exposure.

Mindspace REIT establishes an allowance account for impairment that represents its estimate of losses in respect of its financial assets. The main component of this allowance is estimated losses that relate to specific tenants or counterparties. The allowance account is used to provide for impairment losses. Subsequently when Mindspace REIT is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

Mindspace REIT holds cash and cash equivalents with credit worthy banks of ₹ 2,814 million as at 31 March 2022 (31 March 2021: ₹ 2,938 million). The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

As at the reporting date, there is no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying value of each financial asset on the Balance Sheet.

#### (b) Liquidity risk

Liquidity risk is the risk that Mindspace REIT will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Mindspace REIT approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

incurring unacceptable losses or risking damage to Mindspace REIT reputation.

Governing Board of Investment Manager monitors rolling forecasts of Mindspace REIT liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Governing Board of the Investment Manager in accordance with practice and limits set by Mindspace REIT. In addition, Mindspace REIT liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet those, monitoring balance sheet liquidity ratios and maintaining debt refinancing plans.

Particulars	Carrying Value	Contractual cash flows				Total
		Less than 1 year	1-2 years	2-5 years	More than 5 years	
<b>31 March 2022</b>						
Borrowings	16,419	5,000	2,000	9,500		16,500
Trade payables	10	10	-	-		10
Accrued Interest and Estimated interest payment	780	1,046	460	1,094		2,600
Other financial liabilities	50	36	1	13		50
<b>Total</b>	<b>17,259</b>	<b>6,092</b>	<b>2,461</b>	<b>10,606</b>		<b>19,160</b>
<b>31 March 2021</b>						
Borrowings	11,425	-	5,000	6,500		11,500
Trade payables	13	13	-	-		13
Accrued Interest and Estimated interest payment	187	179	553	987		1,719
Other financial liabilities	25	19	183	10		212
<b>Total</b>	<b>11,650</b>	<b>211</b>	<b>5,736</b>	<b>7,497</b>		<b>13,444</b>

## (c) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – which will affect the Mindspace REIT income or the value of its holdings of financial instruments. Mindspace REIT is domiciled in India and has its income and other transactions in its functional currency i.e. Rupees. Accordingly

### Maturities of financial liabilities

The following are the Mindspace REIT remaining contractual maturities of financial liabilities as the reporting date. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on Mindspace REIT may be required to pay and includes contractual interest payments and excludes the impact of netting agreements. Mindspace REIT believes that the working capital is sufficient to meet its current requirements, accordingly no liquidity risk is perceived.

Mindspace REIT is not materially exposed to any currency risk.

### Foreign exchange risk

Majority of transactions entered into by Mindspace REIT are denominated in Indian Rupees. Accordingly, Mindspace REIT does not have any foreign exchange risk.

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

### Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Mindspace REIT is not exposed to any interest rate risk since all its debts are at fixed interest rates. However, loan given are exposed to interest rate risk due to variable rate risk:

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Fixed rate instruments</b>		
Fixed rate borrowings	16,419	11,425
<b>Variable rate instruments</b>		
Financial assets	26,268	21,178

Interest rate sensitivity - variable rate financial Assets

The below table mentions the impact of increase or decrease in the rates of variable rate Financial Assets on Standalone Statement of Profit & Loss.

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Interest Rate increases by 50bps*	131	106
Interest Rate decreases by 50bps*	(131)	(106)

\* holding all other variables constant

## 36 Capital Management

Mindspace REIT objectives when managing capital are:

- to ensure Mindspace REIT's ability to continue as a going concern.
- to provide adequate return to unitholders

The capital structure of the Mindspace REIT consists of net debt and total equity of the Mindspace REIT. Mindspace REIT manages its capital to ensure that the Mindspace REIT will be able to continue as going concern while maximising the return to unitholders through an optimum mix of debt and equity within the overall capital structure. Mindspace REIT governing board reviews the capital structure of Mindspace REIT considering the cost of capital and the risks associated with each class of capital.

## 37 Segment Reporting

Mindspace REIT has only reportable segment as at 31 March 2022 and 31 March 2021 and hence, disclosure under Ind AS 108, Operating segments has not been provided in the Standalone financial statements.





# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 38 Initial Disclosure to be made by an entity identified as a Large Corporate ( Annexure A)

Sr. No.	Particulars	Details
1	Name of the entity	Mindspace Business Parks REIT (acting through its Manager , K Raheja Corp Investment Managers LLP)
2	CIN / SEBI Registration No .	CIN - Not applicable SEBI Registration No . - IN/REIT/19-20/0003
3	Outstanding borrowing of the entity as on 31 <sup>st</sup> March , 2022	₹ 16 , 500 million (₹ Sixteen thousand five hundred million only)
4	Highest Credit Rating During the previous FY along with name of the Credit Rating Agency	For Issuer : CRISIL OCR AAA/Stable , ICRA - AAA Stable For Non - Convertible Debentures : CRISIL AAA/Stable For Market Linked Debentures : CRISIL PP - MLD AAAr/Stable
5	Name of Stock Exchange in which the fine shall be paid , in case of shortfall in the required borrowing under the framework	BSE Limited ("BSE")

We confirm that the Mindspace Business Parks REIT is a 'Large Corporate' as per the applicability criteria given under the SEBI circular SEBI/HO/DDHS/CIR/P/2021/613 dated August 10, 2021.

## Annual Disclosure to be made by an entity identified as a Large Corporate ( Annexure B1)

1	Name of the Entity	Mindspace Business Parks REIT
2	CIN / SEBI Registration No :	CIN - Not applicable SEBI Registration No . - IN/REIT/19-20/0003
3	Report filed for FY :	2021 - 22

## Details of the borrowings

Sr. No.	Particulars	As on 31 March 2022
i	2 - year block period (Specify financial years)	FY 2021 - 22 FY 2022 - 23
ii	Incremental borrowing done in FY (T) (a)	5000
iii	Mandatory borrowing to be done through issuance of debt securities in FY (T) (b) = (25% of a)	1250
iv	Actual borrowings done through debt securities in FY (T) (c)	5000
v	Shortfall in the mandatory borrowing through debt securities , if any , FY (T - 1) carried forward to FY (T) . (d)	Nil
vi	Quantum of (d) , which has been met from (c) (e)	Nil
vii	Shortfall , if any , in the mandatory borrowing through debt securities for FY (T) {after adjusting for any shortfall in borrowing for FY (T - 1) which was carried forward to FY (T)} (f)= (b) - [(c) - (e)] {If the calculated value is zero or negative , write "nil"}	Nil

## 39 Distributions

The Governing Board of the Manager to the Trust, in their meeting held on 12 May 2022, has declared distribution to unitholders of ₹ 4.61 per unit which aggregates to ₹ 2734 million for the quarter ended 31 March 2022. The distributions of ₹ 4.61 per unit comprises ₹ 4.30 per unit in the form of dividend and ₹ 0.31 per unit in the form of interest payment. Along with distribution of ₹ 13.84 per unit for the period ended 31 December 2021, the cumulative distribution for the year ended 31 March 2022 aggregates to ₹ 18.45 per unit.

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 40 In accordance with SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2021 and Other requirements as per SEBI circular (No. SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018) for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) . , Mindspace REIT has disclosed the following ratios:

Ratios	Year ended 31-Mar-22	Year ended 31-Mar-21
a Security / Asset cover (MLD Series 1) (refer note a(i))	2 . 13	2 . 20
b Security / Asset cover (NCD Series 1) (refer note a(ii))	2 . 49	2 . 34
c Security / Asset cover (MLD Series 2) (refer note a(iii))	2 . 36	2 . 34
d Security / Asset cover (NCD Series 2) (refer note a(iv))	2 . 45	2 . 40
e Security / Asset cover (NCD Series 3) (refer note a(v))	2 . 16	NA
f Debt - equity ratio (in times) (refer note b)	0 . 10	0 . 07
g Debt service coverage ratio (in times) (refer note c)	13 . 72	26 . 40
h Interest service coverage ratio (in times) (refer note d)	13 . 72	26 . 40
i(i) Outstanding redeemable preference shares (quantity and value)	NA	NA
i(ii) Capital redemption reserve	NA	NA
j Debenture redemption reserve (Amount in ₹ million)	NA	NA
k Net worth (Amount in ₹ million)	165 , 758	165 , 789
l(i) Net profit after tax (Amount in ₹ million)	11 , 030	5 , 834
l(ii) Earnings per unit - Basic	18 . 60	14 . 67
m Earnings per unit - Diluted	18 . 60	14 . 67
n Current Ratio (in times) (refer note f)	1 . 51	72 . 80
o Long term debt (non current) to working capital (in times) (refer note h)	4 . 15	3 . 99
p Bad debts to account receivable ratio (in times) (refer note l)	NA	NA
s Current liability ratio (in times) (refer note i)	0 . 32	0 . 00
r Total debt to total assets (in times) (refer note j)	0 . 09	0 . 07
s Debtors Turnover (in times) (refer note k)	NA	NA
t Inventory Turnover*	NA	NA
u Operating Margin (in %) (refer note m)	99%	99%
v Net Profit Margin (in %) (refer note n)	92%	95%
w Sector Specific equivalent ratio*	NA	NA

\*Not Applicable (NA)

Formulae for computation of ratios are as follows basis Standalone standalone financial statements :-

- a(i) Security / Asset cover ratio (MLD Series 1) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of MLD Series 1 + Interest accrued thereon)
- a(ii) Security / Asset cover ratio (NCD Series 1) = Lower of Fair value of the secured assets as computed by two independent valuers / (Outstanding principal amount of NCD Series 1 + Interest accrued thereon)



# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- a(iii) Security / Asset cover ratio (MLD Series 2) = Fair value of the secured assets as computed by independent valuer / (Outstanding principal amount of MLD Series 2 + Interest accrued thereon)
- a(iv) Security / Asset cover ratio (NCD Series 2) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of NCD Series 2 + Interest accrued thereon)
- a(v) Security / Asset cover ratio (NCD Series 3) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of NCD Series 3 + Interest accrued thereon)
- b(i) Total Debt = Long term borrowings + Short term borrowings + Interest accrued on debts (current and non-current)
- b(ii) Debt Equity Ratio = Total Debt/Total Equity
- c) Debt Service Coverage Ratio = Earnings before interest {net of capitalization}, depreciation, exceptional items and tax / (Interest expenses {net of capitalization} + Principal repayments made during the period which excludes bullet and full repayment of external borrowings)
- d) Interest Service Coverage Ratio = Earnings before interest {net of capitalization}, depreciation, exceptional items and tax / (Interest expense {net of capitalization})
- e) Net worth = Corpus + Unit capital + Other equity
- f) Current ratio = Current assets/ Current liabilities
- g) Long term Debt = Long term borrowings (excluding current maturities of long term debt) + Interest accrued on debts (Non-current)
- h) Long term debt to working capital ratio = Long term debt/ working capital (i.e. Current assets less current liabilities)
- i) Current liability ratio = Current liabilities/ Total liabilities
- j) Total debt to total assets = Total debt/ Total assets
- k) Debtors Turnover = Revenue from operations (Annualized) / Average trade receivable
- l) Bad debts to account receivable ratio = Bad debts (including provision for doubtful debts) / Average trade receivable
- m) Operating margin = (Earnings before interest {net of capitalization}, depreciation, exceptional items and tax – Other income) / (Interest Income + Dividend Income)
- n) Net profit margin = Profit after exceptional items and tax/ Total Income

**41** Previous period figures have been regrouped, as considered necessary, to confirm with current period presentation.

**42** “0” represents value less than ₹ 0.5 million.

# Notes to the Standalone Financial Statements

RN:IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 43 Other Information

- a. No proceedings have been initiated or are pending against the Trust for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- b. The Trust has no transactions with the companies struck off under Companies Act, 2013.
- c. The Trust has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- d. The Trust has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- e. The Trust has not been declared as wilful defaulter by Bank or Financial Institution.
- f. Ratios

Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
a) Current ratio	Current Assets	Current Liabilities	1 . 51	72 . 80	- 98%	Due to reclassification of MLD - 1 loan in current assets as well as in current liabilities in year 2022 due to its maturity
b) Debt - Equity ratio	Total Debt (Borrowings + Accrued Interest)	Total Equity	0 . 10	0 . 07	48%	Due to change in borrowings of NCD Series 3 issued during the year
c) Debt service coverage ratio (Not annualised)	Earnings before interest (net of capitalization), depreciation, exceptional items and tax	Interest Expenses (Net of Capitalization) + Principal Repayments made during the period which excludes Unscheduled repayment of external borrowings	13 . 72	26 . 40	- 48%	Due to change in interest expenses of NCD Series 3 issued during the year
d) Return on equity ratio	Net Profits after taxes	Average Total Equity	7%	7%	0%	
e) Inventory turnover ratio	Cost of goods sold or sales	Average Inventory	NA	NA	NA	
f) Trade receivables turnover ratio	Revenue from operation	Average Accounts Receivable	NA	NA	NA	
g) Trade payables turnover ratio	Expenses other than Employee benefit, Depreciation, Finance cost, Registration expenses	Average Trade Payables	10 . 63	11 . 77	- 10%	
g) Net capital turnover ratio (Not annualised)	Revenue from operation	Working Capital (Current Assets - Current Liabilities)	4 . 27	2 . 11	102%	Due to increase in revenue from operation during the year because of Increase in Interest and dividend
h) Net profit ratio (Not annualised)	Net Profit	Revenue from operation	92%	95%	- 3%	
i) Return on capital employed (Not annualised)	Earning before interest and taxes	Total Equity + Total debt + Deferred tax liabilities	7%	3%	3%	
j) Return on investment*	Dividend Income	Time Weighted Average of Investment	7%	5%	2%	

\*Excludes temporary funds which are parked in mutual funds.



# Independent Auditor’s Report

To The Unitholders of Mindspace Business Parks REIT

## Report on the Audit of the Consolidated Financial Statements Opinion

We have audited the accompanying consolidated financial statements of Mindspace Business Parks REIT (the “REIT”) and its subsidiaries (the “Special Purpose Vehicles”) (together referred to as the “Mindspace Group”), which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Unitholders’ Equity for the year then ended, Consolidated Statement of Net Assets at fair value as at March 31, 2022 Consolidated Statement of Total Returns at fair value for the year then ended, Statement of Net Distributable Cash Flows of the REIT and each of its special purpose vehicles for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT regulations”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations, of the consolidated state of affairs of the Mindspace Group as at March 31, 2022, and its consolidated profit including other comprehensive income, its consolidated cash flows, its consolidated changes in unitholders’ equity for the year ended March 31, 2022, its net assets at fair value as at March 31, 2022, total returns at fair value and the net distributable cash flows of the REIT and each of its special purpose vehicles for the year ended on that date and other financial information of the Group.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SA) issued by Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Mindspace Group in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Emphasis of Matters

- (i)

We draw attention to Note 44(5)(a) of the consolidated financial statements regarding freehold land and building thereon (Paradigm, Malad) held by special purpose vehicle, Avacado Properties and Trading (India) Private Limited which is presently under litigation. Pending the outcome of the proceedings and a final closure of the matter, no adjustments have been made in the consolidated financial statements. Our opinion is not modified in respect of this matter.
- (ii)

We draw attention to Note 2 which describes the Basis of preparation of consolidated financial statements and Note 20 which describes the presentation of “Unit Capital” as “Equity” instead of compound financial instrument to comply with the REIT Regulations. Our opinion is not modified in respect of this matter.

### Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter:	Auditor’s Response:
<b>Fair Value of investment properties :</b>  In accordance with REIT Regulations , the REIT discloses Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets and liabilities . As at March 31 , 2022 , fair value of total assets was ₹ 284 , 145 million , out of which fair value of investment properties was ₹ 253 , 630 million representing 89% of the fair value of total asset .  The fair value of investment properties is determined by an independent valuer using discounted cash flow method and mix of market approach and discounted cash flow method , as applicable .  While there are several assumptions that are required to determine the fair value of investment properties ; assumptions with the highest degree of estimate , subjectivity and impact on fair values are forecasted market rent , terminal capitalization rate and discount rate . Auditing these assumptions required a high degree of auditor judgement as the estimates made by the independent valuer contains significant measurement uncertainty .  Refer Statement of Net assets at fair value and Statement of total returns at fair value and Note 6 – Investment Properties in the consolidated financial statements .	<b>Principal Audit Procedures Performed :</b>  Our audit procedures related to the forecasted market rent , terminal capitalization rates and discount rate used to determine the fair value of investment properties included the following , among others : <ul style="list-style-type: none"><li>■ We obtained the independent valuer’s valuation reports to obtain an understanding of the source of information used by the independent valuer in determining these assumptions .</li><li>■ We tested the reasonableness of inputs shared by management with the independent valuer by comparing it to source information used in preparing the inputs .</li><li>■ We evaluated the reasonableness of management’s forecasted market rent by comparing it with sample of lease agreements for market rentals , and contractual lease escalations .</li><li>■ With the assistance of our fair valuation specialist , we evaluated the reasonableness of forecasted market rent , terminal capitalization rates and discount rate by comparing it with market information such as recent market transactions for comparable properties , market surveys by property consultants and broker quotes , as applicable .</li></ul>

In relation to one of the Special Purpose Vehicle (SPV) we have reported the following as a key audit matter in our auditor’s report on the standalone financial statements of the SPV.

Key Audit Matter:	Auditor’s Response:
<b>Disclosure of fair value of Investment Property (including Investment Property under construction)</b>  In the financial statements , the Company has recognised Investment Property (including Investment Property under construction) at cost less impairment , if any . As at 31 March 2022 , the carrying cost of Investment Property (including Investment Property under construction) is ₹ 12 , 296 millions (31 March 2021 – ₹ 12 , 376 millions) .  The Company’s Investment Property (including Investment Property under construction) comprises Land , Buildings and other assets forming part of Building , the Building is used for commercial leasing and Company earns rental income from tenants .  Determination of fair value disclosed for Investment Property (including Investment Property under construction) involves significant judgement with respect to valuation method used and assumptions/estimates such as future market rent levels , occupancy levels , expected capital expenditures , capitalisation rate , weighted average cost of capital , considerations due to current economic and market conditions including effects of COVID - 19 pandemic .  The disclosure of fair value of Investment Property (including Investment Property under construction) is considered to be a key audit matter due to the significance of the item in the financial statements as a whole .	<b>Principal audit procedures :</b>  Our audit approach consisted testing of the design/ implementation and operating effectiveness of the internal controls and substantive testing as follows : <ul style="list-style-type: none"><li>■ Obtained an understanding of the process followed by the management to determine the fair value of the Investment Property (including Investment Property under construction) .</li><li>■ Evaluated the design and implementation and tested the operating effectiveness of the internal controls established by the Company relating to determination of fair value disclosed for investment property (including investment property under construction) .</li><li>■ We , along with our valuation specialist , tested the appropriateness of valuation method used and assumptions/ estimates such as future market rent levels , occupancy levels , expected capital expenditures , capitalisation rate , weighted average cost of capital and disclosure requirements of accounting standard .</li><li>■ Assessed independence and competency of the external valuer appointed by the Company .</li><li>■ Performed retrospective testing of key assumptions considered by the Company .</li><li>■ Reviewed the reasonableness of the assumptions for impact on the cash flows on account of the COVID - 19 pandemic .</li><li>■ Reviewed the mathematical accuracy of the valuation model .</li><li>■ Assessed and tested that the disclosures made by the Company is as per the requirements of the Accounting Standard .</li></ul>





## Information Other than the Financial Statements and Auditor's Report Thereon

- K. Raheja Corp Investment Manager LLP (the "Investment Manager") in its capacity as an Investment Manager of REIT is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Consolidated Financial Statements

The Governing Board of the Investment Manager (the "Management") is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows, consolidated changes in unitholders' equity of the Mindspace Group, net assets at fair value, total returns at fair value and the net distributable cash flows of the of the REIT and each of its special purpose vehicles in accordance with the requirements of the REIT regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations. The Governing Board of the Investment Manager to the REIT and the respective Board of Directors of the companies included in the Mindspace Group are responsible for maintenance of adequate accounting records for safeguarding the assets of the Mindspace Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Investment Manager of the REIT, as aforesaid.

In preparing the consolidated financial statements, the Governing Board of the Investment Manager and the respective Board of Directors of the companies included in the Mindspace Group are responsible for assessing the ability of the REIT and respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Governing Board of the Investment Manager along with respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The Governing Board and the respective Board of Directors of the companies included in the Mindspace Group are also responsible for overseeing the financial reporting process of the Mindspace Group.

## Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the REIT's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Mindspace Group to continue as a going concern. If we conclude that a material

uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Mindspace Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Mindspace Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the REIT and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

Based on our audit and as required by REIT regulations, we report that:

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Unitholders' Equity, and Statement of Net Distributable Cashflows of the REIT and each of its special purpose vehicles dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT Regulations.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Reg. No. 117366W/W-100018)

**Nilesh Shah**

Partner  
(Membership No. 49660)

Mumbai, May 12, 2022 (UDIN: 22049660AIVMXJ9334)





# Consolidated Balance Sheet

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)			
	Note	As at 31 March 2022	As at 31 March 2021
<b>ASSETS</b>			
<b>Non - current assets</b>			
Property , plant and equipment	5	1,539	1,410
Capital work - in - progress		-	22
Investment property	6	197,194	195,253
Investment property under construction	7	13,496	15,329
Other intangible assets	8	1	1
Financial assets			
- Investments	9	23	18
- Other financial assets	10	2,474	1,927
Deferred tax assets (net)	11	1,051	1,543
Non - current tax assets (net)	12A	1,041	1,064
Other non - current assets	13	867	636
<b>Total non - current assets</b>		<b>217,686</b>	<b>217,203</b>
<b>Current assets</b>			
Inventories	14	26	39
Financial assets			
- Trade receivables	15	210	214
- Cash and cash equivalents	16 A	3,478	3,539
- Other bank balances	16 B	121	123
- Other financial assets	17	1,477	1,129
Current tax assets (net)	12B	23	-
Other current assets	18	273	305
<b>Total current assets</b>		<b>5,608</b>	<b>5,349</b>
<b>Total assets before regulatory deferral account</b>		<b>223,294</b>	<b>222,552</b>
Regulatory deferral account - assets		241	167
<b>Total assets</b>		<b>223,535</b>	<b>222,719</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Corpus	19	0	0
Unit Capital	20	162,839	162,839
Other equity	21	(6,634)	191
<b>Equity attributable to unit holders of the Mindspace REIT</b>		<b>156,205</b>	<b>1,63,030</b>
<b>Non - controlling interest</b>	56	8,507	9,104
<b>Total equity</b>		<b>164,712</b>	<b>1,72,134</b>
<b>LIABILITIES</b>			
<b>Non - current liabilities</b>			
Financial liabilities			
- Borrowings	22	35,357	33,489
- Lease liabilities		114	171
- Other financial liabilities	23	4,280	2,528
Provisions	24	30	28
Deferred tax liabilities (net)	25	669	258
Other non - current liabilities	26	580	524
<b>Total non - current liabilities</b>		<b>41,030</b>	<b>36,998</b>
<b>Current liabilities</b>			
Financial liabilities			
- Borrowings	27	9,123	4,065
- Lease liabilities		13	18
- Trade payables	28		
- total outstanding dues of micro enterprises and small enterprises		60	52
- total outstanding dues other than micro enterprises and small enterprises		645	473
- Other financial liabilities	29	6,835	7,875
Provisions	30	35	6
Other current liabilities	31	1,052	1,053
Current Tax liabilities (net)	32	2	15
<b>Total current liabilities</b>		<b>17,765</b>	<b>13,557</b>
<b>Total liabilities before regulatory deferral account</b>		<b>58,795</b>	<b>50,556</b>
<b>Total equity and liabilities before regulatory deferral account</b>		<b>223,507</b>	<b>2,22,690</b>
Regulatory deferral account - liabilities		28	30
<b>Total Equity and Liabilities</b>		<b>223,535</b>	<b>2,22,719</b>
Significant accounting policies	3		
See the accompanying notes to the Consolidated Financial Statements	4-62		

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12-May-2022

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

**Neel C . Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12-May-2022

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12-May-2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022

# Consolidated Statement of Profit and Loss

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)			
	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Income and gains</b>			
Revenue from operations	33	17,501	11,381
Interest	34	107	133
Other income	35	88	51
<b>Total Income</b>		<b>17,696</b>	<b>11,565</b>
<b>Expenses</b>			
Cost of work contract services		-	274
Cost of materials sold		6	2
Cost of power purchased		444	341
Employee benefits expense	36	226	115
Cost of property management services	37	398	191
Trustee fees		2	2
Valuation fees		9	9
Insurance expense		86	57
Audit fees		19	23
Management fees		500	316
Repairs and maintenance	38	539	416
Legal & professional fees		113	138
Impairment Loss	7	-	176
Other expenses	39	1,510	913
<b>Total Expenses</b>		<b>3,853</b>	<b>2,973</b>
<b>Earnings before finance costs , depreciation and amortisation , regulatory income / expense , exceptional items and tax</b>		<b>13,843</b>	<b>8,592</b>
Finance costs	40	2,644	1,707
Depreciation and amortisation expense	41	3,289	2,091
<b>Profit before rate regulated activities , exceptional items and tax</b>		<b>7,910</b>	<b>4,794</b>
Add : Regulatory income/ (expense) (net)		76	32
Add : Regulatory income/(expense) (net) in respect of earlier periods		-	(33)
<b>Profit before exceptional items and tax</b>		<b>7,986</b>	<b>4,793</b>
Exceptional Items (refer note 59A and 59B)		(843)	-
<b>Profit before tax</b>		<b>7,143</b>	<b>4,793</b>
Current tax	42A	1,767	1,033
Deferred tax charge	42A	903	412
<b>Tax expense</b>		<b>2,670</b>	<b>1,445</b>
<b>Profit for the year</b>		<b>4,473</b>	<b>3,348</b>
<b>Profit for the year attributable to unit holders of Mindspace REIT</b>		4,238	3,074
<b>Profit for the year attributable to non - controlling interests</b>		235	274
<b>Other comprehensive income</b>			
<b>A . (i) Items that will not be reclassified to profit or loss</b>			
- Remeasurements of defined benefit liability/ (asset)		(3)	(0)
<b>(ii) Income tax relating to above</b>		-	-
<b>B . (i) Items that will be reclassified to profit or loss</b>		-	-
<b>(ii) Income tax relating to above</b>		-	-
<b>Other comprehensive income attributable to unit holders of Mindspace REIT</b>		(3)	(0)
<b>Other comprehensive income attributable to non controlling interests</b>		-	-
<b>Total comprehensive income for the year</b>		<b>4,470</b>	<b>3,348</b>
<b>Total comprehensive income for the year attributable to unit holders of Mindspace REIT</b>		<b>4,235</b>	<b>3,074</b>
<b>Total comprehensive income for the year attributable to non controlling interests</b>		<b>235</b>	<b>274</b>
Earnings per unit	48		
Basic		7.15	7.73
Diluted		7.15	7.73
Significant accounting policies	3		
See the accompanying notes to the Consolidated Financial Statements	4-62		

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12-May-2022

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

**Neel C . Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12-May-2022

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12-May-2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022



# Consolidated Statement of Cash Flow

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>A Cash flows from operating activities</b>		
Profit before tax	7,143	4,793
<b>Adjustments for :</b>		
Depreciation and amortisation expense	3,289	2,091
Finance costs	2,644	1,707
Interest income	(35)	(133)
Provision for doubtful debts (net)	3	11
Investment Property write off	73	-
Gain on redemption of preference shares	-	(3)
Gain on redemption of mutual fund units	(12)	(5)
Lease Rent	-	5
Foreign exchange fluctuation loss (net)	0	-
Liabilities no longer required written back	(50)	(40)
Exceptional Items (refer note 59A and 59B)	843	-
Impairment Loss	-	176
<b>Operating cash flow before working capital changes</b>	<b>13,897</b>	<b>8,601</b>
<b>Movement in working capital</b>		
Decrease in inventories	13	17
(Increase) / decrease in trade receivables	2	(272)
(Increase) in other financial assets and other assets	(649)	(562)
Increase in other financial liabilities , other liabilities and provisions	12	563
(Decrease) / increase in regulatory deferral account (assets / liabilities)	(76)	0
Increase in trade payables	179	203
<b>Cash generated/(used in) from operations</b>	<b>13,378</b>	<b>8,549</b>
Direct taxes paid net of refund received	(1,780)	(571)
<b>Net cash generated/(used in) from operating activities (A)</b>	<b>11,598</b>	<b>7,978</b>
<b>B Cash flows from investing activities</b>		
Expenditure incurred on investment property and investment property under construction including capital advances , net of capital creditors	(5,632)	(4,008)
Expenditure incurred on Property , Plants and Equipment and Capital work -in progress	(110)	(30)
Proceeds from sale of investment property under construction	1,200	-
Proceeds from sale of investment property , & property plant and equipments	5	-
Investment in Government Bond	(5)	-
Investment in mutual fund	(7,599)	(9,612)
Proceeds from redemption of mutual fund	7,611	9,617
Movement in fixed deposits/other bank balances	(65)	(127)
Loans repayment received from body corporates	-	12,382
Purchase of Investments	-	(334)
Interest received	37	1,526
<b>Net cash (used in) / generated from investing activities ( B )</b>	<b>(4,558)</b>	<b>9,414</b>

# Consolidated Statement of Cash Flow

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>C Cash flows from financing activities</b>		
Proceeds from external borrowings	5,778	3,542
Repayment of external borrowings	(8,208)	(34,785)
Proceeds from issue of units	-	10,000
Collection towards Offer For Sale	-	35,000
Payment to Sponsor Group and Blackstone entities in respect of Offer For Sale	-	(35,000)
Proceeds from issue of non - convertible debentures	9,000	11,500
Expenses incurred towards Initial Public Offering	-	(264)
Non - convertible debentures issue expenses	(61)	(70)
Payment towards lease liabilities	(14)	(16)
Distribution to unitholders and dividend to Non - Controlling Interest holder (including tax)	(11,892)	(3,253)
Recovery Expense Fund Deposits	(1)	(1)
Finance costs paid	(2,125)	(1,697)
<b>Net cash (used in) financing activities ( C )</b>	<b>(7,523)</b>	<b>(15,044)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(483)</b>	<b>2,348</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>1,465</b>	<b>0</b>
<b>Cash and cash equivalents acquired due to asset acquisition (refer note 43)</b>	<b>-</b>	<b>(883)</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>982</b>	<b>1,465</b>
<b>Cash and cash equivalents comprises (refer note no . 16A &amp; 27)</b>		
Cash on hand	2	2
Balance with banks		
- on current accounts	3,046	3,060
- in escrow accounts	0	64
- in deposit accounts with original maturity of less than three months	430	413
Cheques on hand	-	-
Less : Bank overdraft	(2,496)	(2,074)
<b>Cash and cash equivalents at the end of the year</b>	<b>982</b>	<b>1,465</b>

Significant accounting policies 3

Note :

- The Trust has issued units in exchange for acquisition of assets during the period ended 30 September 2020 . The same was not been reflected in Consolidated Statement of Cash Flows for the year ended 31 March 2021 since these were non - cash transactions . (refer note 43)
- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements" .

See the accompanying notes to the Consolidated Financial Statements 4 - 62

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

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

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12 - May - 2022

**Neel C . Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12 - May - 2022

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12 - May - 2022

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12 - May - 2022



# Consolidated Statement of changes in Unitholder's Equity

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## A. Corpus

	Amount
Balance as on 1 April 2020	0
Additions during the year	-
Closing balance as at 31 March 2021	0
Balance as on 1 April 2021	0
Additions during the year	-
Closing balance as at 31 March 2022	0

## B. Unit Capital

	Amount
Balance as at 1 April 2020	-
Add : Units issued during the period (refer note 20)	163,080
Less : Issue expenses	(241)
Balance as at 31 March 2021	162,839
Balance as at 1 April 2021	162,839
Changes during the year	-
Balance as at 31 March 2022	162,839

## C. Other equity

	Amount
Retained Earnings	
Balance as at 1 April 2020	(49)
Add : Profit for the year attributable to the unitholders of Mindspace REIT	3,074
Add : Other comprehensive income attributable to the unitholders of Mindspace REIT	(0)
Less : Distribution to Unitholders for the quarter ended 31 December 2020*	(2,835)
Balance as at 31 March 2021	190
Balance as at 1 April 2021	190
Add : Profit for the year attributable to the unitholders of Mindspace REIT	4,238
Add : Other comprehensive income attributable to the unitholders of Mindspace REIT	(3)
Less : Distribution to Unitholders for the quarter ended 31 March 2021*	(2,853)
Less : Distribution to Unitholders for the quarter ended 30 June 2021*	(2,728)
Less : Distribution to Unitholders for the quarter ended 30 September 2021*	(2,728)
Less : Distribution to Unitholders for the quarter ended 31 December 2021*	(2,752)
Less : Transfer to Debenture Redemption Reserve**	(109)
Balance as at 31 March 2022	(6,743)
Debenture Redemption Reserve**	
Balance as at 1 April 2020	-
Balance as at 31 March 2021	-
Balance as at 1 April 2021	-
Transfer from retained earnings	109
Balance as at 31 March 2022	109

Significant accounting policies3

\* The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Mindspace REIT under the REIT Regulations.

\*\* Refer Note 21.

See the accompanying notes to the Consolidated Financial Statements4-62

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

**Nilesh Shah**  
Partner  
Membership number : 49660

Place : Mumbai  
Date : 12-May-2022

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

**Neel C. Raheja**  
Member  
DIN : 00029010

Place : Mumbai  
Date : 12-May-2022

**Vinod N. Rohira**  
Chief Executive Officer  
DIN : 00460667

Place : Mumbai  
Date : 12-May-2022

**Preeti N. Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022

# Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

### A) Statement of Net Assets At Fair Value ( Total)

S. No	Particulars	As at 31 March 2022		As at 31 March 2021	
		Book Value*	Fair value	Book Value*	Fair value
A	Assets	223,535	284,145	222,719	266,099
B	Liabilities**	58,823	56,456	50,585	50,397
C	Net Assets (A - B)	164,712	227,690	172,134	215,702
D	Less : Non controlling interests	8,507	11,274	9,104	10,998
E	Net Assets attributable to unit holders of Mindspace REIT (C - D)	156,205	216,416	163,030	204,704
F	No. of units	593,018,182	593,018,182	593,018,182	593,018,182
G	Net Assets Value per unit (E/F)	263	365	275	345

\* as reflected in the Balance Sheet

\*\*Refer Note-6 below

### Measurement of fair values:

The fair values of Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued. Other assets includes cash and cash equivalents and other working capital balances which are not factored in the discounted cashflow method used in determining the fair value of investment property, investment property under development, property, plant and equipment, capital work-in-progress and intangibles.

### Valuation technique

The fair value measurement for all of the Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress has been categorized as a Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

### Notes

1 Project wise break up of fair value of assets as at 31 March 2022 is as follows

Particulars	Fair value of Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress	Other assets at book value	Total assets*
Intime	18,467	2,181	20,648
KRIT	30,531	3,887	34,418
Sundew	60,379	1,284	61,663
MBPPL			
MBPPL - Mindspace Airoli East	44,720		
MBPPL - Mindspace Pocharam	2,138		
MBPPL - Commerzone Yerwada	19,814	6,504	82,219
MBPPL - The Square , Nagar Road	9,043		
Gigaplex	41,134	406	41,540



# Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Particulars	Fair value of Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress	Other assets at book value	Total assets*
Avacado			
Avacado - Mindspace Malad	10,136		
Avacado - The Square, BKC	4,569	2,162	16,867
KRC Infra			
KRC Infra - Gera Commerzone Kharadi	21,243	885	28,419
KRC Infra - Camplus	6,291		
Horizonview	7,562	259	7,821
Mindspace REIT	-	29,916	29,916
Less : Eliminations and Other Adjustments*		(39,365)	(39,365)
<b>Total</b>	<b>276,027</b>	<b>8,118</b>	<b>284,145</b>
Less : Non - controlling interest	(12,031)	(809)	(12,840)
<b>Total attributable to owners</b>	<b>263,996</b>	<b>7,310</b>	<b>271,305</b>

\* It includes eliminations primarily pertaining to inter company lending / borrowing and consolidation adjustments

2 Project wise break up of fair value of assets as at 31 March 2021 is as follows

Particulars	Fair value of Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress	Other assets at book value	Total assets*
Intime	17,742	3,293	21,035
KRIT	27,386	6,306	33,692
Sundew	56,926	1,877	58,803
MBPPL			
MBPPL - Mindspace Airoli East	42,699		
MBPPL - Mindspace Pocharam	2,746		
MBPPL - Commerzone Yerwada	19,606	6,490	80,009
MBPPL - The Square, Nagar Road	8,468		
Gigaplex	36,474	289	36,763
Avacado			
Avacado - Mindspace Malad	9,569		
Avacado - The Square, BKC	3,905	2,699	16,173
KRC Infra			
KRC Infra - Gera Commerzone Kharadi	18,899	743	25,621
KRC Infra - Camplus	5,979		
Horizonview	6,993	255	7,248
Mindspace REIT	-	24,344	24,344
Less : Eliminations and Other Adjustments*		(37,589)	(37,589)
<b>Total</b>	<b>257,392</b>	<b>8,707</b>	<b>266,099</b>
Less : Non - controlling interest	(11,226)	(1,262)	(12,488)
<b>Total attributable to owners</b>	<b>246,166</b>	<b>7,445</b>	<b>253,611</b>

\* It includes eliminations primarily pertaining to inter company lending / borrowing and consolidation adjustments

# Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- 3 Other assets at book value excludes capital advances, unbilled revenue and finance lease receivable (which form part of fair valuation of the Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress).
- 4 Gigaplex has made an application for denotification of a part of the SEZ into Non-SEZ. Therefore, the fair valuation has been computed by valuers considering that part as Non-SEZ unit.
- 5 Power Deemed Distribution License operations in Gigaplex, MBPPL and KRC Infra have been valued by the valuer separately using Discounted Cash Flow method.
- 6 Liabilities at book value for calculation of fair value of NAV, excludes lease liability, capital creditors and retention payables (which is factored in fair valuation of the Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress).

Significant accounting policies

3

See the accompanying notes to the Consolidated Financial Statements

4-62

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

for and on behalf of the Governing Board of  
**K Raheja Corp Investment Managers LLP**  
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**Nilesh Shah**  
Partner  
Membership number : 49660

**Neel C . Raheja**  
Member  
DIN : 00029010

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022

Place : Mumbai  
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Date : 12-May-2022

Place : Mumbai  
Date : 12-May-2022





# Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## B) Statement of Total Return at Fair Value (Attributable to unit holders of Mindspace REIT)

### Total Return - Attributable to unit holders of Mindspace REIT

S. No	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
A	Total comprehensive Income	4,235	3,074
B	Add : Changes in fair value not recognized in total comprehensive income (refer Note below)	16,853	5,548
<b>C (A+B)</b>	<b>Total Return</b>	<b>21,088</b>	<b>8,622</b>

Note:

#### 1 Measurement of fair values:

The fair values of Investment property, Property, plant and equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

2 In the above statement, changes in fair value not recognized for the year ended 31 March 2022 have been computed based on the change in fair values from 1 April 2021 to 31 March 2022 adjusted for change in book value of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 1 April 2021 to 31 March 2022. Changes in fair value not recognized for the half year ended 31 March 2022 have been computed based on the change in fair values from 1 October 2021 to 31 March 2022 adjusted for change in book value of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 1 October 2021 to 31 March 2022. Changes in fair value not recognized for the half year ended 30 September 2021 is computed based on the change in fair value from 1 April 2021 to 30 September 2021 adjusted for change in book value of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 1 April 2021 to 30 September 2021.

3 For the purpose of determination of fair values of Investment property, Investment property under construction and Property, plant and equipment and Capital work in progress as at 31 July 2020 (30 July 2020 being the date of acquisition for SPVs), additions to Investment property, Investment property under construction and Property, plant and equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 1 April 2020 to 31 July 2020 are added to fair value as on 31 March 2020 (as per summary valuation report dated 10 June 2020).

Significant accounting policies	3
See the accompanying notes to the Consolidated Financial Statements	4-62

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

for and on behalf of the Governing Board of  
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# Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

### (i) Mindspace REIT Standalone

Sr. no.	Description	For the year ended 31 March 2022	For the year ended 31 March 2021
1.	Cash flows received from Asset SPVs including but not limited to :		
	· interest	1,080	456
	· dividends (net of applicable taxes)	10,338	5,344
	· repayment of REIT Funding	-	-
	· proceeds from buy - backs/ capital reduction (net of applicable taxes)	-	-
	· redemption proceeds from preference shares or any other similar instrument	-	-
2.	Add : Proceeds from sale of investments , assets , sale of shares of Asset SPVs , liquidation of any other asset or investment (incl . cash equivalents) or any form of fund raise at Mindspace REIT level adjusted for the following : (3) & (4)	9,090	7,620
	· applicable capital gains and other taxes , if any	-	-
	· debts settled or due to be settled from sale proceeds	-	-
	· transaction costs	(35)	(50)
	· proceeds re - invested or planned to be reinvested in accordance with the REIT regulations	-	-
	· any acquisition	-	-
	· investments as permitted under the REIT regulations	-	-
	· lending to Asset SPVs	(9,055)	(7,570)
	as maybe deemed necessary by the Manager	-	-
3.	Add : Proceeds from sale of investments , assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re - invest in accordance with the REIT Regulations , if such proceeds are not intended to be invested subsequently	-	-
4.	Add : Any other income received by Mindspace REIT not captured herein	8	2
5.	Less : Any other expenses paid by Mindspace REIT not captured herein	(37)	(35)
6.	Less : Any expense in the nature of capital expenditure at Mindspace REIT level	-	-
7.	Less : Net debt repayment / (drawdown) , redemption of preference shares / debentures / any other such instrument / premiums / any other obligations / liabilities , etc . , as maybe deemed necessary by the Manager	-	-
8.	Add/Less : Other adjustments , including but not limited to net changes in security deposits , working capital , etc . , as may be deemed necessary by the Manager (5) & (2)	(174)	(24)
9.	Less : Interest paid on external debt borrowing at Mindspace REIT level	(232)	(37)
10.	Less : Income tax and other taxes (if applicable) at the standalone Mindspace REIT level	-	-
	<b>Net Distributable Cash Flows (NDCF)</b>	<b>10,983</b>	<b>5,706</b>

Notes:

1. The Governing Board of the Manager to the Trust, in their meeting held on 12 May 2022, has declared distribution to unitholders of ₹ 4.61 per unit which aggregates to ₹ 2734 million for the quarter ended 31 March 2022. The distributions of ₹ 4.61 per unit comprises ₹ 4.30 per unit in the form of dividend and ₹ 0.31 per unit in the form of interest payment. Along with distribution of ₹ 13.84 per unit for the period ended 31 December 2021, the cumulative distribution for the year ended 31 March 2022 aggregates to ₹ 18.45 per unit.

2. Borrowing from and repayment to SPVs within the same period has been adjusted under "Other Adjustments"

3. For the year ended 31 March 2021, lending to SPVs from fund raised at REIT level in the quarter ended 30 September 2020 has been excluded for the purpose of NDCF calculation.

4. Repayment of REIT funding which is further lent to SPVs has been captured under "Liquidation of assets"

5. Lending to and repayment from SPVs within the same period has been adjusted under "Other Adjustments"

6. Statement of Net Distributable Cash Flows for the year ended 31 March 2021 was disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.

Significant accounting policies	3
See the accompanying notes to the Consolidated Financial Statements	4-62
As per our report of even date attached .	

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number : 117366W/W - 100018

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

**Nilesh Shah**  
Partner  
Membership number : 49660

**Neel C . Raheja**  
Member  
DIN : 00029010

**Vinod N . Rohira**  
Chief Executive Officer  
DIN : 00460667

**Preeti N . Chheda**  
Chief Financial Officer  
DIN : 08066703

Place : Mumbai  
Date : 12-May-2022

Place : Mumbai  
Date : 12-May-2022

Place : Mumbai  
Date : 12-May-2022

Place : Mumbai  
Date : 12-May-2022



# Consolidated Financial Statements

RN: INV/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016  
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

## (ii) Calculation of net distributable cash flows at each Asset SPV

For the year ended 31 March 2022 pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016 (5)

Sr. no.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination <sup>(1)</sup>	Total
1.	Profit after tax as per Statement of profit and loss/income and expenditure (standalone) (A)	325	2,252	(764)	(286)	407	979	791	2,055	-	5,759
2.	Add : Depreciation and amortisation as per Statement of profit and loss/income and expenditure	83	367	122	413	165	40	48	345	-	1,584
3.	Add/less : Loss/gain on sale of real estate assets	-	(428)	-	-	-	-	-	-	-	(428)
4.	Add : Proceeds from sale of real estate assets , liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at the Asset SPV level adjusted for the following :	770	5,420	552	1,658	2,360	1,130	2,883	250	(8,720)	6,302
	· debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
	· transaction costs	-	-	-	-	-	-	-	-	-	-
	· proceeds re-invested or planned to be reinvested in accordance with the REIT Regulations (9)	-	(1,200)	-	-	-	-	-	-	-	(1,200)
	· any acquisition	-	-	-	-	-	-	-	-	-	-
	· investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-	-	-
5.	Add : Proceeds from sale of real estate assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
6.	Add/less : Any other item of non-cash expense / non cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager . (2) For example , any decrease/increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value , interest cost as per effective interest rate method , deferred tax , lease rents recognized on a straight line basis , etc.	51	260	70	344	30	(10)	151	376	-	1,271
7.	Add : Cash flow received from Asset SPV and Investment entity , if any including (applicable for Holdco only , to the extent not covered above) :	-	-	-	-	-	-	-	-	-	-
	· repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-	-	-	-
	· proceeds from buy-backs/ capital reduction	-	-	-	-	-	-	-	-	-	-
8.	Add : Interest on borrowings from Mindspace REIT	138	193	340	211	125	-	4	13	-	1,024
9.	Add/less : Other adjustments , including but not limited to net changes in security deposits , working capital , etc . , as may be deemed necessary by the Manager (3) , (6) & (7)	(45)	(44)	100	207	299	(76)	(238)	(113)	-	90
10.	Less : Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Mindspace REIT) , overheads , etc. (6) & (7)	(129)	(322)	(274)	(1,416)	(2,446)	(47)	(582)	(418)	-	(5,634)
11.	Less : Net debt repayment / (drawdown) / redemption of preference shares / debentures / any other such instrument / premiums / accrued interest / any other obligations / liabilities etc . , to parties other than Mindspace REIT , as may be deemed necessary by the Manager (4)	42	(4,041)	197	(744)	(832)	-	(26)	3,424	4,630	2,649

# Consolidated Financial Statements

RN: INV/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sr. no.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination <sup>(1)</sup>	Total
12.	Less : Proceeds to shareholders other than Mindspace REIT through buyback of shares/ capital reduction/ dividend paid on preference or equity capital , buyback distribution tax if any paid on the same , and further including buyback distribution tax , if applicable on distribution to Mindspace REIT (8)	-	-	-	-	-	(221)	(332)	(278)	-	(831)
Total Adjustments (B)		909	206	1,106	671	(300)	816	1,907	3,600	(4,090)	4,826
Net Distributable Cash Flows (C)=(A+B)		1,235	2,458	342	384	108	1,796	2,698	5,655	(4,090)	10,585

Note 1: For the purpose of eliminations, repayment of loans from REIT (further lent to Asset SPVs) is considered.

Note 2: In case of KRIT, amount includes written down value (in SPV) of the buildings bearing nos. 1A & 1B and plant and machinery and other items attached to the buildings amounting ₹ 260 million on account of demolition of the said buildings. The Company has received concurrence from TSIC on 23 June 2021 for redevelopment.

Note 3: Borrowing from and repayment to REIT, if any within the same period has been adjusted under "Other Adjustments".

Note 4: Includes ₹ 4,000 million Non-Convertible Debentures raised in Sundew during the year ended 31 March 2022.

"Note 5: As per Chapter V, clause 16(a) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time, the entity is required to distribute not less than 90% of net distributable cash flows of the entity to Mindspace REIT in proportion of its holding in the SPV subject to applicable provisions in the Companies Act, 2013. As per distribution policy adopted by the governing board of Mindspace REIT's Manager (K Raheja Corp Investment Managers LLP), any proceeds to shareholders other than Mindspace REIT is reduced to arrive at net distributable cash flows (NDCF). The above note has been prepared as per the distribution policy adopted by the governing board of Mindspace REIT's Manager, which is forming part of the Final offer document of Mindspace REIT and does not represent amount available for declaring dividend as per section 123 of the Companies Act, 2013 read with Declaration and Payment of Dividend Rules 2014."

Note 6: During the year ended 31 March 2022, a total amount of 118 million has been transferred from capital expenditure to other adjustments pursuant to lease commencement of fit-outs in Gigaplex.

Note 7: In case of Sundew, during the year ended 31 March 2022, a total amount of ₹ 358 million (Including 80 million incurred during the period) has been transferred from capital expenditure to other adjustments pursuant to lease commencement of fit-outs.

Note 8: The dividend is declared by Sundew, KRIT and Intime on 23 December 2021 amounting to ₹ 1,691 million to Mindspace REIT and ₹ 209 million to shareholders other than Mindspace REIT. The amount is paid to Mindspace REIT on 30 December 2021 and the balance payable to other shareholders is appearing in the earmarked bank account as on 31 December 2021 and the same is paid in January 2022.

Note 9: In March 2022, Mindspace Business Parks Private Limited ("MBPPL"), one of the Asset SPVs of Mindspace Business Parks REIT concluded the sale of land admeasuring approximately 39.996 acres located at Pocharam, Hyderabad, to K. Raheja Corp Private Limited ("KRCPPL") for a consideration of ₹ 1,200 million as per the approval of the Board of Directors of MBPPL and the Governing Board of the Manager and other terms and conditions as set out in the Memorandum of Understanding dated 16 December 2019 read with the extension letter dated September 1, 2021 ("MoU") and sale deed dated 30 March 2022. Pending the decision on re-investment or distribution of the sale proceeds, the sale proceeds has been temporarily utilized to repay debt and invested in fixed deposit.

Significant accounting policies

See the accompanying notes to the Consolidated Financial Statements

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's registration number : 117366WVW-100018

**Nilesh Shah**

Partner

Membership number : 49660

Place : Mumbai

Date : 12-May-2022

for and on behalf of the Governing Board of

**K Raheja Corp Investment Managers LLP**

(acting as the Manager to Mindspace Business Parks REIT)

**Neel C . Raheja**

Member

DIN : 00029010

Place : Mumbai

Date : 12-May-2022

**Vinod N . Rohira**

Chief Executive Officer

DIN : 00460667

Place : Mumbai

Date : 12-May-2022

**Preeti N . Chheda**

Chief Financial Officer

DIN : 08066703

Place : Mumbai

Date : 12-May-2022



RN: INV/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016  
**Net Distributable Cash Flows (NDCF)** pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

**(iii) Calculation of net distributable cash flows at each Asset SPV**

**For year ended 31 March 2021 pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016**

Sr. no.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination <sup>(3)</sup>	Total
1.	Profit after tax as per Statement of profit and loss/income and expenditure (standalone) (A)	105	1,357	(606)	177	(28)	524	671	901	-	3,101
2.	Add : Depreciation and amortisation as per Statement of profit and loss/income and expenditure	37	220	60	172	71	17	17	153	-	747
3.	Add/less : Loss/gain on sale of real estate assets	-	-	-	-	-	-	-	-	-	-
4.	Add : Proceeds from sale of real estate assets , liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at the Asset SPV level adjusted for the following :	2,170	2,370	220	2,430	860	250	315	4,380	(1,925)	11,070
	· debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
	· transaction costs	-	-	-	-	-	-	-	-	-	-
	" proceeds re- invested or planned to be reinvested in accordance with the REIT Regulations "	-	-	-	-	-	-	-	-	-	-
	· any acquisition	-	-	-	-	-	-	-	-	-	-
	· investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-	-	-
5.	Add : Proceeds from sale of real estate assets not distributed pursuant to an earlier plan to re- invest , if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
6.	Add/less : Any other item of non - cash expense / non cash income (net of actual cash flows for these items) , as may be deemed necessary by the Manager . For example , any decrease/increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value , interest cost as per effective interest rate method , deferred tax , lease rents recognized on a straight line basis , etc .	45	1	267	(1.1)	172	(9)	2	30	-	497
	7. Add : Cash flow received from Asset SPV and investment entity , if any including (applicable for Holdco only , to the extent not covered above) :	-	-	-	-	-	-	-	-	-	-
	· repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-	-	-	-
	· proceeds from buy - backs/ capital reduction	-	-	-	-	-	-	-	-	-	-
8.	Add : Interest on borrowings from Mindspace REIT	90	44	167	124	19	-	-	12	-	456
9.	Add/less : Other adjustments , including but not limited to net changes in security deposits , working capital , etc . , as may be deemed necessary by the Manager (2)	213	226	(32)	373	(316)	141	485	(465)	-	625
10.	Less : Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Mindspace REIT) , overheads , etc . (5) & (6)	(82)	(80)	(195)	(615)	(1,294)	(6)	(231)	(156)	-	(2,659)

## Consolidated Financial Statements

RN: INV/REIT/19-20/003

Sr. no.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination <sup>(3)</sup>	Total
11.	Less : Net debt repayment / (drawdown) / redemption of preference shares / debentures / any other such instrument / premiums / accrued interest / any other obligations / liabilities etc . , to parties other than Mindspace REIT , as may be deemed necessary by the Manager	(2,086)	(2,136)	272	(1,817)	476	0	71	(3,420)	805	(7,835)
12.	Less : Proceeds to shareholders other than Mindspace REIT through buyback of shares/ capital reduction/ dividend paid on preference or equity capital , buyback distribution tax if any paid on the same , and further including buyback distribution tax , if applicable on distribution to Mindspace REIT (4)	-	-	-	-	-	(114)	(149)	(155)	-	(418)
<b>Total Adjustments (B)</b>		<b>387</b>	<b>645</b>	<b>759</b>	<b>656</b>	<b>(12)</b>	<b>279</b>	<b>510</b>	<b>379</b>	<b>(1,120)</b>	<b>2,483</b>
<b>Net Distributable Cash Flows (C)= (A+B)</b>		<b>492</b>	<b>2,002</b>	<b>153</b>	<b>833</b>	<b>(40)</b>	<b>803</b>	<b>1,181</b>	<b>1,280</b>	<b>(1,120)</b>	<b>5,584</b>

Note 1: Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.

Note 2: Borrowing from and repayment to REIT, if any within the same period has been adjusted under "Other Adjustments".

Note 3: For the purpose of eliminations, repayment of Inter SPV loans and repayment of loans from REIT (further lent to Asset SPVs) is considered.

Note 4: As per Chapter V, clause 16(a) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time, the entity is required to distribute not less than 90% of net distributable cash flows of the entity to Mindspace REIT in proportion of its holding in the SPV subject to applicable provisions in the Companies Act, 2013. As per distribution policy adopted by the governing board of Mindspace REIT's Manager (K Raheja Corp Investment Managers LLP), any proceeds to shareholders other than Mindspace REIT is reduced to arrive at net distributable cash flows (NDCF). The above note has been prepared as per the distribution policy adopted by the governing board of Mindspace REIT's Manager, which is forming part of the Final offer document of Mindspace REIT and does not represent amount available for declaring dividend as per section 123 of the Companies Act, 2013 read with Declaration and Payment of Dividend Rules 2014.

Note 5: In case of MBPPL, during the quarter ended 31 December 2020, a total amount of ₹ 134 million (including a sum of ₹ 50 million incurred during the quarter) has been transferred from capital expenditure to other adjustments pursuant to lease commencement of fit outs.

Note 6: In case of Sundew, during the quarter ended 31 March 2021, a total amount of ₹ 469 million (including a sum of ₹ 136 million incurred during the quarter) has been transferred from capital expenditure to other adjustments pursuant to lease commencement of fit outs.

Significant accounting policies

See the accompanying notes to the Consolidated Financial Statements

As per our report of even date attached .

for **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's registration number : 117366WVW-100018

for and on behalf of the Governing Board of

**K Raheja Corp Investment Managers LLP**

(acting as the Manager to Mindspace Business Parks REIT)

**Nilesh Shah**

Partner

Membership number : 49660

Place : Mumbai

Date : 12 - May - 2022

**Neel C . Raheja**

Member

DIN : 00029010

Place : Mumbai

Date : 12 - May - 2022

**Vinod N . Rohira**

Chief Executive Officer

DIN : 00460667

Place : Mumbai

Date : 12 - May - 2022

**Preeti N . Chheda**

Chief Financial Officer

DIN : 08066703

Place : Mumbai

Date : 12 - May - 2022





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 1 Organization Structure

The consolidated financial statements ('Consolidated Financial Statements') comprise financial statements of Mindspace Business Parks Real Estate Investment Trust ('Mindspace Business Parks REIT/ Mindspace REIT/ Trust'), its SPVs Mindspace Business Parks Private Limited ('MBPPL'), Gigaplex Estate Private Limited ('Gigaplex'), Sundew Properties Limited ('Sundew') Intime Properties Limited ('Intime'), K. Raheja IT Park (Hyderabad) Limited ('KRIT'), KRC Infrastructure and Projects Private Limited ('KRC Infra'), Horizonview Properties Private Limited ('Horizonview'), Avacado Properties and Trading (India) Private Limited ('Avacado') (individually referred to as 'Special Purpose Vehicle' or 'SPV' or "Asset SPV" and together referred to as 'Mindspace Business Parks Group/'Mindspace Group'). The SPVs are companies domiciled in India.

Anbee Constructions LLP ('ACL') and Cape Trading LLP ('CTL') collectively known as (the 'Sponsors' or the 'Co-Sponsors') have set up the 'Mindspace Business Parks REIT' as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 18 November 2019 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 having registration number RN:IN/REIT/19-20/003.

The brief activities and shareholding pattern of the SPVs are provided below:

Name of the SPV	Activities	Shareholding (in percentage) as at 31 March 2021	Shareholding (in percentage) as at 31 March 2022
MBPPL	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai), Pune and Pocharam (Hyderabad). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 9 April 2015.	Mindspace Business Parks REIT : 100%	Mindspace Business Parks REIT : 100%
Gigaplex	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 19 April 2016.	Mindspace Business Parks REIT : 100%	Mindspace Business Parks REIT : 100%
Sundew	The SPV is engaged in development and leasing/licensing of IT park, SEZ to different customers in Hyderabad.	Mindspace REIT : 89% Andhra Pradesh State Industrial Infrastructure Corporation Limited (11%)	Mindspace REIT : 89% Telangana State Industrial Infrastructure Corporation Limited (11%)*
Intime	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	Mindspace REIT : 89% Andhra Pradesh State Industrial Infrastructure Corporation Limited (11%)	Mindspace REIT : 89% Telangana State Industrial Infrastructure Corporation Limited (11%)*

The Trustee to Mindspace REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Mindspace REIT is K Raheja Corp Investment ManagersLLP (the 'Investment Manager').

The objectives and principal activity of Mindspace REIT is to carry on the activity of a real estate investment trust, as permissible under the REIT Regulations, to raise funds through the REIT, to make Investments in accordance with the REIT Regulations and the Investment Strategy and to carry on the activities as may be required for operating the REIT, including incidental and ancillary matters thereto.

Mindspace REIT acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone entities in the SPVs on 30 July 2020. In exchange for these equity interests, the above shareholders have been allotted 55,66,54,582 Units of Mindspace Parks REIT issued at ₹ 275 each.

Mindspace REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 4 August 2020. All these units were subsequently listed on the Bombay Stock Exchange (BSE Limited) and National Stock Exchange (NSE) on 7 August 2020.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Shareholding (in percentage) as at 31 March 2021	Shareholding (in percentage) as at 31 March 2022
KRIT	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	Mindspace REIT : 89% Andhra Pradesh State Industrial Infrastructure Corporation Limited (11%)	Mindspace REIT : 89% Telangana State Industrial Infrastructure Corporation Limited (11%)*
KRC Infra	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) and Information Technology Parks. The SPV has its project in Kharadi Pune. The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Kharadi, Pune from 1 June 2019.	Mindspace Business Parks REIT : 100%	Mindspace Business Parks REIT : 100%
Horizonview	The SPV is engaged in development and leasing/licensing of IT park to different customers in Chennai.	Mindspace Business Parks REIT : 100%	Mindspace Business Parks REIT : 100%
Avacado	The SPV has developed an Industrial park for the purpose of letting out to different customers in Paradigm building at Malad - Mumbai and is being maintained and operated by the SPV. The SPV also has a commercial project in Bandra Kurla Complex, Mumbai.	Mindspace Business Parks REIT : 100%	Mindspace Business Parks REIT : 100%

\*Pursuant to transmission of shares from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) to Telangana State Industrial Infrastructure Corporation Limited (TSIIC) effective 30 December 2021.

## 2 Basis of preparation

The Consolidated Financial Statements of Mindspace Business Parks REIT comprise the Consolidated Balance Sheet as at 31 March 2022, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Statement of Cash Flow for the quarter and year ended 31 March 2022, the Statement of Changes in Unitholders Equity for the year ended 31 March 2022, the Statement of Net Distributable Cashflows of Mindspace Business Parks REIT and each of the SPVs for the year ended 31 March 2022, the Statement of Net Assets at Fair Value as at 31 March 2022, the Statement of Total Returns at Fair Value for the year ended 31 March 2022 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures. The Consolidated Financial Statements have been prepared in accordance with the requirements of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated 29 December 2016 ("the REIT regulations"); Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations; Indian Accounting Standard (Ind AS) and other accounting principles generally accepted in India to the extent not inconsistent with REIT regulations. (refer note 20 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder.

On 24 March 2021, the Ministry of Corporate Affairs(MCA) through a notification, amended Schedule III of the Companies Act, 2013 and the amendments are

applicable for financial periods commencing from 1 April 2021 for SPVs. The preparation of consolidated financial statements is after taking into consideration the effect of the amended Schedule III, to the extent applicable. The Trust has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The Consolidated Financial Statements were authorized for issue in accordance with the resolution passed by the Governing Board of the Manager on 12 May 2022.

### Statement of compliance to Ind AS:

These Consolidated financial statements for the year ended 31 March 2022 have been prepared in accordance with Ind AS, to the extent not inconsistent with the REIT regulations as more fully described above and Note 20 to the consolidated financial statements.

### Basis of Consolidation

Mindspace Business Parks Group consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of Mindspace Business parks REIT and its subsidiary SPVs as disclosed in note 1. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The procedure for preparing Consolidated Financial Statements of Mindspace Business Parks Group are stated below:

- The financial statements of Mindspace Business Parks Group are consolidated for like items and intragroup balances and transactions for assets and liabilities, equity, income, expenses and cash flows between entities of Mindspace Business Parks Group are eliminated in full upon consolidation.
- Telangana State Industrial Infrastructure Corporation Limited, which is a shareholder in Intime, KRIT and Sundew has not agreed to exchange their equity interest in the SPVs (Intime, KRIT and Sundew), thus, Mindspace Business Parks REIT has recorded a non-controlling interests for these SPVs. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.
- The figures in the notes to accounts and disclosures have been Consolidated line by line and Inter-company transactions and balances including unrealized profits are eliminated in full on consolidation.
- Mindspace Business Parks Group holds 4% of the equity share capital of Stargaze Properties Private Limited, a company involved in the real estate development. Mindspace Business Parks Group is of the view that it is not able to exercise significant influence over Stargaze Properties Private Limited and hence it has not been accounted using equity method.

## 3 Significant accounting policies

### (a) Functional and presentation currency

The Consolidated Financial Statements are presented in Indian rupees, which is Mindspace Business Parks Group's functional currency and the currency of the primary economic environment in which Mindspace Business Parks Group operates. All financial information presented in Indian rupees has been rounded off to nearest million except otherwise stated.

### (b) Basis of measurement

The Consolidated Financial Statements are on the historical cost basis, except for the following:

- Certain financial assets and liabilities (refer accounting policy regarding financial instrument): measured at fair values;
- Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan.

### (c) Use of judgements and estimates

The preparation of the Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements is included in the following notes:

- Presentation of "Unit Capital" as "Equity" in accordance with the REIT Regulations instead of compound instrument (Note 20)
- Estimation of lease term for revenue recognition
- Estimation of useful life of property, plant and equipment and investment property
- Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used and income taxes.
- Impairment and Fair valuation of Investment Property, Investment property under construction, Property, plant and equipment and Capital work-in-progress
- Recognition and measurement of provisions for contingencies and disclosure of contingent liabilities

### (d) Current versus non-current classification

Mindspace Business Parks Group presents assets and liabilities in the Consolidated Balance Sheet based on current/ non-current classification:

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Mindspace Business Parks Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Mindspace Business Parks Group has identified twelve months as its operating cycle.

### (e) Measurement of fair values

Mindspace Business Parks Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Mindspace Business Parks Group has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, Mindspace Business Parks Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

## 3.1 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts are measured initially at the fair value and in accordance with Ind AS 109 unless on a case to case basis elects to account for financial guarantee as Insurance Contracts as specified under Ind AS 104."

## 3.2 Property, plant and equipment

### (a) Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is charged when the assets are ready for their intended use. Purchase price or construction cost is defined as any consideration paid or fair value of any other consideration given to acquire the asset.

### (b) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to Mindspace Business Parks Group. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to Mindspace Business Parks Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

### (c) Depreciation

Depreciation / amortisation is provided using straight line method as per the useful life of the assets estimated by the



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

management over the balance useful life. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Companies Act 2013, are listed in the table below. Depreciation on addition / deletion of property, plant and equipment made during the period is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)	
	Power assets	Other assets
Right to use - Leasehold land	Balance Lease term	-
Buildings*	75/90	-
Plant and machinery	15	15
Electrical installation*	15	15
Computers	3	3
Temporary Structure*	-	1
Office equipment*	4	4
Furniture and fixtures*	-	7
Vehicles*	-	5

\* For these class of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Companies Act, 2013.

- (1) Based on internal assessment the management believes the residual value of all assets except Leasehold Land is estimated to be 5% of the original cost of those respective assets at SPV.
- (2) Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition.
- (3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

(d) De-recognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Consolidated Statement of Profit and Loss.

(e) Capital work in progress

Property, plant and equipment under construction is disclosed as capital work in progress which is carried at cost less any recognized impairment losses. Cost

comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid and expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under other non current assets as advances on capital account and capital work-in-progress respectively.

3.3 Intangible assets

(a) Recognition and measurement

An intangible asset is an identifiable non-monetary asset without physical substance. Intangible assets with finite useful lives that are acquired separately are initially measured at its cost and then carried at the cost less accumulated amortisation and impairment, if any. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less impairment, if any.

(b) Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in the Consolidated Statement of Profit and Loss as incurred.

(c) Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in the Consolidated Statement of Profit and Loss on a straight line method over the estimated useful lives of intangible assets, from the date that they are available for use.

Asset group	Estimated Useful Life (in years)
	Other assets
Computer Softwares	3
Trademarks	10

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(d) De-recognition

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal, gains or losses arising from derecognition of

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Consolidated Statement of Profit and Loss when the asset is derecognized.

3.4 Investment property

(a) Recognition and measurement

Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by Mindspace Business Parks Group are classified as investment property.

Investment properties are initially recognized at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirement of Ind AS 16's requirements for cost model i.e. Cost less depreciation less impairment losses, if any. Depreciation is charged when the investment property is ready for its intended use. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project.

Plant and machinery, furniture and fixtures, office equipment and electrical equipments which are physically attached to the commercial buildings are considered as part of investment property.

Acquisitions and disposals are accounted for at the date of completion of acquisitions and disposals.

(b) Subsequent expenditure

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to Mindspace Business Parks Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

(c) Depreciation

Depreciation / amortisation is provided using straight line method as per the useful life of the assets estimated by the management over the balance useful life. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Companies Act 2013 and listed in the table below. Depreciation on addition / deletion of investment property made during the period is provided on pro-rata basis from / to the date of such addition / deletion.

Asset group	Estimated Useful Life (in years)
	Balance Lease term
Right to use - Leasehold land	
Buildings*	75/90
Infrastructure and development	15
Roadwork*	15
Broadwalk , vantage café etc . *	50
Plant and machinery	15
Office equipment*	4
Furniture and fixtures*	7
Electrical installation*	15

\* For these class of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Companies Act, 2013.

- (1) Based on internal assessment the management believes the residual value of all assets except Leasehold Land is estimated to be 5% of the original cost of those respective assets at SPV.
- (2) Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition.
- (3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

(d) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Statement of Net assets at Fair Value.

(e) De-recognition

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss in the period in which the property is de-recognized.

(f) Investment properties under construction

Property that is being constructed for future use as investment property is accounted for as investment





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

property under construction until assets are ready for their intended use.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment properties under construction represent the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

Advance paid for acquisition of investment property which are not ready for their intended use at each balance sheet date are disclosed under other non current assets as capital advance.

## 3.5 Impairment of assets

Mindspace Business Parks Group assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, Mindspace Business Parks Group estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the Consolidated Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Consolidated Statement of Profit and Loss.

## 3.6 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending

their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

Capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the general borrowings.

Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost incurred by the SPVs on inter-company loans is continued to be capitalized only to the extent Mindspace Group has incurred external borrowing cost.

## 3.7 Inventories

### (a) Measurement of inventory

Inventories comprise of building material and components. Contractual work in progress, in respect of third party customers, is classified as work in progress. Mindspace Business Parks Group measures its inventories at the lower of cost or net realizable value.

### (b) Cost of inventories

The cost of inventories of building material and components and work in progress comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

### (c) Net realizable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## 3.8 Revenue recognition

### (a) Facility rentals

Revenue from property leased out under an operating lease is recognized over the lease term on a straight line basis, except where there is an uncertainty of ultimate collection.

### (b) Revenue from works contractual services

Revenue from works contractual service is accounted for on the basis of completion of work as per the specification and agreement with the customer.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## (c) Maintenance services

Maintenance income is recognized over a period of time for services rendered to the customers.

## (d) Revenue from power supply

Revenue from power supply is accounted for on the basis of billings to consumers and includes unbilled revenues accrued up to the end of the accounting year. Mindspace Business Parks Group determines surplus/deficit i.e. excess/ shortfall of aggregate gain over return on equity entitlement for the period in respect of its operations based on the principles laid down under the respective Tariff Regulations as notified by Maharashtra Electricity Regulatory Commission (MERC), on the basis of the tariff order issued by it. In respect of such surplus/deficit, appropriate adjustments as stipulated under the regulations are made during the period. Further, any adjustments that may arise on annual performance review by the MERC under the tariff regulations is made after the completion of such review.

## (e) Finance Lease

For assets let out under finance lease, Mindspace Business Parks Group recognizes a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

## (f) Sale of surplus construction material and scrap

Revenue from sale of surplus construction material and scrap is recognized when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

## 3.9 Recognition of dividend income, interest income:

- (i) Dividend income is recognized in profit or loss on the date on which Mindspace REIT group has right to receive payment is established.
- (ii) Interest income is recognized on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.
- (iii) Delayed payment charges and interest on delayed payments are recognized, on time proportion basis, except when there is uncertainty of ultimate collection.

## 3.10 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income in which case, the current and deferred tax are also recognized in equity and other comprehensive income respectively.

### (a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

### (b) Deferred tax

Deferred tax asset/liability is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured that are expected to apply to the period when the asset is realized or the liability is settled, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Mindspace Business Parks Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that Mindspace Business Park Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

For operations carried out under tax holiday period (80IA benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

In the situations where one or more units of the Group are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

## (c) Minimum Alternate Tax (MAT)

MAT credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and shown as MAT credit entitlement under deferred tax assets. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

## 3.11 Earnings per unit (EPU):

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unit holders of Mindspace REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per unit or increase loss per units are included.

## 3.12 Provisions, contingent liabilities and contingent assets

Provisions are recognized when Mindspace Business Parks Group has a present legal or constructive obligation as a result of a past event, it is probable that Mindspace Business Parks Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of Mindspace Business Parks Group.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

## 3.13 Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Consolidated Statement of Profit and Loss of the period.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the period-end and not covered by forward contracts, are translated at the period-end at the closing exchange rate and the resultant exchange differences are recognized in the Consolidated Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

## 3.14 Leases

### As a Lessor

Mindspace Business Parks Group enters into lease agreements as a lessor with respect to some of its investment properties.

Leases for which Mindspace Business Parks Group is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When Mindspace Business Parks Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease and presented as unbilled revenue in other financial assets. Initial direct costs such as brokerage expenses incurred specifically to earn revenues from an operating lease are capitalized to the carrying amount of leased asset and recognized over the lease term on the same basis as rental income.

Amounts due from lessees under finance leases are recognized as receivables at the amount of Mindspace Business Parks Group's net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on Mindspace Business Parks Group's net investment outstanding in respect of the leases.

### As a Lessee

Mindspace Business Parks Group assesses whether a contract is or contains a lease, at inception of a contract. Mindspace Business Parks Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

For these leases, Mindspace Business Parks Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, Mindspace Business Parks Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented separately as part of Financial Liabilities in the Consolidated balance sheet. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Mindspace Business Parks Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever Mindspace Business Parks Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets'. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

Mindspace Business Parks Group applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 3.5.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Consolidated Statement of Profit and Loss.

## 3.15 Financial instruments

### 1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognized when Mindspace Business Parks Group becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Consolidated Statement of Profit and Loss.

### 2 Financial assets:

#### (a) Classification of financial assets:

- (i) Mindspace Business Parks Group classifies its financial assets in the following measurement categories:
  - those to be measured subsequently at fair value (either through other comprehensive

income, or through the Consolidated Statement of Profit and Loss), and

- those measured at amortized cost.

- (ii) The classification is done depending upon Mindspace Business Parks Group's business model for managing the financial assets and the contractual terms of the cash flows.
- (iii) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (iv) Mindspace Business Parks Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### (b) Subsequent Measurement

##### (i) Debt instruments:

Subsequent measurement of debt instruments depends on Mindspace Business Parks Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which Mindspace Business Parks Group classifies its debt instruments:

##### Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

##### Financial assets at fair value through the Consolidated Statement of Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through the Consolidated Statement of Profit and Loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction costs directly

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Consolidated Statement of Profit and Loss.

#### (ii) Equity instruments:

Mindspace Business Parks Group subsequently measures all equity investments at fair value. There are two measurement categories into which Mindspace Business Parks Group classifies its equity instruments:

##### Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless Mindspace Business Parks Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

##### Investments in equity instruments at FVTOCI:

On initial recognition, Mindspace Business Parks Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Consolidated Statement of Profit and Loss on disposal of the investments, but is transferred to retained earnings.

#### (c) Impairment of financial assets:

Mindspace Business Parks Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, Mindspace Business Parks Group measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, Mindspace Business Parks Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

#### (d) Derecognition of financial assets:

A financial asset is primarily derecognized when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) Mindspace Business Parks Group has transferred its rights to receive cash flows from the asset; and

Mindspace Business Parks Group has transferred substantially all the risks and rewards of the asset, or

Mindspace Business Parks Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognized in Consolidated Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by the SPV is recognized as a separate asset or liability.

## 3 Financial liabilities and equity instruments

#### (a) Classification as debt or equity

Financial liabilities and equity instruments issued by Mindspace Business Parks Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### (b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of Mindspace Business Parks Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of Mindspace Business Parks Group's own equity instrument is recognized and deducted directly in equity. No gain or loss is recognized in the Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of Mindspace Business Parks Group's own equity instruments.

#### (c) Compound financial instruments

The component parts of compound financial instruments issued by Mindspace Business Parks Group are classified separately as financial liabilities



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of Mindspace Business Parks Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible instrument using the effective interest method.

## (d) Financial Liabilities

### Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Consolidated Statement of Profit and Loss, or b) at amortized cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

Mindspace Business Parks Group's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through the Consolidated Statement of Profit and Loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Consolidated Statement of Profit and Loss. Amortized cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are

measured at amortized cost using the Effective Interest Rate method.

### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in the Consolidated Statement of Profit and Loss when the liabilities are derecognized.

## 4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognized amounts and there is an intention either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

## 3.16 Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, demand deposits, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 3.17 Statement of Cash flow

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of Mindspace Business Parks Group are segregated. For the purpose of the Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of Mindspace Business Parks Group's cash management.

As per para 8 of Ind AS 7 "where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. Bank overdraft, in the Consolidated Balance Sheet, is included as 'borrowings' under Financial Liabilities.

## 3.18 Employee benefits plan

### Disclosure pursuant to Ind AS – 19 'Employee benefits'

#### (1) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognized in the period in which the employee rendered the related services. The undiscounted amount

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period.

## (2) Long term employee benefits

### Defined contribution plans

Contributions to defined contribution schemes such as provident fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Mindspace Business Parks Group's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense. The above benefits are classified as defined contribution schemes as Mindspace Business Parks Group has no further defined obligations beyond the monthly contributions.

### Defined benefit plan

Mindspace Business Parks Group's gratuity benefit scheme is a defined benefit plan. Mindspace Business Parks Group has determined the gratuity liability based on internal calculation based on the number of years completed and last drawn basic salary as mentioned in the Payment of Gratuity Act, 1972. The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries / SPVs using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated Statement of Profit and Loss.

### Other long term employee benefits - Compensated absences

Benefits under compensated absences are accounted as other long-term employee benefits. Mindspace Business Parks Group has determined the liability for compensated absences based on internal calculation which is determined on the basis of leave credited to employee's account and the last drawn salary. Mindspace Business Parks Group's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation / by SPVs

using the projected unit credit method. Remeasurement is recognized in the Consolidated Statement of Profit and Loss in the period in which they arise. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability.

## 3.19 Earnings before finance costs, depreciation and amortisation, regulatory income / expense, exceptional items and tax

Mindspace Business Parks Group has elected to present earnings before interest, depreciation and amortisation, regulatory income / expense, exceptional items and tax as a separate line item on the face of the Consolidated Statement of Profit and Loss. Mindspace Business Parks Group measures earnings before interest, depreciation and amortisation, regulatory income / expense, exceptional items and tax on the basis of profit / (loss) from continuing operations.

## 3.20 Subsequent events

The Consolidated Financial Statements are adjusted to reflect events that occur after the reporting date but before the Consolidated Financial Statements are issued. The Consolidated Financial Statements have their own date of authorization, which differs from that of the financial statements of the entities which are part of Mindspace REIT group. Therefore, when preparing the Consolidated Financial Statements, management considers events up to the date of authorization of these financial statements.

## 3.21 Errors and estimates

Mindspace Business Parks Group revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Consolidated financial statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

## 3.22 Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in the Consolidated Statement of Profit and Loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated, and any equity-accounted investee is no longer equity accounted.

### 3.23Segment Information

#### Primary segment information

The primary reportable segment is business segments.

#### Business segment

The Mindspace Group is organized into the two operating divisions - 'real estate' and 'power distribution', which are determined based on the internal organization and management structure of the Mindspace Group and its system of internal financial reporting and the nature of its risks and its returns. The Governing Board of the manager has been identified as the chief operating decision maker (CODM). CODM evaluates the Mindspace Group's performance, allocates resources based on analysis of various performance indicators of the Group as disclosed below.

#### Real estate segment

Real estate comprises development and management of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The Group has its project/properties in Mumbai Region, Hyderabad, Pune and Chennai for development and management of commercial SEZ, IT parks and commercial resorts.

#### Power distribution

The state power regulator has taken on record the SEZ developer MBPPL, Gigaplex, Sundew and KRC Infra as Deemed Distribution Licensee for Power. The approved SPVs being Deemed Distributor, supplies power to customers within the notified SEZ.

#### Secondary segment information

Mindspace Business Parks Group's operations are based in India and therefore Mindspace Business Parks Group has only one geographical segment - India.

### 3.24Non-controlling interests

Non-controlling interests represent the share of reserves and capital attributable to the shareholders of the SPVs who have not agreed to exchange their shares in the SPVs for units of Mindspace REIT and will not become

the unitholders of Mindspace REIT. Below is the list of shareholders of the SPVs for whom non-controlling interest has been recognized. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

SPV	Shareholder	% Holding in SPV (As on reporting date)
KRIT	Telangana State Industrial Infrastructure Corporation Limited*	11.0%
Intime	Telangana State Industrial Infrastructure Corporation Limited*	11.0%
Sundew	Telangana State Industrial Infrastructure Corporation Limited*	11.0%

\*Pursuant to transmission of shares from Andhra Pradesh Industrial Infrastructure Corporation Limited (APIIC) to Telangana State Industrial Infrastructure Corporation Limited (TSIIC) effective 30 December 2021.

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of Mindspace REIT and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance.

### 3.25Cash distribution to unit holders

The Group recognizes a liability to make cash distributions to unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Governing Board of the Manager. A corresponding amount is recognized directly in other equity.

### 3.26Distribution Policy

The Net Distributable Cash Flows of Mindspace REIT are based on the cash flows generated from Mindspace REIT's assets and investments.

In terms of the Distribution Policy and the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, in proportion of their shareholding in the Asset SPV, subject to applicable provisions of the Companies Act or the LLP Act. Presently, NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment, proceeds of

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable law.

The Manager is required to and shall declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions ("REIT Distributions") to the Unitholders. Such REIT Distributions shall be declared and made for every quarter of a Financial Year.

### 3.27Recent Pronouncements

#### Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28. These amendments had no impact on the financial statements of the Group.

Several other amendments apply for the first time for the year ended 31 March 2022, but do not have an impact on the Consolidated financial statements of the Group.

### New and amended standards

The accounting policies adopted and methods of computation followed are consistent with those of the previous financial year, except for items disclosed below:

There were several amendments to standards and interpretations which are applicable for the first time for the year ended 31 March 2022, but either the same are not relevant or do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

### Amendment to Ind AS 103

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognize those costs as part of applying the acquisition method. Instead, the acquirer recognizes those costs in its post-combination financial statements in accordance with other Ind AS. These amendments had no impact on the financial statements of the Group.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- 4 Pursuant to the share acquisition agreements entered between Mindspace REIT, Sponsor Group and Blackstone Entities for acquisition of the shares of the Asset SPVs held by the Sponsor Group and Blackstone Entities, the acquisition was effected on 30 July 2020. However, consolidation of the financials of these Assets SPVs has been done effective 1 August 2020 considering the impact of 1 day operation on the financial results is immaterial. Accordingly, figures for period ended March 2022 and March 2021 are not comparable.

## 5 Property, plant and equipment

### Reconciliation of carrying amounts for the year ended 31 March 2022

Particulars	Power assets				Other assets						Total
	Right of use - Leasehold Land	Buildings	Plant and machinery	Electrical Installation	Right of use - plant and machinery	Plant and machinery	Electrical Installation	Office equipment	Computers	Furniture and fixtures	
<b>Gross block (cost or deemed cost)</b>											
<b>At 1 April 2020</b>	-	-	-	-	-	-	-	-	-	-	-
Additions due to Asset acquisition	1	467	711	150	63	40	8	5	1	4	1,450
Additions during the year	-	-	-	-	-	26	2	-	0	0	28
Disposals/adjustments	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>1</b>	<b>467</b>	<b>711</b>	<b>150</b>	<b>63</b>	<b>66</b>	<b>10</b>	<b>5</b>	<b>1</b>	<b>4</b>	<b>1,478</b>
<b>At 1 April 2021</b>	<b>1</b>	<b>467</b>	<b>711</b>	<b>150</b>	<b>63</b>	<b>66</b>	<b>10</b>	<b>5</b>	<b>1</b>	<b>4</b>	<b>1,478</b>
Additions during the period	-	8	188	45	-	83	-	0	20	-	344
Disposals/adjustments	-	41	0	-	63	2	-	-	-	0	106
<b>At 31 March 2022</b>	<b>1</b>	<b>434</b>	<b>899</b>	<b>195</b>	<b>0</b>	<b>147</b>	<b>10</b>	<b>5</b>	<b>21</b>	<b>4</b>	<b>1,716</b>
<b>Accumulated depreciation</b>											
<b>At 1 April 2020</b>	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	0	4	47	3	5	4	0	3	1	1	68
Disposals/adjustments	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>0</b>	<b>4</b>	<b>47</b>	<b>3</b>	<b>5</b>	<b>4</b>	<b>0</b>	<b>3</b>	<b>1</b>	<b>1</b>	<b>68</b>
<b>At 1 April 2021</b>	<b>0</b>	<b>4</b>	<b>47</b>	<b>3</b>	<b>5</b>	<b>4</b>	<b>0</b>	<b>3</b>	<b>1</b>	<b>1</b>	<b>68</b>
Charge for the period	0	6	85	8	2	11	1	1	5	1	121
Disposals/adjustments	-	2	-	-	7	2	-	-	-	-	12
<b>At 31 March 2022</b>	<b>0</b>	<b>8</b>	<b>132</b>	<b>11</b>	<b>1</b>	<b>13</b>	<b>1</b>	<b>4</b>	<b>6</b>	<b>2</b>	<b>178</b>
<b>Carrying amount (net)</b>											
<b>At 31 March 2021</b>	<b>1</b>	<b>463</b>	<b>664</b>	<b>147</b>	<b>58</b>	<b>62</b>	<b>10</b>	<b>2</b>	<b>0</b>	<b>3</b>	<b>1,410</b>
<b>At 31 March 2022</b>	<b>1</b>	<b>426</b>	<b>767</b>	<b>184</b>	<b>(0)</b>	<b>134</b>	<b>9</b>	<b>1</b>	<b>15</b>	<b>2</b>	<b>1,539</b>

Note - refer note 43 for Asset acquisition

### MBPPL

Leasehold land (power assets) of MBPPL is a part of land (admeasuring 198,997 sq mtrs. in Airoli, Navi Mumbai) which has been acquired on lease by MBPPL from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 31 July 2064. MBPPL has right to renewal of said lease for a further period of 99 years upon payment of premium as may be decided.

### Sundew

- (a) In the year 2013, Sundew had applied to The Andhra Pradesh Electricity Regulatory Commission (APERC) for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in Sundew's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Telangana State Electricity Regulatory Commission (TSERC), the successor to APERC passed an order identifying Sundew as a deemed licensee to

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain conditions including the maintenance of debt equity ratio of 70:30 for power distribution business.

- (b) Sundew has filed miscellaneous applications before TSERC seeking modification/clarification of its order under regulation 38 & 39 of TSERC (Conduct of business) Regulations 2015 read with Regulations 52(iv) and (v) of the APERC (Distribution License) Regulations, 2013. TSERC disposed off the application without giving any consideration to the modification/clarification application filed. Sundew has filed a separate appeal to Appellate Tribunal of Electricity (APTEL). The matter was heard by APTEL on 2 May 2019 and the case was dismissed on 27 September 2019. Sundew has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India. The Matter is pending before Hon'ble Supreme Court of India.

## 6 Investment property

### Reconciliation of carrying amounts for the year ended 31 March 2022

Particulars	Development rights of Land**	Freehold Land	Right of use Leasehold Land	Buildings	Infrastructure and development	Roadwork	Plant and machinery	Furniture and fixtures	Electrical installation	Total
<b>Gross block (cost or deemed cost)</b>										
<b>As at 1 April 2020</b>	-	-	-	-	-	-	-	-	-	-
Additions due to Asset acquisition	2,758	67,666	26,206	88,720	3,421	29	4,834	81	1,491	195,206
Additions during the year	-	-	-	862	112	-	436	11	113	1,534
Adjustments	-	-	-	653	-	-	-	-	-	653
Disposals	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>2,758</b>	<b>67,666</b>	<b>26,206</b>	<b>90,235</b>	<b>3,533</b>	<b>29</b>	<b>5,269</b>	<b>92</b>	<b>1,603</b>	<b>197,393</b>
<b>As at 1 April 2021</b>	<b>2,758</b>	<b>67,666</b>	<b>26,206</b>	<b>90,235</b>	<b>3,533</b>	<b>29</b>	<b>5,269</b>	<b>92</b>	<b>1,603</b>	<b>197,393</b>
Additions during the period	-	-	922	4,112	927	43	577	24	124	6,731
Disposals/adjustments (Refer note 59A)	-	-	-	1,453	3	-	199	10	30	1,695
<b>At 31 March 2022</b>	<b>2,758</b>	<b>67,666</b>	<b>27,128</b>	<b>92,894</b>	<b>4,457</b>	<b>72</b>	<b>5,648</b>	<b>106</b>	<b>1,698</b>	<b>202,428</b>
<b>Accumulated depreciation</b>										
<b>As at 1 April 2020</b>	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	-	328	822	195	1	433	11	105	1,895
adjustments	-	-	-	127	-	-	-	-	-	127
Disposals	-	-	-	-	-	-	-	-	-	-
Impairment Loss*	-	-	-	118	-	-	-	-	-	118
<b>At 31 March 2021</b>	<b>-</b>	<b>-</b>	<b>328</b>	<b>1,066</b>	<b>195</b>	<b>1</b>	<b>433</b>	<b>11</b>	<b>105</b>	<b>2,140</b>
<b>As at 1 April 2021</b>	<b>-</b>	<b>-</b>	<b>328</b>	<b>1,066</b>	<b>195</b>	<b>1</b>	<b>433</b>	<b>11</b>	<b>105</b>	<b>2,140</b>
Charge for the period	-	-	500	1,552	335	3	590	17	171	3,168
Disposals/adjustments (Refer note 59A)	-	-	-	33	1	-	24	-	14	73
<b>At 31 March 2022</b>	<b>-</b>	<b>-</b>	<b>828</b>	<b>2,584</b>	<b>528</b>	<b>4</b>	<b>999</b>	<b>28</b>	<b>262</b>	<b>5,235</b>
<b>At 31 March 2021</b>	<b>2,758</b>	<b>67,666</b>	<b>25,878</b>	<b>89,169</b>	<b>3,338</b>	<b>28</b>	<b>4,836</b>	<b>81</b>	<b>1,498</b>	<b>195,253</b>
<b>At 31 March 2022</b>	<b>2,758</b>	<b>67,666</b>	<b>26,301</b>	<b>90,309</b>	<b>3,929</b>	<b>68</b>	<b>4,649</b>	<b>78</b>	<b>1,437</b>	<b>197,194</b>

Note - refer note 43 for Asset acquisition

The fair value of Company's investment property as at 31 March 2022 and 31 March 2021 has been arrived on the basis of a valuation carried out by an external, independent property valuers, having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued and is a registered valuer as defined under Rule 2 of Companies (Registered valuers & Valuation) Rules, 2017.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Investment Property has been pledged as security for borrowings. Refer note 22 for details.

SPVs has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer note 51B for future minimum lease payments in respect of these properties till the expiry of lease term.

### Gigaplex

Leasehold land under Gigaplex is a part of land (admeasuring 202,300 sq. mtrs. in Airoli, Navi Mumbai) which has been acquired on lease from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 28 June 2102. Gigaplex has right of renewal of said lease for a period of 95 years upon payment of premium as may be decided.

### MBPPL

Leasehold land (admeasuring 198,997 sq mtrs. in Airoli, Navi Mumbai) has been acquired on lease by MBPPL from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 31 July 2064. MBPPL has right to renewal of said lease for a further period of 99 years upon payment of premium as may be decided.

### Horizonview

\*\*Conveyance of the proportionate share in the land will happen upon handover of 22% of the constructed area belonging to the landowner as per the Joint Development Agreement.

### Amount recognized in Consolidated Statement of Profit and Loss for investment properties:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Rental Income	17,010	10,766
Direct operating expenses arising from investment property that generated rental income	2,404	1,842
Direct operating expenses arising from investment property that did not generate rental income	19	-

### Fair value disclosures:

Particulars	Amount
Fair value as at 31 March 2022	275,149
Fair value as at 31 March 2021	256,508

### Measurement of fair values of investment property

#### Fair value hierarchy:

The fair value of Company's investment property as at 31 March 2022 and 31 March 2021 has been arrived on the basis of a valuation carried out as on the respective dates by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued and is a registered valuer as defined under Rule 2 of Companies (Registered Valuers & Valuation) Rules, 2017.

#### Valuation technique:

The fair value measurement for all of the Investment Property and Investment property under construction has been categorized as a Level 2 / Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 7 Investment property under construction

The breakup of investment property under construction comprises upcoming buildings in various parks. The SPV wise details are as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
MBPPL	1,330	2,203
Gigaplex	4,691	7,579
Sundew	15	656
KRIT	1,245	639
KRC Infra	5,941	4,122
Avacado	273	130
Horizonview	1	0
<b>Total</b>	<b>13,496</b>	<b>15,329</b>

Note - refer note 43 for Asset acquisition

**MBPPL:** During the year ended 31 March 2021, an impairment loss of ₹ 176 million has been recognized in the Statement of Profit and Loss for Mindspace Pocharam, Hyderabad and recorded as "Buildings" under Investment Property and Investment Property under construction in the financial statements of the Group ('Property'). These assets are used in the Group's "Real estate" segment. The Group has determined this Property as Cash Generating Unit (CGU) of the Group for the purpose of Ind AS 36. The impairment charge arose due to vacancies at the Property and the Group's expectation of longer time to lease the vacant area against earlier estimates, as a result of the existing market conditions due to Covid - 19 pandemic. The recoverable amount of ₹ 2,746 million as at 31 March 2021 being the higher of value in use and the fair value of the Property as per Ind AS 36 is considered for impairment and has been determined at the level of the CGU. In determining value in use of the property as at 31 March 2021, the Independent Valuer has discounted the cash flows at a rate of 12.25% for completed buildings and 13.60% for under construction building on a pre-tax basis.

**Gigaplex:** Gigaplex has land admeasuring 2,02,300 sq. mtrs. at Airoli, Navi Mumbai. Gigaplex has so far constructed 6 buildings for commercial purposes (SEZ & Non-SEZ), part of which has been let out. The lease of the land is due to expire on 28 June 2102. Gigaplex has right of renewal of said lease for a period of 95 years upon payment of premium as may be decided.

**KRC Infra:** The cost of construction and other related expenses incurred on building no. G1 for Gera Developments Private Limited is classified under IPUC as on 31 March 2022, since the SPV is in the process of finalising the arrangement with Gera Developments Private Limited.

### Investment Property under Construction Ageing Schedule

Additional Information Disclosure Pursuant to Schedul III of Companies Act, 2013 as per MCA notification dated 24 March 2021

#### For the year ended 31 March 2022

Particulars	Reporting date				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	4,264	2,484	3,276	2,682	12,706
Projects temporarily suspended	-	-	-	790	790
<b>Total</b>	<b>4,264</b>	<b>2,484</b>	<b>3,276</b>	<b>3,472</b>	<b>13,496</b>

#### For the year ended 31 March 2021

Particulars	Reporting date				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3,863	4,893	2,150	3,633	14,539
Projects temporarily suspended	-	-	-	790	790
<b>Total</b>	<b>3,863</b>	<b>4,893</b>	<b>2,150</b>	<b>4,423</b>	<b>15,329</b>



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## For the year ended 31 March 2022

### Projects whose completion is overdue or which has exceeded its cost compared to its original plan

Particulars	To be completed in				Total
	<1 year	1-2 years	2-3 years	More than 3 years	
B-9 (MBPPL - Pocharam)	-	-	-	479	479
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>479</b>	<b>479</b>

## For the year ended 31 March 2021

### Projects whose completion is overdue or which has exceeded its cost compared to its original plan

Particulars	To be completed in				Total
	<1 year	1-2 years	2-3 years	More than 3 years	
B-22 (Sundew)	584	-	-	-	584
B-9 (MBPPL - Pocharam)	-	-	-	479	479
<b>Total</b>	<b>584</b>	<b>-</b>	<b>-</b>	<b>479</b>	<b>1,063</b>

## 8 Other intangible assets

### Reconciliation of carrying amounts for the year ended 31 March 2022

Particulars	Trademarks
<b>Gross block</b>	
<b>As at 1 April 2020</b>	-
Additions due to Asset acquisition *	0
Additions	1
Disposals	-
<b>At 31 March 2021</b>	<b>1</b>
<b>As at 1 April 2021</b>	<b>1</b>
Additions	-
Disposals	-
<b>At 31 March 2022</b>	<b>1</b>
<b>Accumulated amortisation</b>	
<b>As at 1 April 2020</b>	-
Charge for the year	0
Disposals	-
<b>At 31 March 2021</b>	<b>0</b>
<b>As at 1 April 2021</b>	<b>0</b>
Charge for the period	0
Disposals	-
<b>At 31 March 2022</b>	<b>0</b>
<b>Carrying amount (net)</b>	
<b>At 31 March 2021</b>	<b>1</b>
<b>At 31 March 2022</b>	<b>1</b>

\* includes trademark and computer softwares (less than ₹ 0.5 million)

Note - refer note 43 for Asset acquisition

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 9 Investment

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Financial assets</b>		
<b>Investments in equity instruments</b>		
Unquoted equity shares measured at FVTOCI		
2,000 equity shares of Stargaze Properties Private Limited, face value of ₹ 10 each fully paid-up (31 March 2021 : 2,000)	0	0
<b>Unquoted investment in Government Securities at amortized cost</b>		
7.61% Central Government Loan (Face value ₹ 100), 25,000 units (31 March 2021 : 25,000)	3	3
8.24% GOI 2027 Bond (Face value ₹ 100), 25,000 units (31 March 2021 : 25,000)	3	3
7.17% Central Government Loan (Face value ₹ 100), 25,000 units (31 March 2021 : 25,000)	2	2
7.26% Central Government Loan (Face value ₹ 100), 22,000 units (31 March 2021 : 22,000)	2	2
7.06% Central Government Loan (Face value ₹ 100), 22,000 units (31 March 2021 : 22,000)	2	2
6.67% GOI 2050 Bond (Face value ₹ 100), 8,000 units (31 March 2021 : NIL)	1	-
7.72% GOI 2055 Bond (Face value ₹ 100), 10,000 units (31 March 2021 : 10,000)	1	1
7.26% GOI 2029 Bond (Face value ₹ 100), 18,000 units (31 March 2021 : 18,000)	2	2
7.40% GOI 2055 Bond (Face value ₹ 100), 28,700 units (31 March 2021 : 28,700)	3	3
8.33% GOI 2036 Bond (Face value ₹ 100), 21,210 units (31 March 2021 : NIL)	3	-
7.06% GOI 2046 Bond (Face value ₹ 100), 12,000 units (31 March 2021 : NIL)	1	-
8.33% GOI 2036 Bond (Face value ₹ 100), 1,790 units (31 March 2021 : NIL)	0	-
	<b>23</b>	<b>18</b>
<b>Investments measured at cost (gross)</b>	-	-
<b>Investments measured at fair value through profit or loss</b>	-	-
<b>Investments measured at fair value through other comprehensive income</b>	0	0
<b>Investments measured at amortized cost</b>	23	18
<b>Aggregate amount of impairment recognized</b>	-	-
<b>Aggregate amount of quoted investments and market value thereof</b>	-	-
<b>Aggregate amount of unquoted investments</b>	23	18

## 10 Other financial assets (Non current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Fixed deposits with banks*	57	201
Unbilled revenue	904	496
Interest receivable	23	-
Finance lease receivable	874	712
Security deposits for development rights	60	6
Security deposits	545	506
Other receivables	11	6
	<b>2,474</b>	<b>1,927</b>

\* These fixed deposits are held as lien in respect of loan availed by the SPVs.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 11 Deferred tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Deferred tax assets (net)	1,051	1,543
	<b>1,051</b>	<b>1,543</b>

## 12A Non-current tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Advance tax (net of provision for tax)	1,041	1,064
	<b>1,041</b>	<b>1,064</b>

## 12B Current tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Advance Tax (net of provision for tax)	23	-
	<b>23</b>	<b>-</b>

## 13 Other non-current assets

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Capital advances	692	577
Advance to vendors	5	12
Balances with government authorities	130	24
Prepaid expenses	40	23
	<b>867</b>	<b>636</b>

## 14 Inventories (valued at lower of cost and net realizable value)

Particulars	As at 31 March 2022	As at 31 March 2021
Building materials and components	26	39
	<b>26</b>	<b>39</b>

## 15 Trade receivables

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured</b>		
Considered good	210	214
Credit impaired	40	62
Less: loss allowance	(40)	(62)
	<b>210</b>	<b>214</b>

Trade receivables are generally based on terms as per contract/agreement. The company is not materially exposed to credit risk and loss allowance related to trade as they are generally backed by interest free security deposits from customers.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Trade Receivables ageing schedule

Additional Information Disclosure Pursuant to Schedul III of Companies Act, 2013 as per MCA notification dated 24 March 2021

### For the period ended 31 March 2022

Particulars	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	98	89	2	2	4	15	210
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	0	1	1	4	3	2	11
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	0	0	0
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0	4	5	10	0	10	29
<b>Total</b>	<b>-</b>	<b>98</b>	<b>94</b>	<b>8</b>	<b>16</b>	<b>7</b>	<b>27</b>	<b>250</b>

### For the period ended 31 March 2021

Particulars	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1	85	73	20	6	6	20	211
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	4	18	9	1	9	41
(iii) Disputed Trade Receivables considered good	-	-	0	-	0	0	3	3
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	4	5	0	4	8	21
<b>Total</b>	<b>1</b>	<b>85</b>	<b>81</b>	<b>43</b>	<b>15</b>	<b>11</b>	<b>40</b>	<b>276</b>

## 16 A Cash and cash equivalents

Particulars	As at 31 March 2022	As at 31 March 2021
Cash on hand	2	2
Balances with banks		
- in current accounts*	3,046	3,060
- in escrow accounts	0	64
- in deposit accounts with original maturity of less than three months	430	413
	<b>3,478</b>	<b>3,539</b>

\*Includes balance with bank of ₹ 1 million (31 March 2021: NIL) for unpaid distributions.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 16 B Other bank balances

Particulars	As at 31 March 2022	As at 31 March 2021
Fixed deposits with original maturity for more than 3 months and less than twelve months*	73	123
Balance with banks**	48	-
	<b>121</b>	<b>123</b>

\* These fixed deposits are held as lien in respect of loan availed by the SPVs.  
\*\* These are amounts, deposited in separate escrow accounts, earmarked for on-going Corporate Social Responsibility (CSR) projects.

## 17 Other financial assets (Current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Interest receivable		
- on fixed deposits	1	2
- from others	2	24
Interest accrued but not due		
- from others	15	17
Security deposit for development rights	-	61
Security deposits	21	23
Fixed deposits with banks*	432	221
Unbilled revenue	446	526
Finance lease receivable	268	209
Other receivables**		
- Considered good	292	46
- Credit impaired	-	1
Less: loss allowance	-	(1)
	<b>1,477</b>	<b>1,129</b>

\* These fixed deposits are held as lien in respect of loan availed by the SPVs.  
\*\* Refer Note-57 for related party disclosure.

## 18 Other current assets

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Capital Advances	5	-
Deposit / advance for supply of goods and rendering of services	115	61
Loan to staff	0	-
Balances with government authorities	108	206
Prepaid expenses	45	38
	<b>273</b>	<b>305</b>

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 19 Corpus

Corpus	Amount
<b>As at 1 April 2020</b>	0
Additions during the year	-
<b>Closing balance as at 31 March 2021</b>	0
<b>As at 1 April 2021</b>	0
Additions during the period	-
<b>Closing balance as at 31 March 2022</b>	<b>0</b>

## 20 Unit Capital

A. Unit Capital	No.	Amount
<b>As at 1 April 2020</b>	-	-
Units issued during the year		
- in exchange for equity interest in SPVs (refer note a (ii) below)	556,654,582	153,080
- pursuant to the initial public offer, issued, subscribed and fully paid-up in cash (refer note a (iii) below)	36,363,600	10,000
Less: Issue expenses (refer note below)	-	(241)
<b>Closing balance as at 31 March 2021</b>	<b>593,018,182</b>	<b>162,839</b>
<b>As at 1 April 2021</b>	<b>593,018,182</b>	<b>162,839</b>
Additions during the period	-	-
<b>Closing balance as at 31 March 2022</b>	<b>593,018,182</b>	<b>162,839</b>

Note: Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

### (a) Terms/rights attached to Units and other disclosures

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Governing Board of Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Mindspace Business Parks REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Mindspace Business Parks REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Mindspace Business Parks REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Governing Board of Investment Manager.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- ii) In the financial year ended 31 March 2021, Mindspace REIT had acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone Entities in the SPVs. The acquisition of equity interest in the SPVs has been done by issue of 55,66,54,582 Units of ₹ 275 each as per the table below.

Name of the SPV	Number of Units allotted for acquiring equity interest held by Sponsor Group and Blackstone entities in SPVs		
	Sponsor Group	Blackstone Entities	Total
Avacado	29,304,371	5,171,359	34,475,730
Horizonview	364	64	428
KRC Infra	21,224,693	3,745,522	24,970,215
Gigaplex	47,334,745	372,113	47,706,858
Intime	46,789,935	9,484,426	56,274,361
Sundew	101,943,753	20,664,275	122,608,028
KRIT	77,443,859	15,698,080	93,141,939
Mindspace	150,855,361	26,621,662	177,477,023
<b>Total number of Units issued</b>	<b>474,897,081</b>	<b>81,757,501</b>	<b>556,654,582</b>

- (iii) Initial Public Offering of 3,63,63,600 Units for cash at price of ₹ 275 per Unit aggregating to ₹ 10,000 million.

## (b) Unitholders holding more than 5 percent Units in the Trust

Name of the unitholder	As at 31 March 2022		As at 31 March 2021	
	No of Units	% holding	No of Units	% holding
BREP Asia SG Pearl Holding (NQ) Pte Ltd	-	-	54,291,425	9.16%
Platinum Illumination A 2018 Trust	54,375,000	9.17%	-	-
Anbee Constructions LLP	35,404,890	5.97%	35,404,890	5.97%
Cape Trading LLP	35,404,890	5.97%	35,404,890	5.97%
Chandru Lachmandas Raheja	32,634,433	5.50%	32,634,433	5.50%
Capstan Trading LLP	41,095,719	6.93%	41,095,719	6.93%
Casa Maria Properties LLP	41,095,719	6.93%	41,095,719	6.93%
Palm Shelter Estate Development LLP	41,095,719	6.93%	41,095,719	6.93%
Raghukool Estate Development LLP	36,212,069	6.11%	36,212,069	6.11%
K. Raheja Corp Pvt. Ltd.	36,596,296	6.17%	36,596,296	6.17%

- (c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further the Trust has not issued any units for consideration other than cash from the date of incorporation till the balance sheet date, except as disclosed above.

## (d) Disclosure of unit holding of sponsor group and percentage of change as at 31 March 2022

Name of Sponsors	Units held by promoter at the end of the year i.e. 31 March 2022		Units held by promoter at the end of the year i.e. 31 March 2021		% Change during the year
	No of Units	% of total units	No of Units	% of total units	
Anbee Constructions LLP	35,404,890	5.97%	35,404,890	5.97%	-
Cape Trading LLP	35,404,890	5.97%	35,404,890	5.97%	-
Ravi Chandru Raheja	8,431,534	1.42%	16,863,069	2.84%	-1.42%
Neel Chandru Raheja	16,863,069	2.84%	16,860,892	2.84%	-
Chandru Lachmandas Raheja	32,634,433	5.50%	32,634,433	5.50%	-
Jyoti Chandru Raheja	14,865,700	2.51%	9,982,050	1.68%	0.83%
Capstan Trading LLP	41,095,719	6.93%	41,095,719	6.93%	-
Casa Maria Properties LLP	41,095,719	6.93%	41,095,719	6.93%	-
Palm Shelter Estate Development LLP	41,095,719	6.93%	41,095,719	6.93%	-

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Name of Sponsors	Units held by promoter at the end of the year i.e. 31 March 2022		Units held by promoter at the end of the year i.e. 31 March 2021		% Change during the year
	No of Units	% of total units	No of Units	% of total units	
Raghukool Estate Development LLP	36,212,069	6.11%	36,212,069	6.11%	-
Genext Hardware & Parks Pvt. Ltd.	22,886,731	3.86%	22,886,731	3.86%	-
K. Raheja Corp Pvt. Ltd.	36,596,296	6.17%	36,596,296	6.17%	-
Chandru Lachmandas Raheja (held for and on behalf of Ivory Property Trust)	3,878,777	0.65%	8,764,604	1.48%	-0.83%
Sumati Ravi Raheja	8,431,535	1.42%	-	0.00%	1.42%
<b>Total</b>	<b>374,897,081</b>	<b>63.21%</b>	<b>374,897,081</b>	<b>63.21%</b>	<b>-</b>

Disclosure of unit holding of sponsor group and percentage of change as at 31 March 2021

Name of Sponsors	Units held by sponsor group at the end of the year i.e. 31 March 2021		Units held by sponsor group as at 31st July 2020		% Change during the year
	No of Units	% of total units	No of Units	% of total units	
Anbee Constructions LLP	3,54,04,890	5.97%	3,54,04,890	5.97%	-
Cape Trading LLP	3,54,04,890	5.97%	3,54,04,890	5.97%	-
Ravi Chandru Raheja	1,68,63,069	2.84%	1,68,63,069	2.84%	-
Neel Chandru Raheja	1,68,60,892	2.84%	1,68,60,892	2.84%	-
Chandru Lachmandas Raheja	3,26,34,433	5.50%	3,26,34,433	5.50%	-
Jyoti Chandru Raheja	99,82,050	1.68%	99,82,050	1.68%	-
Capstan Trading LLP	4,10,95,719	6.93%	4,10,95,719	6.93%	-
Casa Maria Properties LLP	4,10,95,719	6.93%	4,10,95,719	6.93%	-
Palm Shelter Estate Development LLP	4,10,95,719	6.93%	4,10,95,719	6.93%	-
Raghukool Estate Development LLP	3,62,12,069	6.11%	3,62,12,069	6.11%	-
Genext Hardware & Parks Pvt. Ltd.	2,28,86,731	3.86%	2,28,86,731	3.86%	-
K. Raheja Corp Pvt. Ltd.	3,65,96,296	6.17%	3,65,96,296	6.17%	-
Chandru Lachmandas Raheja (held for and on behalf of Ivory Property Trust)	87,64,604	1.48%	87,64,604	1.48%	-
<b>Total</b>	<b>37,48,97,081</b>	<b>63.21%</b>	<b>37,48,97,081</b>	<b>63.21%</b>	<b>-</b>

Refer note 43 for Asset Acquisition as acquisition was affected from 30 July 2020, hence the 20-21 disclosure is not applicable.

## 21 Other Equity\*

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Reserves and Surplus</b>		
Retained earnings	(6,743)	191
Debenture redemption reserve	109	-
	<b>(6,634)</b>	<b>191</b>

\*Refer Consolidated Statement of changes in Unit holder's equity for detailed movement in other equity balances.

### Retained earnings :

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit/loss after tax is transferred from the statement of profit and loss to the retained earnings account.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Debenture redemption reserve

As per the Companies (Share Capital and Debentures) Rules, 2014 (amended), Sundew is required to create Debenture Redemption Reserve (DRR) out of profits, which is available for payment of dividend, equal to 10% of the amount of debentures issued. Accordingly, the Company has created DRR out of the profits of Sundew in terms of the Companies (Share Capital and Debenture)Rules, 2014 (as amended) which would be utilized for redemption of debentures during its maturity.

Sundew has transferred ₹ 109 Million to Debenture Redemption Reserves in accordance with Section 71 of the Companies Act, 2013 and the Rules made thereunder.

## 22 Borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Secured</b>		
<b>Terms loans</b>		
- from banks / financial institutions	19,963	22,064
<b>Debentures</b>		
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") (net of issue expenses, at amortized cost) (refer Note i)	-	4,975
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1) (net of issue expenses, at amortized cost) (refer Note ii)	1,988	1,981
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") (net of issue expenses, at amortized cost) (refer Note iii)	3,730	3,719
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2) (net of issue expenses, at amortized cost) (refer Note iv)	750	750
Senior, Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable Non-Convertible Debentures of Face Value of ₹ 1,000,000 (refer note below - Sundew)	3,972	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 3) (net of issue expenses, at amortized cost) (31 March 2021 : Nil) (refer Note v)	4,954	-
	<b>35,357</b>	<b>33,489</b>

### Repayment terms, rate of interest and security details

#### Gigaplex

**Note - 1 Lender: Term loans - ₹ 1,460 million ; Current maturities of long-term debt - 91 million ; Bank Overdraft - 484 million**

#### Nature of Securities:

i) Hypotheciation of movebale fixed asset pertaining to property , present and future , ii) Hypotheciation of current asset and receivables pertaining to property , present and future iii) Escrow account and Debt service reserve account (DSRA) , iv) Charge by way of Registered Morgate of immovable assets peratining to property both present and future , v) Pari-Passu charge by way of registered mortgage on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park) ,Navi Mumbai admeasurements, 2,02,345 Square Meters with floor/unit of IT building named Building 4 as mentioned in property clause in proportion of the leased area of the property under LRD facility.

#### Terms for repayment:

The said Rupee term loan shall be repaid in 156 structured monthly installment from the date of disbursement of rupee term loan ending on 31 August 2034. The loan carries interest rate of 6.90%

Term loans from Lender Limited are secured by-

- Pari-Passu charge by way of registered mortgage on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park) ,Navi Mumbai admeasurements, 2,02,300 Square Meters.
- Exclusive charge on receivables of all Buildings except Building No 1.
- Exclusive charge on all Buildings except Building No 1.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Note - 2 Lender: Term loans - ₹ 913 million and Bank Overdraft - ₹ 500 million

### Nature of Securities:

Exclusive EM/ RM charge of Building No.1 along with Pari-Passu charge on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park), Navi Mumbai admeasurements, 2,02,300 Square Meters.

Exclusive charge on entire current assets (including receivables, moveable fixed assets and cash flows) and moveable fixed assets, both present and future, of Building No. 1.

Exclusive charge by way of hypothecation over;

- All the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower, in the contracts, agreements, clearances, loss protection covers, etc, pertaining to Building No.1.
- All the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower in any letter of credit, guarantee, performance bond provided by any counterparty to the Borrower, pertaining to Building No.1
- All the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower in the insurance contracts, policies, insurance proceeds, procured by the Borrower or procured by any of its contractors favouring the Borrower, pertaining to Building No.1.

Exclusive charge over the Escrow Account of Building No.1.

### Terms for repayment:

The term loan from Lender carries interest rate of 6.90% p.a. payable monthly with a quarterly reset.

The said loan shall be repaid in structured 36 monthly installment, beginning from the end of the month of the date of first disbursement of rupee term loan and ending on 31 January 2024.

### Horizonview

**Lender: Term Loan of ₹ 999 million and Bank Overdraft of ₹ 140 million**

### Nature of Securities:

- First and exclusive charge through registered mortgage over units comprising of leasable area of 4.68 lacs sq. ft. i.e. company's share in Tower 'B' located at Poonamallee Road, Porur, Chennai, alongwith proportionate car parks, open space, amenities and undivided share of land (present and future) with all rights appurtenants there to along with right of way to be herein referred to as "Security Property".
- Together with first and exclusive charge by way of hypothecation on Current Assets, Movable Properties,

Escrow Account, Receivables and Specific Assets related to Tower B, commerzone Porur, located at Mount Poonamallee High Road, Porur, Chennai

- Unconditional and irrevocable guarantee from Mindspace Business Parks REIT

### Terms for repayment:

Bullet repayment at the end of the month after 36 months from the date of first disbursement. The loan carries interest rate 6.90% p.a. for Term Loan facility and OD facility (Sublimit of Term loan).

### KRC infra

**Lender: Term Loan of ₹ 4900 million; Current maturities of long-term debt of ₹ 360 million and Bank Overdraft of ₹ 911 million**

Company has converted existing construction loan to LRD loan from Lender on 14 December 2020. Terms Loans from Lender is secured by way of Mortgage on the project Land and Building of R1 and R4.

### Nature of securities:

- Exclusive registered mortgage over project Land & Building for R1 and Exclusive registered mortgage over project Land & Building for R4.
- Exclusive charge over receivables of Building R1 and Exclusive charge over receivables of Building R4
- DSRA equivalent to 3 months interest and principal.
- Corporate Guarantee from Mindspace REIT

### Terms of repayment:

Repayment in 110 instalments upto February 10, 2030. The 6.85% p.a. overdraft facility is payable on demand and carries interest rate of 7.20% p.a.

### MBPPL

**Note 1: Lender: Term Loan of ₹ 4,458 million ; Current maturities of long-term debt of ₹ 340 million and Bank Overdraft of ₹ 31 million**

### Nature of securities:

Term loan and overdraft from Lender are secured by assignment of lease rent receivable and exclusive charge on property being all that piece and parcel of land together with the building No.1, 3 and 4 at Airoli constructed thereon.

Exclusive 1<sup>st</sup> Charge over all the current assets, present and future, including Cashflow / rentals arising out of Building No. 1, 3 & 4. (Excluding the corresponding electricity receivables of Bldg. No. 1, 3 & 4).

Exclusive hypothecation charge on all the movable fixed assets of the property, both present and future.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Term loan and overdraft from Lender are secured by exclusive charge by way of mortgage of the building No. 2, 7, 8 & 9 (only floor no 6,7,8) alongwith undivided interest in the appurtenant land thereon at Mindspace Airoli East.

Exclusive charge on the future cash flows of lease rentals to be received from and out of the Building 2,7,8,9 (only floor no 6,7,8) .

Terms of repayment:

Term loan of ₹ 3,000 million is repayable in 168 monthly installments starting from 30 September 2018. The loan carries interest rate of 6.90% p.a. currently.

Overdraft of ₹ 500 million is repayable alongwith the term loans and carries interest rate of 6.90% p.a. currently.

Term loan of ₹ 2,530 million is repayable in 156 monthly installments starting from 27 March 2020. The loan carries interest rate of 6.90% p.a. currently payable monthly.

Overdraft of ₹ 1500 million is repayable alongwith the term loans and carries interest rate of 6.90% p.a. currently.

**Note 2: Lender: Term Loans of ₹ 1,684 million ; Current maturities of long-term debt of ₹ 149 million and Bank Overdraft of ₹ 70 million**

Nature of securities:

Term loan from Lender is secured by exclusive charge on-

- 1)

All that piece and parcel of demarcated portion of the land admeasuring about 16,292 sq mtrs ("the Building No. 5-6 Portion") together with the building no. 5 and 6 consisting of stilt, 2 parking floors and 8 office floors constructed thereon having a chargeable area of about 0.85 mn sq. ft. which is constructed at Mindsapce, Airoli
- 2)

First and exclusive charge on lease rentals from the tenants of building 5 and 6 at Mindspace, Airoli
- 3)

Debt Service Reserve Account (DSRA) of 2 equated monthly installments in the form of Deposit Under Lien
- 4)

Guarantee of Mindspace REIT

Terms of repayment:

Term loan of ₹ 3,653 million is repayable in 120 ballooning monthly installments beginning from October 2018. The loan carries interest of 6.55%. The loan has been partially repaid in February 2022.

Overdraft of ₹ 100 million is repayable alongwith the term loans and carries interest rate of 6.90%.

**Note 3: Lender: Term Loan NIL; Current maturities of long-term debt of NIL and Bank Overdraft NIL**

Term loan and overdraft from Lender were secured by:

- Exclusive 1<sup>st</sup> charge and mortgage of Building No.11 together with undivided proportionate interest in the demarcated portion of the land on which the building no.9, 10, 11 and 12 are constructed at Airoli and exclusive 1<sup>st</sup> charge and mortgage of Building No. 14 together with demarcated portion of land on which the building no. 14 is constructed at Airoli.
- Exclusive 1<sup>st</sup> charge on the future cash flows of lease rentals to be received from Building 11 & 14
- Exclusive 1<sup>st</sup> charge on escrow account opened with HDFC Bank Limited for depositing lease rentals of Building 11 & 14

Terms of repayment:

Term loan of ₹ 2,160 million is repayable in 144 monthly installment. Overdraft limit of ₹ 500 million will be dropped by ₹ 3.50 million per month and carries interest of MCLR. The loan has been fully repaid in October 2021.

**Note 4: Lender: Term Loan of ₹ 1,729 million; Current maturities of long-term debt of ₹ 264 million.**

Nature of securities:

- (a)(i)

first and exclusive charge by way of registered mortgage on land admeasuring approx. 23,400 sq. meters located at Survey No. 35, Hissa No. 9+10+11+12B, Ahmednagar Road, Vadgaon Sheri, Pune - 411014 along with building/structures constructed/to be constructed thereon admeasuring Approx. 4.63 lakh sq.ft of leasable carpet area and car parking's and on all the movable fixed assets in the building excluding those owned by the lessees;
- (a)(ii)

Escrow of receivables from sale/lease/transfer of the property offered as security including all revenues generated from existing and future lessees of the property;
- (a)(iii)

An amount equivalent to one months Debt Servicing obligation during the entire Tenure of the Facility shall be maintained in the (DSRA) maintained with KMBL at all times from the date of first disbursement.
- (b)(i)

First and exclusive charge by way of registered mortgage on land of 8355.09 sq.mtrs / 2.0645 acres excluding amenity Open Space handed over to Pune Municipal Corporation (admeasuring 1253.26 sq.mtrs / 0.309 acres) located at Nagar Road, Vadgaon Sheri, Haveli, Pune, Maharashtra 411014;

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

(b)(ii) The Building known as (Trion IT Park) with total leasable chargeable area of approx. 187,020 sq.fts.;

(b)(iii)Hypothecation and Escrow of receivables from sale/ lease/transfer of the Mortgaged Properties including all revenues being generated from existing and future lessees of the building being Trion IT Park; and

(b)(iv)The existing and future constructions, buildings, development potential of the plot, buildings, benefits, claims, rights, FSI/FAR, TDR and compensation available and to be available in future.

Terms of repayment:

Term loan of ₹ 2800 million is obtained at an interest rate of 7.35% linked to Repo rate with quarterly reset and is repayable in 144 monthly installments starting from the month after date of first disbursement. Term loan of ₹ 850 million is obtained at an interest rate of K-MCLR 1 year + 0.45% p.a. and is to be repaid in 144 monthly installments. The loan has been fully repaid in April 2021

KRIT

**Note 1: Lender: Overdraft facility of ₹ 44 million**

Nature of securities:

Terms Loans from Lender is secured with following:

Primary:

Exclusive charge on the entire assets, both movables (excluding current assets) and immoveable of the Borrower in the Property, present and future

Collateral:

- a)

Exclusive security charge on the entire current assets of the Borrower in the Property, present and future.
- b)

Property is defined as Bldg. no 5 (alongwith appurtenant land thereto) leased to BA Continuum Solutions - with leasable area of ~ 1.14 lakhs sq ft Floor 1 & 2 (alongwith proportionate undivided interest in the land appurtenant thereto) of Bldg no 4A & B leased to EIT Services India Pvt Ltd - with leasable area of ~ 0.43 lakhs sq ft

Terms of repayment:

Repayable in 144 structured monthly instalments of varying amounts beginning from the end of month of the date of first disbursement of term loan. The loan currently carries interest rate of 8.80% per annum.

Bank overdraft is repayable along with term loan.

Term loan has been repaid in the month of July 2020.

Sundew

**Note 1: Lender: Non current borrowings of ₹ 2,925 million ; Current maturities of long-term debt of ₹ 299 million and Bank Overdraft of ₹ 91 million**

Nature of securities:

- Term loan and Bank Overdraft from Lender is secured by way of charge on all piece and parcel of land bearing sub plot no. 12C admeasuring 15,538.64 sq. mtrs (3.84 acres) together with the building no. 12C having built -up area of about 7.80 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further secured by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.12C bearing Survey no. 64 (part) situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad and also by a lien(including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any renewals thereof from time to time and further, secured by way of charge on all piece and parcel of land bearing sub plot no 11 admeasuring about 12,008.46 sq. mtrs (2.96 acres) (de-notified SEZ Portion) together with the building no. 11 having built-up area of about 5.80 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.11 bearing Survey no. 64 (part) situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad.

Terms of repayment:

Repayable in 120 monthly instalments of varying amounts commencing from October 2018. The loan currently carries an interest rate of 6.60% per annum.

**Note 2: Lender: Term Loan NIL ; Current maturities of long-term debt NIL**

Nature of securities:

Terms Loans and Bank Overdraft from Lender is secured by way of equitable mortgage through deposit of title deeds, over the piece and parcel of the demarcated portion of the land admeasuring about 14,456.45 sq mtrs (3.57 acres) together with the building thereon having leasable area admeasuring about 5.26 Lacs sq.ft.(Building No. 14) and on the land admeasuring about 20,451.58 sq mtrs (5.05 acres) together with the building thereon (Building No. 20) having leasable area admeasuring about 9.06 Lacs sq.ft.bearing Survey No. 64 (part) being and situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad, First and exclusive charge by way of hypothecation over present and future receivables including the lease/rental income from the Mortgaged Properties (Receivables)



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

**Terms of repayment:**

During the year, the Company has fully repaid the term loan on 14 June 2021 and due to that charge on Buidling no 14 and Building no 20 has been released.

**Note 3: Lender: Term Loan ₹ 753 million; Current maturities of long-term debt ₹ 37 million; Bank Overdraft ₹ 225 million**

**Nature of securities:**

Term loan and Bank Overdraft from Lender is secured by way of charge on All the piece & parcel of Building 14 together with sub-plot of land located at Survey no. 64, situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad admeasuring approximately 14,456.45 sq. mtrs., having total leasable area of around 529,030 sq. ft. including all the structures thereon both present & future, along with all the development potential arising thereon including additional development potential in the form of TDR, premium FSI, etc., both present and future ("Property") and Exclusive charge by way of hypothecation on the Scheduled Receivables and all insurance proceeds, both present and future pertaining to the Property and Exclusive charge by way of hypothecation on the Escrow Account along with all monies credited/deposited therein (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be) pertaining to the Property.

**Terms of repayment:**

Repayable in 120 monthly instalments of varying amounts.

The Rupee Term loan facility currently carries an interest rate of 6.85% per annum and the Overdraft facility carries an interest rate of 7.00% per annum

**Note 4:** In September 2021, Sundew Properties Limited issued 4,000 Senior, Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable Non-Convertible Debentures of ("Sundew NCD 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 400,00,00,000 (Rupees four thousand million only) with a coupon rate of 6.1% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment (date of allotment being 28 September 2021 and end of first full quarter being 31 December 2021), with last coupon payment on the scheduled redemption date i.e. 28 June 2024. The tenure of the said NCD is from deemed date of allotment i.e. 28 September 2021, till scheduled redemption date i.e. 28 June 2024.

This NCD was listed on BSE Limited on 1 October 2021.

**Security terms:**

NCD are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders) (as further detailed in security documents):

1. First ranking exclusive security interest by way of an equitable mortgage over identified immovable properties (as identified below); First ranking sole and exclusive security interest by way of hypothecation over

(i) the current & future movable assets owned by the Company and receivables pertaining to identified immovable properties Building 20 with 709,165 square feet carpet area (save and except 11,974 square feet carpet area of cafeteria and 1,520 square feet carpet area of SEZ office), Building 12B (unit no 1301 (22,069 square feet carpet area), unit no 1302 (16,296 square feet carpet area), unit no 1401 (37,050 square feet carpet area))- Part Project Mindspace Madhapur, Hyderabad Buildings

(ii) the escrow account and the subscription account and all amounts standing to the credit of, or accrued or accruing on escrow account and the subscription account.

2. NCD are backed by guarantee provided by Mindspace REIT.

**Redemption terms:**

- a) NCD are redeemable by way of bullet payment on 28 June 2024.
- b) Interest is payable on the last day of each financial quarter in a year (starting from 31 December, 2021) until the scheduled redemption date.
- c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
- d) Upon occurrence of a mandatory redemption event, the Company shall issue mandatory redemption notice within 2 business days and no later than than 30 (thirty) Business Days from issuance of mandatory redemption notice (unless instructed otherwise by debenture trustee), redeem in full (or as the case may be, in part) all the Debentures then outstanding by paying an amount equal to the mandatory redemption amount in respect of each Debenture.

**Avacado**

**Note 1: Lender: Term Loan ₹ 227 million; Current maturities of long term borrowings ₹ 5 million**

**Nature of securities:**

Loan from Lender has been secured by way

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

1) Exclusive charge by way of registered mortgage on all the piece & parcel of land located at Plot no. C-61, admeasuring approx. 3,818.19 square meters, G-Block, Bandra Kurla Complex, Bandra East, Mumbai together with the structure constructed thereon consisting of two basements and ground plus eight upper floors all collectively admeasuring 12,246.43 square meters (equivalent to 131,948.819 square feet) along with any additional TDR.

2) Exclusive charge on movable fixed, current assets and receivables both present and future associated with the Property.

3) The Company is in process of filing requisite forms for creation of charge for loan.

The loan carries interest rate of 6.81% per annum.

**Terms of repayment:**

Loan is repayable in 148 monthly installments.

**Mindspace REIT**

(i) In September 2020, Mindspace REIT issued 5,000 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only). The tenure of the said MLD Series 1 is 577 days from 29 September 2020, being date of allotment of the MLD Series 1 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 29 April 2022. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 30 March 2022. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 29 September 2020, the coupon rate will be 6.80% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of MLD Series 1, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 1 was listed on BSE Limited on 13 October 2020. Subsequently to the period end, principal and interest is paid on 29 April 2022.

**Security terms**

MLD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 974,500 Sq. Ft. or thereabouts in buildings no. 6, 7 and 8 of Commerzone Yerawada (approx. 178,569 sq ft. in building no. 6, approx. 371,799 sq. ft. in building no. 7 and approx. 424,132 in building no. 8) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 25,313 sq. mtrs on which the said three building no. 6, 7 and 8, out of all those pieces and parcels of larger land are situate, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of MLD Series 1.

b) A charge on the escrow account in which receivables of the Mortgaged Properties of MBPPL shall be received.

c) Corporate guarantee executed by MBPPL.

**Redemption terms:**

a) MLD Series 1 are redeemable by way of bullet payment at the end of 577 days from the date of allotment, i.e. April 29, 2022 and accordingly the same has been classified as current borrowings as on 31 December 2021 (refer note 27)

b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 1 if the rating is downgraded to A+.

c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

(ii) In December 2020, Mindspace Business Parks REIT issued 2,000 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 200,00,00,000 (Rupees two hundred crores only) with a coupon rate of 6.45% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 31 March 2021, with last coupon payment on the scheduled redemption date i.e. 16 December 2023. The tenure of the said NCD Series 1 is 36 months from 17 December 2020, being date of allotment.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

This NCD Series 1 was listed on BSE Limited on 21 December 2020.

**Security terms**

NCD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 414,599 Sq. Ft. or thereabouts in buildings no. 1 and 5 of Commerzone Yerawada (approx. 43,200 sq. ft. in building no. 1 and approx. 371,399 in building no. 5) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 18,264 sq. mtrs on which the said two building no. 1 and 5, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 1.
- b) A charge on the escrow account in which receivables of the Mortgaged Properties shall be received save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.
- c) Corporate guarantee executed by MBPPL.

**Redemption terms:**

- a) NCD Series 1 are redeemable by way of bullet repayment at the end of 36 months from the date of allotment, i.e. 16 December 2023.
  - b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March 2021) until the scheduled redemption date.
  - c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
  - d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.
- (iii) In March 2021, Mindspace REIT issued 3,750 10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked,

redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 375,00,00,000 (Rupees three hundred seventy five crores only). The tenure of the said MLD Series 2 is 38 months from 18 March 2021, being date of allotment of the MLD Series 2 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 17 May 2024. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 16 April 2024. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 18 March 2021, the coupon rate will be 6.65% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of these MLD Series 2, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero. This MLD Series 2 was listed on BSE Limited on 22 March 2021.

**Security terms**

MLD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- a) First and exclusive charge being created by way of equitable mortgage on the aggregate leasable area of approximately 13,71,442 Sq. Ft. or thereabouts in buildings no. 12A and Units of Building 12B of Madhapur, Hyderabad (approx. 12,69,140 sq. ft. in building no.12A and approx. 1,02,302 sq. ft in building no. 12B) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 29,842 sq. mtrs on which the said two building no.12A and 12B, out of all those pieces and parcels of larger land that are situated, lying and being in Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad ("Mortgaged Properties"), for MLD Series 2.
- b) First ranking exclusive charge created by way of a hypothecation over the Hypothecated Properties of MLD Series 2.
- c) A charge on the escrow account created, in which receivables of the Mortgaged Properties of Sundew shall be received, save and except any common area maintenance charges payable to Sundew with respect to the maintenance of the mortgaged properties.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- d) Corporate guarantee executed by Sundew.

**Redemption terms:**

- a) MLD Series 2 are redeemable by way of bullet payment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
  - b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 2 if the rating is downgraded to A+.
  - c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.
- (iv) In March 2021, Mindspace Business Parks REIT issued 750 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 75,00,00,000 (Rupees seventy five crores only) with a coupon rate of 6.6861% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 30 June 2021, with last coupon payment on the scheduled redemption date i.e. 17 May 2024. The tenure of the said NCD Series 2 is 38 months from 18 March 2021, being date of allotment.

NCD Series 2 was listed on BSE Limited on 22 March 2021.

**Security terms**

NCD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge being registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 151,460 Sq. Ft. or thereabouts in building no. 4 of Commerzone Yerawada together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 9,561 sq. mtrs on which the said building, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 2.

- b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.
- c) Corporate guarantee executed by MBPPL.

**Redemption terms:**

- a) NCD Series 2 are redeemable by way of bullet repayment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
  - b) Interest is payable on the last day of each financial quarter in a year (starting from 30 June , 2021) until the scheduled redemption date.
  - c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
  - d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.
- (v) In February 2022, Mindspace Business Parks REIT issued 5,000 senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable, non-convertible debentures ("NCD Series 3") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only) with a coupon rate of 6.35% p.a. Coupon on the outstanding Nominal value of each debenture shall be applicable and computed from day to day ,be prorated on an actual/ actual basis for the actual number of days in the Coupon Period and be payable in arrears on the relevant Coupon Payment date to the Debenture Holder whose name is appearing on the Register of Beneficial Owners as on the Record Date. The Issuer hereby acknowledges and agrees that there shall be no moratorium period for the payment of Coupon.The first Coupon payment Date shall be 31 March 2022, with last coupon payment on the scheduled redemption date i.e. 31 December 2024. The tenure of the said NCD Series 3 is 35 months from 1 February 2022, being date of allotment.

This NCD Series 3 was listed on BSE Limited on 4 February 2022





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

Security terms

NCD Series 3 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge being registered by way of simple mortgage on the carpet area of approximately 5,52,974 Sq. Ft. ( save and except entire 2<sup>nd</sup> floor admeasuring 11,883 Sq. Ft. carpet area in building no. 2) (the building no. 2 ) situated on the Mortgage land along with proportionate covered and open parking spaces, in Building 2 together with all the beneficial rights, title and interest of the Assets SPV in appurtenant to Building 2 and all erections. The Building 2 is situated on a portion of the Mortgage Land admeasuring 8.04 Hectares, which portion is notified as a Special Economic Zone & first and exclusive charge being registered by way of simple mortgage on the identified units with aggregating to carpet area of approximately 4,61,527 Sq. Ft. (identified units of building no. 3 ) situated on the Mortgage land along with proportionate covered and open parking spaces, in Building 3 together with all the beneficial rights, title and interest of the Assets SPV in appurtenant to Building 3 and all erections (“Mortgaged Properties”) of NCD Series 3 as further detailed in transaction documents

(all amounts in ₹ million unless otherwise stated)

A first ranking pari passu charge by way of a simple mortgage over the Mortgaged Land as further detailed in transaction documents.

- b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to GIGAPLEX with respect to the maintenance of the mortgaged properties.
- c) Corporate guarantee executed by Gigaplex.

Redemption terms:

- a) NCD Series 3 are redeemable by way of bullet repayment at the end of 35 months from the date of allotment, i.e. 31 December 2024.
- b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March 2022) until the scheduled redemption date.
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days’ notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- (vi) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 and Regulation 52 of the LODR Regulations are as follows:

Particulars	Secured/Unsecured	Previous due date	Next due date
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 1”)	Secured	Principal - Not Applicable Interest - Not Applicable	Principal - On Maturity Interest - On Maturity
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1)	Secured	Principal - Not Applicable Interest - 31 March 2022	Principal - On Maturity Interest - 30 June 2022
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 2”)	Secured	Principal - Not Applicable Interest - Not Applicable	Principal - On Maturity Interest - On Maturity
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2)	Secured	Principal - Not Applicable Interest - 31 March 2022	Principal - On Maturity Interest - 30 June 2022
Senior, Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable, Non-Convertible Debentures (Sundew NCD 1)	Secured	Principal - Not Applicable Interest - 31 March 2022	Principal - On Maturity Interest - 30 June 2022
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 3)	Secured	Principal - Not Applicable Interest - 31 March 2022	Principal - On Maturity Interest - 30 June 2022

Rating agency CRISIL has assigned a rating of “CRISIL PP-MLD AAAr/Stable” to MLD Series 1 & 2, “CRISIL AAA/Stable” to the NCD Series 1, 2 &3 of the issuer / Mindspace REIT and “CRISIL AAA/Stable” to the Sundew NCD 1. Subsequently there is no change in the credit rating.

Refer Note 58 for Ratio disclosure.

Movement of Borrowings (Secured), lease liabilities and interest thereon:

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	35,958	-
Add : Additions Due to Asset Acquisition	-	55,633
Add : Drawdown made during the year (net of processing fees/ transaction costs)	14,717	14,945
Less: Repayment during the year	-8,208	-34,785
Less: Payment towards lease liabilities	-14	-16
Less: Interest paid during the year	-2,125	-1,697
Add : Interest Expense for the year	2,745	1,836
Add : Unwinding processing fees / transaction cost	-	42
Adjustment of lease liability due to termination of lease agreement	-68	-
Total	43,005	35,958



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 23 Other non-current financial liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Security deposits	3,759	2,201
Retention money payable		
- due to micro and small enterprises	115	76
- others	74	66
Capital creditors		
- Due to micro and small enterprises	-	-
- Others	61	-
Interest accrued but not due on debentures	271	185
	<b>4,280</b>	<b>2,528</b>

## 24 Provisions (Non current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Provision for employee benefits</b>		
- gratuity	18	15
- compensated absences	12	13
	<b>30</b>	<b>28</b>

## 25 Deferred tax liabilities (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Deferred tax liabilities (net)	669	258
	<b>669</b>	<b>258</b>

## 26 Other non-current liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Unearned rent	571	514
Other advance	9	10
	<b>580</b>	<b>524</b>

## 27 Short term borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Secured :</b>		
<b>Loans repayable on demand</b>		
- overdraft from banks	2,496	2,074
- Term loan from banks	-	500
<b>Current maturities of long-term debt</b>		
- 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected - market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") (net of issue expenses, at amortized cost) (Refer Note 22(i))	4,997	-
- from banks / financial institutions	1,630	1,491
	<b>9,123</b>	<b>4,065</b>

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 28 Trade payables

Particulars	As at 31 March 2022	As at 31 March 2021
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises	60	52
- total outstanding dues of creditors other than micro enterprises and small enterprises *	645	473
	<b>705</b>	<b>525</b>

\* Includes ₹ 47 million (31 March 2021: ₹ 40 million) payable to the Manager for Management Fees. Refer note 57 for related party balances

### Trade Payables ageing schedule

Additional Information Disclosure Pursuant to Schedul III of Companies Act, 2013 as per MCA notification dated 24 March 2021

#### For the period ended 31 March 2022

Particulars	Unbilled	Not Due	< 1year	1-2 years	2-3 years	More than 3 years	Total
MSME	1	5	50	4	0	0	59
Others	170	58	371	34	6	6	645
Disputed Dues - MSME	-	-	-	-	0	-	0
Disputed Dues - Others	-	-	0	-	-	-	0
<b>Total</b>	<b>171</b>	<b>63</b>	<b>421</b>	<b>38</b>	<b>7</b>	<b>6</b>	<b>705</b>

#### For the period ended 31 March 2021

Particulars	Unbilled	Not Due	< 1year	1-2 years	2-3 years	More than 3 years	Total
MSME	1	15	36	0	0	0	53
Others	118	81	263	4	5	1	472
Disputed Dues - MSME	-	-	-	0	-	-	0
Disputed Dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>119</b>	<b>96</b>	<b>299</b>	<b>4</b>	<b>5</b>	<b>1</b>	<b>525</b>

## 29 Other current financial liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Employees dues payable	2	0
Interest accrued but not due on loans from		
- banks / financial institutions	72	62
- debenture	523	2
Interest accrued and due	29	40
Security deposits	4,116	5,397
Retention dues payable		
- due to micro and small enterprises	112	128
- others	127	146
Unpaid Distributions	1	-
Capital creditors		
- Due to micro and small enterprises	383	501
- Others	1,368	1,466
Other liabilities*	102	132
	<b>6,835</b>	<b>7,875</b>

\* Includes ₹ 25 million (31 March 2021 ₹ 17 million) is payable to the Manager for Mindspace REIT Management Fees. Refer note 57 for related party note.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 30 Provisions (Current)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Provision for employee benefits</b>		
- gratuity	4	3
- compensated absences	4	3
Provision for compensation*	27	-
	<b>35</b>	<b>6</b>

\*This provision represents estimated contractual obligation existing as at the balance sheet date on account of pending handover of possession to the land owner as per Land development agreement.

Movement of provisions during the year as required by Ind AS - 37 "Provisions, Contingent Liabilities and Contingent Asset"

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Opening Provision</b>	-	8
Addition/(writeback) during the year	27	(8)
<b>Closing Provision</b>	<b>27</b>	<b>-</b>

## 31 Other current liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Unearned rent	364	254
Advances received from customers	169	441
Statutory dues	170	174
Other advances	50	50
Other payable*	299	133
	<b>1,052</b>	<b>1,053</b>

\*This includes Unspent Corporate Social Responsibility amount.

## 32 Current tax liabilities (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for income - tax , net of advance tax	2	15
	<b>2</b>	<b>15</b>

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 33 Revenue from operations

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Sale of services</b>		
Facility rentals	14,185	9,024
Maintenance services	2,635	1,665
Revenue from works contract services	-	278
<b>Revenue from power supply</b>	440	315
<b>Other operating income</b>		
Interest income from finance lease	189	77
Sale of surplus construction material and scrap	52	20
Service connection and other charges	-	2
	<b>17,501</b>	<b>11,381</b>

## 34 Interest Income

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Interest income</b>		
- loans given to body corporates	-	22
- on fixed deposits	23	20
- on electricity deposits	11	13
- on Income - tax refunds	61	75
- others	12	3
	<b>107</b>	<b>133</b>

## 35 Other income

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Gain on redemption of investments	12	5
Gain on redemption of preference shares	-	3
Foreign exchange gain (net)	0	1
Liabilities no longer required written back	50	40
Miscellaneous income	26	2
	<b>88</b>	<b>51</b>





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 36 Employee benefits expense\*

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and wages	207	105
Contribution to provident and other funds	11	5
Gratuity expenses	4	0
Compensated absences	2	5
Staff welfare expenses	2	-
	<b>226</b>	<b>115</b>

\* Employee benefits expenses majorly refers to employee benefit expenses of facilities maintenance services.

## 37 Cost of property management services

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Housekeeping services	48	20
Façade cleaning	1	1
Engineering services	81	36
Security expenses	69	31
AMC expenses	126	64
Garden maintenance	6	3
Repair and maintenance	32	18
Consumables	34	16
Electricity consumption charges	1	2
	<b>398</b>	<b>191</b>

## 38 Repairs and maintenance

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Repairs and maintenance :		
- building	261	232
- plant and machinery	212	168
- computers	2	-
- electrical installation	28	16
- others	36	-
	<b>539</b>	<b>416</b>

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 39 Other expenses

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Rent	6	5
Property tax	561	337
Electricity , water and diesel charges	389	224
Travelling and conveyance	7	4
Rates and taxes	33	28
Business support fees	57	37
Fixed Assets writte off	73	-
Filing fees and stamping charges	48	16
Business promotion expenses/advertising expense	26	21
Bank Charges	6	6
Bad debts written off	3	4
Corporate Social Responsibility expenses	162	185
Compensation expense	90	-
Provision for Doubtful Debts (expected credit loss allowance)	3	11
Foreign exchange loss (net)	0	0
Directors' sitting fees	2	2
Miscellaneous expenses	42	33
	<b>1,510</b>	<b>913</b>

## 40 Finance costs

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense		
- on borrowings from banks and financial institutions	1,735	1,568
- on debentures	995	228
- on preference shares		4
- on lease liability	16	13
- on others	9	10
Unwinding of interest expenses on security deposits	338	188
Other finance charges	14	17
Less : Finance costs capitalized to investment property under construction	(463)	(321)
	<b>2,644</b>	<b>1,707</b>



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 41 Depreciation and amortisation

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation of property , plant and equipment	121	68
Depreciation of investment property	3,168	2,023
Amortisation of intangible assets	0	0
Less : Depreciation cost transferred to investment properties under construction	-	(0)
	<b>3,289</b>	<b>2,091</b>

## 42A Tax expense\*

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Current tax	1,767	1,033
Deferred tax charge	903	412
	<b>2,670</b>	<b>1,445</b>

\*Refer Note 42B

## 42B Tax expense

### (a) Reconciliation of income tax expense to the accounting profit

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit/(Loss) before tax	7,143	4,793
Enacted tax rate*	29.12%	29.12%
Tax expense using enacted tax rate	2,080	1,396
<b>Reconciliation Items :</b>		
Impact of differences in tax rate of SPVs	15	24
Tax Impact of Consolidation adjustments	739	55
Effect of tax holidays	(522)	(772)
Effect of non - deductible expenses	36	204
Effect of permanent disallowances	39	113
Adjustment of tax for prior years taken in current year	(6)	144
Unrecognized deferred tax asset**	647	249
Impact due to indexation of Land	(345)	-
Other Adjustments	(13)	32
<b>Income tax (income) / expense</b>	<b>2,670</b>	<b>1,445</b>

\* Enacted tax rate for the year ended 31 March 2022 is based on enacted tax rate applicable for majority of the SPVs.

\*\* Deferred tax assets have not been recongnized as it is not probable that future taxable profits will be available against which these assets can be used

### (b) The major components of deferred tax (liabilities) arising on account of timing differences are as follows:

Particulars	Opening Balance as at 1 April 2021	Recognized in Profit or Loss	Closing Balance as at 31 March 2022
<b>A . Deferred tax Liabilities :</b>			
Impact of difference in carrying amount of Property , plant and equipment , Investment property and Intangible assets as per tax accounts and books .	(354)	(654)	(1,008)
On account of Income Computation Disclosure Standards ( ICDS)	(25)	25	-
On Account of Ind AS Adjustments	(17)	(120)	(137)
On account of Unabsorbed Losses	133	126	259
On account of Income Computation Disclosure Standards ( ICDS)	-	107	107
MAT Credit Entitlement	-	98	98

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Particulars	Opening Balance as at 1 April 2021	Recognized in Profit or Loss	Closing Balance as at 31 March 2022
Others	5	9	13
<b>Net Deferred Tax Liabilities (As presented in Consolidated Balance Sheet)</b>	<b>(258)</b>	<b>(411)</b>	<b>(669)</b>
<b>B . Deferred tax Asset* :</b>			
MAT Credit Entitlement	1,742	236	1,978
On account of Unabsorbed Losses	266	(266)	-
Others	2	6	8
Impact of difference in carrying amount of Property , plant and equipment , Investment property and Intangible assets as per tax accounts and books .	(314)	(374)	(688)
On account of ICDS	(26)	(11)	(37)
On Account of Ind AS Adjustments	(127)	(84)	(210)
<b>Net Deferred Tax Assets (As presented in Consolidated Balance Sheet)</b>	<b>1,543</b>	<b>(492)</b>	<b>1,051</b>

\*The Group has recognized deferred tax assets as at 31 March 2022, considering the deferred tax liability on temporary differences that will reverse in the future and estimated taxable income for future years.

Particulars	Balance as at 1 August 2020 - Due to Asset Acquisition*	Recognized in Profit or Loss	Closing Balance as at 31 March 2021
<b>A . Deferred tax Liabilities :</b>			
Impact of difference in carrying amount of Property , plant and equipment , Investment property and Intangible assets as per tax accounts and books .	-	(354)	(354)
On account of Income Computation Disclosure Standards ( ICDS)	-	(25)	(25)
On Account of Ind AS Adjustments	-	(17)	(17)
On account of Unabsorbed Losses	-	133	133
Others	-	5	5
<b>Net Deferred Tax Liabilities (As presented in Consolidated Balance Sheet)</b>	<b>-</b>	<b>(258)</b>	<b>(258)</b>
<b>B . Deferred tax Asset* :</b>			
MAT Credit Entitlement	1,526	216	1,742
On account of Unabsorbed Losses	171	95	266
Others	-	2	2
Impact of difference in carrying amount of Property , plant and equipment , Investment property and Intangible assets as per tax accounts and books .	-	(314)	(314)
On account of ICDS	-	(26)	(26)
On Account of Ind AS Adjustments	-	(127)	(127)
<b>Net Deferred Tax Assets (As presented in Consolidated Balance Sheet)</b>	<b>1,697</b>	<b>(154)</b>	<b>1,543</b>

\*Refer note 43 for Asset acquisition

For Financial statements drawn for the year ending 31 March 2022, Mindspace Group have not considered the tax rate as per the New Tax Regime and recognised current tax and deferred tax under the existing tax regime.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 43 Asset Acquisition

In financial year ended 31 March 2021, Mindspace REIT entered into share acquisition agreements with shareholders of 8 Asset SPVs (refer note 1 for list of these SPVs) for acquisition of shares of the Asset SPVs in exchange for the units of Mindspace REIT. The acquisition was effected on 30<sup>th</sup> July 2020 ("Acquisition Date").

Requirements of Ind AS 103 apply to a transaction in which assets acquired and liabilities assumed constitute a business. However, para B7A and B7B of Ind AS 103 allow an optional concentration test to perform simplified assessment of whether acquired set of activities and assets is not a business. The consequence of the test is that if the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

REIT had opted to apply optional concentration test in respect of acquisition of these SPVs. Acquired SPVs are engaged in the business of real estate development and leasing. Major asset pool of these SPVs comprise of investment property and investment property under construction. Based on the assessment performed, management had determined that substantially all of the fair value of the gross assets acquired is concentrated in investment property and investment property under construction (including other assets which meet the definition of group of similar identifiable assets as per definition provided in para B7B of Ind AS 103 such as investment property, property, plant and equipment attached to these investment properties which cannot be physically removed and used separately from these investment properties, without incurring significant cost, or significant diminution in utility or fair value to either asset).

Accordingly, acquisition of these SPVs has been accounted as acquisition of group of assets not constituting a business and requirements in Ind AS 103 for business combination accounting has not been applied to this transaction. The REIT has accounted for the transaction as follows:

- Identified asset or liability initially measured at an amount other than cost and applied applicable standards for initial measurement of these assets and liabilities
- Plant and Machinery recognized at fair value as determined by an independent valuer
- Deducted from the gross transaction price of the group acquired, amount recognized in respect of items listed in point (a) and (b) above
- Allocated the residual transaction price to the remaining identifiable assets (i.e. Land and

Buildings which are then being classified as Investment Property and Investment property under construction) based on their relative fair values at the date of acquisition, arrived at by an independent valuer.

The transaction has not resulted in recognition of goodwill or bargain gain in the books of the REIT. Non-controlling interests in these subsidiaries have a present ownership interest and is entitled to a proportionate share of net assets upon liquidation. These non-controlling interests have been accounted at their fair value on the date of acquisition of the SPVs. For this purpose, fair value has been determined in accordance with Ind AS 113.

As consideration for the assets acquired, Mindspace REIT issued 55,66,54,582 units at unit price of ₹ 275 per unit totalling to ₹ 153,080 million. Mindspace REIT has also incurred directly attributable expenses in relation to the asset acquisition, amounting to ₹ 23 million, resulting in the total transaction price of ₹ 153,103 million. The following tables summarize the total transaction price, gross transaction price and the allocation of the transaction price.

Particulars	Amount (in million)
Purchase consideration	153,080
Acquisition costs	23
<b>Total transaction price</b>	<b>153,103</b>
Issue price per unit	275

Based on the above total transaction price and adjusted for the other assets and liabilities assumed, the gross transaction price is as follows:

Particulars	Amount (in million)
<b>Total Transaction Price</b>	<b>153,103</b>
Less: Other Assets	44,344
Add: Other Liabilities	91,570
Add: Non-Controlling Interest	9,247
<b>Gross Transaction Price</b>	<b>209,576</b>

Based on the above total transaction price and adjusting for the other assets and liabilities assumed, the gross transaction price is allocated as follows on the basis of the allocation explained above :

Particulars	Amount (in million)
Land – freehold, leasehold and development rights of Land as part of Investment property	96,631
Building as part of Investment property	88,720
Investment property under construction	12,898
Property, plant and equipment and other assets	11,327
<b>Total</b>	<b>209,576</b>

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Depreciation on leasehold land, building, plant & machinery and other assets has been calculated on the above allocated amounts based on the balance useful lives of these assets as per the accounting policy.

## 44 Contingent liabilities and Capital commitments

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Contingent liabilities</b>		
Claims not acknowledged as debt in respect of		
- Income - Tax matters (Refer note 1 below) excluding interest	936	936
- Service - Tax matters (Refer note 2 below)	367	332
- Customs duty matters (Refer note 3 below)	34	25
- Stamp duty	65	65
- Bank guarantees to Telangana State Pollution Control Board	-	33
<b>Capital commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for (Refer Note 4 below)	7,338	4,986

Notes:

- Gigaplex- An appeal has been filed for A.Y. 2010-11 before CIT(A) against the penalty order raising demand of ₹ 3 million and the appeal is pending. The company has paid 20% (₹ 1 million) with a request to keep the demand in abeyance. As per Income tax website, there is no demand outstanding.
  - KRIT - Contingent liability of ₹ 933 million relate to AY 2012-13 to AY 2018-19 for which Company has filed appeals before CIT(A) against orders under section 143(3) / 143(3) read with section 153A of the Act contesting the disallowance of deduction under section 80IA of the Income Tax Act 1961. The Company is hopeful of a favourable outcome for these Assessment Years. In case of unfavourable decisions in appeal for AY 2012-13 to AY 2018-19, the tax would be payable under normal tax and hence, MAT credit currently available with the Company will no longer be available. As a result, in

addition to above contingent liability, the Company would require to pay additional tax of ₹ 326 million w.r.t. AY 2019-20 and AY 2020-21 (These years are not under litigation) because during these years the Company has utilized the MAT credit availed during AY 2012-13 to AY 2018-19. The disallowance of deduction under section 80IA for AYs 2012-13 to 2018-19 by the Income Tax department was based on the order for earlier AY 2011-12 wherein similar disallowance was made. The Company had challenged the said order of AY 2011-12 before the ITAT. The Hon'ble ITAT vide its order dated 06.05.2021 allowed the appeal in favour of the Company by quashing the disallowance made by the income-tax authority.

For AY 2009-10 and AY 2010-11, Income tax cases on 80IA disallowances are pending with Hon'ble HC of Telangana based on appeal filed by the department against the ITAT - Hyderabad order, which were in favour of the Company.

	As at 31 March 2022	As at 31 March 2021
<b>2 SPVs</b>		
MBPPL	92	92
Sundew	1	1
Intime	57	42
KRIT	209	189
Avacado	8	8
	<b>367</b>	<b>332</b>

**MBPPL :** The SPV has received show cause and demand notices for inclusion in taxable value amounts received as reimbursement of electricity and allied charges and demand service tax there on of ₹ 92 million excluding applicable interest and penalty. SPV has filed appropriate replies to the show cause and demand notices.

**Sundew :** Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 1 Million and Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services ₹ 0 million. SPV has filed an appeals with CESTAT and matter is pending.





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

**Intime** : Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 36 million and Demand for Service tax on electricity and water and irregular availment of credit of service tax paid on input services ₹ 21 million. The Company has filed an appeals with CESTAT for the past orders and is in the process of filing an appeal before the Commissioner appeals for the recent order. The matter is pending adjudication.

**KRIT** : Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 116 million and Demand for Service tax on electricity and water and irregular availment of credit of service tax paid on input services ₹ 93 million. The Company has filed an appeals with CESTAT for the past orders and is in the process of filing an appeal before the Commissioner appeals for the recent order. The matter is pending adjudication.

**Avacado** : (a) The SPV has received an order dated 31 January 2018 pronounced by the Commissioner (Appeals), confirming the service tax demand of ₹ 7 million (excluding applicable interest and penalty thereon) on renting of immovable property services provided to tenants during the period April 2008 to March 2011.

The Company has filed an Appeal before the Customs, Central Excise & Service Tax Appellate Tribunal. The matter is pending adjudication.

(b) For the period April 2011 to September 2011, the Company has received a Show Cause cum Demand Notice dated 22 October 2012 alleging non-payment of service tax of ₹ 1 million (excluding applicable interest and penalty thereon) on renting of immovable property services provided to tenants. The Company has filed its detailed reply on 24 December 2012. No further correspondence has been received in this case.

For both the above matters, the Company has filed applications in Form SVLDRS-1 under the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019. The Company has received SVLDRS-3 with service tax demand in respect of above matters. The Company has not accepted the demand and therefore the matter remains under dispute.

Customs duty demand at the time of debonding of assets from the Software Technology Parks of India scheme (STPI) for Intime ₹ 16 million and KRIT ₹ 18 million.

4 The SPV wise details of capital commitments are as follows:

SPVs	As at 31 March 2022	As at 31 March 2021
MBPPL	658	404
Gigaplex	2,379	938
Sundew	166	434
KRC Infra	3,378	2,640
Horizonview	77	167
KRIT	439	301
Avacado	77	102
Intime	164	-
	<b>7,338</b>	<b>4,986</b>

5 Avacado

a) A Suit has been filed in the year 2008 by Nusli Neville Wadia (Plaintiff) against Ivory Properties and Hotels Private Limited (Ivory) & Others which includes the Company as one of the Defendants inter alia in respect of the land and the 'Paradigm' Industrial Park building of the Company. The Plaintiff has prayed against the Company and the said Ivory restraining them from carrying out further construction or any other activity on the land (on which the building Paradigm is constructed), demolition and removal of the structures on the said land, appointment of a Court Receiver in respect of the said land and Paradigm building, declaring the MOUs / Agreements entered into by the Company with Ivory and the Plaintiff as voidable and having been avoided and rescinded by the Plaintiff and to be delivered up and cancelled, restraining from

alienating, encumbering or parting with possession of structures and restraining from dealing with, creating fresh leases / licenses or renewing lease / license in respect of the said Paradigm building and from receiving or recovering any rent / license fee / compensation in respect of the said leases/licenses, depositing all the rents in the Court, etc. The Court has not granted any ad-interim relief to the Plaintiff. The Company has filed its reply to the said Suit denying the allegations and praying that no interim relief be granted to the Plaintiff. The Company in its reply has also taken up a plea that issue of limitation should be decided as a preliminary issue before any interim relief could be granted to the Plaintiff. Pursuant to the Plaintiff's application for expedited hearing of the case, the Hon'ble High Court Bombay vide an Order dated 19/09/2013 and 20/09/2013 framed the issue of limitation under section 9 (A) of Code of Civil Procedure to be tried as to jurisdiction

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

for the maintainability of the suit and directed the Plaintiff to file an affidavit in lieu of examination in chief of the first witness on or before 17 October 2013. Pursuant to the Plaintiff's SLP in the Supreme Court challenging the Orders of the Hon'ble High Court dated 19/09/2013 and 20/09/2013, the Hon'ble Supreme Court vide its Order dated 08/10/2013 stayed the operation of the aforesaid Orders and further proceedings in the High Court Suit No. 414 of 2008. Thereafter the Hon'ble Supreme Court by its Order dated 25 August 2015 has referred the said SLP to a three Judge Bench to be posted along with SLP (C) No. 22438 of 2015. The SC by its Order dated 12.12.2018 disposed off the said SLP as infructuous in view of deletion of Section 9A of the Civil Procedure Code by the Maharashtra Act 61 of 2018 on 29.10.2018. In view of the subsequent amendment by the State of Maharashtra to the said provisions, pursuant to the Petitioners application to restore the SLP by cancelling the Order dated 12.12.2018, by Judgement dated 4.10.2019, three Judge Bench of the SC held that u/s 9A CPC (Maharashtra) question of limitation cannot be decided as a preliminary issue as to jurisdiction. The application for interim relief and the High court Suit are pending for the final hearing. By an order dated 6.5.2022, the SC has disposed off the SLP in terms of the SC 3 Judge Bench Judgement dated 4.10.2019.

Based on an advice obtained from an independent legal counsel, the management is confident that the SPV will be able to suitably defend and the impact, if any, on the Ind AS financial statements can be determined on disposal of the above Petition and accordingly, Ind AS Financial statements of the company have been prepared on a going concern basis.

Further, the Plaintiff, through his advocates & solicitors, had addressed letter dated 13 February 2020 including to Mindspace REIT, the Manager, the Trustee, the Sponsors, Avacado, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Ivory Properties and KRCPL, expressing his objection to the proposed Offer and any actions concerning the building Paradigm located at Mindspace Malad project. The allegations and averments made by the Plaintiff have been responded and denied by the addressees, through their advocates & solicitors. No further correspondence has been received.

b) Pursuant to the levy of service tax on renting of immovable properties given for commercial use, retrospectively with effect from 1 June 2007 by the Finance Act, 2010, some of the lessees to whom the Company has let out its premises, have

based on a legal advice, challenged the said levy and, inter-alia, its retrospective application and withheld payment of service tax to the Company, based on certain judicial pronouncements and stay orders granted by appropriate High Courts from time to time. Further in this regard the Hon'ble Supreme Court has passed an interim order dated 14 October 2011 in Civil appeal nos. 8390, 8391-8393 of 2011 and in compliance of which, such lessees have deposited with appropriate authority in 3 installments, 50% of the amount such service tax not so paid by them upto 30 September 2011 and have furnished surety for the balance 50% of the amount of service tax and which amount has also been deposited by them with the authorities. Further as per Hon'ble Supreme Court's Order dated 5 April 2018 in Civil Appeal No. (s) 4487/2010, the matter is deferred until disposal of the issues pending before the nine judges Bench in Mineral Area Development Authority and others.

In view of the above and subject to the final orders being passed by the Hon'ble Supreme Court in the aforesaid appeals, there may be a contingent liability on the Company in respect of interest payable on account of the delayed payment of service tax, which amount would be recoverable from the respective lessees by the Company.

6 KRC Infra

a) In respect of the Company's project at Village Kharadi, Pune, a special civil suit is filed. The suit filed by Ashok Phulchand Bhandari against Balasaheb Laxman Shivale and 29 others in respect of inter alia an undivided share admeasuring 44.15 Ares out of the land bearing S. No 65 Hissa No. 3 for declaration, specific performance, injunction and other reliefs. Neither Gera Developments Private Limited nor KRC Infrastructure and Projects Private Limited is a party to the aforementioned suit and neither of them have been joined as parties to the civil suit or Gera Developments Private Limited nor KRC Infrastructure and Projects Private Limited have filed any intervention application. There are no orders passed in the matter affecting the suit lands or the development thereof or restraining the transfer or development of the aforesaid land in any manner whatsoever. The matter is currently pending.

b) Saraswatibai Malhari Gaikwad (deceased) ("Plaintiff") through her heir has filed special civil suit no. 2040 of 2021 ("2021 Suit") against Yashwant Punaji Pathare & 65 others ("Defendants") before the Civil Judge, Senior Division, Pune ("Court") seeking inter alia preliminary decree of partition for 1/5<sup>th</sup> undivided share of the Plaintiff in the suit lands including inter alia portion of land bearing



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Survey No. 65/3 on which Gera Commerzone Kharadi is situated, cancellation of sale deeds, declaration, permanent injunction and several other reliefs. KRC Infrastructure & Projects Private Limited is not a party to the 2021 Suit and further, no summons from the Court have been received by KRC Infrastructure & Projects Private Limited till date. Gera Developments Private Limited and Gera Resorts Private Limited i.e. Defendant No. 15 & 16 in the said suit have filed their written statement and an Application for rejection of plaint on the grounds mentioned therein. The matter is currently pending.

## 7 MBPPL

- a) Pursuant to the demerger and vesting of the Commerzone Undertaking of K Raheja Corp Pvt Ltd. (KRCPL), in the Company MBPPL, the company MBPPL is the owner to the extent of 88.16% undivided right title and interest in the land bearing S. No 144, 145 Yerawada, Pune which is comprised in the said Undertaking. "Shrimant Chhatrapati Udayan Raje Bhosale ("the Plaintiff") has filed a Special Civil Suit bearing No.133 of 2009 in the Court of Civil Judge, Senior Division Pune against the erstwhile land Owner Shri Mukund Bhavan Trust (who had entrusted development rights to MBPPL) and the State of Maharashtra, claiming to be the owner of the said land. The Hon'ble Court was pleased to reject the Application for amendment of plaint filed by the Plaintiff and allow the Third Party Applications on 14.11.2016. The Plaintiff has filed two writ petitions bearing Nos. 4415/2017 and 4268/2017 in the Bombay High Court challenging the aforesaid orders passed on 14.11.2016. The matter was transferred to another Court for administrative reasons and adjourned on several occasions for compliance of the order by the Plaintiff. On 5<sup>th</sup> March 2018 the Advocate for the Plaintiff filed a purshis on record stating that since he does not have any instructions in the matter from the Plaintiff, the Vakalatnama is being withdrawn by him and the matter was posted on 20<sup>th</sup> March 2018. On 20<sup>th</sup> March 2018 the Hon'ble Court was pleased to adjourn the matter till 22<sup>nd</sup> June 2018 since the Advocate for the Plaintiff had withdrawn the Vakalatnama and the Plaintiff was not represented by any Advocate. Writ Petition Nos. 4415/2017 and 4268/2017 filed in the Hon'ble Bombay High Court challenging the orders dated 14<sup>th</sup> November 2016 by Shrimant Chatrapati Udayanraje Bhosale against Shri. Mukund Bhavan Trust and others came up for hearing 28 November 2017 wherein the Advocate for the Petitioner undertook to serve the copy of the petition on the Respondent No. 2 i.e. State of Maharashtra and the Hon'ble High Court was pleased to adjourn the same till 16.01.2018, 26.02.2018, 22.06.2018.

On 22.06.2018 the Advocate for the Defendant No. 1 filed a purshis stating that the Defendant No. 1 expired matter was further adjourned till 24.10.18, 26.11.18, 21.12.18, 01.02.2019, 25.03.2019 and 15.04.2019, 18.06.2019, 27.08.2019, 19.09.2019. On 19.09.2019 the matter has been stayed by the Hon'ble Court and further posted on 11.11.2019 for compliance of the order dated 14.11.2016 by the Plaintiff. The matter has been stayed under Sec 10 of Code of Civil Procedure. On 07.04.2020 the matter has been further adjourned till 11.06.2020. On 11.06.2020 the matter was further adjourned till 11.09.2020 and the same has now been further adjourned till 04.12.2020. On 04.12.20 the matter was further adjourned till 24.02.21 and was thereafter posted on 24.11.21 for steps. On 24.11.21 the matter has been further adjourned till 18.01.2022. On 18.01.22 matter adjourned to 14.03.22 and thereafter to 20.06.22 for steps. Both the Writ Petitions were posted on 21.09.18, 11.10.18, 22.10.18 and further posted on 10.06.19 for Admission. The matters came on board on 20.06.2019, 14.11.2019, 15.01.2019 and 21.02.2019. As per the CMIS Writ Petition No. 4415/2017 was last posted on 27.03.2020 and is yet not listed. As per the CMIS Writ Petition No. 4268/2017 was last posted on 27.03.2020 and thereafter on 23.07.20 for Admission and is yet not listed. In the management's view, as per legal advice, considering the matter and the facts, no provision for any loss / liability is presently required to be made.

- b) The Company is subject to other legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.
- c) MBPPL received a communication (alleged reminder) from Pune Municipal Corporation (PMC) demanding an amount of ₹ 157 million allegedly due from MBPPL based on objections by internal audit report of Pune Municipal Corporation. MBPPL, has submitted a letter denying all allegation of PMC, as MBPPL has not been served with any document referred to the said PMC letter. Subsequently MBPPL addressed one more communication stating that MBPPL would be in a position to submit their reply upon receipt of the details of amount demanded as per their reply submitted which states that if any principal outstanding is due/recoverable, MBPPL agrees to make the said payment and sought detailed clarification on the interest amount. By letter dated 20.07.2019 to MBPPL, PMC provided the copy of the audit report to MBPPL and requested

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part, continues to be retained by KRIT as at 31 March 2022.

During the year ended 31 March 2016, Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has returned the original Bank Guarantees to KRIT and also confirmed to the bank that TSIIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognised towards the price of the plot of land.

- b) An unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by KRIT. Losses incurred by the Government/TSIIC in its JV Company, if any, will be paid in full by K Raheja Corp Pvt Ltd and it has furnished to the JV Company in writing agreeing and admitting liability to make such payment to Government/TSIIC.

The shareholding pattern of the Government/TSIIC in the JV Company and the Company will not change as a result of conversion from Private to Public, the Government / TSIIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIIC will not be asked to infuse further cash to maintain its 11% stake.

## 9 Gigaplex

- a) An appeal has been filed for A.Y. 2010-11 before CIT(A) against the penalty order raising demand of ₹ 3 million and the appeal is pending. SPV has paid 20% (₹ 1 million) with a request to keep the demand in abeyance. As per Income tax website, there is no demand outstanding.

- b) Regular Civil Suit had been filed before the Hon. Civil Judge (J. D) Vashi at Central Business District by an Education Society ("the Plaintiff") who is claiming rights in existing school structure, claiming its area as 500 square meters and its existence since more than 30 years, seeking an injunction not to dispossess him. SPV has filed its reply opposing the Plaintiff's prayers. After hearing the parties, the Hon'ble Judge at the Vashi Court had rejected the Plaintiff's Injunction Application by Order dated 20.08.18 (Order). Thereafter the Plaintiff has filed an appeal in Thane District Court. The Plaintiff's Appeal filed in Thane District Court is still pending, it's next date is 07.06.22 for Arguments

MBPPL to provide its clarifications in respect of objectionable issues and furnish the challans in lieu of payment of the recoverable amount. By letter dated 17.08.2021 to the architect firm and another, PMC stated that it has not received any clarifications and provided the challans of amounts by assessing interest thereon and required submission of challan/ receipt towards payment of an amount of ₹ 183.60 million recoverable against all objectionable issues. By its reply letter dated 06.09.2021 to PMC, MBPPL has again reiterated that the earlier PMC letter dated 04.02.2019 and the PMC letter dated 17.08.2021 are addressed to the wrong persons and informed PMC of the non-receipt of relevant information and documents from PMC as requested by MBPPL earlier. By letter dated 11.10.2021 to PMC, MBPPL replied stating that the impugned challans, demands and notice are illegal, null and void and ultra vires; and likewise the act of issuing the letter dated 17.08.2021 is ultra vires and without the authority of law and called upon PMC to withdraw the impugned challans and letter forthwith. By the said letter MBPPL further stated that if the challans and letter is not withdrawn and any further action is initiated in that event the letter dated 11.10.2021 may be treated as a notice under section 487 of The Maharashtra Municipal Corporations Act, 1949 and under section 159 of The Maharashtra Regional and Town Planning Act, 1966. Further, without prejudice to the contentions raised in the reply and without admitting any liability to pay the amount as per the impugned challans, MBPPL has submitted that, in order to resolve the controversy, MBPPL is willing to offer to pay in full and final settlement on all accounts of all demands raised in the said challans, a lumpsum one-time amount of ₹ 26.64 million without any liability for interest thereon or for any other payments relating to the subject and to provide an opportunity of hearing and furnishing clarifications, if required by PMC.

## 8 Intime, Sundew and KRIT

- a) In accordance with the Scheme of arrangement which was approved by Hon'ble Andhra Pradesh High Court on 23 March 2007, the Industrial Park II and III undertakings of K.Raheja IT Park (Hyderabad) Limited (formerly known as K.Raheja IT Park (Hyderabad) Private Limited) ("KRIT", "JV Company") have been demerged and vested in the Company with effect from the appointed date i.e. 01 September 2006.

The Company had acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRIT. The said land is in lieu of the employment opportunities to be generated by KRIT and others.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- in Appellant’s Applications for injunction and status quo. In management view, the estimate of liability arising out of the same is remote, no provision has been taken.
- 10

KRIT

A Writ petition has been filed against the Company in the High Court of Judicature of Andhra Pradesh at Hyderabad with respect to specific use of the land admeasuring 4,500 square yards, earmarked as plot 18. Pursuant to it, the Court has passed an Order for no construction activity on the said plot of land until further orders of the Court. The Company has filed its reply and also sought expeditious hearing. The matter is pending for disposal by the High Court. Based on the facts of the case, the management does not expect any liability and is of the opinion that no provision needs to be made.
- 11

Horizonview

W.S. Industries (India) Limited (“WSIL”) has filed a writ petition before the Madras High Court against the District Revenue Officer, Thiruvallur (“DRO”) and P. Jeyapal S/o R. Perumalsamy (“Jeyapal”) seeking directions for quashing a notice dated 25 May 2017 issued by the DRO and Additional District Judge (“Notice”). The Notice was issued by the DRO cum Additional District Judge on a complaint presented by Jeyapal alleging that lands were handed over to WSIL on certain conditions, and instead of using such lands for common purpose, WSIL has been using the lands for commercial purpose. WSIL is the erstwhile owner of the land, a portion of which was subsequently sold and transferred by WSIL to certain entities. Horizonview has been granted development rights over such land. The Madras High Court, by its order dated 5 June 2017, has granted interim stay. The matter is pending before the Madras High Court. Neither RPIL Signalling Systems Limited (the present owner of the land at Porur being developed by Horizonview Properties Private Limited) nor Horizonview Properties Private Limited is a party to the aforementioned suit.
- 12

Sundew

The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur (“Tribunal”) had, by letter dated 27 August 2009, sought information from the Company under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 (“APLRAC”) in respect of the entire land parcel at Mindspace Madhapur.

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated 5 September 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the letter dated 27 August 2009. The Company had filed

- a detailed response on 30 September 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to K Raheja IT Park Hyderabad Limited (KRIT) which was a joint venture company with Andhra Pradesh Industrial Infrastructure Corporation Limited, (b) the land was vested in the Company by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not “land” covered under the APLRAC. The Tribunal issued a final notice to the Company in January 2012 requesting to submit a declaration for full and correct particulars of the lands held. The matter is currently pending before the Tribunal.

Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities.
- 45

Assessment of possible impact resulting from Covid-19 pandemic

The Mindspace Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations of the Mindspace Group and carrying amounts of property, plant and equipment, Investment Property, Inventories, receivables and other assets. The Mindspace Group, as at the date of approval of these consolidated financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Mindspace Group. The Mindspace Group based on current estimates expects the carrying amount of the assets to be recovered and fair value of the assets to be reasonable. However, due to the evolving nature of the pandemic and its response by various government authorities the Management will continue to monitor developments to identify significant impacts, if any, on the Mindspace Group’s operations.
- 46

Management Fees\*

Property Management Fee

Pursuant to the Investment Management Agreement dated 29 June 2020 as amended, the Manager is entitled to fees @ 3% of the total rent ( lease and fitout) per annum of the relevant property in respect to operations, maintenance and management of the SPVs, as applicable. The fees has been determined to meet the ongoing costs of the Investment Manager to undertake the services provided to the SPVs.

Property Management fees for the year ended 31 March 2022 amounts to ₹ 368 million (31 March 2021- ₹ 242 million). There are no changes during the period in the methodology for computation of fees paid to the Manager.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- Support Services Fee

Pursuant to the Investment Management Agreement dated 29 June 2020 as amended, the Manager is entitled to fees @ 0.5% of the total rent ( lease and fitout) per annum of the relevant property in respect to general administration and other support service of the SPVs, as applicable. The fees has been determined to meet the ongoing costs of the Investment Manager to undertake the services provided to the SPVs.

Support Management fees for the year ended 31 March 2022 amounts to ₹ 68 million (31 March 2021- ₹ 40 million). There are no changes during the period in the methodology for computation of fees paid to the Manager.
- REIT Management Fees

Pursuant to the Investment Management Agreement dated 21 November 2019, Investment Manager is entitled to fees @ 0.5% of REIT Net Distributable Cash Flows which shall be payable either in cash or in Units or a combination of both, at the discretion of the Investment Manager. The fees has been determined for undertaking management of the REIT and its investments. The REIT Management fees accrued for the year ended 31 March 2022 amounts to ₹ 64 million (31 March 2021- ₹ 34 million). There are no changes during the period in the methodology for computation of fees paid to the Investment Manager.

\*Refer Note-57 for related party disclosure

## 47 A Details of utilization of proceeds of IPO are as follows:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	
Partial or full pre- payment or scheduled repayment of certain debt facilities of the Asset SPVs availed from banks/financial institutions (including any accrued interest and any applicable penalties/ premium)	9 , 000	9 , 300	Refer Note
Purchase of Non Convertible Redeemable Preference Shares of MBPPL	334	334	-
General Corporate Purposes and REIT Issue Expenses	666	366	Refer Note
<b>Total</b>	<b>10 , 000</b>	<b>10 , 000</b>	

Note: ₹ 300 million is used in excess for providing loans to Asset SPVs for the purpose of repayment of debt facilities of the SPVs.

## 47 B Details of utilization of proceeds of Debentures issued by Mindspace REIT are as follows:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	Actual utilization upto 31 March 2022	Unutilized amount as at 31 March 2022
Providing loans to the SPVs for meeting their construction related expenses , working capital or general corporate requirements , repayment of financial indebttness , general corporate purposes including payment of fees and expenses in connection with the Issue , acquisition of commercial properties or such other purposes as stipulated in the transaction documents .	11 , 500	11 , 498	11 , 500	-

## 47 C Details of utilization of proceeds of Non-convertible Debentures issued by Sundew are as follows:

Particulars	Proposed utilization	Actual utilization upto 31 March 2022	Unutilized amount as at 31 March 2022
Repayment of existing financial indebtedness (including repayment of debt from Mindspace REIT) and General corporate purposes including payment of fees and expenses in connection with the Issue .	4000	4 , 000	-





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 47 D Details of utilization of proceeds of Non-convertible Debentures issued by Mindspace REIT are as follows:

Particulars	Proposed utilization	Actual utilization upto 31 March 2022	Unutilized amount as at 31 March 2022
Providing loans to the SPVs for meeting their construction related expenses , working capital or general corporate requirements , repayment of financial indebttns , general corporate purposes including payment of fees and expenses in connection with the Issue , acquisition of commercial properties or such other purposes as stipulated in the transaction documents .	5 , 000	5 , 000	-

## 48 Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit/(loss) for the period attributable to Mindspace REIT by the weighted average number of units outstanding during the period. Diluted EPU amounts are calculated by dividing the profit attributable to Mindspace REIT by the weighted average number of units outstanding during the period. The Units of the Trust were allotted to Sponsor Group and Blackstone entities on 30 July 2020 and to the applicants of initial public offer on 4 August 2020.

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit/ (loss) after tax for calculating basic and diluted EPU attributable to Mindspace REIT	4 , 238	3 , 074
Weighted average number of units (no . in million)	593	398
<b>Earnings Per Unit</b>		
- Basic (Rupees/unit)	7 . 15	7 . 73
- Diluted (Rupees/unit) *	7 . 15	7 . 73

\* Mindspace REIT does not have any outstanding dilutive units.

## 49 Ind AS 115 Disclosures

### Note 1. Reconciliation of revenue from operations recognised in the Consolidated Statement of Profit and Loss with Revenue from contracts with customers

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Revenue from contracts with customers</b>		
Maintenance services	2 , 635	1 , 665
Revenue from works contract services	-	278
Other operating income	52	22
Revenue from power distribution	440	315
<b>Sub Total (A)</b>	<b>3 , 128</b>	<b>2 , 280</b>
Facility rentals	14 , 185	9 , 024
Interest income from finance lease	189	77
<b>Sub Total (B)</b>	<b>14 , 375</b>	<b>9 , 101</b>
<b>Revenue from operation (A + B)</b>	<b>17 , 501</b>	<b>11 , 381</b>

### Note 2: Contract Balances

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Contract Assets</b>		
Trade Receivables	197	126
Unbilled revenue	64	56
<b>Contract Liabilities</b>		
Trade Payables	9	13
Advance for maintenance	89	33

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 50 Financial instruments

### Fair values and risk management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

31 March 2022	Carrying amount			
	FVTPL	FVTOCI	Amortized cost	Total
<b>Financial assets at amortized cost</b>				
Investments - non - current	-	0	23	23
Trade Receivables	-	-	210	210
Cash and cash equivalents	-	-	3 , 478	3 , 478
Bank Balances other than covered in Cash and Cash Equivalents	-	-	121	121
Other financial assets	-	-	3 , 951	3 , 951
<b>Total</b>	<b>-</b>	<b>0</b>	<b>7 , 783</b>	<b>7 , 783</b>
<b>Financial liabilities at amortized cost</b>				
Borrowings	-	-	44 , 480	44 , 480
Lease Liabilities	-	-	127	127
Security deposits	-	-	7 , 874	7 , 874
Trade payables	-	-	704	704
Other financial liabilities	-	-	3 , 240	3 , 240
<b>Total</b>	<b>-</b>	<b>-</b>	<b>56 , 426</b>	<b>56 , 426</b>

31 March 2021	Carrying amount			
	FVTPL	FVTOCI	Amortized cost	Total
<b>Financial assets at amortized cost</b>				
Investments - non - current	-	0	18	18
Trade Receivables	-	-	214	214
Cash and cash equivalents	-	-	3 , 539	3 , 539
Bank Balances other than covered in Cash and Cash Equivalents	-	-	123	123
Other financial assets	-	-	3 , 056	3 , 056
<b>Total</b>	<b>-</b>	<b>0</b>	<b>6 , 950</b>	<b>6 , 950</b>
<b>Financial liabilities at amortized cost</b>				
Borrowings - current	-	-	37 , 554	37 , 554
Lease Liability	-	-	189	189
Security Deposits	-	-	7 , 598	7 , 598
Trade payables	-	-	865	865
Other financial liabilities	-	-	2 , 593	2 , 593
<b>Total</b>	<b>-</b>	<b>-</b>	<b>48 , 799</b>	<b>48 , 799</b>

The management has assessed that fair value of cash and cash equivalents, fixed deposits, trade receivables, inter-corporate deposits taken and given, borrowings, lease deposits, trade payables, loans and other financial assets and liabilities approximate their carrying amounts.

### Offsetting financial assets and financial liabilities

There is no offsetting financial assets and financial liabilities as at 31 March 2022 and 31 March 2021.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

- recognized and measured at fair value
- measured at amortized cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

### Fair value hierarchy

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The following table presents the fair value measurement hierarchy of assets and liabilities measured at fair value on recurring basis as at 31 March 2022.

### Financial instruments

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2022:

Particulars	Date of valuation	Total	Level 1	Level 2	Level 3
<b>Financial assets measured at fair value:</b>					
FVTOCI financial investments:	31 - 03 - 2022	0	-	-	0
FVTOCI financial investments:	31 - 03 - 2021	0	-	-	0

### Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Financial instruments measured at fair value	Valuation technique	Inter-relationship between significant unobservable inputs and fair value measurement
<b>Financial Assets</b>		
Investment in equity shares	Discounted cash flow approach	Increase/decrease of 5% or so in the discount rate would result in decrease/increase in the fair value *

\* holding all other variables constant

### Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the period ended 31 March 2022 and year ended 31 March 2021.

### Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- The fair value of mutual funds are based on price quotations at reporting date.
- The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.
- The fair values of borrowings at fixed rates are considered to be equivalent to present value of the future contracted cashflows discounted at the current market rate.

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

- Security deposits accepted are measured at fair value based on the discounted cash flow method considering the discount rate determined as the average borrowing rate.

## B Financial risk management

The Mindspace Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

### i. Credit risk

Credit risk is the risk of financial loss to the Mindspace Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Mindspace Group's receivables and other financial assets. The carrying amounts of financial assets represent the maximum credit exposure.

### Trade receivables

The Mindspace Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Mindspace Group grants credit terms in the normal course of business.

Refer note 15, for trade receivables ageing analysis.

### Cash and cash equivalents

The Mindspace Group holds cash and cash equivalents with credit worthy banks of ₹ 3478 million as at 31 March 2022 (2021: ₹ 3,539 million). The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

### Other financial assets

Other financial assets which includes finance lease receivable are measured at amortized cost. Credit risk related to these financial assets is managed by monitoring the recoveries of such amounts on regular basis.

### ii. Liquidity risk

Liquidity risk is the risk that the Mindspace Group will not be able to meet its financial obligations as they become due. The Mindspace Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Mindspace Group's reputation.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Exposure to liquidity risk

The table below provides details of the undiscounted cash flow (principal and interest) of non-derivative financial liabilities of the Mindspace Group based on the remaining contractual maturities:

Particulars	1 year or less	1-2 years	2-5 years	More than 5 years	Total	Carrying amount
<b>As at 31 March 2022 :</b>						
<b>Non - interest bearing</b>						
Trade payables	705	-	-	-	705	705
Security deposit	4,150	1,828	2,521	224	8,724	7,875
Other financial liabilities	2,697	294	249	-	3,240	3,240
<b>Interest bearing</b>						
Borrowings (variable)	1,557	3,599	7,117	9,206	21,479	21,594
Bank Overdraft (variable)	2,496	-	-	-	2,496	2,496
Borrowings (fixed)	5,000	2,000	13,500	-	20,500	20,390
Estimated interest payment	2,195	2,007	4,137	1,228	9,567	-
	<b>18,800</b>	<b>9,728</b>	<b>27,525</b>	<b>10,659</b>	<b>66,711</b>	<b>56,301</b>
<b>As at 31 March 2021 :</b>						
<b>Non - interest bearing</b>						
Trade payables	865	-	-	-	865	865
Security deposit	5,195	718	2,073	259	8,245	7,598
Other financial liabilities	2,429	192	138	23	2,782	2,782
<b>Interest bearing</b>						
Borrowings (variable)	2,856	3,030	12,823	5,569	24,278	24,055
Bank Overdraft (variable)	2,074	-	-	-	2,074	2,074
Borrowings (fixed)	-	5,000	6,500	-	11,500	11,425
Estimated interest payment	1,575	2,188	4,583	1,745	10,090	-
	<b>14,994</b>	<b>11,128</b>	<b>26,117</b>	<b>7,596</b>	<b>59,835</b>	<b>48,799</b>

## Financing arrangements:

The Mindspace Group had access to the following undrawn borrowing facilities at the end of the reporting year:

	As at 31 March 2022	As at 31 March 2021
<b>Floating rate term loan</b>		
Expiring within one year	3,422	2,000
Expiring beyond one year	3,304	402

## iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Mindspace Group's income or the value of its holdings of financial instruments. The Mindspace Group is domiciled in India and has its income and other transactions in its functional currency i.e. Rupees. Accordingly the Mindspace Group is not materially exposed to any currency risk. Also the Mindspace Group does not hold any equity investments, accordingly the Mindspace Group is not exposed to any equity price risk

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Foreign exchange risk

The Mindspace Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. The carrying amounts of the Mindspace Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as below:

Particulars	As at 31 March 2022		As at 31 March 2021	
	USD in Million	INR in Million	USD in Million	INR in Million
Trade Payables	0	17	0	1
Net Exposures	-	-	-	-

## Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Mindspace Group is exposed to interest rate risk because it borrows fund at variable interest rate from banks and financial institution. Total borrowings at variable interest rate is ₹ 20,390 million and at fixed interest rate is ₹ 21,594 million.

Particulars	As at 31 March 2022	As at 31 March 2021
Fixed rate borrowings	20,390	11,425
Variable rate borrowings	24,090	26,129
<b>Total Borrowings</b>	<b>44,480</b>	<b>37,554</b>

## Interest rate sensitivity - variable rate borrowings

The below table mentions the impact of increase or decrease in the interest rates of variable rate borrowings on Consolidate Statement of Profit and Loss.

Particulars	Impact on Profit & Loss	
	Year ended 31 March 2022	Year ended 31 March 2021
Interest Rate increase by 50bps*	120	131
Interest Rate decrease by 50bps*	(120)	(131)

\* holding all other variables constant

## C Capital Management

The Mindspace Group's objectives when managing capital are:

- to ensure Mindspace Group's ability to continue as a going concern.
- to provide adequate return to unitholders.

The capital structure of the Mindspace Group consists of net debt and total equity of the Mindspace Group. The Mindspace Group manages its capital to ensure that the Mindspace Group will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Mindspace Group's management reviews the capital structure of the Mindspace Group considering the cost of capital and the risks associated with each class of capital.

The Mindspace Group's adjusted net debt to equity ratio as follows

Particulars	As at 31 March 2022	As at 31 March 2021
Gross debt	45,375	37,858
Less : Cash and cash equivalents	(3,478)	(3,539)
Adjusted net debt	41,897	34,319
Total equity	164,712	172,134
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.25</b>	<b>0.20</b>





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 51 Disclosure in respect of lease (Ind AS 116):

### Mindspace Group as lessee:

#### Applying Ind AS 116, for all leases, the Mindspace Group :

- recognises right-of-use assets and lease liabilities in the statement of financial position, initially measured at the present value of future lease payments;
- recognises depreciation on right-of-use assets and interest on lease liabilities in the Consolidated Statement of Profit or Loss; and
- separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the statement of cash flows.

Under Ind AS 116, right-of-use assets are tested for impairment in accordance with Ind AS 36 Impairment of Assets. This replaces the previous requirement to recognise a provision for onerous lease contracts.

#### The following are the restrictions or covenants imposed by lessor:

Avacado - The Company shall not sell the leased asset or part thereof without the consent of MMRDA.

#### Amounts recognised in the Consolidated Statement of Profit and Loss

	Year ended 31 March 2022	Year ended 31 March 2021
Depreciation expense on right - of - use assets	502	333
Interest expense on lease liabilities	16	13

#### Maturity analysis of Lease liability

	Year ended 31 March 2022	Year ended 31 March 2021
Not later than 1 year	13	18
Later than 1 year and not later than 5 years	50	82
Later than 5 years	783	820

The total cash outflow for leases amount to ₹ 14 million (2021: 16 million).

## A Finance lease

### 1. Brief description of the leasing arrangements

The Mindspace Group's leasing arrangement represents the Fit-outs or interior work completed for the customers which have been classified as Finance lease. The lease terms are generally for the period of five years where substantially all the risks and rewards of ownership are transferred to the lessee. The Mindspace Group records disposal of the property concerned and recognizes the subsequent interest in the finance lease. No contingent rent is receivable. The Mindspace Group's obligation under finance lease is secured by the lessor's title to the leased asset.

### 2. Components of finance lease receivable

Particulars	As at 31 March 2022	As at 31 March 2021
Gross investment	1,592	1,314
Unearned finance income	450	392
Net investment	1,143	922
Unguaranteed residual values	-	-
<b>Gross investment in lease</b>		
Not later than one year	427	350
One to five years	1,042	893
Later than five years	123	71

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 3. The finance leases are receivable as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Present value of minimum lease payments</b>		
Not later than one year	268	209
One to five years	777	662
Later than five years	97	50
	<b>1,142</b>	<b>921</b>

## B Operating leases

### 1. Brief description of the leasing arrangements

The Mindspace Group's leases its investment property under non cancellable operating lease for a term of 12 to 120 months. Initial direct costs incurred on these leasing transactions have been recognized in the Statement of profit and loss over the year of lease term. The lease arrangements with the customers have varied terms, escalation clauses and renewal rights. On renewal, the terms of the leases are re-negotiated. During the period, an amount of ₹ 14,185 million (2021: ₹ 9,024 million) lease income has been recognized in the Consolidated Statement of Profit and Loss. The following are the disclosures in respect of non-cancellable operating leases entered into during the year:

In the capacity as a lessor	As at 31 March 2022	As at 31 March 2021
<b>Future minimum lease related receivables under non - cancellable operating leases at the year end :</b>		
Not later than one year	7,457	5,317
Later than one but not later than five years	13,735	10,129
Later than five years	463	72

## 52 Disclosure pursuant to Ind AS – 19 'Employee benefits'

### a) Defined contribution plans

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Employer's Contribution to Provident Fund	11	6

### b) Defined benefit plans

#### i. General description

Reconciliation of opening and closing balances of Defined Benefit Obligation		
Particulars	Gratuity (Unfunded)	
	As at 31 March 2022	As at 31 March 2021
Defined Benefit Obligation at beginning of the year	18	-
Additions due to Asset Acquisition	0	6
Interest cost	1	1
Current service cost	2	2
Liability transferred In/Acquisitions	0	13
Actuarial gain on obligations due to change in financial assumption	2	(1)
Actuarial loss on obligations due to change in experience	0	(1)
Benefit paid directly by the employer	(3)	(1)
Past service cost	0	(2)
Defined Benefit Obligation at the end of the year	<b>21</b>	<b>18</b>



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## Fair value of Planned Assets

The Mindspace Group does not have any plan assets and consequently, disclosures related to the plan assets have not been given.

Particulars	Gratuity (Unfunded)	
	Year ended 31 March 2022	Year ended 31 March 2021
Expenses recognized		
Current service cost	2	2
Interest Cost	1	1
Return on Plan Asset	-	-
Net Cost	3	3

Particulars	Gratuity (Unfunded)	
	Year ended 31 March 2022	Year ended 31 March 2021
Expenses recognized in the Other Comprehensive Income (OCI)		
Actuarial loss on obligations due to change in experience/ financial assumptions	(0)	(0)
Interest Cost	-	-
Return on Plan Asset	-	-
Net Cost	(0)	(0)

Actuarial Assumptions	Gratuity (Unfunded)	
	Year ended 31 March 2022	Year ended 31 March 2021
Expenses recognized		
Discount Rate (per annum)	5.58% - 7.00%	5.58% - 7.00%
Expected rate of return on Plan Assets (per annum)	-	-
Rate of escalation in salary (per annum)	6.06% - 10.00%	6.06% - 10.00%
Rate of employee turn over	2.00% - 42.00%	2.00% - 42.00%

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

## c) Sensitivity Analysis

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Projected benefit obligation on current assumptions		
Delta effect of +1% change in the rate of discounting	(0)	(1)
Delta effect of -1% change in the rate of discounting	1	1
Delta effect of +1% change in the rate of salary increase	1	1
Delta effect of -1% change in the rate of salary increase	(0)	(1)
Delta effect of +1% change in the rate of employee turnover	(0)	-
Delta effect of -1% change in the rate of employee turnover	0	0

## 53 Due to micro and small suppliers

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. Amounts due to micro, small and medium enterprises (MSME) as at 31 March 2022 was ₹ 669 million (2021: ₹ 757 million).

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The information regarding MSMED has been determined to the extent such parties have been identified on the basis of information available with the Mindspace Group.

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Principal amount and the interest thereon remaining unpaid to any suppliers, (trade payables, capital creditors and retention payable) as at the year - end.	669	757
Amount of interest paid by the Mindspace Group in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	3	0
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	2	5
Amount of interest accrued and remaining unpaid at the end of the accounting year; and	2	3
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED	-	-

## 54 Regulatory deferral account

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Regulatory deferral account - Liability	28	30
<b>Total (A)</b>	<b>28</b>	<b>30</b>
Regulatory deferral account - Asset	241	167
<b>Total (B)</b>	<b>241</b>	<b>167</b>

## Rate Regulated Activities

As per the Ind AS-114 'Regulatory Deferral Accounts' the business of electricity distribution is a Rate Regulated activity wherein the regulators determine Tariff to be charged from consumers based on prevailing regulations in place. The Multi Year Tariff (MYT) Regulations issued by respective State Regulators is applicable to the Mindspace Group's power distribution business. According, to these regulations, the regulators shall determine tariff in a manner in which the Mindspace Group can recover its fixed and variable costs including assured rate on return approved equity base, from its consumers. The Mindspace Group determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in respective MYT Regulations.

Reconciliation of Regulatory Assets/Liabilities of power distribution business as per Rate Regulated Activities is as follows:

Particulars		Year ended 31 March 2022	Year ended 31 March 2021
Opening Regulatory Assets net of (Liabilities)		137	-
Add : - Additions due to asset acquisition	(A)	-	138
Regulatory Income / (Expense) during the year as per MERC order		-	
(i) Power Purchase Cost		431	342
(ii) Other Expenses as per the terms of the Tariff Regulations including ROE		237	148
(iii) Collected during the year as per approved tariff		(592)	(458)
Regulatory Income / (Expense) (net) [(i) + (ii) + (iii)]		76	32
Regulatory Income / (Expense) (net) in respect of the earlier years			(33)
Income / (Expense) (net) on Account of Rate Regulated Activities	(B)	76	(1)
Amount collected (net) in respect of earlier years	(C)	-	-
Closing Regulated Assets	(A + B + C)	213	137
Regulated Assets		241	167
Regulated Liabilities		(28)	(30)

MBPPL has received MERC order in Case no. of 328 of 2019 dated March 30, 2020, for approval of truing up of FY 2017-18 and FY 2018-19. Revenue Gap for FY 2017-18 and FY 2018-19 approved by the commission is ₹ 64 million and ₹ 7 millions respectively. Gap of ₹ 56 million for FY 2017-18 is already adjusted and balance 8 million has been adjusted in FY 2020-21 and Gap of 7 million has been adjusted in FY 2020-21.



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## 55 Segment information

### Primary segment information

The primary reportable segment is business segment.

### Business Segment

The Mindspace Group is organized into the two operating divisions - 'real estate' and 'power distribution', which are determined based on the internal organization and management structure of the Mindspace Group and its system of internal financial reporting and the nature of its risks and its returns. The Governing Board of the manager has been identified as the chief operating decision maker (CODM). CODM evaluates the Mindspace Group's performance, allocates resources based on analysis of various performance indicators of the Group as disclosed below.

### Real estate

Real estate comprises development and management of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The Group has its project/properties in Mumbai Region, Hyderabad, Pune and Chennai for development and management of commercial SEZ, IT parks and commercial resorts.

### Power distribution

The state power regulator has taken on record the SEZ developer MBPPL, Gigaplex, Sundew and KRC Infra as Deemed Distribution Licensee for Power. The approved SPVs being Deemed Distributor, supplies power to customers within the notified SEZ.

### For the year ended 31 March 2022

Particulars	Real estate	Power distribution	Unallocable	Inter segment elimination	Total
Segment revenue	17,061	598	-	(158)	17,501
Segment result	10,803	108	(476)	-	10,435
Less: Finance cost	338	3	2,303	-	2,644
Add: Interest income / other income	64	2	129	-	195
Profit / (Loss) before exceptional items and tax	10,529	107	(2,650)	-	7,986
Less: Exceptional Items (refer note 59A and 59B)	(843)	-	-	-	(843)
Profit / (loss) before tax	9,686	107	(2,650)	-	7,143
Less: Tax	-	-	2,670	-	2,670
<b>Profit / (Loss) after tax</b>	<b>9,686</b>	<b>107</b>	<b>(5,320)</b>	<b>-</b>	<b>4,473</b>

### For the year ended 31 March 2021

Particulars	Real estate	Power distribution	Unallocable	Inter segment elimination	Total
Segment revenue	11,045	460	-	(124)	11,381
Segment result	6,760	3	(447)	-	6,316
Less: Finance cost	187	1	1,519	-	1,707
Add: Interest income / other income	62	0	122	-	184
Profit / (Loss) before tax	6,635	2	(1,844)	-	4,792
Tax	-	-	1,445	-	1,445
Profit / (Loss) after tax	6,635	2	(3,289)	-	3,348

### For the year ended 31 March 2022

#### Other Information

Particulars	Real estate	Power distribution	Unallocable	Inter segment elimination	Total
Segment assets	215,266	1,835	6,434	-	223,535
Segment liabilities	10,863	1,685	46,275	-	58,823
Capital expenditure	5,243	48	-	-	5,291
Depreciation & amortisation	3,188	101	-	-	3,289

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## For the year ended 31 March 2021

### Other Information

Particulars	Real estate	Power distribution	Unallocable	Inter segment elimination	Total
Segment assets	214,049	1,730	6,940	-	222,719
Segment liabilities	10,914	1,321	38,350	-	50,585
Capital expenditure	4,037	0	-	-	4,037
Depreciation & amortisation	2,037	54	-	-	2,091

### Secondary segment information

Mindspace Group's operations are based in India and therefore the Group has only one geographical segment - India.

Segment accounting policies are in line with accounting policies of the Mindspace Group. In addition, the following specific accounting policies have been followed for segment reporting:

Segment revenue includes income directly attributable to the segment.

Revenue and expenses directly attributable to segments are reported under respective reportable segment.

Revenue and expenses which are not attributable or allocable to segments have been disclosed under 'Unallocable'.

Borrowings and finance cost of the Group which are not attributable or allocable to segments have been disclosed under 'Unallocable'.

### SPV wise revenue from major customers:

Entity	Year ended 31 March 2022	Year ended 31 March 2021
MBPPL	702	439
Gigaplex	1,102	704
Sundew	-	329
Intime	847	552
KRIT	1,121	1,025
KRC Infra	1,494	903
Horizonview	51	8
Avacado	574	383

## 56 Non-controlling interest

Name of the entity	As at 31 March 2022		For the year ended 31 March 2022	
	Net assets		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated total comprehensive income	Amount
<b>Parent</b>				
Mindspace Business Parks REIT	94.8%	156,205	94.7%	4,235
<b>SPVs</b>				
Intime Properties Limited	1.1%	1,736	2.1%	93
K. Raheja IT Park (Hyderabad) Limited	1.6%	2,717	(1.1%)	(50)
Sundew Properties Limited	2.5%	4,054	4.3%	191
<b>Consolidated net assets/ Total comprehensive income</b>	<b>100%</b>	<b>164,712</b>	<b>100%</b>	<b>4,470</b>





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

The following table summarizes the financial information relating to subsidiaries which have material Non-controlling interest.

## (i) Intime Properties Limited Summarized balance sheet

Particulars	As at 31 March 2022	As at 31 March 2021
Non - current assets	16,410	17,664
Current assets	143	95
Non - current liabilities	(177)	(107)
Current liabilities	(593)	(696)
<b>Net assets</b>	<b>15,783</b>	<b>16,956</b>
<b>NCI holdings</b>	<b>11.0%</b>	<b>11.0%</b>
<b>Carrying amount of Non-controlling interests</b>	<b>1,736</b>	<b>1,865</b>

## Summarized statement of profit & loss and Cash flow

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total comprehensive income for the Year	849	605
<b>Attributable to Non - controlling interest</b>		
Total comprehensive income for the Year	93	67
<b>Cash flows from/ (used in) :</b>		
Operating activities	86	59
Investing activities	137	58
Financing activities	(222)	(116)
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>0</b>	<b>1</b>

## (ii) K. Raheja IT Park (Hyderabad) Limited Summarized balance sheet

Particulars	As at 31 March 2022	As at 31 March 2021
Non - current assets	26,229	29,165
Current assets	232	121
Non - current liabilities	(702)	(198)
Current liabilities	(1,062)	(917)
<b>Net assets</b>	<b>24,697</b>	<b>28,171</b>
<b>NCI holdings</b>	<b>11.0%</b>	<b>11.0%</b>
<b>Carrying amount of Non-controlling interests</b>	<b>2,717</b>	<b>3,099</b>

## Summarized statement of profit & loss and Cash flow

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total comprehensive income for the Year	(457)	739
<b>Attributable to Non - controlling interest</b>		
Total comprehensive income for the Year	(50)	81
<b>Cash flows from :</b>		
Operating activities	50	73
Investing activities	249	69
Financing activities	(296)	(150)
<b>Net increase in cash and cash equivalents</b>	<b>3</b>	<b>(8)</b>

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## (iii) Sundew Properties Limited Summarized balance sheet

Particulars	As at 31 March 2022	As at 31 March 2021
Non - current assets	48,092	48,910
Current assets	464	407
Non - current liabilities	(9,398)	(9,337)
Current liabilities	(2,306)	(2,357)
<b>Net assets</b>	<b>36,852</b>	<b>37,623</b>
<b>NCI holdings</b>	<b>11.0%</b>	<b>11.0%</b>
<b>Carrying amount of Non-controlling interests</b>	<b>4,054</b>	<b>4,140</b>

## Summarized statement of profit & loss and Cash flow

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total comprehensive income for the Year	1,741	1,149
<b>Attributable to Non - controlling interest</b>		
Total comprehensive income for the Year	191	126
<b>Cash flows from/ (used in) :</b>		
Operating activities	342	140
Investing activities	(24)	652
Financing activities	(355)	(759)
<b>Net increase in cash and cash equivalents</b>	<b>(37)</b>	<b>33</b>
<b>Total carrying amount of NCI</b>	<b>8,507</b>	<b>9,104</b>

## 57 Related party disclosures

### A Parties to Mindspace REIT as at 31 March 2022 (Refer Note 1)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja Ms. Sumati Raheja (w.e.f. 1 October 2021)	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6		Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Ms. Sumati Raheja (w.e.f. 30 September 2021)	-	-
10		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
11		Casa Maria Properties LLP	Mr . Ravi C . Raheja Mr . Neel C . Raheja Mr . Chandru L . Raheja Mrs . Jyoti C . Raheja	-
12		Raghukool Estate Developement LLP	Mr . Ravi C . Raheja Mr . Neel C . Raheja Mr . Chandru L . Raheja Mrs . Jyoti C . Raheja	-
13		Palm Shelter Estate Development LLP	Mr . Ravi C . Raheja Mr . Neel C . Raheja Mr . Chandru L . Raheja Mrs . Jyoti C . Raheja	-
14	Sponsors Group	K . Raheja Corp Pvt . Ltd .	Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mrs . Jyoti C . Raheja Jointly with Mr . Chandru L . Raheja Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr . Neel C . Raheja Jointly with Mr . Ramesh M . Valecha	Ravi C . Raheja Neel C . Raheja Ramesh Valecha Ramesh Ranganthan(Appointed w . e . f . 7th July , 2021) Sunil Hingorani(Appointed w . e . f . 7th July , 2021) Vinod N . Rohira (Cessation w . e . f 7th July , 2021)
15	Sponsors Group	Inorbit Malls (India) Private Limited (till 30 July 2020)	Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mrs . Jyoti C . Raheja Jointly with Mr . Chandru L . Raheja Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr . Neel C . Raheja Jointly with Mr . Ramesh M . Valecha Ivory Properties & Hotels Pvt Ltd K Raheja Corp Private Limited	Ravi C . Raheja Neel C . Raheja Sunil Hingorani Mr . Rajneesh Mahajan (appointment w . e . f 4 September 2020)

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
16	Sponsors Group	Ivory Properties and Hotels Private Limited (till 30 July 2020)	Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mrs . Jyoti C . Raheja Jointly with Mr . Chandru L . Raheja Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C . Raheja Neel C . Raheja Ramesh Valecha Sunil Hingorani
17	Sponsors Group	K Raheja Private Limited (till 30 July 2020)	Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mrs . Jyoti C . Raheja Jointly with Mr . Chandru L . Raheja Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C . Raheja Neel C . Raheja Ramesh Ranganthan(Appointment w . e . f . 20th April , 2021) Sunil Hingorani(Appointment w . e . f . 25th June , 2021) Vinod Rohira (Cessation w . e . f 25th June , 2021)
18	Sponsors Group	Ivory Property Trust	Chandru L . Raheja Jyoti C . Raheja Ivory Properties & Hotels Pvt Ltd Ravi C . Raheja Neel C . Raheja (all are trustees)	-
19	Sponsors Group	Genext Hardware & Parks Pvt . Ltd .	Mr . Ravi C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Mr . Neel C . Raheja Jointly with Mr . Chandru L . Raheja Jointly with Mrs . Jyoti C . Raheja Chandru L . Raheja jointly with Jyoti C . Raheja , on behalf of the beneficiaries of Ivory Property Trust .	Ravi C . Raheja Neel C . Raheja Ramesh Valecha Ramesh Ranganthan(w . e . f . 20th April , 2021)
20	Names of SPVs and their subsidiaries	1 . Avacado Properties and Trading (India) Private Limited 2 . Gigaplex Estate Private Limited 3 . Horizonview Properties Private Limited 4 . KRC Infrastructure and Projects Private Limited 5 . Intime Properties Limited 6 . Sundew Properties Limited 7 . K . Raheja IT Park (Hyderabad) Limited 8 . Mindspace Business Parks Private Limited .		



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
		9. Dices Realcon Private Limited . (upto 19 <sup>th</sup> February 2021)		
		10. Educator Protech Private Limited (upto 19 <sup>th</sup> February 2021)		
		11. Happy Eastcon Private Limited (upto 4 <sup>th</sup> February 2021)		
		12. Sampada Eastpro Private Limited (upto 17 <sup>th</sup> March 2021)		
21	Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP )	<b>Governing Board</b> Mr . Deepak Ghaisas Ms . Manisha Girotra Mr . Bobby Parikh Mr . Alan Miyasaki (resigned w . e . f . 27 December 2021) Mr . Manish Kejriwal (appointed w . e . f . 2 February 2022) Mr . Ravi C . Raheja Mr . Neel C . Raheja <b>Key Managerial Personnel</b> Mr . Vinod Rohira Ms . Preeti Chheda		
22	Entities controlled/ jointly controlled by members of Governing Board .	Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited (till 24 December 2021) Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Limited Sustain Properties Private Limited Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Limited (till 12 November 2021) Sundew Real Estate Private Limited Gencoval Strategic Services Private Limited Stemade Biotech Private Limited Hariom Infrafacilities Services Private Limited M/s Bobby Parikh & Associates		

\* only when acting collectively

## B. Related parties with whom the transactions have taken place during the period / year

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Project Management Fees and Support Services Fee</b>		
K Raheja Corp Investment Managers LLP	436	282
<b>Investment Management Fees</b>		
K Raheja Corp Investment Managers LLP	64	34
<b>Trustee fee expenses</b>		
Axis Trustee Services Limited	2	2
<b>Legal &amp; professional fees</b>		
M/s Bobby Parikh and Associates	1	7
<b>Interest income</b>		
Ivory Property Trust	-	19
<b>Rent expense</b>		
Genext Hardware & Parks Pvt . Ltd .	5	8

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Purchase of assets</b>		
Genext Hardware & Parks Pvt . Ltd .	44	-
<b>Sitting Fees</b>		
Neel C Raheja	0	0
Ravi C Raheja	0	0
Vinod N . Rohira	0	0
Preeti Chheda	1	0
<b>Loan repaid</b>		
Ivory Property Trust	-	3150
<b>Reimbursement of Expenses</b>		
K Raheja Corp Investment Managers LLP*	10	61
<b>Sale of Land</b>		
K . Raheja Corp Pvt . Ltd .	1 , 200	-
<b>Repayment of Security Deposits</b>		
K . Raheja Corp Pvt . Ltd .	1	-
*Includes fees paid to M/s Bobby Parikh & Associates amounting to ₹ 2 . 5 million for the year ended 31 March 2022 and ₹ 0 . 48 million for the year ended 31 March 2021 .		
<b>Payment to Sponsor Group companies in relation to Offer for Sale</b>		
Chandru L Raheja	-	10
Jyoti C Raheja	-	1 , 139
Ravi C Raheja	-	1 , 180
Neel C Raheja	-	1 , 180
Genext Hardware & Parks Private Limited	-	958
Inorbit Malls (India) Private Limited	-	1 , 506
Ivory Properties And Hotels Private Limited	-	3 , 387
Ivory Property Trust	-	10 , 357
K . Raheja Corp Private Limited	-	4 , 304
K . Raheja Private Limited	-	2 , 852
<b>Issue of Unit capital</b>		
Anbee Constructions LLP	-	9 , 736
Cape Trading LLP	-	9 , 736
Capstan Trading LLP	-	11 , 301
Casa Maria Properties LLP	-	11 , 301
Chandru L . Raheja	-	8 , 984
Genext Hardware & Parks Private Limited	-	7 , 274
Inorbit Malls (I) Private Limited	-	1 , 541
Ivory Properties & Hotels Private Limited	-	3 , 466
Ivory Property Trust	-	13 , 008
Jyoti C . Raheja	-	3 , 912
K Raheja Corp Private Limited	-	14 , 468
K Raheja Private Limited	-	2 , 918
Neel C . Raheja	-	5 , 845
Palm Shelter Estate Development LLP	-	11 , 301
Raghukool Estate Developement LLP	-	9 , 958
Ravi C . Raheja	-	5 , 846





# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

## C. Balances as at period end

Particulars	As at 31 March 2022	As at 31 March 2021
<b>Other Receivable</b>		
Vinod N Rohira	0	0
<b>Trade Payables</b>		
K Raheja Corp Investment Managers LLP	34	40
M/s Bobby Parikh and Associates	0	0
<b>Sitting Fees Payable</b>		
Neel C . Raheja	0	0
Ravi C . Raheja	0	0
Preeti Chheda	0	0
Vinod N Rohira	0	-
<b>Other Financial Liabilities</b>		
K Raheja Corp Investment Managers LLP	28	17
<b>Security Deposit</b>		
K . Raheja Corp Pvt . Ltd .	1	2
<b>Co - Sponsor Initial Corpus</b>		
Anbee Constructions LLP	-	0
Cape Trading LLP	0	0

**58 In accordance with SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2021 and Other requirements as per SEBI circular (No. SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018) for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs), company has disclosed the following ratios:**

Ratios	Year ended 31-Mar-22	Year ended 31-Mar-21
a Security / Asset cover (MLD Series 1) (refer note a(i))	2 . 13	2 . 20
b Security / Asset cover (NCD Series 1) (refer note a(ii))	2 . 49	2 . 34
c Security / Asset cover (MLD Series 2) (refer note a(iii))	2 . 36	2 . 34
d Security / Asset cover (NCD Series 2) (refer note a(iv))	2 . 45	2 . 40
e Security / Asset cover (NCD Series 3) (refer note a(v))	2 . 16	NA
f Security / Asset cover (Sundew 1) (refer note a(vi))	2 . 42	NA
g Debt - equity ratio (in times) (refer note b)	0 . 28	0 . 22
h Debt service coverage ratio (in times) (refer note c)	2 . 77	1 . 64
i Interest service coverage ratio (in times) (refer note d)	5 . 92	5 . 58
j Outstanding redeemable preference shares (quantity and value)	NA	NA
k(i) Capital redemption reserve	NA	NA
k(ii) Debenture redemption reserve (Amount in ₹ million)	109	NA
l Net worth (Amount in ₹ million)	164 , 712	172 , 134
m Net profit after tax (Amount in ₹ million)	4 , 473	3 , 349
n(i) Earnings per unit - Basic (Rupees/unit)	7 . 15	7 . 73
n(ii) Earnings per unit - Diluted (Rupees/unit)	7 . 15	7 . 73
o Current Ratio (in times) (refer note f)	0 . 32	0 . 41
p Long term debt to working capital (in times) (refer note h)	-2 . 94	-4 . 24
q Bad debts to account receivable ratio (in times) (refer note l)	0 . 03	0 . 04
r Current liability ratio (in times) (refer note i)	0 . 30	0 . 27
s Total debt to total assets (in times) (refer note j)	0 . 20	0 . 17

# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

Ratios	Year ended 31-Mar-22	Year ended 31-Mar-21
t Debtors Turnover (in times) (refer note k)	82 . 66	33 . 29
u Inventory Turnover*	NA	NA
v Operating Margin (in %) (refer note m)	76%	71%
w Net Profit Margin (in %) (refer note n)	25%	29%
x Sector Specific equivalent ratio*	NA	NA

\*Not Applicable (NA)

Formulae for computation of ratios are as follows basis consolidated financial statements (including non-controlling interest): -

a(i) Security / Asset cover ratio (MLD Series 1) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of MLD Series 1 + Interest accrued thereon)

a(ii) Security / Asset cover ratio (NCD Series 1) = Lower of Fair value of the secured assets as computed by two independent valuers / (Outstanding principal amount of NCD Series 1 + Interest accrued thereon)

a(iii) Security / Asset cover ratio (MLD Series 2) = Fair value of the secured assets as computed by independent valuer / (Outstanding principal amount of MLD Series 2 + Interest accrued thereon)

a(iv) Security / Asset cover ratio (NCD Series 2) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of NCD Series 2 + Interest accrued thereon)

a(v) Security / Asset cover ratio (NCD Series 3) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of NCD Series 3 + Interest accrued thereon)

a(vi) Security / Asset cover ratio (NCD Series 3) = Fair value of the secured assets as computed by independent valuers / (Outstanding principal amount of NCD Sundew 1 + Interest accrued thereon)

b(i) Total Debt = Long term borrowings (Non-current) + Short term borrowings (current) + Lease liabilities (current and non-current) + Interest accrued on debts (current and non-current)

b(ii) Debt Equity Ratio = Total Debt/Total Equity (including non-controlling interest)

c) Debt Service Coverage Ratio = Earnings before interest [net of capitalization], depreciation, exceptional items and tax / (Interest expenses {net of

capitalization} + Principal repayments made during the period which excludes bullet and full repayment of external borrowings)

d) Interest Service Coverage Ratio = Earnings before interest {net of capitalization}, depreciation, exceptional items and tax / (Interest expense {net of capitalisation})

e) Net worth = Corpus + Unit capital + Other equity (including non-controlling interest)

f) Current ratio = Current assets/ Current liabilities

g) Long term Debt = Long term borrowings (excluding current maturities of long term debt) + Lease liabilities (Non-current) + Interest accrued on debts (Non-current)

h) Long term debt to working capital ratio = Long term debt (Non-current) / working capital (i.e. Current assets less current liabilities)

i) Current liability ratio = Current liabilities/ Total liabilities including regulatory liabilities

j) Total debt to total assets = Total debt/ Total assets including regulatory assets

k) Debtors Turnover = Revenue from operations (Annualized)/ Average trade receivable

l) Bad debts to account receivable ratio = Bad debts (including provision for doubtful debts) / Average trade receivable

m) Operating margin = (Earnings before interest {net of capitalization}, depreciation, exceptional items and tax - Other income - Interest income) / Revenue from operations

n) Net profit margin = Profit after exceptional items and tax/ Total Income



# Notes to the Consolidated Financial Statements

RN: IN/REIT/19-20/003

(all amounts in ₹ million unless otherwise stated)

**59A** KRIT is proposing to redevelop Buildings 1A and 1B at Mindspace, Madhapur, Hyderabad. Vacation of these buildings by the tenant, provided the SPV an opportunity to evaluate the possibility of redevelopment which would potentially increase the area of the building, help incorporating new upgraded facilities, enhance the marketability of the buildings and also offer future consolidation opportunities to existing tenants in the Park with continuity and growth. Basis the assessment by the SPV of the opportunity and concurrence from the Telangana State Industrial Infrastructure Corporation Ltd. (TSIIC) vide its letter dated 23 June 2021, the SPV proposes to redevelop the said buildings subject to the receipt of statutory approvals & clearances as may be required for the proposed redevelopment. Accordingly, the Mindspace Group has charged the written down value of the said buildings, plant and machinery and other assets in relation to the buildings aggregating to ₹ 1,332 million to the Consolidated Statement of Profit and Loss and disclosed as Exceptional Item.

**59B** Mindspace Business Parks Private Limited ("MBPPL") had entered into a Memorandum of Understanding dated 16 December 2019 with K. Raheja Corp Private Limited ("KRCPL") for the proposed sale of MBPPL's parcel of land admeasuring 39.996 acres located at Pocharam Village at a predetermined price. The Board of Directors of MBPPL and the Governing Board of Investment Manager in their meeting held on 9 February 2022 and 10 February 2022 respectively had approved the proposed transfer. The said land was recorded as 'Investment Property under construction' in the Consolidated financial statements, forming part of 'Real estate' segment. The said land has been sold vide agreement dated 30 March 2022 for the consideration of ₹ 1200 million, which has been determined as per the mutual agreement considering latest ready reckoner rate, resulting into profit of ₹ 489 million. The same has been disclosed as an exceptional item in the statement of Profit and Loss.

## 60 Other Statutory Information

(i) The group has following transaction with the company struck off under Companies Act, 2013.

Name of struck off company	Nature of transactions with struck-off company	Balance outstanding as at 31 March 2022	Relationship with the struck off company, if any, to be disclosed	Balance outstanding as at 31 March 2021	Relationship with the struck off company, if any, to be disclosed
Premier Kinder Care Services Pvt. Ltd.	Other Outstanding Balances, i. e. Deposits Payable	-0	Customer	-0	Customer
Premier Kinder Care Services Pvt. Ltd.	Receivables	5	Customer	5	Customer

(ii) The group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(iii) No proceedings has been initiated or are pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(iv) None of the SPVs in the Group is declared wilful defaulter by Bank or Financial Institution.

**61** Previous period figures have been regrouped, as considered necessary, to conform with current period presentation.

**62** "0" represents value less than ₹ 0.5 million.

## Summary Valuation Report: Portfolio of Mindspace Business Parks REIT

Date of Valuation: 31 March 2022  
Date of Report: 07 May 2022

Submitted to:  
K Raheja Corp Investment Managers LLP

## Disclaimer

*This report is prepared exclusively for the benefit and use of K Raheja Corp Investment Managers LLP ( “Recipient” or “Entity” or “Manager”) and / or its associates and, other than publications for the disclosure of valuation of assets forming part of the portfolio of Mindspace Business Parks REIT (“Mindspace REIT”), in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges. The Entity is the investment manager to Mindspace Business Parks REIT, a Real Estate Investment Trust under the Securities and Exchanges Board of India (Real Estate Investment Trust), 2014 and amended till date (“SEBI REIT Regulations”). The Manager may share the report with its appointed advisors for any statutory or reporting requirements, in connection with the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT. Neither this report nor any of its contents may be used for any other purpose other than the purpose as agreed upon in the Letter of Engagement (“LOE”) dated 21 September 2020 without the prior written consent of the Valuer.*

*The information in this report reflects prevailing conditions and the view of Valuer as of this date, all of which are, accordingly, subject to change. In preparation of this report, the accuracy and completeness of information shared by the Manager has been relied upon and assumed, without independent verification, while applying reasonable professional judgment by the Valuer.*

*This report has been prepared upon the express understanding that it will be used only for the purposes set out in the LOE dated 21 September 2020. The Valuer is under no obligation to provide the Recipient with access to any additional information with respect to this report unless required by any prevailing law, rule, statute or regulation.*

*This report should not be deemed an indication of the state of affairs of the real estate financing industry nor shall it constitute an indication that there has been no change in the business or state of affairs of the industry since the date of preparation of this document*

## Contents

<b>1</b>	<b>Instruction</b>	<b>314</b>
1.1	Instructing Party	314
1.2	Purpose and Date of Valuation	314
1.3	Reliant Parties	315
1.4	Limitation of liability	315
1.5	Professional Competency of The Valuer	316
1.6	Disclosures	316
1.7	Assumptions, Disclaimers, Limitations & Qualifications to Valuation	318
<b>2</b>	<b>Valuation Approach and Methodology</b>	<b>321</b>
2.1	Purpose of Valuation	321
2.2	Basis of Valuation	321
2.3	Valuation Approach	321
2.4	Valuation Methodology	322
2.5	Information Sources	324
<b>3</b>	<b>Valuation Summary</b>	<b>325</b>
3.1	Assumptions, Disclaimers, Limitations & Qualifications	326
<b>4</b>	<b>Subject Properties</b>	<b>327</b>
4.1	Mindspace Madhapur (Sundew Properties Ltd), Hyderabad	327
4.2	Mindspace Madhapur (K Raheja IT Park (Hyderabad) Ltd), Hyderabad	329
4.3	Mindspace Madhapur (Intime Properties Ltd), Hyderabad	332
4.4	Mindspace Airoli East, Mumbai Region	334
4.5	Mindspace Airoli West, Mumbai Region	338
4.6	Paradigm Mindspace Malad, Mumbai Region	342
4.7	The Square, BKC, Mumbai Region	344
4.8	Commerzone Yerwada, Pune	346
4.9	Gera Commerzone Kharadi, Pune	349
4.10	The Square Nagar Road, Pune	354
4.11	Commerzone Porur, Chennai	356
4.12	Mindspace Pocharam, Hyderabad	359



# 1 Instruction

## 1.1 INSTRUCTING PARTY

K Raheja Corp Investment Managers LLP (hereinafter referred to as “the Instructing Party” or “the Client”), in its capacity as the Manager of the Mindspace Business Parks REIT (Mindspace REIT), has appointed Mr. Shubhendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017 (hereinafter referred as the “Valuer”), in order to undertake the valuation of properties comprising commercial office real estate assets located across Mumbai Region, Hyderabad, Pune and Chennai as well as incidental or ancillary activities including a facility management business and power distribution facility (together herein referred as “Subject Properties”, as mentioned below):

S. No.	Location	Leasable area (Million sq. ft.)
1	Mindspace Madhapur, Hyderabad	11.7
2	Mindspace Airoli East, Mumbai Region	6.8
3	Mindspace Airoli West, Mumbai Region	5.2
4	Paradigm Mindspace Malad, Mumbai Region	0.7
5	The Square BKC, Mumbai Region	0.1
6	Commerzone Yerwada, Pune	1.7
7	Gera Commerzone Kharadi, Pune	2.9
8	The Square Nagar Road, Pune	0.8
9	Commerzone Porur, Chennai	0.8
10	Mindspace Pocharam, Hyderabad	1.0

The Subject Properties comprise land for future development a part of which may be considered for sale. The same have been valued separately.

The exercise has been carried out in accordance with the instructions (Caveats & Limitations) detailed in Section 1.7 of this report. The extent of professional liability towards the Client is also outlined within these instructions.

## 1.2 PURPOSE AND DATE OF VALUATION

The purpose of this valuation is to estimate the value of the Subject Properties as part of the portfolio of Mindspace REIT for the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in

the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges and for accounting purposes. In addition, other documents in relation to the regulatory filings such as publicity material, research reports, presentations and press releases will also be prepared, wherein copies, summary or extracts of the valuation report are intended to be included.

## 1.3 RELIANT PARTIES

The reliance on this report is extended to the Manager, REIT and other parties including the trustee of REIT, debenture trustee(s), stock exchanges, unitholders of REIT, Securities and Exchange Board of India (“SEBI”), credit rating agencies, lenders of the REIT and/or its special purpose vehicles or any other person within or outside India as the Manager may deem fit for the purpose as highlighted in this report (valuation). The Valuer, however, would extend no liability to such reliant parties save and except for gross and willful negligence.

The valuation exercise is conducted strictly and only for the use of the parties as stated above who need to rely on such valuation (“Reliant Party”) and for the Purpose specifically stated. The Instructing Party shall make all reliant parties aware of the terms and conditions of the agreement under which this exercise is being undertaken and take due acknowledgements to the same effect

## 1.4 LIMITATION OF LIABILITY

- The Valuer has provided the services exercising due care and skill but does not accept any legal liability arising from negligence or otherwise to any person in relation to possible environmental site contamination or any failure to comply with environmental legislation which may affect the value of the properties. Further, the Valuer shall not accept liability for any errors, misstatements, omissions in the report caused due to false, misleading or incomplete information or documentation provided to him by the Instructing Party.
- The Valuer’s maximum aggregate liability for claims arising out of or in connection with the Valuation, under this contract shall not exceed the professional indemnity insurance obtained by it. As on the date of this report, the professional indemnity insurance maintained by the Valuer is for INR 50 Million (Rupees Fifty Million Only).
- In the event that any of the Manager, REIT and other parties including the trustee of REIT, debenture trustee(s), stock exchanges, unitholders of REIT, Securities and Exchange Board of India (“SEBI”), credit rating agencies, lenders of the REIT and/or its special purpose vehicles or any other person within or outside India as the Manager may deem fit in connection with the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, be subject to any claim (“Claim Parties”) in connection with, arising out of or attributable to the Valuation, the Claim Parties will be entitled to require the Valuer, to be a necessary party/ respondent to such claim and the Valuer shall not object to his inclusion as a necessary party/respondent. However, the legal cost with respect to appointment of lawyers by the Valuer as a respondent/defendant shall be borne by the Client. If the Valuer, as the case may be, does not co-operate to be named as a necessary party/ respondent to such claims or co-operate in providing adequate/ successful defence in defending such claims, the Claim Parties jointly or severally will be entitled to initiate a separate claim against the Valuer in this regard and his liability shall extend to the value of the claims, losses, penalties, costs and liabilities incurred by the Claim Parties.
- The Valuer is neither responsible for any legal due diligence, title search, zoning check, development permissions and physical measurements nor undertake any verification/validation of the zoning regulations/development controls etc.

## 1.5 PROFESSIONAL COMPETENCY OF THE VALUER

Mr. Shubhendu Saha, the Valuer for the Subject Property is registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of The Companies (Registered Valuers and Valuation) Rules, 2017 since 15 May 2019. He completed his Bachelor in Planning from the School of Planning and Architecture, New Delhi in 1997 and Master in Management Studies from Motilal Nehru National Institute of Technology, Allahabad in 1999.

Mr. Saha has more than 20 years of experience in the domain of urban infrastructure and real estate advisory. He was the national practice head of Valuation Advisory services of DTZ International Property Advisers Private limited (now known as Cushman and Wakefield Property Advisers Private Limited), a leading International Property Consulting firm in India, from 2009 to 2015. He also led the business solutions and consulting services for the property management business of Cushman and Wakefield India Private Limited from 2015 to 2017. In early part of his career, he worked with renowned organisations like ICRA Limited, Copal Research (now known as Moody's Analytics) and National Council of Applied Economic Research. His last employment was with PwC as Director Real Estate Advisory before he started his practice as an independent valuer.

As the leader of valuation services business at DTZ, Mr. Saha authored India specific guidelines of the RICS Valuation Standards ("Red Book") for financial accounting, taxation and development land, which became part of the 7th edition of Red Book. He undertook valuation of India's first listed portfolio of healthcare assets at Singapore Stock Exchange as a Business Trust and led numerous valuation exercises for multiple private equity/real estate funds, financial institutions, developers and corporates across asset classes of commercial, retail, residential and hospitality. His clientele included Air India, HDFC, Religare Health Trust, Duet Hotels, DLF, RMZ, Embassy Group, Citibank, Tishman Speyer, IL&FS, HSBC, IDFC, Ascendas India etc.

## 1.6 DISCLOSURES

The Valuer declares that:

- He is eligible to be appointed as a valuer in terms of Regulation 2(1)(zz) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (REIT) (Amendment) Regulations, 2016 with the valuation exercise having been conducted and valuation report prepared in accordance with aforementioned regulations.
- He is not an associate of Anbee Constructions LLP and Cape Trading LLP (referred to as the "Sponsors"), the Instructing Party or Axis Trustee Services Limited (the Trustee for the Mindspace REIT).
- He is registered with the Insolvency and Bankruptcy Board of India (IBBI) as registered valuer for asset class Land and Building under the provisions of the Companies (Registered Valuer and Valuation) Rules, 2017.
- He has more than a decade's experience in leading large real estate valuation exercises comprising investment portfolios of various real estate funds, trusts and corporates comprising diverse assets like residential projects, retail developments, commercial office buildings, townships, industrial facilities, data centres, hotels, healthcare facilities and vacant land and therefore has adequate experience and qualification to perform property valuations at all times.
- He has not been involved in acquisition or disposal within the last twelve months of any of the properties valued under this summary valuation report.
- He has educational qualifications, professional knowledge and skill to provide competent professional services.

- He has sufficient key personnel with adequate experience and qualification to perform property valuation.
- He is not financially insolvent and has access to financial resources to conduct his practice effectively and meet his liabilities.
- He has adequate and robust internal controls to ensure the integrity of the valuation report.
- He is aware of all statutes, laws, regulations and rules relevant to this valuation exercise.
- He has conducted the valuation exercise without any influence, coercion or bias and in doing so rendered high standards of service, ensured due care, and exercised due diligence and professional judgment.
- He has acted independently and with objectivity and impartiality in conducting this valuation exercise.
- The valuation exercise that has been undertaken is impartial, true and fair to his best understanding and knowledge, and in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2016 and subsequent amendments.
- He or any of his employees involved in valuing the assets of the REIT have not invested nor shall invest in the units of Mindspace REIT or in securities of any of the Subject Properties being valued till the time he is designated as Valuer and not less than six months after ceasing to be the Valuer of the REIT.
- He has discharged his duties towards Mindspace REIT in an efficient and competent manner, utilising his professional knowledge, skill and experience in best possible way to conduct the valuation exercise.
- He has conducted the valuation of the Subject Properties with transparency and fairness and rendered, at all times, high standards of service, exercise due diligence, ensure proper care and exercised independent professional judgment.
- He has not and shall not accept any remuneration, in any form, for conducting valuation of any of the Subject Properties of Mindspace REIT from any person or entity other than Mindspace REIT or its authorised representatives.
- He has no existing or planned future interest in the Client, Trustee, Manager, Mindspace REIT, the Sponsors to Mindspace REIT, or their representative Sponsor Groups or the Special Purpose Vehicles ("SPVs") and the fee for this valuation exercise is neither contingent upon the values reported nor on success of any of the transactions envisaged or required as part of the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges.
- The valuation reported is not an investment advice and should not be construed as such, and specifically he does not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Client or the SPVs.
- He shall, before accepting any assignment from any related party to Mindspace REIT, disclose to Mindspace REIT, any direct or indirect consideration which the Valuer may have in respect of such assignment

- He shall disclose to the Trustee of Mindspace REIT, any pending business transaction, contracts under negotiations and other arrangements with the Instructing Party or any other party whom the Mindspace REIT is contracting with or any other factors which may interfere with his ability to give an independent and professional conduct of the valuation exercise; as on date the Valuer has no constraints towards providing an independent professional opinion on the value of any of the Subject Properties.
- He has not and shall not make false, misleading or exaggerated claims in order to secure or retain his appointment.
- He has not and shall not provide misleading opinion on valuation, either by providing incorrect information or by withholding relevant information.
- He has not accepted this instruction to include reporting of the outcome based on a pre-determined opinions and conclusions required by Mindspace REIT.
- The valuation exercise has been conducted in accordance with internationally accepted valuation standards as required by SEBI (REIT) Regulations and The Companies (Registration of Valuers and Valuation) Rules, 2017.
- He notes that there are encumbrances, however, no options or pre-emptions rights in relation to the assets based on the title report prepared by Hariani & Co. and Wadia Ghandy & Co., Veritas Legal (hereinafter collectively referred to as "Legal Counsel").

## 1.7 ASSUMPTIONS, DISCLAIMERS, LIMITATIONS & QUALIFICATIONS TO VALUATION

While the Valuation Report has been prepared independently by the Valuer, the report and this summary is subject to the following:

- a. The valuation exercise is based on prevailing market dynamics as on the date of valuation without taking into account any unforeseeable event or developments which could impact the valuation in the future.
- b. The outbreak of COVID-19, declared by the World Health Organisation as a Global Pandemic on the 11th March 2020, and has continued to impact many aspects of daily life and the global economy. Individual markets have reacted differently to the COVID-19 outbreak, aftermath and further waves. Travel, movement and operational restrictions have been implemented by many countries. In some cases, lockdowns have been applied to varying degrees and to reflect further waves of COVID-19. The pandemic and the measures taken to tackle COVID-19 continue to affect economies and real estate markets globally. In India as well, the government has adopted similar measures to contain the spread of Covid-19 which has caused business disruption impacting the economic activity. Although these may imply a new stage of the crisis, they are not unprecedented in the same way as the initial impact. As per WHO, there are more than 250 COVID-19 vaccine candidates at different stages of trials. COVID-19 vaccine in India was launched on 16 January 2021. This was initially deployed to essential services workers and senior citizens. The coverage has now been expanded to people aged 18 years and above and with increased coverage in subsequent months, it can reasonably be expected that disruptions caused by the pandemic would subside in the coming year. The commercial real estate sector has so far shown reasonable resilience to the disruptions caused by Covid-19. With the gained intelligence about the pandemic and rapid progress witnessed in the development and deployment of the vaccine, we expect the corporates to resume their operations from their respective office spaces, as the situation starts to stabilize soon. This is expected to be followed by the demand for commercial office spaces, which have been vacated due to pandemic over the last year, to come back and then the demand for additional commercial office spaces is expected to arise, as the deferred corporate decision-making starts to materialize. Therefore, we expect slow recovery in the demand for commercial real estate in short-mid term before the demand resumes its long-term trajectory.

- c. The valuation exercise is not envisaged to include all possible investigations with respect to the Subject Properties and wherein certain limitations to the investigations and inspections carried out are identified so as to enable the Reliant Party/Parties to undertake further investigations wherever considered appropriate or necessary prior to reliance. The Valuer is not liable for any loss occasioned by a decision not to conduct further investigation or inspections.
- d. Assumptions, being an integral part of any valuation exercise, are adopted as valuation is a matter of judgment and many parameters utilized to arrive at the valuation opinion may fall outside the scope of expertise or instructions of the Valuer. The party relying on this report accepts that the valuation contains certain specific assumptions and acknowledge and accept the risk that if any of the assumptions adopted to arrive at the valuation estimates turns out to be incorrect, there may be a material impact on the valuations.
- e. The valuation exercise is based on the information shared by the Instructing Party or the Client, which has been assumed to be correct and used to conduct the valuation exercise. In case of information shared by any third party and duly disclosed in the report, the same is believed to be reasonably reliable, however, the Valuer does not accept any responsibility should those prove not to be so.
- f. Any statement regarding any future matter is provided as an estimate and/or opinion based on the information known at the date of this report. No warranties are given regarding accuracy or correctness of such statements.
- g. Any plan, map, sketch, layout or drawing included in this report is to assist reader in visualizing the relevant property and are for representation purposes only, with no responsibility being borne towards their mathematical or geographical accuracy.
- h. Except as disclosed by the Client, it is assumed that the Subject Properties are free from any encroachments and available on the date of valuation.
- i. For the purpose of this valuation exercise, reliance has been made on the Title Reports prepared by the Legal Counsels for each of the Subject Properties and no further enquiries have been made with authorities in this regard. It is understood that the Subject Properties have encumbrances, disputes and claims, however, the Valuer does not have the expertise or the purview to verify the veracity or quantify these encumbrances, disputes or claims. For the purpose of this valuation exercise, it is assumed that respective Subject Properties have clear and marketable titles.
- j. The current zoning of the Subject Properties has been assessed on the basis of review of various documents including title reports shared by the Instructing Party and the current land use maps publicly available. The same has been considered for the purpose of this valuation exercise. Additionally, it is also assumed that the development on the Subject Properties adheres/would adhere to the development regulations as prescribed by the relevant authorities. No further enquiries have been made with the competent jurisdictional authorities to validate the legality of the same.
- k. The total developable/developed area, leasable area, site/plot area considered for this valuation exercise is based on the Architect's Certificate shared by the Instructing Party and the same has been checked against the approvals/layout plans/building plans provided by the Client. However, no additional verification and physical measurement for the purpose of this valuation exercise has been undertaken.
- l. In absence of any information to the contrary, it is assumed that there are no abnormal ground conditions nor archaeological remains present which might adversely affect the current or future occupation, development or value of the Subject Properties and the Subject Properties are free from any rot, infestations, structural or latent defect; no currently known deleterious or hazardous materials or suspect techniques are used in construction or subsequent alterations or additions to the property and comments made in the property details do not purport to express an opinion about an advice upon the conditions of uninspected parts and should be taken as making an implied representation or statement about such parts.



- m. It is also stated that this is a valuation report and not a structural survey.
- n. Unless specifically disclosed in the report, no allowances are made with respect to any existing or proposed local legislation relating to taxation on realization of the sale value of the Subject Properties.
- o. Given the evolving and maturing real estate markets in India, comparable evidences, if any or market quotes provided has been limited to basic details such as area of asset, general location, price/rate of transaction or sale and any other specific details that are readily available in public domain only shall be shared. Any factual information such as tenants' leasable area, lease details such as, rent, lease/rent commencement and end dates, lock-in period, rent escalation terms etc. with respect to Subject Properties is based on the documents/information shared by the Client/Instructing Party and the same has been adopted for the purpose of this valuation exercise. While few lease deeds have been reviewed on a sample basis, the Valuer does not take any responsibility towards authenticity of the rent rolls shared by the Client. Any change in the aforementioned information will have an impact on the valuation estimates and, in that case, the same would need to have a relook. The relevant information sources are mentioned in section 2.5.
- p. All measurements, areas and property age quoted/mentioned in the report are approximate.
- q. The Valuer is not an advisor with respect to any tax, regulatory or legal matters regarding the proposed transaction. No investigation or enquiries on the holding entity or any SPV's claim on the title of the Subject Properties has been made and the same is assumed to be valid based on the information shared by the Client/Instructing Party. No consideration shall be / has been given to liens or encumbrances against them. Therefore, no responsibility is assumed for matters of a legal nature.
- r. Kindly note that quarterly assessment of cash flows has been undertaken for the purpose of this valuation exercise.

## 2 Valuation Approach and Methodology

### 2.1 PURPOSE OF VALUATION

The purpose of this valuation exercise is to estimate the value of the Subject Properties as part of the portfolio of Mindspace REIT for the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges and for accounting purposes.

### 2.2 BASIS OF VALUATION

Given the purpose of valuation as mentioned above, the valuation exercise has been carried out to estimate the "Market Value" of the Subject Properties in accordance with IVS 104 of the IVSC International Valuation Standards issued in 2021, effective from 31 January 2022.

Market Value is defined as 'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.'

### 2.3 VALUATION APPROACH

The basis of valuation for the Subject Property being Market Value, the same may be derived by any of the following approaches:

#### 2.3.1 Market Approach

In 'Market Approach', the Subject Property is compared to similar properties that have actually been sold in an arms-length transaction or are offered for sale (after deducting for value of built-up structure located thereon). The comparable evidence gathered during research is adjusted for premiums and discounts based on property specific attributes to reflect the underlying value of the property.

#### 2.3.2 Income Approach

The income approach is based on the premise that value of an income - producing asset is a function of future benefits and income derived from that asset. There are two commonly used methods of the income approach in real estate valuation namely, direct capitalization and discounted cash flow (DCF).

##### i. *Income Approach - Direct Capitalization Method*

Direct capitalization involves capitalizing a 'normalized' single - year net income estimated by an appropriate yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

##### ii. *Income Approach - Discounted Cash Flow Method*

Using this valuation method, future cash flows from the property are forecasted using precisely stated assumptions. This method allows for the explicit modelling of income associated with the property. These future financial benefits are then discounted to a present-day value (valuation date) at an appropriate discount rate. A variation of the Discounted Cash Flow Method is mentioned below.

##### iii. *Income Approach - Discounted Cash Flow Method using Rental Reversion*

The market practice in most commercial/ IT developments involves contracting tenants in the form of pre-commitments at sub-market rentals to increase attractiveness of the property to prospective

tenants. Such benefits are typically extended to anchor tenants. Additionally, there are instances of tenants paying above-market rentals for certain properties as well (primarily owing to market conditions at the time of contracting the lease). In order to arrive at a unit value for these tenancies, we have considered the impact of such sub/above market leases on the valuation of the Subject Property.

***For the purpose of the valuation of Subject Properties (other than the portions of future development area part or whole of which may be considered for sale), Income Approach - Discounted Cash Flow Method using Rental Reversion has been adopted.***

## 2.4 VALUATION METHODOLOGY

In case of Subject Properties there are instances where the contracted rents are significantly different from prevailing rents in the concerned micro-market where the specific Subject Property is located, either because the rents prevailing at the time of executing the leases have been significantly different or discounts were given to large/anchor tenants.

Since the real estate industry is dynamic and is influenced by various factors (such as existing supply, demand for spaces, quality of spaces available in the market, overall health of the economy, existing rentals, future growth plans, etc.) at a particular point in time, negotiated rents may tend to move away from the prevalent market rents over a period of time.

It has also been witnessed that the market rents for some properties or micro-markets increase or decrease at a rate significantly different from those agreed to in initial leases. These factors reinforce the need to review each of these leases in isolation to assess the intrinsic value of the property under review.

Given the purpose and the nature of Subject Properties involved, the valuation of the commercial office assets has been undertaken using the Discounted Cash Flows method using Rental Reversion, for Facilities Management as well as Power Distribution, Discounted Cash Flow method has been adopted and for portions of future development area part of or whole of which may be considered for sale, Market Approach has been adopted. Further the following steps have been adopted as part of the valuation exercise, which have been elaborated in the detailed full valuation report ("Valuation Report").

### 2.4.1 Asset-specific Review:

- i. As the first step to the valuation of the asset, the rent rolls (and the corresponding lease deeds on a sample basis) were reviewed to identify tenancy characteristics for the asset. As part of the rent roll review, major tenancy agreements belonging to tenants with pre-committed area were reviewed on a sample basis.
- ii. For anchor/large tenants, adjustments on marginal rent or additional lease-up timeframe have been adopted upon lease reversion.
- iii. Title certificates, architect certificates and other related documents as mentioned in earlier sections of the report were reviewed for validation of area details, ownership interests of the Subject Property.
- iv. Physical site inspections were undertaken to assess the current status of the Subject Properties.

### 2.4.2 Micro-market Review:

For the purpose of the valuation exercise, reliance has been placed on the market report prepared by Cushman & Wakefield (CWI), who has been appointed by the Client as an independent consultant to carry out industry and market research. Accordingly, the review was carried out in the following manner:

- i. An assessment of the site and surroundings has been undertaken with respect to the prevailing activities, market dynamics impacting the values and the current use of the respective properties vis-à-vis its locational context, etc. of commercial office assets. Analysis of the micro-market was undertaken primarily based on the findings of the industry/market report prepared by Cushman & Wakefield and readily available information in public domain to ascertain the transaction activity of commercial/IT office space. The analysis entailed review of comparable assets in terms of potential competition (both completed and under-construction/future developments), comparable recent lease transactions witnessed in the micro-market along with the historical leasing and re-leasing history within the asset over the last 2-3 years, if available. This was undertaken to assess the market rent (applicable rental for the micro-market where the asset is located) and achievable market rent (Valuer's view on achievable rent for the Subject Properties for leasing vacant spaces as well as upon re-leasing).
- ii. Valuer also analysed the historical leasing within the asset for anchor tenants to identify the discount that is extended to such tenants at the time of fresh leasing or lease renewals. Rent roll and sample of lease deeds of large anchor-tenants were analysed and applicable adjustments to marginal rent was estimated for individual leases. For other tenants occupying relatively large space within the Subject Properties, it is assumed that the leases shall revert to marginal rents (duly adjusted from the date of valuation) following the expiry of the lease, factoring appropriate re-leasing time.

### 2.4.3 Cash Flow Projections:

- i. The cash flows for the operational and under-construction/future development area have been projected separately to arrive at their respective value estimates.
- ii. Net operating income (NOI) has primarily been used to arrive at the value of the commercial office assets. The following steps were undertaken to arrive at the value for operational and under-construction/ future development areas respectively.

The projected future cash flows from the property are based on existing lease terms for the operational area till the expiry of the leases or re-negotiation, whichever is earlier, following which, the lease terms have been aligned with market rents achievable by the Subject Properties. For vacant area and under-construction/ future development area, the achievable market rent-led cash flows are projected factoring appropriate lease-up time frame for vacant/under-construction/ future development area. These cash flows have been projected for 10-year duration from the date of valuation and for 11th year (for assessment of terminal value based on NOI). These future cash flows are then discounted to present-day value (valuation date) at an appropriate discount rate.

For each lease, principally, the following steps have been undertaken to assess the rent over a 10-year time horizon:

**Step 1:** Projecting the rental income for identified tenancies up to the period of lease expiry, lock-in expiry, escalation milestones, etc. whichever is applicable. In the event of unleased spaces, market-led rent is adopted with suitable lease-up time.

**Step 2:** Generating a market led rental income stream for identified tenancies for the time period similar to the cash flows drawn in the aforementioned step.

**Step 3:** In the event the escalated contracted rent is higher than the achievable market rent by 15%, the contracted terms are ignored, and the terms are reverted to market. In the event the escalated contracted rent is below 115% of the achievable rent, the contracted terms are adopted going forward until the next lease review/ renewal. Intent of this step is to project the rental income for respective leases until lease expiry as well as post expiry.

**Step 4:** Computing the monthly rental income projected as part of Step 3 and translating the same to a quarterly income (for the next 10 years and NOI of the 11th year – considered for calculation of terminal value).

- iii. Recurring operational expenses, fit-out income (if any – the same has not been included in the NOI for the purpose of arriving at the terminal value by capitalisation) and vacancy provision have been adopted in-line with prevalent market dynamics. In addition, appropriate rent-free periods have been adopted during lease roll-overs to consider potential rent-free terms as well as outflows towards brokerage. For all commercial office assets, operational revenues and expenses of the respective assets are reviewed to understand the recurring, non-recurring, recoverable and non-recoverable expenses and accordingly estimate the margins on the common area maintenance income which accrues as cash inflows to the Subject Properties.
- iv. The net income on quarterly basis have been projected over the next 10 years and the one year forward NOI (for 11th year) as of end of year 10 has been capitalized to assess the terminal value of the development. The quarterly net cash flows over the next 10 years along with the terminal value estimated at the end of year 10 have been discounted at a suitable discount rate to arrive at the net present value of the cash flows accruing to the commercial office assets through this approach.
- v. For the purpose of valuing the Power Distribution service to the tenants, the cash flows have been projected on the basis of profit margins allowed by the Maharashtra Electricity Regulatory Commission in its latest tariff order for respective power distribution licenses covering the control period from 2020-21 to 2024-25. Thereafter, the same principles have been adopted to project the cash flows till the remaining period of licence for distributing power to tenants/operators by the concerned entity.
- vi. The Facilities Management Services which are planned to be commenced in KRC Infrastructure and Projects Private Limited from the 1<sup>st</sup> day of the quarter following the listing. For the purpose of valuation, its assumed that the Facilities Management Services will commence effective October 1, 2020 and have been valued based on the proposed terms of the Facility Management Services to be entered into with the SPVs and the current revenue profile projected to capture the addition of new areas getting constructed and improvement of overall occupancies of the Subject Properties keeping normalised EBITDA margins through the projected years and estimating the terminal value using an appropriate earnings multiple, thereafter discounting the cash flows using appropriate discount rate. Deferment of commencement of Facilities Management Services beyond October 1, 2020 would result in suitable adjustments to the valuation.

## 2.5 INFORMATION SOURCES

Property related information relied upon for the valuation exercise have been provided to the Valuer by the Client and the market data provided by Cushman and Wakefield, unless otherwise mentioned. The documents provided has been assumed to be a true copy of the original. The rent rolls have been cross checked with the lease deeds on a sample basis only to ensure its correctness.

## 3 Valuation Summary

The following table highlights the summary of the market value of each of the Subject Properties which is part of the Mindspace REIT as on 31 March 2022.

S. No.	Asset Name and Location	Leasable area (Million sq ft) <sup>1</sup>	Market Value (in INR Million) <sup>2</sup>			REIT Ownership
			Completed	Under-Construction	Total	
1	Mindspace Madhapur, Hyderabad	Completed – 9.9 Under-construction/ Future development – 1.9	92,838	4,507	97,354	89%
2	Mindspace Airoli East, Mumbai Region	Completed- 4.7 Under-construction/ Future development – 2.1 <sup>3</sup>	42,943	1,777	44,720	100%
3	Mindspace Airoli West, Mumbai Region	Completed – 3.9 Under-construction/ Future development – 1.3	34,122	7,013	41,134	100%
4	Paradigm Mindspace Malad, Mumbai Region	Completed - 0.7	10,136	-	10,136	100%
5	The Square BKC, Mumbai Region	Completed – 0.1	4,569	-	4,569	100%
6	Commerzone Yerwada, Pune	Completed – 1.7	19,814	-	19,814	100%
7	Gera Commerzone Kharadi, Pune	Completed – 1.3 Under-construction/ Future development – 1.7	14,710	6,533	21,243	100%
8	The Square Nagar Road, Pune	Completed - 0.7 Under-construction/ Future development – 0.1	8,595	448	9,043	100%
9	Commerzone Porur, Chennai	Completed – 0.8	7,562	-	7,562	100%
10	Mindspace Pocharam, Hyderabad	Completed - 0.4 Under-construction/ Future development – 0.6	1,225	913	2,138	100%
<b>Sub-Total</b>			<b>236,513</b>	<b>21,191</b>	<b>257,704</b>	
11	Facility Management Business		5,643	649	6,291	
<b>Total</b>			<b>242,156</b>	<b>21,840</b>	<b>263,996</b>	

<sup>1</sup> Based on Architect's Certificate, Rent Rolls, Lease Deeds/Leave and License Agreements

<sup>2</sup> Value is for 100% ownership interest in the Subject Property except for Mindspace Madhapur, Hyderabad where value is for 89% ownership (excluding 11% ownership by TSIC)

<sup>3</sup> While the park has aggregate development potential of 2.1 msf, Mindspace REIT has currently formulated development plans for 0.9 msf (including High Street), and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation

Note: Total leasable area for the property varies from the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements



### 3.1 ASSUMPTIONS, DISCLAIMERS, LIMITATIONS & QUALIFICATIONS

This Summary Valuation Report is provided subject to a summary of assumptions, disclaimers, limitations and qualification detailed throughout this Report which are made in conjunction with those included within the sections covering various assumptions, disclaimers, limitations and qualifications within the detailed Valuation Report. Reliance on this report and extension of the liability of the Valuer is conditional upon the reader's acknowledgement of these statements. This valuation is for the use of the parties mentioned in Section 1.3 of this Summary Valuation Report

#### Prepared by



(Shubhendu Saha)  
IBBI/RV/05/2019/11552

**SHUBHENDU  
SAHA**

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## 4 Subject Properties

### 4.1 MINDSPACE MADHAPUR (SUNDEW PROPERTIES LTD), HYDERABAD

#### 4.1.1 Property Name

Mindspace Madhapur (Sundew) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

#### 4.1.2 Address

Mindspace, Cyberabad, Survey Number 64 (part), Next to VSNL Bldg, Hitech City, Madhapur Village, Hyderabad - 500081, Telangana, India

#### 4.1.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for Sundew Properties Limited), it is understood that the total land area of the Subject Property is approximately 40.3 acres.

#### 4.1.4 Brief Description

Mindspace Madhapur (Sundew) forming part of Mindspace IT Park located in Madhapur, comprises of SEZ and Non-SEZ buildings. The Subject Property has eight completed buildings i.e. building 11, 12A, 12B, 12C, 14, 12D, 20 and 22 (Hotel Building).

Of the total eight completed buildings, six are SEZs and two are non-SEZ building (Building 11 and 22). The IT park has food courts, gaming zone and other amenities.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at Mindspace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

#### 4.1.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has completed and operational buildings collectively admeasuring approximately 5.7 million sq. ft. of leasable area. Six operational buildings namely Buildings 12A, 12B, 12C, 14, 12D and 20 are SEZs and two operational buildings (Building 11 & Building 22 – Hotel building) are Non-SEZ.

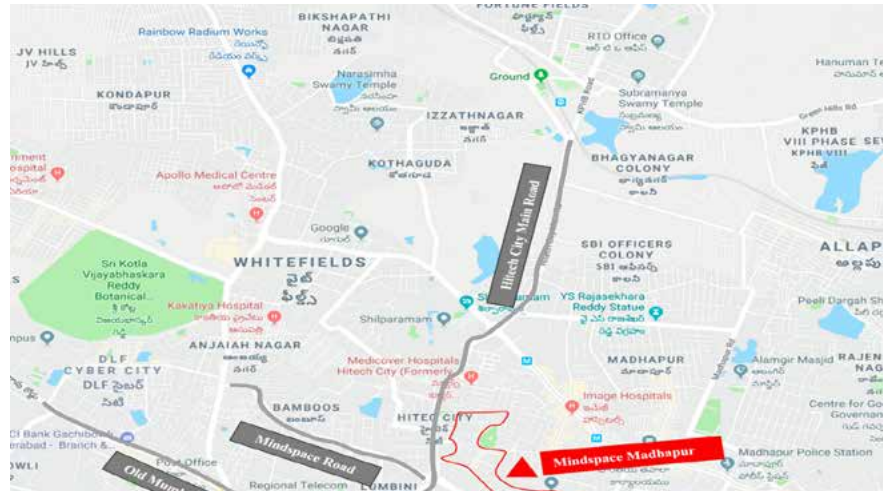
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 11	595,490	Non-SEZ	Completed
Building 12A	856,837	SEZ	Completed
Building 12B	668,727	SEZ	Completed
Building 12C	786,257	SEZ	Completed
Building 14	529,307	SEZ	Completed
Building 20	915,305	SEZ	Completed
Building 12D	1,246,518	SEZ	Completed
Building 22	127,398	Non- SEZ	Completed
<b>Total</b>	<b>5,725,840</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

#### 4.1.6 Location Map



#### 4.1.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q1 FY 2023-24
Current Effective Rent	INR/sq ft/mth	56
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgradation Capex: 200 Building 12D <sup>1</sup> : 280 Building 22: 103
Expected Completion	Qtr, Year	Upgradation: Q3 FY 2023-24 Building 12D: Q2 FY 2022-23 Building No. 22: Q1 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/ Future Development) <sup>2</sup>	%	NA

Note:

<sup>1</sup> Building 12D CAPEX represents pending payment of INR 280 Million.

#### 4.1.8 Market Value

The market value of the full ownership interest of Mindspace REIT in the Subject Property as on 31 March 2022 is as follows:

NR 53,737 Million<sup>1</sup>  
(Indian Rupees Fifty-Three Billion and Seven Hundred and Thirty-Seven Million Only)

Note:

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

#### 4.2 MINDSPACE MADHAPUR (K RAHEJA IT PARK (HYDERABAD) LTD), HYDERABAD

##### 4.2.1 Property Name

Mindspace Madhapur (K Raheja IT Park (Hyderabad) Ltd ) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

##### 4.2.2 Address

Mindspace Cyberabad, Next to VSNL Building Survey Number 64 (part), APIIC Software Unit Layout, Hitech City, Madhapur Village, Madhapur 500081, Telangana, India

##### 4.2.3 Land/Plot Area

Based on the review of Title Report/ Architect's Certificate (Dated: 17 June 2020) (for K Raheja IT Park (Hyderabad) Private Limited), it is understood that the total land area of the Subject Property is approximately 48 acres.

##### 4.2.4 Brief Description

Mindspace Madhapur (K Raheja IT Park (Hyderabad) Ltd), forming part of Mindspace IT Park located in Madhapur has three components i.e. a completed component, planned redevelopment component and land for future development. The completed buildings are 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10, the planned redevelopment buildings are 1A & 1B and Land for future development measures approximately 1.8 acres.

All of the total 9 completed buildings are Non-SEZ buildings. The IT park has food court, land scape area, Amphitheatre and other amenities.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at Mindspace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

##### 4.2.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has ready and operational as well as under construction/future redevelopment buildings collectively admeasuring approximately 4.3 million sq. ft. of leasable area. Subject property buildings 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10 are Non-SEZ buildings, under construction Club House

and planned redevelopment buildings 1A & 1B. The Subject Property also has land for future development admeasuring approximately 1.8 acres with development potential of approximately 0.5 million sq. ft.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

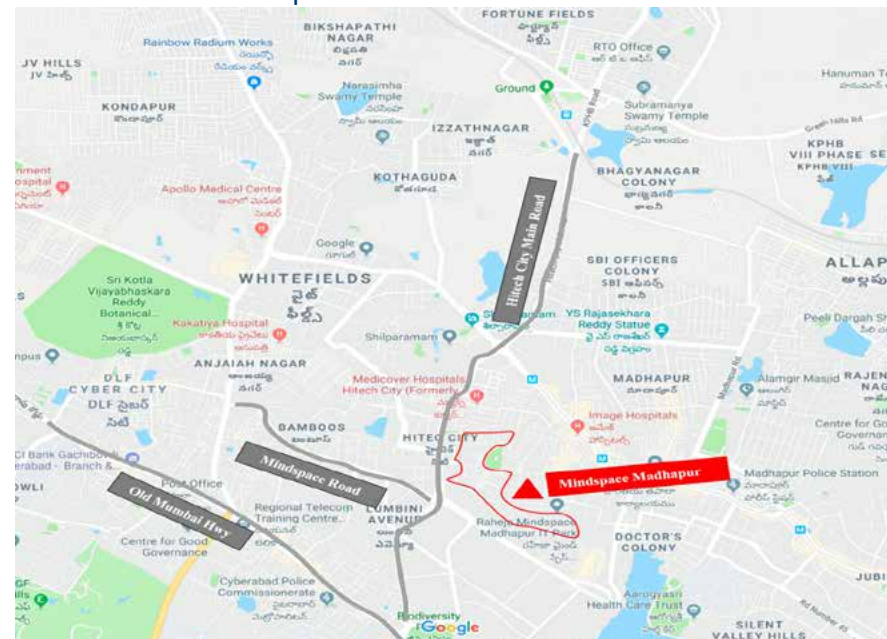
Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1A & 1B	1,310,190	Non-SEZ	Planned Redevelopment
Building 2A	271,568	Non-SEZ	Completed
Building 2B	416,272	Non-SEZ	Completed
Building 3A	200,720	Non-SEZ	Completed
Building 3B	243,228	Non-SEZ	Completed
Building 4A&B	445,156	Non-SEZ	Completed
Building 5A	113,665	Non-SEZ	Completed
Building 7	190,889	Non-SEZ	Completed
Building 8	172,728	Non-SEZ	Completed
Building 10	340,412	Non-SEZ	Completed
Additional Development Potential	500,000	Non-SEZ	Future Development
Amenities*	20,982	Non-SEZ	Completed
Club House	56,568	Non-SEZ	Under Construction
<b>Total</b>	<b>4,282,378</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

\* Note: Amenities include Kiosks (1,170 sq.ft.), Vantage Café (19,812 sq.ft.) and Kiosk area of 492 sq. ft. which is under construction.

Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

#### 4.2.6 Location Map



#### 4.2.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q1 FY 2023-24
Current Effective Rent	INR/sq ft/mth	62
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 557 Building 1A & 1B: 6,313 Club House: 1,171
Expected Completion	Qtr, Year	Upgradation: Q1 FY 2023-24 Building 1A & 1B: Q1 FY 2025-26 Club House: Q4 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	12.75

#### 4.2.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows  
INR 27,172 Million<sup>1</sup>

(Indian Rupees Twenty-Seven Billion One Hundred and Seventy Two Million Only)

Note:

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

The above value includes the market value of land for future development based on the weighted average of market comparable and Discounted Cash Flow methods, admeasuring approximately 1.8 acres



### 4.3 MINDSPACE MADHAPUR (INTIME PROPERTIES LTD), HYDERABAD

#### 4.3.1 Property Name

Mindspace Madhapur (Intime) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

#### 4.3.2 Address

Mindspace Cyberabad, Survey Number 64 (part), Next to VSNL Building, Hitech City, Madhapur Village, Hyderabad, - 500081, Telangana, India

#### 4.3.3 Land/Plot Area

Based on the review of Title Report/ Architect's Certificate (Dated: 17 June 2020) (for Intime Properties Limited), it is understood that the total land area of the Subject Property is approximately 9 acres.

#### 4.3.4 Brief Description

Mindspace Madhapur (Intime), forming part of Mindspace IT Park located in Madhapur, comprises of three completed and operational buildings spread across approximately 9 acres of land. The IT Park has food court, land scape area, open auditorium and other amenities. All three buildings are non-SEZ buildings.

The Subject Property is well connected to major locations in the city via road and rail network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at Mindspace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

#### 4.3.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has completed and operational buildings collectively admeasuring approximately 1.7 million sq. ft. of leasable area. Subject property buildings 5B, 6 and 9 are Non-SEZ buildings.

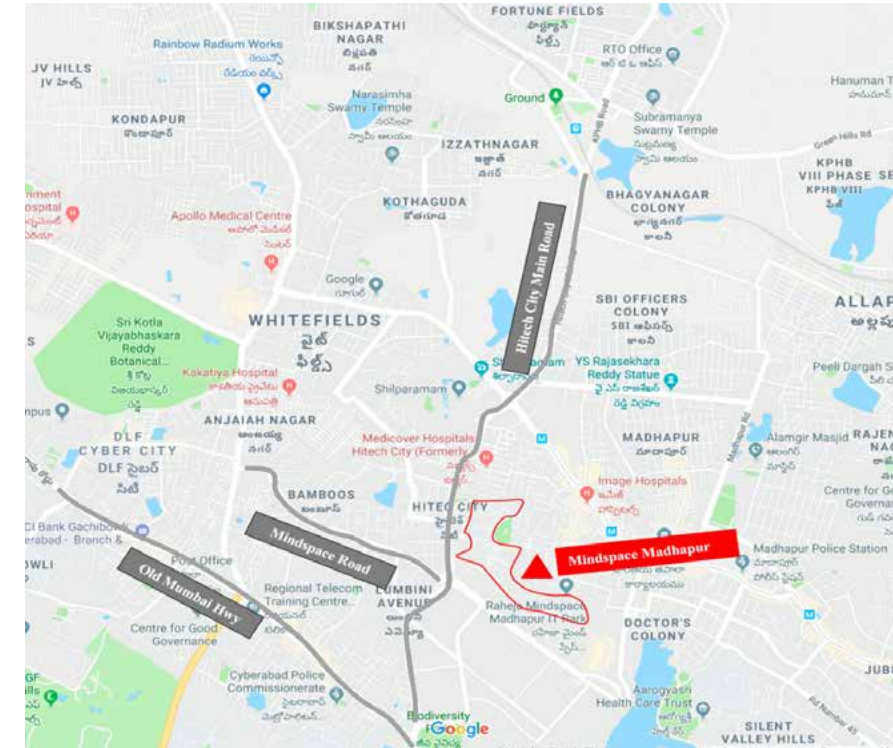
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 5B	245,977	Non-SEZ	Completed
Building 6	388,543	Non-SEZ	Completed
Building 9	1,095,838	Non-SEZ	Completed
<b>Total</b>	<b>1,730,358</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

### 4.3.6 Location Map



### 4.3.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q4 FY 2023-24
Current Effective Rent	INR/sq ft/mth	62
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 158
Expected Upgrade Completion	Qtr, Year	Q1 FY 2023 - 24
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	N.A.

### 4.3.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows  
INR 16,436 Million <sup>1</sup>

(Indian Rupees Sixteen Billion Four Hundred and Thirty Six Million Only)

Note:

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

#### 4.4 MINDSPACE AIROLI EAST, MUMBAI REGION

##### 4.4.1 Property Name

Mindspace Airoli East is a commercial office development located within the Thane Belapur Road micro-market at Airoli, Navi Mumbai, Mumbai Region in the state of Maharashtra.

##### 4.4.2 Address

MIDC Plot No. 3, Kalwa Trans Thane Creek Industrial Area, Mindspace, Opp. Airoli Station, Airoli, Navi Mumbai 400708

##### 4.4.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for Mindspace Business Park Private Limited), it is understood that the total land area of the Subject Property is approximately 50 acres.

##### 4.4.4 Brief Description

Subject property comprises operational and completed buildings 1, 2, 3, 4, 5&6, 7, 8, 9, 10, 11, 12, 14 and future development Building 15 and High Street. While the park has aggregate development potential of 2.1 msf, Mindspace REIT has currently formulated development plans for 0.9 msf (including High Street), and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation.

The Subject property, which are part of Mindspace IT park located in Airoli East, Navi Mumbai, is spread over 50 acres comprising SEZ and future Non-SEZ office space. It enjoys good accessibility and connectivity with other parts of the city. The Subject Property also has a High Street, club house which has F&B outlets of Dominos, Subway on the ground floor. The Subject Property also has a gaming zone for employees.

##### 4.4.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020), etc., shared by the Client, the Subject Property has ready and operations buildings collectively admeasuring approximately 4.7 million sq. ft. of Leasable Area. All the ready buildings are SEZ. The future development buildings (Building 15 & High Street/Retail) are proposed to be Non-SEZ buildings admeasuring approximately 0.8 million sq. ft. and 0.05 million sq. ft. of leasable area respectively.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	355,606	SEZ	Completed
Building 2	344,370	SEZ	Completed
Building 3	354,404	SEZ	Completed
Building 4	349,433	SEZ	Completed
Building 5&6	862,389	SEZ	Completed
Building 7	345,376	SEZ	Completed
Building 8	295,423	SEZ	Completed
Building 9	359,847	SEZ	Completed
Building 10	366,319	SEZ	Completed
Building 11	353,159	SEZ	Completed
Building 12	371,972	SEZ	Completed
Building 14	344,247	SEZ	Completed
Club House	5,331	SEZ	Completed
Building 15	800,000	Non-SEZ	Future Development
Retail Space (High Street)	50,000	Non-SEZ	Future Development
<b>Total</b>	<b>5,557,876</b>		

Source: Architect's Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/ Leave and License Agreements

Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

##### 4.4.6 Location Map



#### 4.4.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q1 FY 2023-24
Current Effective Rent	INR/sq ft/mth	54
Achievable Market Rent	INR/sq ft/mth	58
Parking Charges	INR/bay/mth	1,500
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex <sup>1</sup> : 849 Under Construction (High Street): 497 Future Development: 4,467
Expected Completion	Qtr, Year	Building 15- Q2 FY 2025-26 High Street- Q4 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	12.75

Note:

<sup>1</sup> It also includes warm-shell conversion of Building 7 as assumed by the Valuer.

#### 4.4.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, Mindspace Business Parks Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators /traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

#### 4.4.9 Valuation Approach for Power Distribution Services

Mindspace Business Parks Private Limited (SPV) submitted the detailed tariff petition to Maharashtra Electricity Regulatory Commission ("MERC" or the "Commission"), who determined the tariff that may be charged to the customers/operators within the Subject property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising primarily of annual depreciation on investment, interest expenses on notional debt and return on equity.

#### 4.4.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely as pass through.

#### 4.4.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions for in accordance with the Commission order dated 30 March 2020:

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	489
Accumulated Depreciation YTD FY20	INR Million	-112
Notional Equity (30% of GFA)	INR Million	147
Notional Debt as on March 2020 (70% of GFA)	INR Million	342
Depreciation rate (Straight Line Method)	% pa	5.3%
Remaining License Period	Years	12
WACC	%	10.5%

#### 4.4.12 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows

INR 44,720 Million

(Indian Rupees Forty-Four Billion Seven Hundred and - Twenty Million Only)

The above value includes the Market Value of land for future development (which may be considered for sale) based on market comparables, admeasuring 1.76 acres with available FSI of 15,092 sqm as on 31 March 2022, as mentioned hereunder:

INR 223 Million

(Indian Rupees Two Hundred and Twenty-Three Million Only)



## 4.5 MINDSPACE AIROLI WEST, MUMBAI REGION

### 4.5.1 Property Name

MindSpace Airoli West is a commercial office development located within the Thane Belapur Road micro-market at Airoli, Navi Mumbai, Mumbai Region in the state of Maharashtra.

### 4.5.2 Address

Plot IT - 5, Airoli Knowledge Park, Airoli and Dighe Special Economic Zone, Thane – 400710

### 4.5.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for Gigaplex Estate Private Limited), it is understood that the total land area of the Subject Property is approximately 50 acres.

### 4.5.4 Brief Description

Subject property comprises operational and completed buildings 1, 2, 3, 4, 5, 6, 9 (5th to 10th Floors), under construction portion of building 9, under construction building 10 and Future Development Building 8, which are part of MindSpace Airoli West located in Airoli West, Navi Mumbai. Building 9 is an under-construction asset with Basement + 4 Podiums + 18 Office floors. Out of the 18 office floors partial O.C. has been received for 5th & 6th floors on 15 June 2021, 9th floor as on 28 July 2021, 8th floor as on 16 November 2021, and 7th, and 10th floor as on 29 December 2021. The Park is spread over 50 acres comprising of SEZ and Non-SEZ office space. It enjoys good accessibility and connectivity with other parts of the city. The Subject Property also has two operational food courts namely Megabite and Gigabite. There are 3 private dining rooms (PDRs) also available to the employees with a seating capacity of 10 to 15 people. The park also offers day-care facilities to the employees.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 3-4 kms from Airoli Railway Station
- Approximately 5-6 kms from Thane Railway Station
- Approximately 7-8 kms from Eastern Express Highway
- Approximately 22-23 kms from Mumbai International Airport

### 4.5.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020) etc. shared by the Client, the Subject Property has ready and operations buildings collectively admeasuring approximately 3.9 million sq. ft. of leasable area. Out of the total six completed buildings, five are SEZs whereas one building is a non-SEZ building. The under-construction building (Building 9) is a Non-SEZ building presently admeasuring approximately ~1.1 million sq. ft. of leasable area. Out of the 18 office floors partial O.C. has been received for 5th & 6th floors on 15 June 2021, 9th floor as on 28 July 2021, 8th floor as on 16 November 2021, and 7th, and 10th floor as on 29 December 2021.

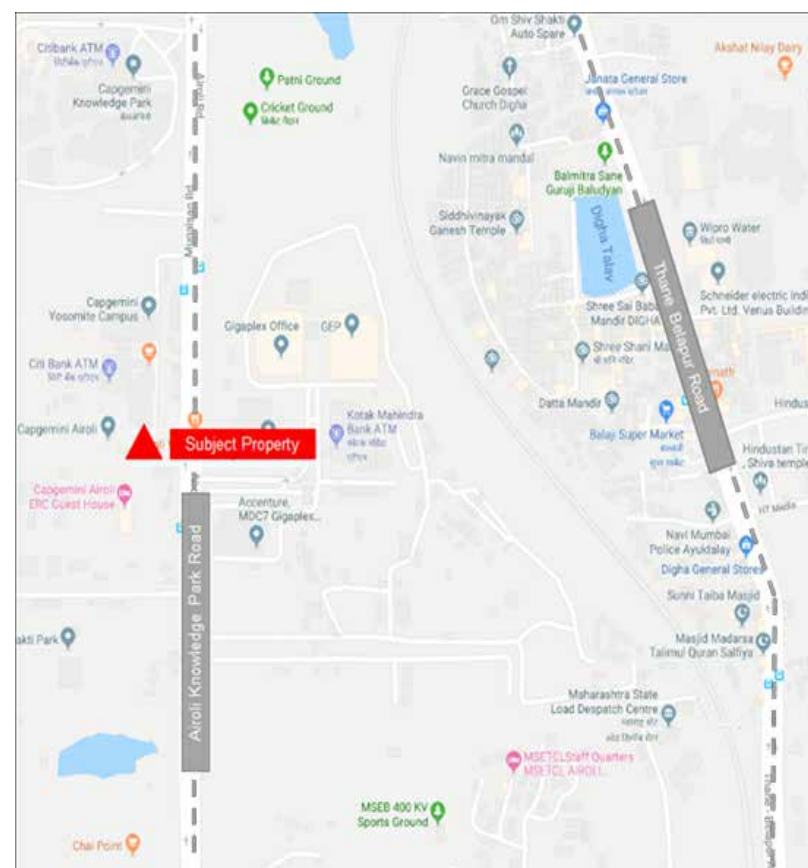
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	409,661	Non-SEZ	Completed
Building 2	715,308	SEZ	Completed
Building 3	756,226	SEZ	Completed
Building 4	831,730	SEZ	Completed
Building 5	374,635	SEZ	Completed
Building 6	391,777	SEZ	Completed
Building 9 (5th to 10th Floors)	464,796	Non-SEZ	Completed
Centre Court	796	SEZ	Completed
Building 9 (Remaining Floors)	620,719	Non-SEZ	Under-construction
Building 10	315,110	Data Center	Under-construction
Building 8	315,110	Data Center	Future Development
<b>Total</b>	<b>5,195,868</b>		

Source: Architect's Certificate (Dated: 15 June 2020), Architect's Certificate for Building 3 (Dated: 31 March, 2022), Rent Rolls, Lease Deeds/Leave and License Agreements

Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

#### 4.5.6 Location Map



#### 4.5.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 30/09/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2024-25
Current Effective Rent	INR/sq ft/mth	57
Achievable Market Rent	INR/sq ft/mth	54
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under-construction <sup>1</sup> : 1,145 Under-construction/ Future Development (Bldg 8 & Bldg 10): 2,909
Expected Completion	Qtr, Year	Under-construction (Bldg 9): Q1 FY 2022-23 Under-construction (Bldg 10): Q4 FY 2022-23 Future Development (Bldg 8): Q4 FY 2024-25
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	12.75

<sup>1</sup> Total Remaining Capital Expenditure includes the fit-out CAPEX of INR 209 Million relating to the space occupied by Dow Chemical International Pvt. Ltd. in the completed portion of Building 9 and remaining capital expenditure of INR759 Million for Building 9.

#### 4.5.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, Gigaplex Estate Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators/traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

#### 4.5.9 Valuation Approach for Power Distribution Services

Gigaplex Estate Private Limited (SPV) submitted the detailed tariff petition to Maharashtra Electricity Regulatory Commission ("MERC" or the "Commission"), who determined the tariff that may be charged to the customers/operators within the Subject property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising annual depreciation on investment, interest expenses on notional debt and return on equity.

#### 4.5.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely pass through.

#### 4.5.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions in accordance with the Commission order dated 30 March 2020:

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	297
Accumulated Depreciation YTD FY20	INR Million	-37
Notional Equity (30% of GFA)	INR Million	89
Notional Debt as on March 2020 (70% of GFA)	INR Million	208
Depreciation rate (Straight Line Method)	% pa	5.3%
Remaining License Period	years	18
WACC	%	10.50

#### 4.5.12 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows

INR 41,134 Million  
(Indian Rupees Forty-One Billion One Hundred and Thirty-Four Million Only)

The above value includes the market value of land for future development (which may be considered for sale) based on market comparables, admeasuring approximately 9.08 acres with available FSI of 30,025 sqm as on 31 March 2022, as mentioned hereunder:

INR 603 Million  
(Indian Rupees Six Hundred and Three Million Only)

#### 4.6 PARADIGM MINDSPACE MALAD, MUMBAI REGION

##### 4.6.1 Property Name

Paradigm Towers in Mindspace Malad is a commercial office building located within the Malad-Goregaon micro-market at Malad (West) in the Mumbai Region.

##### 4.6.2 Address

Paradigm S NO 1460 A/18 Mindspace Link Road, Mindspace, Malad (West), Mumbai, Maharashtra 400064

##### 4.6.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for Avacado Properties and Trading India Private Limited), it is understood that the total land area of the Subject Property is approximately 4.2 acres.

##### 4.6.4 Brief Description

Paradigm Towers in Mindspace, Malad West is a Grade A, IT Park located in Malad West, Mumbai, within Malad-Goregaon micro market which is home to a number of IT and commercial establishments by prominent developers like K Raheja Corp, Nirlon, Oberoi etc. The micro market is strategically located in Mumbai with social infrastructure like Goregaon Sports Club, Infinity Mall, Inorbit Mall, etc. which are in close proximity to the Subject Property. The IT Park comprises of two Non-SEZ buildings and houses prominent tenants such as J.P Morgan Services India Pvt. Ltd., First Source Solutions Ltd., Tech Mahindra, etc.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from Malad Railway Station
- Approximately 3-4 kms from Goregaon Railway Station
- Approximately 3-4 kms from Western Express Highway

##### 4.6.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020) etc. shared by the Client, the Subject Property has ready buildings collectively admeasuring approximately 0.7 million sq. ft. of leasable area.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	383,192	IT Park	Completed
Building 2	345,282	IT Park	Completed
<b>Total</b>	<b>728,474</b>		

Approximately 12-13 kms from Mumbai International Airport

Source: Architect's Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

##### 4.6.6 Location Map



##### 4.6.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 30/09/ 2021)</b>		
Lease Completion	Qtr, Year	Q1 FY 2022-23
Current Effective Rent	INR/sq ft/mth	92
Achievable Market Rent	INR/sq ft/mth	86
Parking Charges	INR/bay/mth	5,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex <sup>1</sup> : 198
Expected Completion	Qtr, Year	Q1 FY 2023-24
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	N.A.

Note:

<sup>1</sup>. In addition to the Upgrade CAPEX, we have provisioned for bareshell to warmshell conversion CAPEX (valued at INR 155 mn) which has been adjusted to the warmshell property value

##### 4.6.8 Market Value

The market value of the full ownership interest in the Subject Property, as on 31 March 2022, is as follows

INR 10,136 Million  
(Indian Rupees Ten Billion One Hundred and Thirty-Six Million Only)



#### 4.7 THE SQUARE, BKC, MUMBAI REGION

##### 4.7.1 Property Name

The Square is a commercial office building located in the Bandra Kurla Complex micro market, Mumbai Region in the state of Maharashtra.

##### 4.7.2 Address

C-61, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051

##### 4.7.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 11 June 2020) (for Avacado Properties & Trading (India) Pvt. Ltd.), it is understood that the total land area of the subject property is approximately 0.9 acres.

##### 4.7.4 Brief Description

The Square is a Grade A building located in G Block, Bandra Kurla Complex, Mumbai, which used to be corporate headquarters of Citigroup in Mumbai. The Subject Property was acquired in August 2019. The building has ground plus 8 floors and a terrace with two levels of basement parking. The Subject Property is accessible from the Bandra Kurla Complex Link Road and is currently unoccupied.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2 kms from Kurla Railway Station (Central Railway)
- Approximately 3 kms from Western Express Highway
- Approximately 4 kms from Bandra Railway Station (Western Railway)
- Approximately 5 kms from Eastern Express Highway
- Approximately 7 kms from Mumbai International Airport

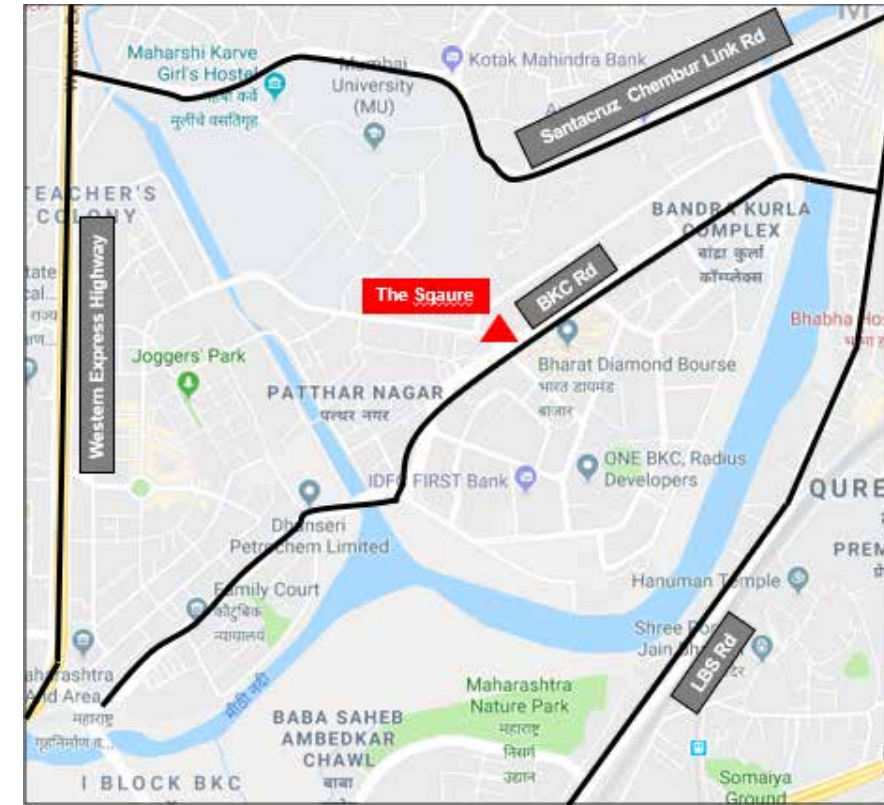
##### 4.7.5 Statement of Assets

Based on the lease agreement for the entire building, the Subject Property has ready and non-operational building admeasuring approximately 0.1 million sq. ft. of leasable area. Details of the Subject Property are mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
The Square, BKC	146,350	Commercial	Completed

Source: Based on Lease Agreement for the entire Building

#### 4.7.6 Location Map



(Map not to Scale)

#### 4.7.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 30/09/2021)</b>		
Lease Completion	Qtr, Year	N.A.
Current Effective Rent	INR/sq ft/mth	240
Achievable Market Rent	INR/sq ft/mth	260
Parking Charges	INR/bay/mth	N.A.
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 59
Expected Completion	Qtr, Year	Q1 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	7.75
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	N.A.

#### 4.7.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows:

INR 4,569 Million  
(Indian Rupees Four Billion Five Hundred and Sixty-Nine Million Only)

#### 4.8 COMMERZONE YERWADA, PUNE

##### 4.8.1 Property Name

Commerzone Yerwada is a commercial office development located within the Secondary Business District East (SBD East) micro-market at Yerwada, Pune in the state of Maharashtra.

##### 4.8.2 Address

Commerzone, Samrat Ashok Path, Off Airport Road, Yerwada, Taluka Haveli, Dist. Pune, Maharashtra 411006

##### 4.8.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated:31 March 2020) (for Mindspace Business Parks Private Limited), it is understood that the total land area of the Subject Property is approximately 25.7 acres.

##### 4.8.4 Brief Description

Commerzone is a Grade A, IT Park located in Yerwada, Pune, comprising a total of eight IT office buildings and one Amenity building. Amongst all the buildings in the campus, six IT office buildings and the amenity building are part of the Subject Property, except some areas within these six buildings. The Amenity building houses an operating school under the brand name VIBGYOR and is an independent building with exclusive access outside the campus of Commerzone.

The Subject Property is spread out over ~25.7 acres of land parcel. Located in Yerwada, the Subject Property enjoys good frontage and has a relatively flat topography with no significant variations in the height of the land. Further, basis our perusal of the site map provided by the client, we noted that the land plot is regular in shape.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 4-5 kms from Viman Nagar Chowk
- Approximately 4-5 kms from International Airport Pune
- Approximately 6-7 kms from Pune Railway Station
- Approximately 9-10 kms from Shivajinagar
- Approximately 10-11 kms from Pune University

##### 4.8.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated:31 March 2020) etc. shared by the Client, the Subject Property has ready and operational buildings collectively admeasuring approximately 1.7 million sq. ft. of leasable area across the IT Office and amenity buildings.

S. No.	Building No.	Units held by the SPV
1	Building 1	GF-1, GF -3 and 302
2	Building 4	201, 301, 501, 602, 603, 701, 702
3	Building 5	Entire Building
4	Building 6	201, 202, 301, 501 (part), 701, 702
5	Building 7	Entire Building
6	Building 8	Entire Building

In addition to the above, the undivided rights, title and interest in the following assets are also part of the Subject Property

- The total Amenity Plot
- The total Utility Areas and Internal Roads;
- The total Open Spaces;

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.) <sup>1</sup>	Usage type	Status
Building 1	43,200	Non-SEZ	Completed
Building 4	207,460	Non-SEZ	Completed
Building 5	371,399	Non-SEZ	Completed
Building 6	178,569	Non-SEZ	Completed
Building 7	372,858	Non-SEZ	Completed
Building 8	424,132	Non-SEZ	Completed
Amenity Building	79,521 <sup>1</sup>	Non-SEZ	Completed
<b>Total</b>	<b>1,677,139</b>		

Source: Architect's Certificate (Dated:31 March 2020), Rent Rolls, Lease Deeds//Leave and License Agreements  
Total leasable area for the property varies versus the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

<sup>1</sup> Area under full ownership of Mindspace REIT

##### 4.8.6 Location Map



#### 4.8.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	N.A.
Current Effective Rent	INR/sq ft/mth	64
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 750
Expected Completion	Qtr, Year	Q4 FY 2023 -24
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	N.A.

<sup>1</sup> Total Remaining Capital Expenditure includes the payments of INR 750 million for upgrade of building façade & common areas.

#### 4.8.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows:

INR 19,814 Million  
(Indian Rupees Nineteen Billion Eight Hundred and Fourteen Million Only)

*Note: The above-mentioned value includes proportionate undivided ownership in the Amenity Plot, Utility Areas and Internal Roads and total open spaces of the Entire Campus.*

#### 4.9 GERA COMMERZONE KHARADI, PUNE

##### 4.9.1 Property Name

Gera Commerzone Kharadi is an IT office development located within the Secondary Business District East (SBD East) micro-market at Kharadi, Pune in the state of Maharashtra.

##### 4.9.2 Address

Gera Commerzone, Kharadi, S.No. 65 at Kharadi, Tal, Haveli, Pune, Maharashtra 411006

##### 4.9.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated:31 March 2020 & 21<sup>st</sup> April 2022) (for KRC Infrastructure and Projects Private Limited), it is understood that the total land area of the Subject Property is approximately 25.8 acres.

##### 4.9.4 Brief Description

Gera Commerzone Kharadi is a Grade A, SEZ and IT Park located in Kharadi Pune. Gera Commerzone Kharadi campus is planned to house a total of six buildings. Amongst all the buildings in the campus, one under-construction building, one future development building and two completed buildings are part of the Subject Property.

##### Completed Building – Building 3 & 6

Buildings 3 and 6 which are operational SEZ buildings, admeasure ~ 1.3 Million sq. ft. of leasable area. Building 3 (2B+G+12) is currently fully occupied and Building 6 (4B+G+13) is partially occupied.

##### Under-Construction –

Buildings 4 and 5 which are IT buildings, admeasure ~1.7 Million sq. ft. of leasable area. Building 5 is near completion. Building 4 is currently vacant land with portion of excavation completed.

The entire campus has common parking and has a podium floor. Podium floor will house all the common amenities for the six buildings in the campus.

The Subject Property is spread out over approximately 26 acres of land parcel. Located on the Grant road, it enjoys good frontage. Further, basis the perusal of the site map provided by the client; it has been observed that the plot is slightly irregular in shape.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from Nagar Road
- Approximately 8-9 kms from Pune International Airport
- Approximately 11-12 kms from Pune Railway Station





#### 4.9.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely pass through.

#### 4.9.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions for proposed license in line with Commission's order for Kharadi, Pune.

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	146
Notional Equity (30% of GFA)	INR Million	-4
Notional Debt as on March 2020 (70% of GFA)	INR Million	44
Depreciation rate (Straight Line Method)	% pa	5.3
Remaining License Period	years	22
WACC	%	10.50

#### 4.9.12 Market Value

The market value of the economic interest of Mindspace REIT in the Subject Property comprising only Plot 65 (excluding Facilities Management Services), as on 31 March 2022, is as follows

INR 21,243 Million

(Indian Rupees Twenty-One Billion Two Hundred and Forty-Three Million Only)

*Note: The above-mentioned value includes the undivided ownership share in the common facilities and infrastructure of the entire campus.*

#### 4.9.13 Facilities Management Services

KRC Infrastructure and Projects Private Limited has planned to commence facility management business from the 1<sup>st</sup> day of the quarter following the listing of Mindspace REIT. For the purpose of valuation, it is assumed that the Facilities Management Services has commenced effective October 1, 2020 to provide such services to the Subject Properties within the portfolio as well as properties with ownership interests of/owned by third parties within the same parks as the Subject Properties of the Portfolio (as mentioned in the following table). Deferment of commencement of Facilities Management Services beyond October 1, 2020 would result in suitable adjustments to the valuation. Facility management services include housekeeping services, management of MEP equipment, façade cleaning, security expenses, repair and maintenance, maintenance of common areas etc. Service charges are levied on a cost plus mark-up basis to the SPVs owned by REIT, which has ownership interest in the Subject Properties.

The facilities management services business shall operate under the brand name CAMPLUS and shall manage the existing operational buildings / area in the Portfolio. In addition, area under-construction/ future development shall also be managed by KRC Infrastructure and Projects Private Limited on completion.

#### 4.9.14 Key Assumptions

Existing Operational Building which will be under facility management	Total area of ~23.5 million sq ft. as at (March 31, 2022) Mix of SEZ and non SEZ building.	The revenue of facility management is linked to the expense for such facility plus mark up, the growth in the revenues from existing tenants are in line with the inflation expectation of 5%.
Expansion in Existing business and Buildings under construction	Total area of ~2.9 million sq ft.	For future development/proposed buildings, revenue and margins of existing properties is considered as a base to compute the projected cash flows of new buildings. Growth in revenue is linked to the improvement in occupancy plus 5% revenue growth from existing tenants. Initially those buildings are likely to have lower margins due to lesser occupancy.

For the purpose of arriving at terminal year income multiple, Indian and International comparable companies listed on various stock exchanges were studied. It was observed that International companies with primary business of facility/property management trade at 10 - 13 times EV/EBITDA multiple. However, there are very limited comparable facility management listed companies. There is only listed comparable company, which offers facility management services in India including security services, cash logistic etc. Given the fact that facility/property management business is limited to Subject Properties within the portfolio as well as properties with ownership interests of/ owned by third parties within the same parks as the Subject Properties of the portfolio, we have considered the EV/EBITDA multiple of 13x to compute the exit value post 10 years of cashflows. For the purpose of discounting the future cash flows, a Weighted Average Cost of Capital (WACC) of 11.50% has been used.

#### 4.9.15 Market Value of Facility Management Services

The market value of the full ownership interest in the facility/property management business, as on 31 March 2022 is as follows:

INR 6,291 Million

(Indian Rupees Six Billion Two Hundred and Ninety-One Million Only)

4.10 THE SQUARE NAGAR ROAD, PUNE

4.10.1 Property Name

The Square Nagar Road is a commercial office development located within the Secondary Business District East (SBD East) micro-market at Nagar Road, Pune in the state of Maharashtra.

4.10.2 Address

The Square Nagar Road, Ahmednagar Road, Village Vadgaon Sheri, Taluka Haveli, District Pune, Maharashtra, 411014

4.10.3 Land/Plot Area

Based on the review of Title Report/Architect’s Certificate (Dated: 31 March 2020) (for Mindspace Business Parks Private Limited), it is understood that the total land area of the Subject Property is approximately 10.1 acres.

4.10.4 Brief Description

The Subject Property, a Grade - A IT Park, comprises of two blocks, an IT building and a building that was a mall earlier and is now being used as commercial office space - the Mall block. The main entrance to the Subject Property is from Nagar Road. Further, the IT building is also facilitated with a separate gate which is accessible from the lane connecting Nagar Road.

Completed Buildings – IT Building and Mall Block (Completed Portion)

The ready/operational buildings collectively admeasure ~0.7 million sq. ft. of leasable area. The Mall Block is located at the entrance of the Subject Property and the IT building is located behind the Mall Block.

Under-Construction/Redevelopment (U/C) – Mall Block (Partial)

Part of the Mall Block admeasuring ~0.06 million sq. ft. of leasable area is currently under redevelopment. This area under redevelopment was earlier used as multiplex facility and now getting converted to commercial office space after making suitable alterations and refurbishments and thus categorised as under-construction/redevelopment.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 1 km from Viman Nagar Chowk
- Approximately 4-5 kms from International Airport Pune
- Approximately 7-8 kms from Pune Railway Station
- Approximately 10-11 kms from Shivajinagar
- Approximately 11-12 kms from Pune University

4.10.5 Statement of Assets

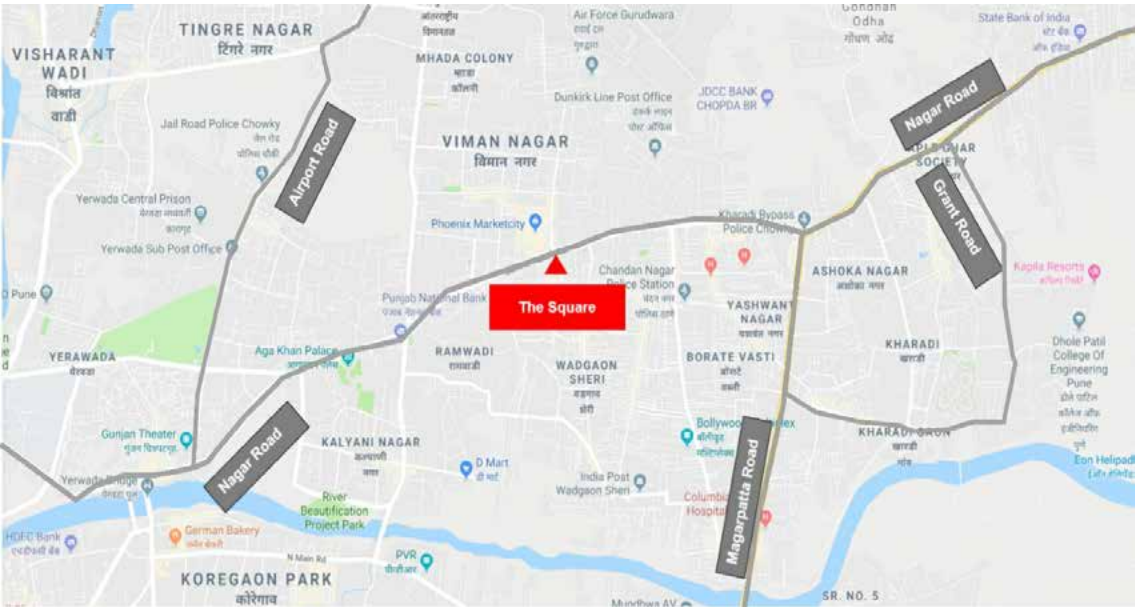
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s certificates (For Completed Portion - Dated: 31 March 2020; Mall Block (U/C) – Dated: 31 March 2021), Rent Rolls, Lease Deeds/Leave and License Agreements) etc. shared by the Client, the Subject Property has two ready and operational buildings with 0.06 million sq. ft. of under-construction area, collectively admeasuring approximately 0.8 million sq. ft. of leasable area. The building wise break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
IT Building	187,020	Non-SEZ	Completed
Mall Block (Completed)	523,632	Non-SEZ	Completed
Mall Block (U/C)	64,291	Non-SEZ	Under - Construction
<b>Total</b>	<b>774,943</b>		

Source: Architect’s Certificate (Completed Portion - Dated: 31 March 2020; Mall Block (U/C) – Dated: 31 March 2021), Rent Rolls, Lease Deeds/Leave and License Agreements)

Total leasable area for the property varies from the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

4.10.6 Location Map



(Map not to Scale)



#### 4.10.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q4 FY2022-23
Current Effective Rent	INR/sq ft/mth	70
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under Construction <sup>1</sup> : 265
Expected Completion	Qtr, Year	Q2 FY2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	12.75

<sup>1</sup> Total Remaining Capital Expenditure includes the pending payments of INR 265 million for redevelopment of Mall Block (U/C) area.

#### 4.10.8 Market Value

The market value of the full ownership interest in the Subject Property, as on 31 March 2022, is as follows  
 INR 9,043 Million  
 (Indian Rupees Nine Billion and Forty-Three Million Only)

#### 4.11 COMMERZONE PORUR, CHENNAI

##### 4.11.1 Property Name

Commerzone Porur is a commercial office development located within the South West micro-market at Porur, Chennai in the state of Tamil Nadu.

##### 4.11.2 Address

The address of the Subject property is No. 111/168, Mount Poonamalle Road, Porur, Chennai – 600116

##### 4.11.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for Horizonview Properties Private Limited), it is understood that the total land area of the subject property is approximately 6.1 acres.

##### 4.11.4 Brief Description

The Subject Property is a completed IT Park named "Commerzone" spread across a land area of the approximately 6.1 acres consisting of two Towers. The economic interest of the Mindspace REIT in the Subject property is approximately 0.8 million sq. ft., The other amenities in the park include crèche, gym, food court, etc.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from MIOT International Hospital
- Approximately 11-12 kms from Chennai International Airport
- Approximately 7-8 kms from Guindy Metro Station
- Approximately 22-23 kms from MGR Central Railway station

##### 4.11.5 Statement of Assets

Based on the review of various documents like title reports, lease deeds, Architect's certificates (Dated: 17 June 2020) etc. shared by the Client, the Subject Property consists of two towers collectively admeasuring approximately 0.8 million sq. ft. of leasable area. The building wise break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.) (Mindspace REIT Share) <sup>1</sup>	Usage type	Status
Tower A&B	809,794	Non-SEZ	Under-construction

Source: Architect's Certificate (Dated: 17 June 2020)

Total leasable area for the property varies from the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

1. As informed by the Client

#### 4.11.6 Location Map



#### 4.11.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q1 FY 2023-24
Current Effective Rent	INR/sq ft/mth	N. A
Achievable Market Rent	INR/sq ft/mth	63
Parking Charges	INR/bay/mth	2,500
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Finishing Works: 156
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.50
WACC (Under-construction/Future Development)	%	N.A.

#### 4.11.8 Market Value

The market value of the economic interest of Mindspace REIT in the Subject Property, as on 31 March 2022 is as follows;

INR 7,562 Million  
(Indian Rupees Seven Billion Five Hundred and Sixty-Two Million Only)

*Note: The above-mentioned value includes the undivided ownership share in the common facilities and infrastructure of the entire campus.*

#### 4.12 MINDSPACE POCHARAM, HYDERABAD

##### 4.12.1 Property Name

Mindspace Pocharam is a commercial office development located within the Peripheral East micro-market in Hyderabad in the state of Telangana.

##### 4.12.2 Address

Mindspace Pocharam, Survey Nos. 2/1 (part), 2/2 (part), 2/3 (part), 2/4 (part), 6, 7, 8, 9 and 10 (part) Pocharam Village, Ghatkesar Mandal, Medchal Malkajigiri, Telangana

##### 4.12.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for Mindspace Business Parks Private Limited), it is understood that the underlying land area of the Subject Property is approximately 26.5 acres.

##### 4.12.4 Brief Description

Mindspace, located in Pocharam, Hyderabad is an SEZ property and has three components i.e. one operational building, one under-construction building and approximately 59.0 acres of land for future development. Building 8 is an operational building while Building 9 is under-construction building.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 1 km from Hyderabad – Warangal National Highway (NH-202)
- Approximately 3 km from Outer Ring Road at Ghatkesar
- Approximately 25 km from Secunderabad Railway Station
- Approximately 55 km from Shamshabad International Airport

##### 4.12.5 Statement of Assets

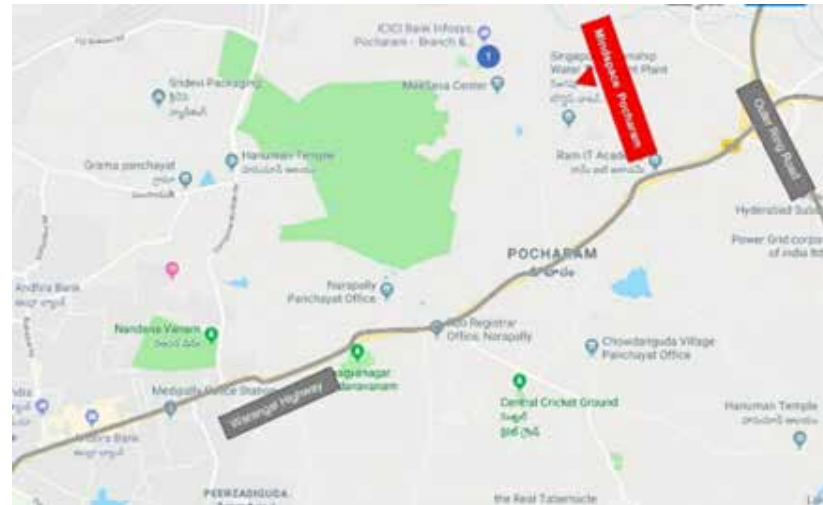
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has one operational building and one under-construction building collectively admeasuring approximately 0.6 million sq. ft. of leasable area. In addition to these two buildings, the Subject Property has approximately 19.0 acres of land for future development. There is a potential to develop approximately 0.4 million sq. ft. of leasable area in the area which is expected to continue as SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 8	377,422	SEZ	Completed
Building 9	192,681	SEZ	Under-construction
Future Development Building	429,897	SEZ/Non-SEZ	Future Development
<b>Total</b>	<b>1,000,000</b>		

*Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements*  
Total leasable area for the property varies from the architect certificate. The change in area is in accordance with the Lease Deeds/ Leave and License Agreements

#### 4.12.6 Location Map



#### 4.12.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2022)</b>		
Lease Completion	Qtr, Year	Q2 FY 2025-26
Current Effective Rent	INR/sq ft/mth	22
Achievable Market Rent	INR/sq ft/mth	22
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under-construction: 55
Expected Completion	Qtr, Year	Q2 FY 2022 - 2023
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.50
WACC (Complete/Operational)	%	12.00
WACC (Under-construction/Future Development)	%	13.25

#### 4.12.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2022 is as follows:

INR 2,138 Million <sup>1</sup>

(Indian Rupees Two Billion One Hundred and Thirty-Eight Million Only)

*Note:*

<sup>1</sup> Future development is being valued as market value of underlying land

The above value includes the market value of land for future development based on market comparables, admeasuring approximately 19.0 acres as on 31 March 2022, as mentioned hereunder:

INR 530 Million

(Indian Rupees Five Hundred and Thirty Million Only)

## Glossary

### Mindspace REIT Related Terms

Term	Description
Asset SPVs	Collectively, Avacado, Gigaplex, Horizonview, Intime, KRIT, KRC Infra, MBPPL and Sundew
Avacado	Avacado Properties and Trading (India) Private Limited
Genext	Genext Hardware & Parks Private Limited
Gigaplex	Gigaplex Estate Private Limited
Horizonview	Horizonview Properties Private Limited
IDBI	Industrial Development Bank of India
Inorbit Malls	Inorbit Malls (India) Private Limited
Intime	Intime Properties Limited
Ivory Properties	Ivory Properties and Hotels Private Limited
KRC	K Raheja Corp
KRC Infra	KRC Infrastructure and Projects Private Limited
KRCPL	K Raheja Corp Private Limited (a KRC Group entity)
KRIT	K. Raheja IT Park (Hyderabad) Limited
Manager	K Raheja Corp Investment Managers LLP
Magna	Magna Warehousing & Distribution Private Limited
MBPPL	Mindspace Business Parks Private Limited
Mindspace Business Parks Group	Collectively, Mindspace REIT and the Asset SPVs
Mindspace REIT	Mindspace Business Parks REIT
Mindspace REIT Assets	The Portfolio, and such other assets as may be held by Mindspace REIT from time to time in accordance with the REIT Regulations and applicable law
Portfolio	Assets which will be directly or indirectly owned by Mindspace REIT prior to listing in terms of the REIT Regulations
RPIL	RPIL Signalling Systems Limited
Shoppers Stop	Shoppers Stop Limited
Sponsor Group	Collectively, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, Mrs. Sumati R. Raheja, Capstan, Casa Maria, Genext, KRCPL, Palm Shelter, RaghuKool and Ivory Property Trust
Sponsors	ACL and CTL
Stargaze	Stargaze Properties Private Limited
Summary Valuation Report	Summary valuation report issued by the Valuer in relation to Mindspace REIT, as included in this Annual Report
Sundew	Sundew Properties Limited
Trion	Trion Properties Private Limited
Trustee	Axis Trustee Services Limited
Valuer	Mr. Shubhendu Saha, MRICS, registered as a valuer with IBBI for the asset class 'Land and Building' under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017

### Technical, Industry related and other terms

Term	Description
Base Rent (psf per month)	Base Rentals for the specified period occupied area* monthly factor
Base Rentals (₹)	Rental income contracted from the leasing of Occupied Area. It does not include fit-out rent, maintenance services income, car park income and others
Committed Area	Completed Area which is unoccupied but for which letter of intent / agreement to lease have been signed
Committed Occupancy (%)	(Occupied Area + Committed Area) divided by Completed Area
Completed Area (sf)	Leasable Area for which occupancy certificate has been received; Completed Area comprises Occupied Area, Committed Area and Vacant Area
Facility Rentals	The sum of base rents, (adjusted for Ind AS adjustments) fit-out rents, car park and others (kiosks, signage, ATMs, towers, promotional events etc.) from each of the Asset SPVs, as applicable, and reflected as "facility rentals" in the financial statements of the relevant Asset SPVs or the Holdco, as applicable



Term	Description
Fit Out Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs , the rent , fees or any other compensation for any fit - outs invoiced by the Asset SPVs as provided in the agreements for letting out of the premises in the properties of the Asset SPVs
Future Development Area (sf)	Leasable Area of an asset that is planned for future development , as may be permissible under the relevant rules and regulations , subject to requisite approvals as may be required , and for which internal development plans are yet to be finalized and applications for requisite approvals required under law for commencement of construction are yet to be received
GCC	Global Capability Centre
Grade - A	A development type whose tenant profile primarily includes multinational corporations . The development should also include adequate ceiling height , 24x7 power back - up , supply of telephone lines , infrastructure for access to internet , central air -conditioning , spacious lobbies , circulation areas , good lift services , sufficient parking facilities and should have centralized building management and security systems .
Gross Contracted Rentals (₹)	Gross Contracted Rentals is the sum of Base Rentals and fit - out rent invoiced from Occupied Area that is expected to be received from the tenants pursuant to the agreements entered into with them
In - place Rent (psf per month)	Base Rent for a specified month
Leasable Area (sf)	Square footage that can be leased to a tenant for the purpose of determining a tenant's rental obligations .
Maintenance services expense	Repairs and maintenance expenses on building , plant and machinery , electrical installations incurred by assets to provide common area maintenance (CAM) services to the tenants or third parties , if any , located within the assets
Maintenance services income	Revenue received/receivable from tenants for the common area maintenance (CAM) services provided as per the terms of agreement with the tenants , and also includes revenue from common area maintenance services provided to third parties , if any , located within the assets
Market Rent (psf per month)	Valuer's estimate of Base Rent that can be expected from leasing of the asset to a tenant
Market Rentals	Market Rent multiplied by the applicable leasable area adjusted for area efficiency basis current market practice assumed to be occupied by or assigned to tenants pursuant to the relevant new lease(s)/ license(s) , for a specified period
Market Value	Market Value as determined by the Valuer as of March 31 , 2022 . This includes the market value of the Portfolio and the facility management division .
Msf	Million square feet
NDCF	Net distributable cash flow
Net Operating Income (NOI)	Net Operating Income calculated as revenue from operations less : direct operating expenses (which includes maintenance service expenses , cost of work contract services , property tax , insurance expense , cost of materials sold , cost of power purchased and power - O&M expenses)
Occupancy (%)	Occupied Area/ Completed Area
Occupied Area (sf)	Completed Area for which lease agreements / leave and license agreements have been signed with tenants
Pre - Leased Area or Pre - Committed Area	Under Construction Area for which letter of intent / agreement to lease/ lease deed/ leave and license agreement has been entered into with prospective tenants
Psf	Per square feet
Re -leasing spread	Refers to the change in Base Rent between new and expiring leases , expressed as a percentage
Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs , the aggregate of the leave and license fees , lease rent , rent , car park charges or any other compensation by whatever name called which is the income of the Asset SPVs on account of letting out in any manner of the premises comprised in the properties of the Asset SPVs
Same Store Committed Occupancy	Represents Committed Occupancy for the Portfolio for areas where occupancy certificate was received on or before March 31 , 2021
Total Leasable Area	Total Leasable Area is the sum of Completed Area , Under Construction Area and Future Development Area
Total Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs , collectively , the Rent and the Fit Out Rent
Under Construction Area (sf)	Leasable Area where construction is ongoing and / or the occupancy certificate is yet to be obtained
Vacant Area	Completed Area which is unoccupied and for which no letter of intent / lease agreement / leave and license agreement has been signed
WALE	Weighted Average Lease Expiry based on area . Calculated assuming tenants exercise all their renewal options post expiry of their initial commitment period

Abbreviations

Term	Description
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act 1981
APIIC	Andhra Pradesh Industrial Infrastructure Corporation Limited , a government company registered under the Companies Act and wholly owned by the Government of Andhra Pradesh , India . Consequent upon Telangana State Industrial Infrastructure Corporation Limited (TSIIC) (a Government of Telangana Undertaking) becoming a shareholder and member of Sundew , Intime and KRIT , the references to APIIC shall be substituted for TSIIC
BSE	BSE Limited
CCI	Competition Commission of India
CCPS	Compulsorily Convertible Preference Shares
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CER	Corporate Environment Responsibility
CGWA	Central Ground Water Authority
CFA	Chartered Financial Analyst
CIDCO	City & Industrial Development Corporation of Maharashtra Limited
CLB	Company Law Tribunal
Companies Act	Companies Act , 2013 (as amended from time to time) , to the extent in force pursuant to the notification of the Notified Sections along with rules prescribed therein
Companies Act , 1956	Companies Act , 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Competition Act	Competition Act , 2002
CPA	Certified Public Accountant
CSR	Corporate Social Responsibility
Cr . PC	Criminal Procedure Code
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations , 1996
DIN	Director Identification Number
EEA	European Economic Area
EIA Notification	The Environment Impact Assessment Notification , 2006
FAR	Floor Area Ratio
FBIL	Financial Benchmark India Private Limited
FCNR Account	Foreign Currency Non - Resident Account
FDI	Foreign Direct Investment
FDI Policy	The consolidated FDI Policy , effective from August 28 , 2017 , issued by the Department of Industrial Policy and Promotion , Ministry of Commerce and Industry , Government of India , and any modifications thereto or substitutions thereof , issued from time to time
FEMA	The Foreign Exchange Management Act , 1999
FEMA Regulations	The Foreign Exchange Management (Non - debt Instruments) Rules , 2019
Financial Year or Fiscal or FY	Period of 12 months ended March 31 of that particular year , unless otherwise stated
FMCG	Fast -Moving Consumer Goods
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations , 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
Hazardous Waste Rules	Hazardous and Other Wastes (Management and Transboundary Movement) Rules , 2016
HUF	Hindu Undivided Family
IBBI	Insolvency and Bankruptcy Board of India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IITT	Integrated IT Township
Ind AS	Companies (Indian Accounting Standards) Rules , 2015 , notified on February 19 , 2015 by the MCA , including any amendments or modifications thereto

Term	Description
Indian GAAP	Previously generally accepted accounting principles in India that were notified by the MCA under the Companies (Accounting Standards) Rules , 2006 , and amended pursuant to the relevant provisions of the Companies Act
Indian GAAS	Generally Accepted Auditing Standards in India
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology
IT Park	Information Technology Park
ITES	Information Technology Enabled Services
Land Acquisition Act	Right to Fair Compensation and Transparency in Land Acquisition , Rehabilitation and Resettlement Act , 2013
LLP	Limited Liability Partnership
LLP Act	The Limited Liability Partnership Act , 2008 along with rules prescribed therein
Maharashtra IT Policy	The Maharashtra Information Technology and Information Technology Enabled Services (IT/ITeS) Policy – 2015
MahaRERA	Maharashtra Real Estate Regulatory Authority
MCA	Ministry of Corporate Affairs
MCGM	Municipal Corporation of Greater Mumbai
MCLR	Marginal Cost of funds based Lending Rate
MIDC	Maharashtra Industrial Development Corporation
MMR	Mumbai Metropolitan Region
MMRDA	Mumbai Metropolitan Region Development Authority
MoEF	Ministry of Environment , Forests and Climate Change
MPCB	Maharashtra Pollution Control Board
MRICS	Member of Royal Institution of Chartered Surveyors
NAREDCO	National Real Estate Development Council
NBFC	Non -Banking Financial Company
NCLT	National Company Law Tribunal
NCRPS	Non -Cumulative Redeemable Preference Shares
NDCF	Net Distributable Cash Flow
NEFT	National Electronic Funds Transfer
NRE Account	Non -Resident External Account
NRO Account	Non -Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
PAN	Permanent Account Number
PLR	Prime Lending Rate
PMC	Pune Municipal Corporation
RBI	Reserve Bank of India
Registration Act	The Registration Act , 1908
REIT	Real Estate Investment Trust
REIT Regulations	Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations , 2014
RERA	The Real Estate (Regulation and Development) Act , 2016
RICS	The Royal Institution of Chartered Surveyors
ROFO	Right of First Offer
₹/Rupees/INR/₹	Indian Rupees
SEAC	State Expert Appraisal Committee
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act , 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investments Funds) Regulations , 2012
SEBI Debenture Trustee Regulations	The Securities and Exchange Board of India (Debenture Trustees) Regulations , 1993
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations , 2019

Term	Description
SEBI Guidelines	Circular dated December 19 , 2016 on Guidelines for public issue of units of REITs issued by SEBI as amended by circular dated January 15 , 2019 , circular dated December 26 , 2016 on Disclosure of Financial Information in Offer Document for REITs issued by SEBI , circular dated December 29 , 2016 on Continuous Disclosures and Compliances by REITs issued by SEBI , circular dated January 18 , 2018 on participation by Strategic Investor(s) in InvITs and REITs issued by the SEBI , Circular dated April 23 , 2019 on Guidelines for determination of allotment and trading lot size for Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) and any other circulars , guidelines and clarifications issued by SEBI under the REIT Regulations , from time to time
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations , 2018
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations , 2011
Securities Act	U . S . Securities Act of 1933
SEIAA	State Environment Impact Assessment Authority
SEZ	Special Economic Zone
SEZ Act	Special Economic Zones Act , 2005
SPV	Special Purpose Vehicle
TDS	Tax deducted at source
TSIC	Telangana State Industrial Infrastructure Corporation Limited (a Government of Telangana Undertaking)
TNRERA	The Tamil Nadu Real Estate Regulatory Authority
TNRRITA	Tamil Nadu Regulation of Rights and Responsibilities of Landlords and Tenants Act , 2017
TSPCB	Telangana State Pollution Control Board
ULC Act	Urban Land Ceiling Act , 1976
ULC Repeal Act	Urban Land (Ceiling and Regulation) Act , 1999
UPSI	Unpublished Price Sensitive Information
USD/US\$	United States Dollar
VCFs	Venture Capital Funds as defined in and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Funds) Regulations , 1996
Water Act	Water (Prevention and Control of Pollution) Act , 1974
MoU	Memorandum of Understanding

# Disclaimer

This report is prepared for unit holders pursuant to the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, and issued by K Raheja Corp Investment Managers LLP (the "Manager") in its capacity as the Manager of Mindspace Business Parks REIT ("Mindspace REIT"). This report (a) is for information purposes only without regards to specific objectives, financial situations or needs of any particular person, (b) should not be construed as legal, tax, investment or other advice, (c) should not be considered as a recommendation to any person to purchase / subscribe to any units, debentures, bonds or any other securities / instruments issued or proposed to be issued by Mindspace REIT.

Unless otherwise stated in this report, the information contained herein is based on management information and estimates. The information contained herein is only current as of the date specified herein, has not been independently verified and is subject to change without notice and past performance is not indicative of future results.

This report comprises information given in summary form and does not purport to be complete and it cannot be guaranteed that such information is true and accurate. This report includes statements that are, or may be deemed to be, "forward-looking statements". By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance including those relating to general business plans and strategy, future outlook and growth prospects, and future developments in its businesses and its competitive and regulatory environment. Any projection of future income or performance should be viewed merely as a fair estimate of the management of Mindspace REIT, which may be dependent on several factors including Covid -19 and in no manner should be construed as an indication of its reflection in the market price of units, debentures, bonds, or any other securities / instruments issued or proposed to be issued by Mindspace REIT. No representation, warranty or undertaking, express or implied, is made or assurance given that such statements, views, projections, or forecasts, if any, are correct or that any objectives specified herein will be achieved. We don't assume responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events, or otherwise. Neither we, nor any of our affiliates or advisors, as such, make any representation or warranty, express or implied, as to, and do not accept any responsibility or liability with respect to, the fairness, accuracy, completeness or correctness of any information or opinions contained herein and accept no liability whatsoever for any loss, howsoever, arising from any use or reliance on this report or its contents or otherwise arising in connection therewith.

This report and the information contained herein does not constitute or form part of any offer for sale or subscription of or solicitation or invitation of any offer to buy or subscribe for, or advertisement with respect to, the purchase or sale of any units, debentures, bonds, or any other securities / instruments of Mindspace REIT in any jurisdiction, and no part of it shall form the basis of or be relied upon by any person in connection with any contract or commitment whatsoever.

Any recipient of this report will be solely responsible for its own assessment of the market and the market position of Mindspace REIT, and the recipient will conduct its own analysis and be solely responsible for forming its own view of the potential future performance of the business of Mindspace REIT.

The distribution of this report in certain jurisdictions may be restricted by law. Accordingly, any persons in possession of this report should inform themselves about and observe any such restrictions. Furthermore, no person is authorized to give any information or make any representation which is not contained in, or is inconsistent with, this report. Any such extraneous or inconsistent information or representation, if given or made, should not be relied upon as having been authorized by or on behalf of Mindspace REIT or the Manager.





## Mindspace Business Parks REIT

### Principal place of business

Raheja Tower, Level 8, Block 'G',  
C-30, Bandra Kurla Complex,  
Mumbai - 400 051

Tel: +91-22-2656 4000  
Fax: +91 22 2656 4747

### Website

[www.mindspacereit.com](http://www.mindspacereit.com)







# MORE THOUGHT PER SQUARE FOOT

ENLIVENING WORKSPACES

Mindspace Business Parks REIT  
Annual Report 2020-21





CONTENTS

WHO WE ARE

Mindspace REIT at a glance	04
Sponsors	06
Corporate structure	08
Governing Board	10
Portfolio	12
Tenants	14
Our drivers	16



HOW WE PERFORMED

Message from the CEO	18
Key highlights	20
Leasing highlights	22
Project update	24
Asset enhancements	25
Key performance indicators	26
Response to COVID-19	28

OUR VALUE CREATION APPROACH

Stakeholder engagement	30
Strategy	32



Online report can be accessed here



OUR ESG PRIORITIES

Environment	36
Social	42
Governance	50

INDUSTRY LANDSCAPE

	52
--	----

OUR PROPERTIES

	58
--	----

INVESTOR ASSOCIATION

	76
--	----

APPRECIATIONS AND RECOGNITIONS

	79
--	----

STATUTORY REPORTS

Management Discussion and Analysis	83
Risk Factors	95
Material Litigations and Regulatory Actions	99
Report on Corporate Governance	134

FINANCIAL STATEMENTS

Standalone	149
Consolidated	191

SUMMARY VALUATION REPORT

	270
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ABOUT THIS REPORT

The first Annual Report of Mindspace Business Parks REIT (Mindspace REIT) reflects our continued commitment to transparent stakeholder communication.

The statutory sections, including Management Discussion and Analysis are presented as per Schedule IV of SEBI (Real Estate Investment Trusts) Regulations, 2014 (REIT Regulations) as amended from time to time.

Reporting scope and boundary

This is the report on performance of Mindspace Business Parks REIT which covers its business, along with associated activities, which enable short, medium and long-term value creation.

Responsibility of those charged with governance

Mindspace REIT is managed by K Raheja Corp Investment Managers LLP (Manager). Senior management of the Manager, under the supervision of the CEO, has reviewed the Annual Report's content. Governing Board of the Manager has approved this report at its meeting held on May 14, 2021.

MORE  
THOUGHT  
PER  
SQUARE  
FOOT

The workspace is ever evolving. Crafting inspiring workspaces for millenials that can do more than just facilitating work requires thoughtful interventions.

At Mindspace REIT, every square feet of our portfolio is designed to facilitate creativity, productivity, collaboration and wellness. We have developed an amenitized community-based ecosystem that can accommodate the growing ambitions of our tenants and it is designed to harness the passion of their dynamic workforce.

The pandemic has reinforced the fact that human beings are wired to be social. Workspaces that facilitate both personal and professional engagements are likely to be in high demand in the new normal, as organizations emphasize the health, safety and overall wellbeing of their employees.















# Our philosophy for sustainable business

Mindspace REIT is sponsored by Cape Trading LLP and Anbee Constructions LLP, which are part of K Raheja Corp Group (KRC group). Mindspace REIT owns and operates Grade A office portfolio spanning across 30.2 msf in Mumbai Region, Hyderabad, Pune and Chennai comprising 23.9 msf completed area.

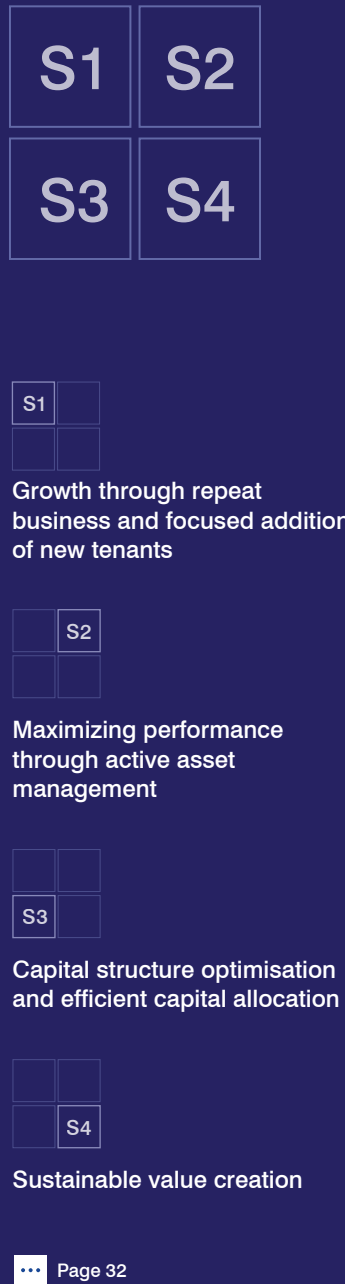
## Key stakeholders



 FINANCIAL RESOURCES	 PROPERTY RESOURCES	 HUMAN AND INTELLECTUAL RESOURCES
We follow a disciplined approach towards managing our financial resources. Our endeavor is to optimize the capital structure, maintain comfortable leverage, generate free cash flows and create long-term, sustainable value for our unitholders.	Our portfolio comprises high quality office assets that provide delightful experience to our tenants. We have a prominent presence in the markets where we operate. Our focus is to further fortify our portfolio and build a virtuous ecosystem via tenant retention, expanding footprint of existing tenants and new tenant addition. We continue to explore strategic value accretive organic and inorganic opportunities to enhance our footprint.	Experienced and diverse management team of the Manager.
FY21 resource-wise highlights		
Distribution yield (Annualized) <b>7.0%</b>	Total leasable area <sup>2</sup> <b>30.2 msf</b>	Employee retention <sup>1,3</sup> <b>c.90%</b>
Net Debt to Market Value <sup>2</sup> <b>14.0%</b>	Gross leasing <sup>1</sup> <b>3.5 msf</b>	Training hours <sup>3</sup> <b>320+</b>
 Page 26	 Page 22 & 58	 Page 42

 SOCIAL AND RELATIONSHIP RESOURCES	 NATURAL RESOURCES
We work closely with our communities (especially women and children) for their skill training and education. We closely engage with tenants, business partners and other key stakeholders to build strong and mutually beneficial relationships.	We continue to proactively adopt sustainable practices at our business parks. Key areas of focus include reduction of carbon footprint, nature conservation, adoption of renewable energy, electric mobility, efficient waste management, energy and water conservation across our parks.
Total Tenants <sup>2</sup> <b>160+</b>	Charging points for electric vehicles <b>950+</b>
Students benefited from 'Room to Read', and "Deeds Public Charitable Trust", literacy initiatives supported by Mindspace REIT <b>2,500+</b>	Renewable power capacity <sup>1</sup> <b>1.6 MW</b>
 Page 46	 Page 36

## Strategy



<sup>1</sup>For the year ended March 31, 2021.  
<sup>2</sup>As on March 31, 2021  
<sup>3</sup>All employee related statistics are include details for The Manager and Asset SPVs



## Mindspace REIT at a glance

# A gateway to infinite possibilities

Mindspace REIT provides a community-based ecosystem to leading corporates. Our office spaces are designed to meet the evolving needs of 'new-age businesses' and appeal to millennial generation. With high quality infrastructure and amenitized campuses, we have emerged as a partner of choice for both domestic and foreign multinationals. We own one of India's largest Grade-A office portfolios comprising five integrated business parks and five independent office buildings in four key office submarkets of Mumbai Region, Pune, Hyderabad and Chennai. We have further diversified our tenant portfolio to include data centers having signed up the first data center tenant at our park in Mindspace Airoli (West), Mumbai Region.

Mindspace REIT via its in-house facility management division continues to act as a creator of enduring experience for our tenants and a facilitator of their growth plans. We strive to build a sustainable ecosystem for our tenants via deployment of energy efficient systems, renewable energy generation, facilitating improved air quality, promoting biodiversity and recycling via embracing latest technologies.

## Quick facts



All above figures are as on March 31, 2021

<sup>1</sup> Includes 1 pre-certified building

<sup>2</sup> The Market Value of Mindspace Madhapur is with respect to 89.0% ownership

<sup>3</sup> As valued by Independent Valuer

## Our drivers



Strong presence in four key office markets of India



Diversified and quality tenant base with long-standing relationships



Proactive capital management



Experienced management team



Stable cash flows with robust growth potential

Page 16



## Sponsors

# A legacy of 4 decades in building one of the largest real estate portfolios in the country

KRC group with a legacy of 4 decades, has a proven track record of creating micro markets via mixed-use ecosystem, strong institutional experience and focus on sustainable development.

Our sponsors, Anbee Constructions LLP and Cape Trading LLP are part of KRC group, one of the leading real estate developers in India.

### KRC GROUP: QUICK FACTS (Information is as on March 31, 2021)

Development footprint across asset classes

**>43 msf**

Green building footprint

**>20 msf**



Various entities in KRC group are certified as 'Great Place To Work'

Listed entities

**3**



KRC group has presence across the entire real estate value chain, from acquiring land to developing and operating assets across offices, hospitality, malls, residential and retail segments. It has partnered with several marquee institutional investors including Blackstone, GIC among others.



Details as on March 31, 2021



Corporate structure

A simple and efficient holding framework



**Notes:**

1. 11% shareholding in each of these Asset SPVs is held by Andhra Pradesh Industrial Infrastructure Corporation (APIIC).

2. KRC Infra commenced facility management division with effect from October 01, 2020 under the brand name "CAMPLUS".

■ All % indicate Mindspace REIT's shareholding in respective Asset SPVs.

Governing Board

Upholding the highest standards of Governance



M C C

DEEPAK GHASISAS  
Independent Member

Deepak Ghaisas is an independent member and Chairperson of the Governing Board of the Manager. He is also the Chairman of Stemade Biotech Private Limited. He currently serves as a member on the Board of Governors of Indian Institute of Technology Kanpur and is Chairperson on the Board of Governors of Indian Institute of Information Technology and Design, Jabalpur. Deepak is Director on the Board of Gencovo Strategic Services Private Limited. He holds a bachelor's degree in commerce from the University of Bombay. He is a qualified Chartered Accountant, Cost Accountant, Company Secretary and an alumnus of London Business School.



M<sup>1</sup> M

MANISHA GIROTRA  
Independent Member

Manisha Girotra is CEO of Moelis & Company in India, and an Independent member of the Governing Board of the Manager. She has more than 28 years of investment banking experience, with extensive cross-border M&A expertise across a broad range of industries. She was previously Chairperson and Country Head of UBS in India. She is on the Boards of Ashok Leyland Limited, Jio Payments Bank Limited and Naspers and a trustee of the Neurology Foundation and Trust. She holds a bachelor's degree in Economics from St. Stephen's College and a master's in Economics from Delhi School of Economics. She was named one of the 'Top 50 Women to Watch' by The Wall Street Journal Report.



C C M

BOBBY PARIKH  
Independent Member

Bobby Parikh is the Founder of Bobby Parikh Associates, a boutique firm providing strategic tax and regulatory advisory services. He works extensively with private equity funds, other institutional investors, owners and managers of businesses as well as regulators and policy formulators. Parikh has been a co-founder of BMR Advisors, former CEO of Ernst & Young in India and Country Managing Partner of Arthur Andersen. He is member of a number of trade and business associations, and Board member of several NGOs and listed Indian companies. He is graduate in commerce from the University of Mumbai and a Chartered Accountant.



ALAN MIYASAKI  
Non Executive Member

Alan Miyasaki is Senior Managing Director, Head of Real Estate Asia Acquisitions, Blackstone. Based in Singapore, he is responsible for the day-to-day management of the Real Estate group's investment activities in Asia. Since joining Blackstone in 2001, Alan has played a key role in the company's real estate transactions in both the US and Asia, and helped execute Blackstone's investments in Greater China, India, Singapore, Japan, South Korea, Australia and New Zealand since 2007. Before joining Blackstone, Alan was with Starwood Capital Group. He holds a bachelor's degree in Economics from The Wharton School of the University of Pennsylvania.



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RAVI RAHEJA  
Non Executive Member

Ravi Raheja is Group President of KRC group, he has over 26 years of experience across the real estate, retail and hospitality sectors and has steered KRC group's business towards building a robust portfolio of rent-yielding assets. An alumnus of the London Business School, Ravi is an active contributor to the industry through premier forums such as Indian Green Building Council, where he served as the Chairman (Mumbai Chapter) and pushed for the construction of green buildings way back in 2007. He plays a key role in KRC group's philanthropic initiatives through K Raheja Corp Foundation, Sadhana Education Society and S. L. Raheja Hospital.



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NEEL RAHEJA  
Non Executive Member

Neel Raheja is Group President, KRC group where he has helped in diversification beyond the realms of real estate. He has spearheaded the advent of organized retail in India. He is Co-chair at CII-National Committee on Real Estate and Housing, the Chairman, India Chapter of APREA, and was President, NAREDCO West. He is also Vice Chairman of CORENET, and Advisory Committee member of MCHI-CREDAI. He graduated in Law from the Mumbai University, and is an alumnus of the Harvard Business School.

<sup>1</sup>Deepak Ghaisas resigned as member of the Nomination and Remuneration Committee and Manisha Girotra was appointed as member w.e.f. November 11, 2020  
<sup>2</sup>Dissolved w.e.f. September 14, 2020

BOARD COMMITTEES

Nomination and Remuneration

Audit

Investment

Stakeholders' Relationship

Executive

REIT Offer<sup>2</sup>

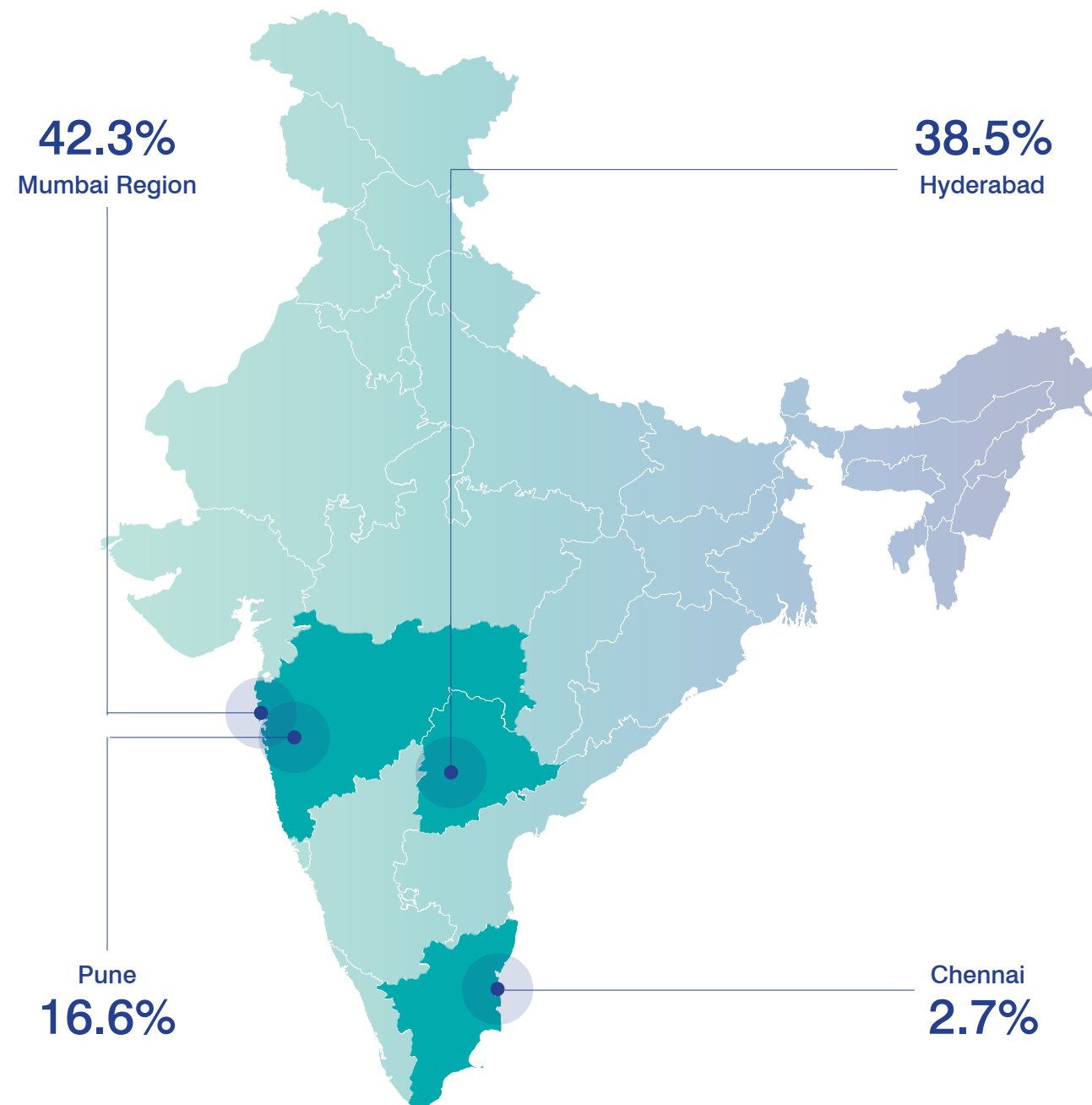
C Chairperson

M Member



## Portfolio

# A strong presence in established Grade A office micro-markets



% split by Total Leasable Area

1 Comprises 23.9 msf completed area, 2.1 msf of under-construction area and 4.3 msf future development area

2 Market Rent of ₹ 63.6 psf considered for calculating MTM potential (basis management estimates)

Above information is as on March 31, 2021

**30.2 msf<sup>1</sup>**  
Total leasable area

**23.9 msf**  
Completed area

**84.2%**  
Committed occupancy

**₹ 55.9 psf**  
In-place rent

**13.8%**  
Mark to Market Potential<sup>2</sup>

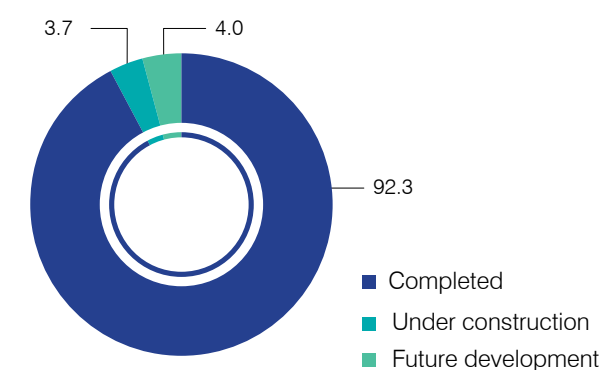
**6.0 years**  
WALE



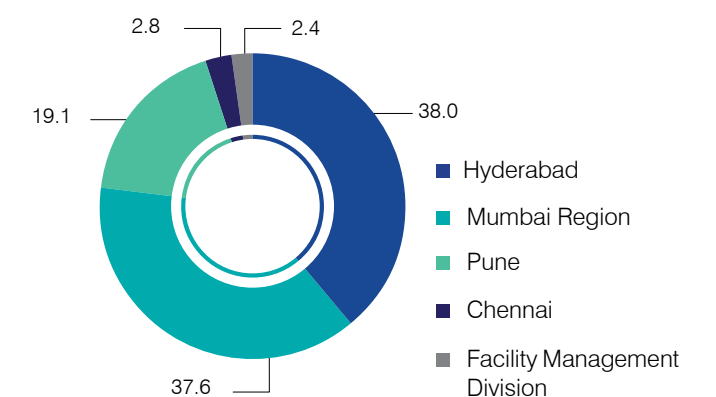
One of the  
**largest Grade A**  
office portfolios located in strategic  
micro-markets

Mindspace Airoli (East) and Mindspace Madhapur are the  
**largest business parks**  
in respective markets

PORTFOLIO MARKET VALUE MIX (%)<sup>1</sup>



PORTFOLIO MARKET VALUE MIX (%)<sup>1</sup>



Above information is as on March 31, 2021



Tenants

# Growing together with the best

Our tenants are some of the largest corporates around the world. We provide an integrated business ecosystem that enables them to leverage skilled talent pool and cost arbitrage and achieve their strategic goals.

KEY HIGHLIGHTS (Information is as on March 31, 2021)

82.9%

Share of foreign MNCs in rentals

40.3%

Share of top 10 tenants in rentals

35.0%

Share of Fortune 500 companies in rentals

TOP 10 TENANTS ACROSS OUR PORTFOLIO

Tenant	Sector	% Gross Contracted Rentals	# Parks Present in
Accenture	Technology	6.7%	2
Qualcomm	Telecom & Media	5.4%	1
Cognizant	Technology	4.9%	2
L&T	Technology	4.4%	2
J.P. Morgan	Financial services	3.8%	2
Wipro	Technology	3.3%	2
Verizon	Telecom & Media	3.1%	1
Barclays	Financial services	3.0%	1
Amazon	E-Commerce	2.9%	3
Schlumberger	Engineering & manufacturing	2.8%	1
Total		40.3%	

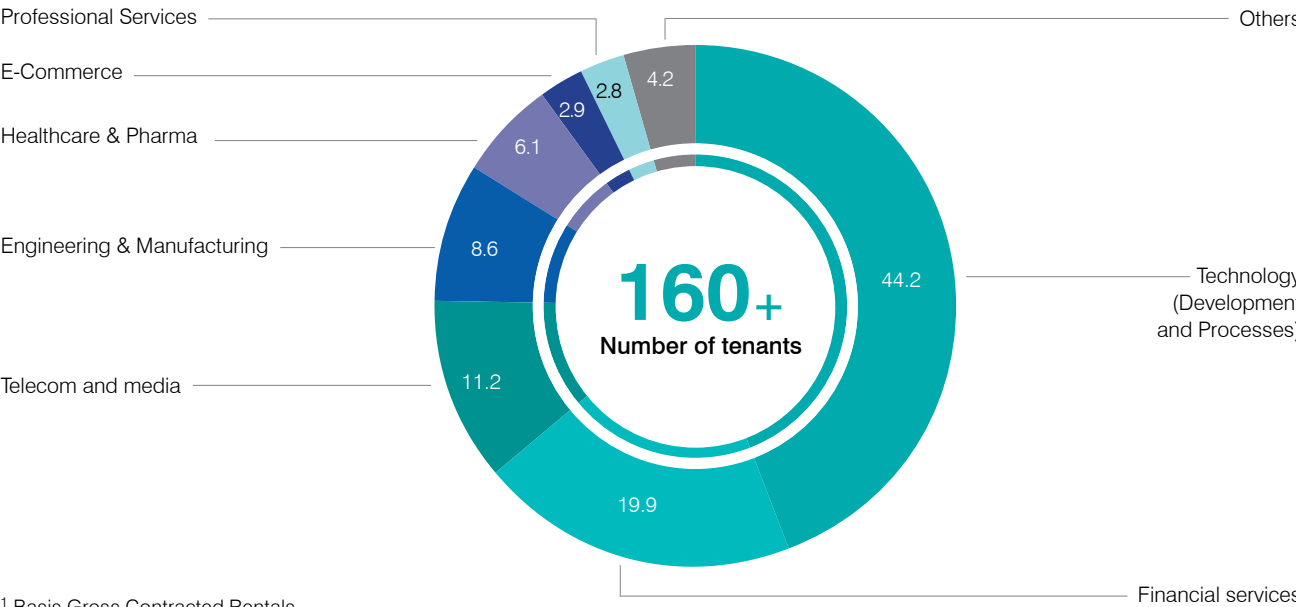
11 years

Average duration of top 10 tenants' association with us

14

Tenants have office space in more than one park of the portfolio

TENANT MIX AS ON MARCH 31, 2021<sup>1</sup> (%)





Our drivers

Staying ahead by focusing on fundamentals

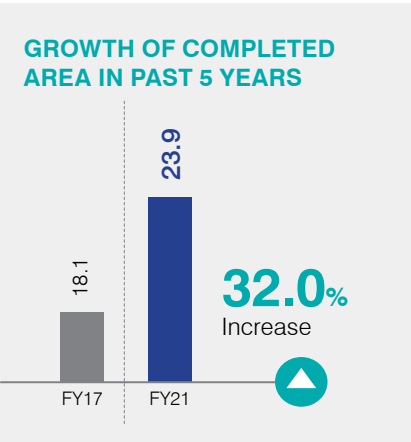
The quality, scale and strategic locations of our assets set them apart, which has made us a preferred destination for leading corporates. Our focus on integrating sustainability in our portfolio enables us to provide an efficient and eco-friendly work environment.

STRONG PRESENCE IN FOUR KEY OFFICE MARKETS OF INDIA

The office markets of Mumbai Region, Hyderabad, Pune and Chennai benefit from robust infrastructure, strong underlying economic and employment growth and availability of talent pool. We have built a strong presence in these micro-markets. Mindspace Madhapur and Mindspace Airoli (East) are the largest business parks in Hyderabad and Mumbai Region respectively. We believe scale of these large assets built over period offer us a distinct competitive advantage. Mindspace REIT follows a focused strategy of regularly enhancing its portfolio through upgrade programmes to meet the changing needs of the millennials.

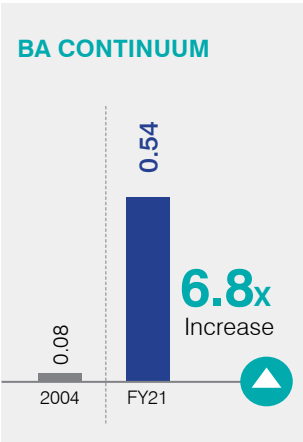
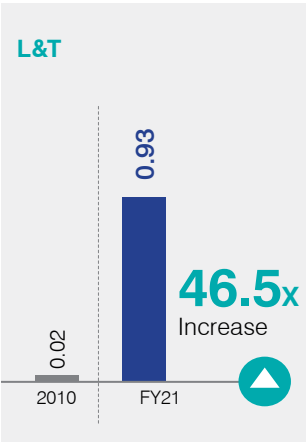
76.1%

Top 3 assets contribute to 76.1% of total completed area



DIVERSIFIED AND HIGH QUALITY TENANT BASE WITH LONG-TERM RELATIONSHIPS

Our tenant base comprises a mix of domestic and foreign MNCs. No single tenant contributed over 6.7% of our rentals for March 2021. Further, our in-house facility management platform and regular tenant engagement activities enable us to maintain high tenant retention. Out of 11.1 msf of area leased since April 2017, 56.6% was leased to our existing tenants. On an average, our top 10 tenants have stayed with us for over 11 years. We closely engage with our tenants on their growth needs and other evolving requirements. As a result of this close association, over the years our tenants have grown multi-folds within our portfolio.



PROACTIVE CAPITAL MANAGEMENT

Our corporate credit rating by CRISIL Ratings and ICRA stands at CCR AAA/Stable and [ICRA]AAA (Stable) respectively. Our cost of debt has reduced significantly from 9.2% p.a. at the end of March 2020 to 7.1% at the end of March 2021. We have strategically moved towards creating a balance of fixed cost and variable cost debt, with c.30% of our total outstanding debt as on March 31, 2021 being fixed cost. Our net debt to market value remains low at 14.0%. This allows us enhanced financial flexibility to actively pursue value-accretive organic as well as inorganic opportunities.

14.0%

Net debt to market value at March 31, 2021

7.1%

Cost of debt at March 2021

STABLE CASH FLOWS WITH ROBUST GROWTH POTENTIAL

Long-term nature of our leases and significant tenant improvements result in a high visibility on future cash flows. The portfolio has inherent growth drivers in the form of potential re-leasing spread, on-campus developments and re-development opportunities across select assets. We also stand to benefit from the Right of First Offer (ROFO) agreement with KRC group which provides the option to acquire certain projects being developed or proposed to be developed.

EXPERIENCED MANAGEMENT TEAM

We continuously leverage the expertise of management team of the Manager, leading to a long-term value creation for our stakeholders. The average experience of management team in the real estate sector stands at c.15 years. Manager enjoys longstanding relationships with various stakeholders across the industry value chain.





## Message from the CEO

# Resilient performance at every level



“

We remain committed to delivering long-term, sustainable value. Our portfolio is geared to attract top tenants in the fast-growing technology landscape of India as we prioritize health and safety and set new goals for sustainability

”

Vinod Rohira  
CEO

## Dear Unitholders,

It is my pleasure to present to you our first Annual Report. We are proud to demonstrate our ability to adapt, work cohesively with all our stakeholders and deliver the targeted results in these unprecedented times. We continue to focus on creating win-win solutions across verticals and look forward to coming out much stronger post the pandemic.

### SUCCESSFUL LISTING ON STOCK EXCHANGES AND STABLE UNIT PRICE PERFORMANCE

Our successful listing on the bourses in August 2020 amidst the pandemic reflects investors' trust and confidence in the Sponsor and the underlying resilient business model. Our IPO book saw an overwhelming response as it was oversubscribed c. 13x with marquee global investors participating in the offering. Units of the REIT were offered at ₹ 275 per unit and closed at ₹ 294.87 as on March 31, 2021.

### BUSINESS ENVIRONMENT

Commercial real estate saw demand softening through FY21 as a result of the ongoing pandemic. However, rentals in our micro-markets largely remained stable. In 2021, we expect new supply in our micro-markets to remain in check. The current demand environment is expected to extend further for at least 2-3 quarters.

Even in the given environment, with the help of cutting-edge technology, India has been on the forefront of delivering services. NASSCOM research suggests the technology services industry is estimated worth \$194 billion in FY21 and has seen net hiring remain robust even during the pandemic. Most GCCs and GICs are looking at an increased workforce that is required to deliver the need for services. As the world is moving towards a digital economy, Indian IT sector is poised for a robust decade. This is expected to lead to a renewed demand for Grade A office spaces once the normalcy returns.

The definition of Grade A office spaces is evolving as we speak. Increased focus on health and safety, stronger tenant connect and sustainable buildings with resource efficient operations and are becoming the key norms.

### RESILIENT OPERATIONAL PERFORMANCE

We achieved gross leasing of 3.5 msf across 44 tenants at an average rent of ₹ 69 psf during FY21. Gross leasing includes re-leasing of 2.2 msf at a re-leasing spread of 19.1%; 53.5% of our gross leasing was to existing tenants while balance 46.5% was to new tenants. New clients added to the portfolio include marquee names such as AGC, Mindcrest, ADP, BP Global among other.

Committed occupancy of our portfolio stood at 84.2% as on March 31, 2021. While physical occupancy continues to remain low, we have efficiently utilized this downtime to refine our assets to provide re-energized experience along with new and enhanced health and safety protocols. The first phase is substantially complete, and we are ready with all options providing the best offerings and flexibility for our tenants.

### FORAY INTO DATA CENTER DEVELOPMENT

Our thorough and efficient research has enabled us to design right solutions to cater to the top data center demand coming into India. We have successfully entered into agreement to lease with Princeton Digital, one of the leading data center operators in Asia for leasing 0.63 msf at Mindspace Airoli (West), Mumbai Region. With increased internet usage, growing demand for data storage and anticipated data localization norms, Mumbai stands to benefit due to its geographic and infrastructural advantage. The government's 'Digital India' initiative and the ongoing pandemic have further accelerated digitization. We believe data center offers an excellent long-term opportunity to diversify our income avenues.

### STABLE FINANCIAL RESULTS DESPITE MACRO HEADWINDS

Mindspace REIT's Revenue from Operations and Net Operating Income for FY21 stood at ₹ 16.3 billion and ₹ 13.7 billion on pro forma basis, growing by 5.1% and 12.1% y-o-y, respectively. We maintained NOI margins of over 80% on the back of top-line expansion and cost optimization initiatives. We declared our first distribution for the first full quarter post listing which was quarter ending December 31, 2020 (as stated in our offer document). We declared distribution of ₹ 9.59 p.u. per unit in H2 FY21 which translates to an annualized yield of 7.0% on the IPO issue price of ₹ 275 per unit.

### PRUDENT CAPITAL MANAGEMENT

We place great emphasis on prudent capital management and deployment, helping us achieve a significant reduction in our cost of borrowing. Weighted average cost of borrowing of our portfolio remains low at 7.1% p.a.. Our low loan-to-value ratio of 14.0% offers us financial flexibility to pursue value accretive growth opportunities. During the year, we broad based our lender universe from banks to mutual funds and other capital providers. We re-financed part of the borrowings at Asset SPVs by raising fixed cost non-convertible debentures (NCDs) and market-linked debentures (MLDs) at REIT level. As a part of our green initiative, we also raised Green Loan for one of our projects at Pune.

### DRIVING OUR SUSTAINABILITY AGENDA

We continue to focus on seamlessly weaving sustainable environmental, social and governance practices in our operations. Our continuous endeavour is to positively contribute towards the ecosystem we operate in.

On the environment front, we are working towards strengthening resource efficiency to minimize our carbon footprint. Key sustainability initiatives include a constant drive to achieve energy efficiency, improved air quality management, focus on renewable energy, water conservation and recycling measures etc. This has led to encouraging outcomes such as 14-36% energy savings in our Green buildings over the baseline case, c.30% more fresh air at most of our Green buildings over ASHRAE standard - 62.1-2004. During the year, we became the first real estate entity in India to commit to the Climate Group's EV100 initiative with a target to achieve 100% electric mobility by 2030 at all our properties.

On the social front, we continue to build a culture of safety and inclusivity for our employees, tenants and society around us. We are committed to providing our employees with a nurturing and growth-oriented work environment. Our initiatives such as "ReachOut" for mental health and wellbeing and "Ekincare" an app based doctor consultation are aimed at ensuring wellbeing of our employees. We ensured availability of food, adequate medical aid and sanitized living spaces for labor at our sites. We are working with various government organizations for specific projects for the immediate need of COVID-19 patients. We partner with NGOs on education and health related programs. We continue to actively support makeover of Durgam Cheruvu Lake at Hyderabad to create a working and active waterfront.

We believe a firm governance structure plays a pivotal role in managing our business. The various processes, policies and trainings set the foundation for delivering on our ESG priorities and assessing the way forward for the business.

### RECOGNITION OF OUR EFFORTS

I take pride in the ability of Mindspace REIT's team in consistently delivering results. We have been able to win many accolades with their focused efforts. Our efforts have been recognized by the internationally renowned British Safety Council with the COVID-19 Assurance Statement issued to six of our assets.

### LOOKING AHEAD WITH CAUTIOUS OPTIMISM

Our first priority continues to be the health and safety of our employees and tenants, while adhering to all the safety protocols across our parks. I admire the efforts of our on-ground support staff who have worked tirelessly to ensure business continuity for our tenants. While I write this letter, the Indian government has started to ramp-up the rollout of COVID-19 vaccines across the country. Getting majority of population vaccinated and achieving a significant drop in COVID-19 cases will be an important step towards the return to normalcy. We expect India shall remain at the forefront of delivering cutting-edge technology services, driving the demand for Grade A office spaces once normalcy returns.

### ACKNOWLEDGING THE SUPPORT OF OUR STAKEHOLDERS

I also take this opportunity to express my sincere gratitude to the Governing Board of K Raheja Corp Investment Managers LLP for their thought leadership, our unitholders, tenants, employees and other stakeholders for their unflinching support. We look forward to creating value together in the years to come.

Stay safe, stay healthy.

Best Regards,

Vinod Rohira  
CEO



## Key highlights

## The year at a glance

## Operating Highlights

**3.5 msf**

Gross Leasing during FY21

**1.3 msf**

New area leasing during FY21

**2.2 msf**

Area Re-leased during FY21

**19.1%**

Re-leasing Spread

## Financial Highlights

**₹ 13.7 billion**

Proforma NOI during FY21

**₹ 11.5 billion**

Amount raised in the form of AAA rated MLDs and NCDs at REIT level during FY21

**₹ 5.6 billion**

Green Loan at SPV level

**₹ 345.2 p.u.**

NAV as of March 31, 2021



## Milestones

- Successful listing as our IPO saw and overwhelming response from both institutional and non-institutional investors
- Over subscribed **13x** (Institutional - 11x & Non Institutional - 16x)

Included in MSCI India Domestic Small Cap Index and various other MSCI and FTSE indices

Commenced Facility Management Division under the brand name '**CAMPLUS**'

Announced distribution of ₹ 9.59 per unit for H2 FY21

Entered into an agreement to lease 0.63 msf to Princeton Digital, one of the leading data center operators in Asia at Mindspace Airoli (West), Mumbai Region.



## Certification / Accolades

Received **COVID-19 preparedness assurance statement for across 6 assets** from British Safety Council

**Commercial Project of the Year** award by Realty+ Conclave and Excellence Award 2021 to Gera Commerzone Kharadi



## Green Initiatives

Received LEED Gold certification from USGBC for 2 buildings in Commerzone Porur and 1 building in Mindspace Airoli (West)

Environment-Friendly project of the year - Commercial category by 12th Edition of Estate Awards, by Franchise India for Mindspace Airoli (West), Mumbai Region

Most Environment-Friendly Commercial Space 2020 by Region Realty+ Conclave and Excellence Awards 2020 for Mindspace Airoli (West), Mumbai Region and Commerzone Porur, Chennai

## PORTFOLIO SNAPSHOT

Asset	Completed area (msf)	Under construction area (msf)	Proposed development (msf)	Total Leasable Area (msf)	Occupancy (%)	Committed Occupancy (%)	WALE	Market Value as of March 2021 (₹ million)	
								Value	(% of total)
Mindspace Airoli (E)	4.7	-	2.1	6.8	91.2%	91.2%	4.5	42,699	17.3%
Mindspace Airoli (W)	3.5	1.0	0.6	5.1	66.4%	68.5%	6.7	36,474	14.8%
Mindspace Malad	0.7	-	-	0.7	70.1%	94.0%	3.3	9,569	3.9%
The Square BKC	0.1	-	-	0.1	0.0%	27.4%		3,905	1.6%
<b>Mumbai Region</b>	<b>9.0</b>	<b>1.0</b>	<b>2.7</b>	<b>12.8</b>	<b>78.8%</b>	<b>81.9%</b>	<b>5.1</b>	<b>92,647</b>	<b>37.6%</b>
Gera Commerzone Kharadi	1.3	0.7	0.6	2.6	93.1%	93.1%	11.0	18,899	7.7%
The Square Nagar Road	0.7	0.1	-	0.8	73.4%	100.0%	5.5	8,468	3.4%
Commerzone Yerwada	1.7	-	-	1.7	97.4%	99.9%	5.1	19,606	8.0%
<b>Pune</b>	<b>3.7</b>	<b>0.7</b>	<b>0.6</b>	<b>5.0</b>	<b>91.3%</b>	<b>97.5%</b>	<b>7.3</b>	<b>46,973</b>	<b>19.1%</b>
Mindspace Madhapur	10.0	0.1	0.5	10.6	86.6%	88.0%	6.4	90,828 <sup>1</sup>	36.9%
Mindspace Pocharam	0.4	0.2	0.4	1.0	71.1%	71.1%	1.8	2,746	1.1%
<b>Hyderabad</b>	<b>10.4</b>	<b>0.3</b>	<b>0.9</b>	<b>11.6</b>	<b>86.0%</b>	<b>87.4%</b>	<b>6.3</b>	<b>93,574</b>	<b>38.0%</b>
Commerzone Porur	0.8	-	-	0.8	5.3%	8.3%	8.3	6,993	2.8%
<b>Chennai</b>	<b>0.8</b>	<b>-</b>	<b>-</b>	<b>0.8</b>	<b>5.3%</b>	<b>8.3%</b>	<b>8.3</b>	<b>6,993</b>	<b>2.8%</b>
<b>Facility Management</b>								<b>5,979</b>	<b>2.4%</b>
<b>Portfolio</b>	<b>23.9</b>	<b>2.1</b>	<b>4.3</b>	<b>30.2</b>	<b>81.4%</b>	<b>84.2%</b>	<b>6.0</b>	<b>246,167</b>	<b>100%</b>

<sup>1</sup>The Market Value of Mindspace Madhapur is with respect to 89.0% ownership of the respective Asset SPVs that own Mindspace Madhapur

**EV100** Committed to the Climate Group's EV100 Initiative

We have pledged to transition to 100% electric mobility by converting internal park transport to Electrical Vehicles and allowing access to charging infrastructure without any charge to our tenants. This will help accelerate a global shift to clean transport and reduce air pollution in the urban micro-markets of presence. The Climate Group's global EV100 initiative brings together over 100 international companies committed to making electric transport the new normal by the end of this decade.

Leasing highlights

Attracting new tenants and growing footprint of existing tenants

From maintaining and fortifying tenant relations through regular engagements, prompt service and curated relationship programs, we take pride in our teams for their ability to innovate and deliver to their ever-evolving requirements.

The fact that existing clients formed more than 50% of the new leasing in FY21, is an endorsement of our long-standing relationships and the ecosystems we offer at our parks. Our portfolio consists of 164 marquee tenants as on March 31, 2021.

Mindspace REIT signed 3.5 msf leases across 44 tenants at an average rent of ₹ 69 psf during FY21. It includes c. 1.3 msf of new area leasing at around market rents and c. 2.2 msf re-leased at 19.1% re-leasing spread; 53.5% of our gross leasing was to existing tenants while balance 46.5% was to new tenants.

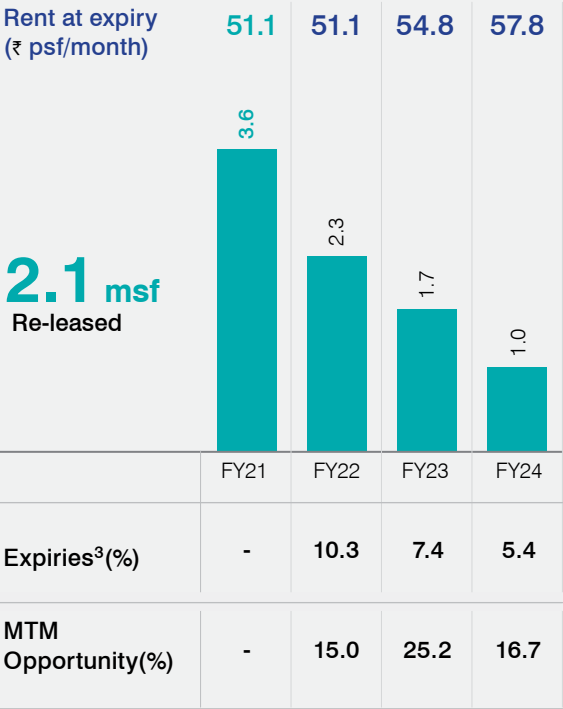


TOP 10 LEASES SIGNED IN FY21 INCLUDING RE-LEASING ARE AS FOLLOW:

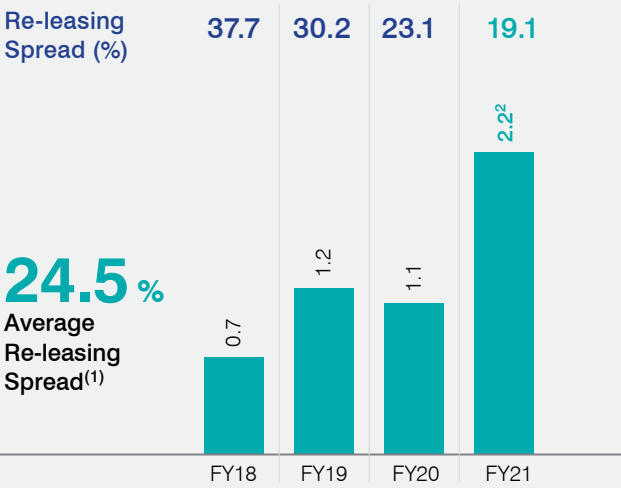
Tenants	Assets	Location	Area Leased (msf)
Princeton Digital	Mindspace Airoli (W)	Mumbai Region	0.63
Syntel	Mindspace Airoli (E)	Mumbai Region	0.35
Verizon	Mindspace Madhapur	Hyderabad	0.29
ADP	The Square Nagar Road	Pune	0.22
BP	Gera Commerzone Kharadi	Pune	0.21
J.P. Morgan	Mindspace Madhapur	Hyderabad	0.19
Parexel	Mindspace Madhapur	Hyderabad	0.18
Citius	Mindspace Airoli (E)	Mumbai Region	0.17
Mindcrest	Gera Commerzone Kharadi	Pune	0.11
Smartworks	Mindspace Malad	Mumbai Region	0.10
Others			1.08
Total			3.54

LEASE EXPIRY PROFILE

Lease expiry profile (msf)



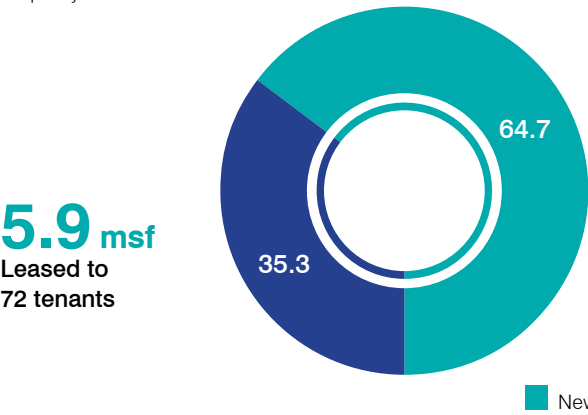
Area re-leased (since April 2017) msf



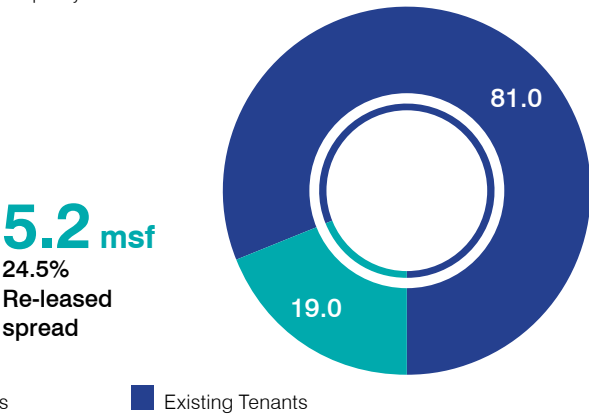
Note:  
1. Re-leasing spread includes spread on extensions and vacant area  
2. Includes leasing of vacant area as on March 31, 2020  
3. Basis completed area as of March 31, 2021

AREA-WISE LEASING PERFORMANCE

New area leased  
% split by area<sup>(1)</sup>



Existing area re-leased/vacant area leasing  
% split by area<sup>(1)</sup>



New tenants added	Smartworks	AGC	Princeton Digital
	BP	NPCI	Mindcrest

Existing tenants	Syntel	Paraxel	Amazon
	J.P Morgan	Citius	Verizon

Note:  
1. For the period April 2017 – March 2021; Includes Committed and Pre-leased Area




Project update

We manage our development pipeline based on the demand-supply dynamics in each of the micro-markets where we operate as well as the expansion needs of our tenants. Currently, our under-construction footprint at various stages of completion is 2.1msf area.

SELECT UNDER-CONSTRUCTION PROJECTS


Hyderabad



Mindspace Madhapur (B22, Hotel)

- Leasable area: 0.1 msf
- Status: OC received
- Balance cost: ₹ 123 million
- Pre-leased to Chalet Hotels
- Rent commencement: Q3 FY23


Mumbai Region



Mindspace Airoli, West (B9)

- Leasable area: 1.0 msf
- Status: Façade WIP
- Estimated completion: Phased completion targeted over FY22
- Balance cost: ₹ 1,240 million
- SEZ de-notification awaited
- Pre-leased: 127 ksf

Pune



Gera Commerzone Kharadi (B5)

- Leasable area: 0.7 msf
- Status: 5<sup>th</sup> Floor slab WIP
- Estimated completion: Q1 FY23
- Balance cost: ₹ 1,814 million
- Awarded IGBC Gold Pre-Certification
- Active on-going discussions on pre-leasing

Note: OC received post March 31, 2021.

PORTFOLIO DIVERSIFICATION INTO DATA CENTERS

Key drivers

- Internet penetration and data traffic
- Cloud adoption
- Big data analytics & and Internet of Things (IoT)
- Improved fiber connectivity
- Data localization laws

Advantage Mumbai

- Excellent connectivity via 12 submarine network cables
- Robust power supply infrastructure
- Clean title land parcels available in proximity to large corporate headquarters
- Financial and commercial capital of India

Key aspects of transaction

- Leased to Princeton Digital, one of the largest data center players
- Total leasable area: 0.63 msf
- Phased off-take

₹ 2.0 p.u.  
Value accretion

Implication on Mindspace REIT


- Specialized built-to-suit solutions
- Higher tenant stickiness
- Tenant diversification opportunity

Asset enhancements


We undertake regular asset upgrade programs to cater to the changing needs of millennials, enhance the value of our portfolio as well as drive tenant stickiness. Our endeavor is to offer an integrated ecosystem appealing to the millennial workforce.

We efficiently utilized the pandemic-induced downtime to rejuvenate our assets, including revamping facades, re-energized lobbies, lightings and signage, food courts, boardwalks, and refurbishing landscapes. The first phase of our upgrade program is largely complete, and our parks are well-poised to offer high-quality, ready-to-move-in spaces as demand for office space picks up.


MINDSPACE-AIROLI (EAST)




Pedestrian walkway




Outside seating




Building facade




Refurbished hardscape and landscape




Water bodies



Attractive aesthetics




Facade WIP




Main entrance gate WIP


MINDSPACE-MADHAPUR




Entrance Gate



Boardwalk extension WIP



Vantage cafe WIP



Facade WIP



## Key performance indicators

# Strong financials, robust cash flows

“Our prudent approach to capital deployment, balance sheet with low debt, optimum capital structure, and ability to generate free cash flow give us comfortable headroom for growth and enables us to create long-term, sustainable value for our unitholders.”

– **Preeti Chheda,**  
Chief Financial Officer

In FY21, despite the pandemic-induced operational challenges, we performed in line with our expectations on most of the key performance indicators. We optimized our operating costs to achieve better NOI margins and re-calibrated our capital expenditure requirements. We also benefited by bringing down our cost of borrowings from 9.2% in March 2020 to 7.1% in March 2021. We have strategically moved towards creating a balance of fixed cost and variable cost debt, with 30% of our total outstanding debt as on March 31, 2021 being fixed cost. We shall explore opportunities to optimize our debt mix to gain from the low interest rate environment.

Our low gearing enables us with significant financial flexibility to pursue value accretive growth opportunities.

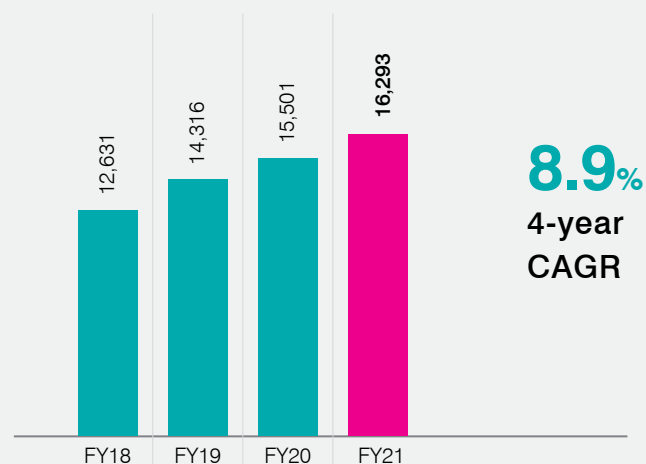
	FY21
<b>Loan to value (%)</b> <sup>3</sup>	14.0
<b>Gross debt to NOI (x)</b> <sup>2</sup>	2.76x
<b>Net debt to NOI (x)</b> <sup>2</sup>	2.50x

<sup>3</sup> Net debt and Market Value have been considered post adjustment for 11% stake held by TSIC in Sundew, KRIT and Intime

<sup>2</sup> Net Operating Income (NOI) is on pro forma basis



### REVENUE FROM OPERATIONS<sup>1</sup> (₹ million)

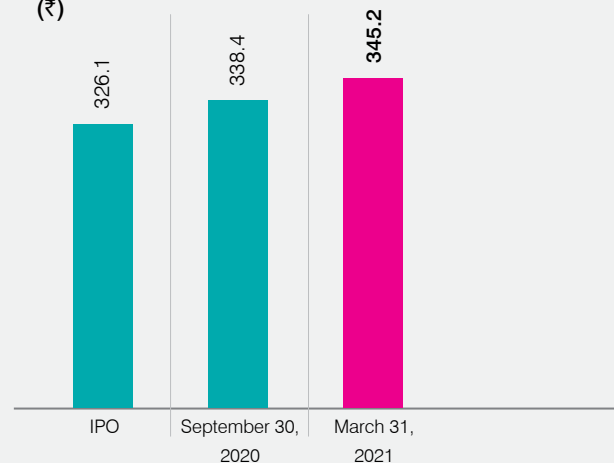


Revenue from Operations primarily includes facility rentals and fit out rents which are impacted by new leasing, contractual escalations, re-leasing and vacancies. It is an important indicator of operational performance.

During FY21, Revenue from Operations increased by 5.1% over FY20 primarily due to an increase in facility rentals from ₹ 11,995 million to ₹ 13,241 million.

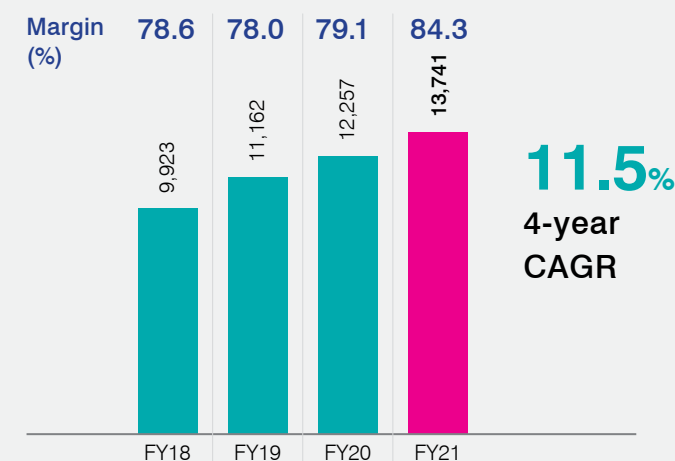
<sup>1</sup>Excluding revenue from works contract services and on pro forma basis

### NET ASSET VALUE (NAV) PER UNIT (₹)



One of our key objectives is to achieve sustainable growth in net asset value on the back of operational performance which leads to enhancement in unitholder returns.

### NET OPERATING INCOME (NOI)<sup>2</sup> (₹ million)

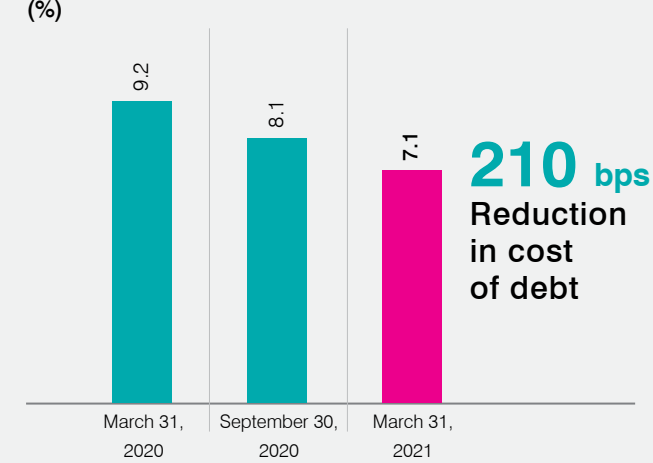


Net Operating Income is a key indicator of profitability of our commercial office assets and is a key factor in determining their value.

During FY21, NOI increased by 12.1% over FY20 primarily due to top-line expansion and cost optimization.

<sup>2</sup>On pro forma basis

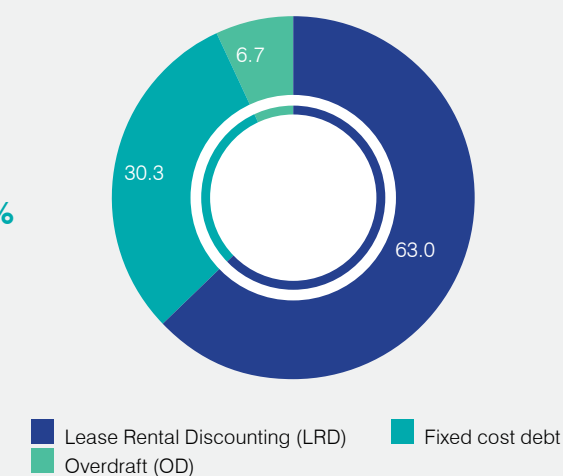
### WEIGHTED AVERAGE COST OF DEBT (%)



The cost of debt has come down significantly by c. 210 bps.

During FY21, we strategically raised fixed cost debt to lock-in low interest rates in the current low rate environment. We shall pursue further opportunities to convert part of our variable cost debt to fixed cost debt to reduce our overall cost of debt. As stated previously our strategy would be to deploy a combination of short- to medium-term and long-term debt with different maturities as also a combination of fixed and variable debt.

### COMPOSITION OF DEBT (%)



During the year, we raised ₹ 11.5 billion via issuance of MLDs and NCDs.

**6.4 years**  
Average term to maturity

**c.30%**  
Fixed cost debt as % of total debt outstanding debt as on March 31, 2021

Above information is as on March 31, 2021

### STATEMENT OF NET ASSETS AT FAIR VALUE (₹ million)

	Value
<b>Fair value of real estate assets (A)</b>	2,46,167
<b>Other assets at book value (B)</b>	7,445
<b>Other liabilities at book value (C)</b>	48,906
<b>Net Asset Value (A) + (B) - (C)</b>	204,706
<b>Number of units (million)</b>	593
<b>Net Asset Value (₹ per unit)</b>	345.2

**₹ 9.59**  
Distribution (p.u.)

**7.0%**  
Annualized distribution yield

Above information is as on March 31, 2021

## Response to COVID-19

# Supporting stakeholders during the pandemic



### TENANTS' SAFETY MEASURES



Enhanced indoor air quality through:

- Increase in fresh air changes
- Increase in filter cleaning frequency
- Change of Air Handling Unit (AHU) filter to Minimum Efficiency Reporting Value (MERV) 13
- Integration of UV lights inside AHU



Introduced UV tower for more frequented touchpoints in common areas



Introduced building entry – auto sanitizer and disinfection tray



Complete building sanitization and fumigation of affected areas



Touchless elevator installed for minimizing touchpoints



Screening and monitoring with the usage of Mindspace App



Isolation rooms with paramedic facilities, ambulance services in the premises and tie-ups with hospitals

### Employees



- Conducted regular online trainings and webinars
- Organized online sessions on meditation, well-being and counselling
- Undertook sanitization, provided PPE and safety kits at all sites
- Used video communication to demonstrate health and safety Standard Operating Protocol
- Equipped staff with the necessary technology infrastructure to effectively work from home

### Tenants



- Implemented strict safety and hygiene protocols at business parks
- Regular interactions with tenants for understanding their concerns and requirements
- Established COVID-19 helpdesk at all sites
- Shared information regularly on government protocols/guidelines
- Continuous updates on park operations, protocols followed and checking on support required for 'Back to office' efforts

### Supply chain partners/ Business partners



- Ensured availability of adequate working capital
- Held frequent interactions with suppliers to understand their concerns, especially in COVID-19 environment and their requirements
- Maintained close co-ordination with vendors to ensure supply chain continuity
- Ensured adequate lodging, medical and sanitation facilities are available for laborers
- Partnered with our business partners to ensure strict safety norms are followed at construction and upgradation sites

### Communities



- Working closely with Non-Governmental Organizations (NGOs) and governments to provide necessary relief measures
- Entered tie-ups for specific projects related to oxygen concentrations, setting up temporary hospital infrastructure for immediate need of patients

### ENSURING WELL-BEING OF OUR TENANTS' WORKFORCE

Enabling a safe working environment for our tenants remains our prime focus. We implemented a host of stringent safety and hygiene protocols in our parks to ensure compliance with government norms. We have continuously engaged with our tenants to understand their requirements better and communicate our strategy to ensure business continuity in the wake of the pandemic. Our efforts have been recognized by the internationally renowned British Safety Council with the COVID-19 Assurance Statement issued to six of our assets across five parameters.










Stakeholder engagement

Identifying focus areas to shape the future

We engage extensively with our stakeholders to understand their evolving expectations and factor in their insights into our value creation process. Our proven track record in delivering sustainable value is attributable to our strategically identified focus areas.

Stakeholders	Engagement tools and platforms	Deliverables	Key engagements/initiatives during FY21
 EMPLOYEES	<ul style="list-style-type: none"><li>Interactive internal communications</li><li>Newsletters</li><li>Intranet portal</li><li>Training programs and discussions</li><li>Team engagement initiatives</li><li>Employee feedback surveys</li><li>Townhalls</li></ul>	<ul style="list-style-type: none"><li>Emotional quotient management through the lockdown</li><li>Ensuring regular and systematic interactions</li><li>Leaders to invest time in coaching and interactions with their teams</li><li>Career growth and progression</li><li>Workforce motivation</li><li>Fair and non-discriminatory work environment</li></ul>	<ul style="list-style-type: none"><li>Policies like Aanchal for supporting expectant and new mothers</li><li>Technical and soft skill training initiatives</li><li>'The Pride Side' policy, fortifying a non-discriminative and transparent environment</li><li>Employee time-off policy encourages employees to partake in community development by providing them 'time off'</li></ul>
 TENANTS	<ul style="list-style-type: none"><li>Tenant satisfaction surveys</li><li>Corporate engagement initiatives</li><li>Industry conferences</li><li>Brand-building and reputation management</li><li>Regular interactions with key account managers and digital tenant interfaces</li><li>Collaboration on offering innovation and understanding safety needs</li></ul>	<ul style="list-style-type: none"><li>Safe workplace, social norms in COVID-19 environment</li><li>Efficient asset management</li><li>Regular asset upgrades</li><li>Quality and service</li><li>Office infrastructure that matches the growth needs</li></ul>	<ul style="list-style-type: none"><li>Asset upgrades</li><li>Distribution of safety booklets</li><li>Ensured implementation of stringent safety norms</li><li>Received Sword of Honour from British Safety Council</li><li>COVID Assurance Statement across six assets</li></ul>
 SUPPLY CHAIN PARTNERS/ BUSINESS PARTNERS	<ul style="list-style-type: none"><li>Formal and informal meetings with existing and potential partners</li><li>Feedback and annual evaluations</li><li>Participation at trade fairs</li><li>Regular compliance and risk assessments</li></ul>	<ul style="list-style-type: none"><li>Cost optimization</li><li>Quality and service</li><li>Timely payments</li><li>Statutory and legal compliances</li><li>Sustainability of the business and associated risks</li><li>Domestic procurement and resource support</li><li>Health and safety needs</li></ul>	<ul style="list-style-type: none"><li>Continued to maintain a robust vendor ecosystem, by leveraging our industry expertise, to help us deliver world-class solutions to our tenants</li><li>Frequent interaction with business partners for supply chain continuity</li></ul>

Stakeholders	Engagement tools and platforms	Deliverables	Key engagements/initiatives during FY21
 COMMUNITIES AND SOCIETY AT LARGE	<ul style="list-style-type: none"><li>Environment-friendly initiatives</li><li>Corporate social responsibility</li><li>Encourage employee volunteering</li><li>Interactions with key stakeholders such as Indian Green Building Council and U.S. Green Building Council to regularly update and internalize best practices</li></ul>	<ul style="list-style-type: none"><li>Employment and enterprise support</li><li>Community health and impact on the environment</li><li>Local infrastructure investments</li></ul>	<ul style="list-style-type: none"><li>LEED/IGBC certification for our business parks, energy efficiency initiatives</li><li>Periodic need assessment and interventions across focus areas: education, health and sanitation, community development, sustainability</li><li>Regular measurement of water and energy savings</li><li>Integrating passive architecture design for soil erosion control during construction</li><li>Regular CO<sub>2</sub> monitoring inside the buildings and use of low emitting materials to building designs</li></ul>
 UNITHOLDERS, LENDERS AND RATING AGENCIES	<ul style="list-style-type: none"><li>Annual meeting of unitholders</li><li>Financial results</li><li>Investor calls and conferences</li><li>Regulatory filings</li><li>'Investor Relations' section on website</li><li>Grievance redressal</li><li>Lender meetings</li></ul>	<ul style="list-style-type: none"><li>Financial performance</li><li>Distribution</li><li>Business performance</li><li>Governance structure</li><li>ESG</li><li>Financial covenants</li><li>Refinancing</li><li>Credit ratings</li></ul>	<ul style="list-style-type: none"><li>Dedicated Investor Relations team engaging with investors and analysts</li><li>Periodic benchmarking of disclosure levels with global standards</li><li>Timely resolution of unitholder queries</li><li>Regular interactions with lenders and rating agencies</li></ul>



Strategy

Maximizing long-term, returns

Our world-class portfolio plays a key role in attracting and retaining marquee tenants. As a REIT, our objective is to maximize returns to our unitholders by enhancing our portfolio value through active asset management and tapping organic and inorganic growth opportunities.



Growth through repeat business and focused addition of new tenants

S1

- Be a 'partner of choice' for leading MNCs and Fortune 500 companies
- Constant tenant engagement and creating customized offerings to meet their business needs
- Incorporating valued tenant feedback to enhance our product offering
- Strengthening long-standing tenant relationships which span over more than a decade

160+

Total tenants<sup>1</sup>

16

New tenants added<sup>2</sup>

46.5%

Leasing to new tenants

53.5%

Leasing to existing tenants<sup>2</sup>

Maximizing performance through active asset management

S2

- Foster strong relationships with tenants via active asset management
- Maximize cost efficiencies and potential for tenant retention by following a disciplined approach to asset management via experienced in-house facility management division
- Standard operating procedures across our portfolio, which deliver value to our stakeholder and unitholders alike
- Earmark adequate capital for continuously re-energizing office space leading to rental improvement and yield enhancement

130+

Experienced in-house facility management team (Camplus)<sup>1</sup>

Five Star Rating certification from British Safety Council across four parks

Capital structure optimization and efficient capital allocation

S3

- Maintain a strong balance sheet with an optimal mix of debt and equity
- Secure a diversified blend of funding sources and maintaining a blend of short-term and long-term maturities
- Optimize cost of borrowing
- Earmark sufficient capital to re-energize our parks and for safety and infrastructure upgrades via a dedicated upgrade program
- Judiciously allocate the capital in high-quality and value-accretive projects optimizing returns
- Explore organic and inorganic investment opportunities in select strategic markets

14.0%

Net debt to Market Value

6.4 years

Weighted average maturity of debt

210 bps

Debt cost reduction during FY21

30%

Proportion of fixed cost debt

Sustainable value creation

S4

- Build an ESG-centric ecosystem – integrate sustainability into the fabric of assets, operations and culture
- Engage closely with internal and external stakeholders to understand ESG priorities
- Focus areas include sustainable development and operations via adoption of latest technology and systems, resource efficiency, waste management
- Implementation of best corporate governance practices and building a culture of safety and inclusivity

50%

Independent Directors on the Board

36<sup>1,2</sup>

Green buildings

EV100

1<sup>st</sup> real estate entity from India to join this initiative

30-95%

Potable water saving across green buildings with the optimal use of low-flow fixtures

<sup>1</sup>As on March 31, 2021  
<sup>2</sup>During FY21

<sup>1</sup>As on March 31, 2021  
<sup>2</sup>Includes 1 pre-certified buildings




Our ESG priorities

# Embedding sustainability through the ESG lens

At Mindspace REIT, sustainability is at the core of our business objectives. We have adopted a multi-pronged approach that takes into consideration the interplay of economic, Environmental, Social and Governance (ESG) aspects in creating long-term value. The once-in-century global crisis in the form of a pandemic has reinforced the need for concerted efforts to ensure a shared future.

Our commitments towards ESG are an essential part of our overall strategy. It sees a meticulous integration into the business, with long term and carefully curated objectives, while at the same time, demonstrating agility towards the evolving industry dynamics and larger environment around us.




**ENVIRONMENT**

- Energy consumption/efficiency
- Water and wastewater management
- Land use and biodiversity
- Climate-related impacts
- Waste management
- Green building certifications



**SOCIAL**

- Human capital development
- Occupational health and safety
- Human rights
- Community engagement
- Labor management
- Customer satisfaction



**GOVERNANCE**

- Strong corporate governance
- Data privacy and security
- Supply chain management
- Portfolio growth
- Active asset management
- Regulatory compliance

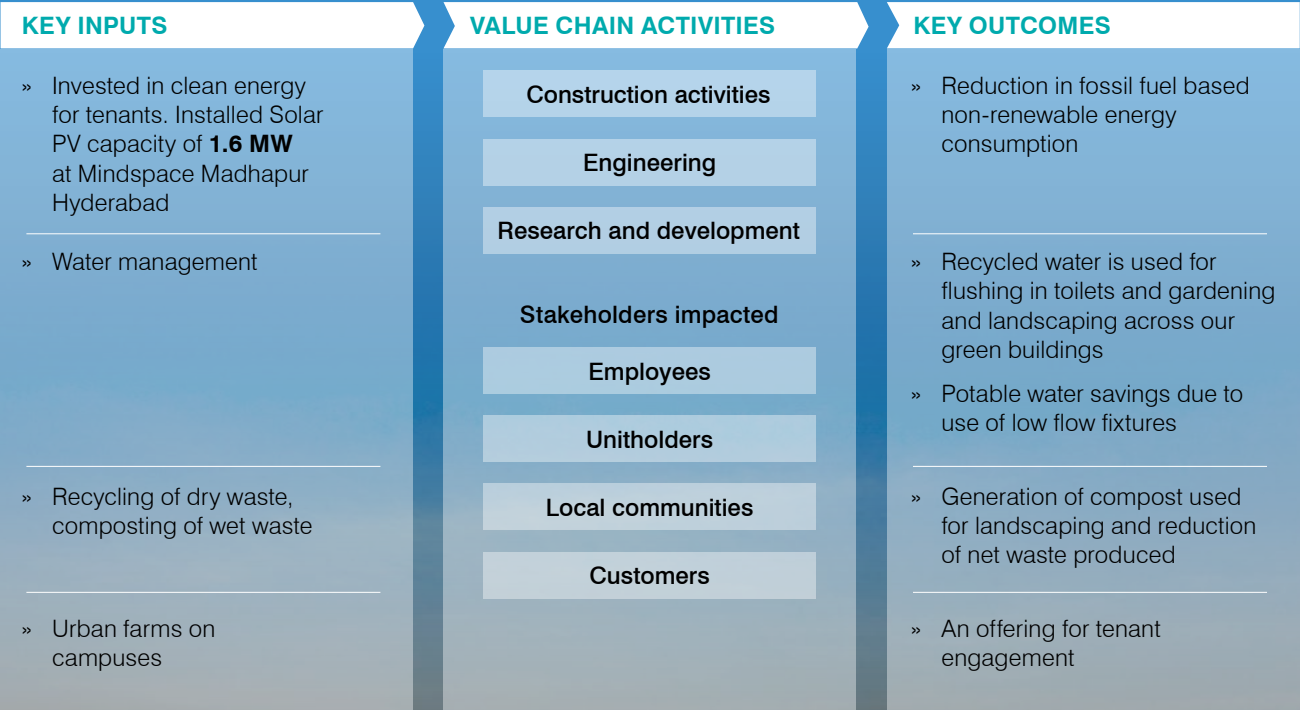


Environment

Making space for a sustainable future

Sustainable use of natural resources is critical for the future success of most businesses. Successful business models are those that understand the value of the natural systems that provide these resources — commonly referred to as natural resources.

Natural resources

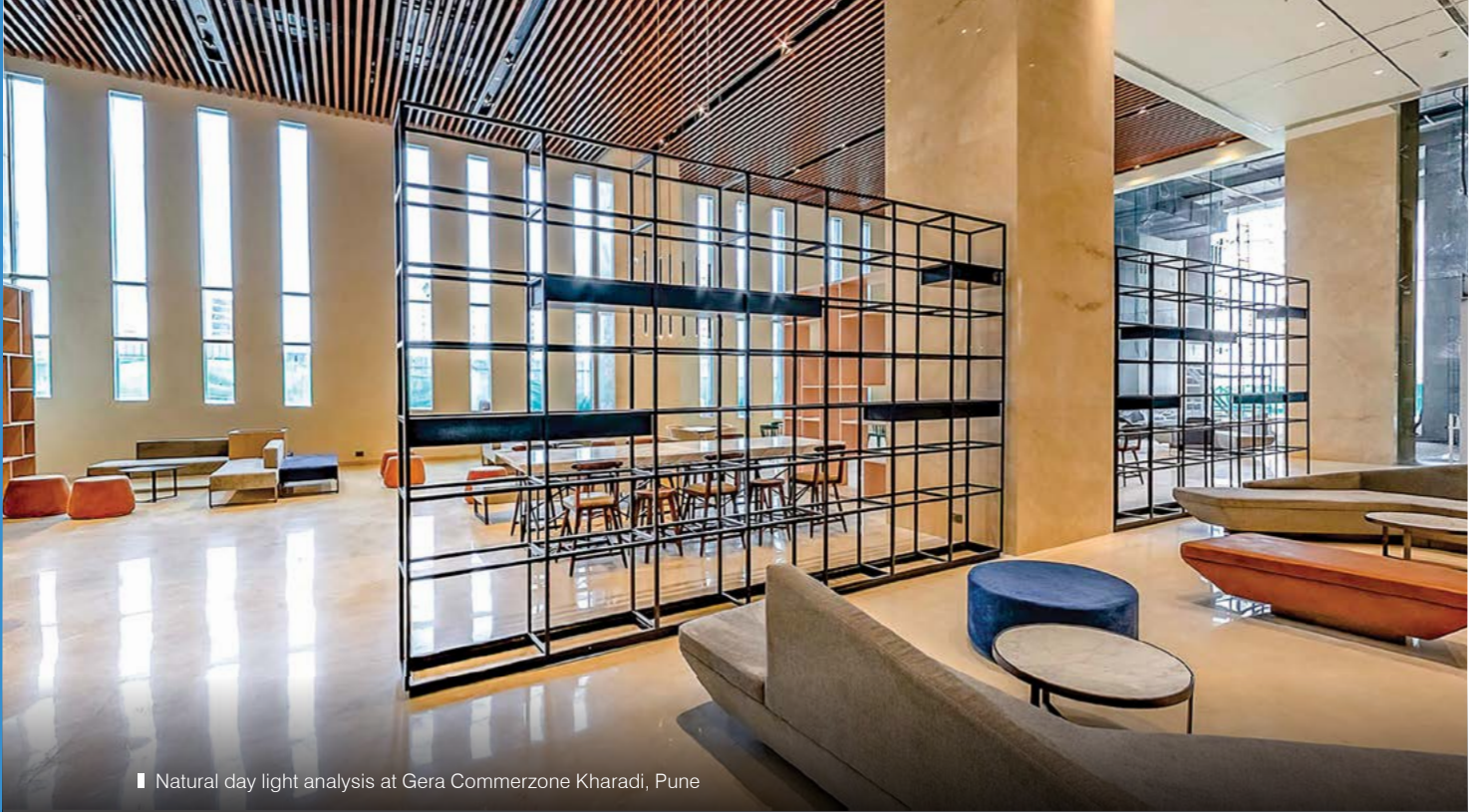


**36** buildings  
LEED/IGBC Gold/Platinum certified/pre-certified  
(35 green certified; 1 pre-certified)

**4**  
Business Parks awarded Five Stars by British Safety Council

**4**  
Awards won at forums<sup>1</sup>

<sup>1</sup>• Most Environment-Friendly Commercial Space at the Realty+ Conclave and Excellence Awards 2020 West for Mindspace Airoli West  
• Environment-Friendly Project of the Year, Commercial (national) to Mindspace Business Parks REIT at the Estate Awards, by Franchise India  
• Most Environment-Friendly Commercial Space for Commerzone Porur, Chennai at the Realty+ Conclave and Excellence Awards 2020, South  
• Commercial Project of the Year for Gera Commerzone, Kharadi at the Realty+ Conclave and Excellence Awards 2021, Pune



Natural day light analysis at Gera Commerzone Kharadi, Pune

The disastrous effects of climate change are already being experienced by many nations across the globe. This has resulted in inclusive global partnerships to make determined efforts to create a sustainable future. At Mindspace REIT, sustainability is at the core of our business objectives.


SUSTAINABILITY ASSESSMENT PROGRAM

We are involved in various initiatives that contribute to safeguarding the

planet and conserving the environment for future generations. We endeavour to make our business practices more sustainable. Under the sustainability assessment program, we conduct an exhaustive study to minimize the environmental impact of our projects and improve construction efficiency. The study covers climate effects, indoor air quality, wind study, sun path analysis, urban heat island effect, façade optimization and natural day light analysis.

We optimize the lifecycle of materials through Sustainable Materials Management system, where materials are used and reused more productively over their lifecycle. Some key areas of reuse include fly ash blocks, recycled steel and aluminum, ready mixed concrete, composite wood, and gypsum-based products.

TOWARDS A GREENER FUTURE

FOCUS AREA	INITIATIVES	OUTCOMES
<div></div> <div>Energy conservation</div> <div>Objectives</div> <ul style="list-style-type: none"><li>• Ensure supply of clean energy to our tenants</li><li>• Innovate constantly to reduce energy consumption per square foot</li><li>• Drive optimal usage of energy through best practices</li><li>• Committed to achieve 100% electric mobility by 2030, across the Business Parks</li></ul>	<ul style="list-style-type: none"><li>• Generate renewable power through solar PV modules on our rooftops in Mindspace Madhapur</li><li>• Implemented different tools such as energy-efficient chillers, heat recovery wheels, efficient pumps and motors, among others</li><li>• Provided easy access of EV charging points within the Business Parks aligned to our commitment to the Climate Action Group</li></ul>	<div><b>1.6 MW</b> Installed Solar PV Photovoltaic capacity</div> <div><b>14-36%</b> Energy cost savings demonstrated over the baseline case</div> <div><b>950+ EV</b> Charging points provided till date</div>



TOWARDS A GREENER FUTURE (CONTD.)

FOCUS AREA	INITIATIVES	OUTCOMES
<div></div> <div><b>Waste processing</b></div> <div>Objectives<ul style="list-style-type: none"><li>• Drive the three R's—reduce, recycle, reuse in our operations, right from the construction stage to occupancy and beyond</li><li>• Efficient wet and dry waste management</li></ul></div>	<div></div> <div><ul style="list-style-type: none"><li>• <b>Under-construction stage</b><ul style="list-style-type: none"><li>» 80-100% construction waste generated across our green buildings is intelligently reused, reducing burden on the city infrastructure and dumping grounds</li><li>» Debris generated is logically used within the campus itself</li></ul></li><li>• <b>Upon occupancy</b><ul style="list-style-type: none"><li>» Wet waste is composted, converted to manure and used for landscaping within the campuses, as part of the integrated sustainable waste management program. Backed by the success of waste recycling across several of the Business Parks, the installation of organic waste composters are underway across all our parks. It is designed to assemble all cafeteria and food waste to a central location and convert it into manure</li></ul></li></ul></div>	<div><ul style="list-style-type: none"><li>» Invest in educating our support staff and sensitizing tenants on waste segregation at source, converting food waste to compost using Organic Waste Convertors (OWC) and using them in landscape areas</li><li>» Undertake vermicomposting and leafmold composting of horticulture waste</li><li>» Horticulture waste used as mulching material to reduce water consumption and increase soil fertility</li><li>» All non-compostable waste is sent to State Pollution Control Board (SPCB) approved recyclers</li><li>» Hazardous waste and e-waste sent to SPCB-approved recyclers</li></ul></div>
<div></div> <div><b>Water management</b></div> <div>Objectives<ul style="list-style-type: none"><li>• Optimize water efficiency through multiple initiatives</li><li>• Lower water wastage to reduce sewage volumes and water bills, and reduce dependency on municipal water</li></ul></div>	<div><ul style="list-style-type: none"><li>• Real-time monitoring is regularly undertaken for each sewage treatment plant. More recent projects have seen interventions through IoT and sensors, to check quality of the recycled and treated water.</li><li>• Following best practices such as rainwater harvesting, water recycling and reuse of treated water for flushing and gardening, low-flow fixtures, and sensors which monitor the inlet-outlet of all water sources</li></ul></div>	<div><div>30-95%</div><div>Potable water saving across green buildings</div></div>



Efficient water management systems using Sewage Treatment Plant (STP) technology at our business parks

INSTALLED ENHANCED STP TECHNOLOGY TO IMPROVE WATER QUALITY AND PLANT EFFICIENCY

Regular assessments are undertaken, to ensure existing buildings meet with the most recent water quality norms, while also meeting evolving variations in water supply and demand.




The results of the assessment led to strategic interventions in the STP technology. A holistic approach led to changing the technology from Mixed Bed Bio Reactor (MBBR) to Membrane Bio Reactor (MBR). This was accompanied with a detailed study of the existing equipment, wherein, relevant equipment was retrofitted with the MBR process.

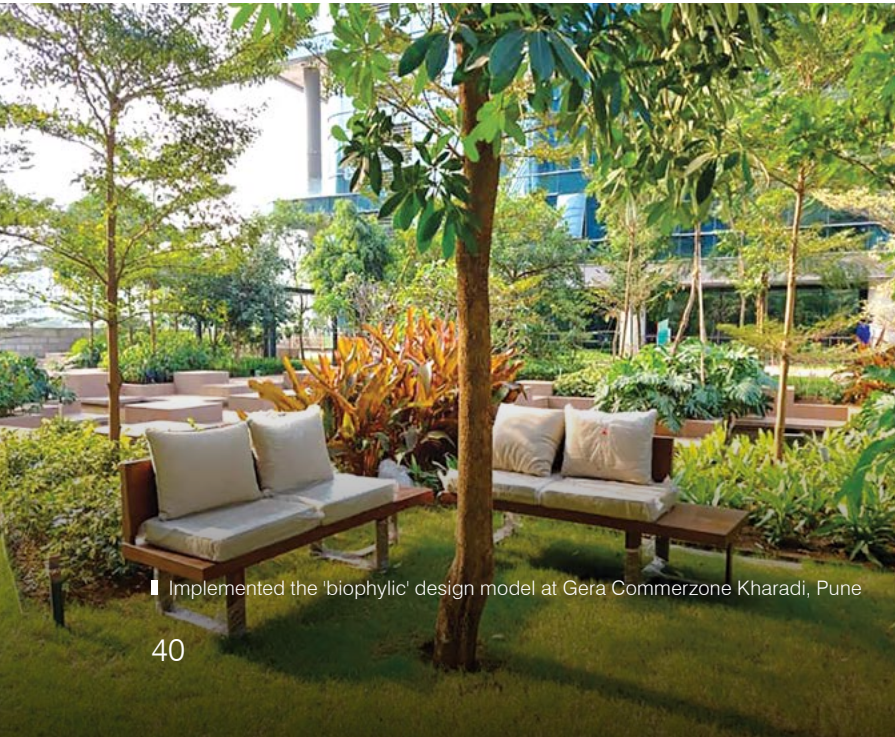
The interventions led to successful automation of the BMR.

With the endeavor to deliver seamless and optimal performance, a three year O&M contract has been activated. This assures sustainable and compliant water quality, along with augmented plant efficiency.



TOWARDS A GREENER FUTURE (CONTD.)

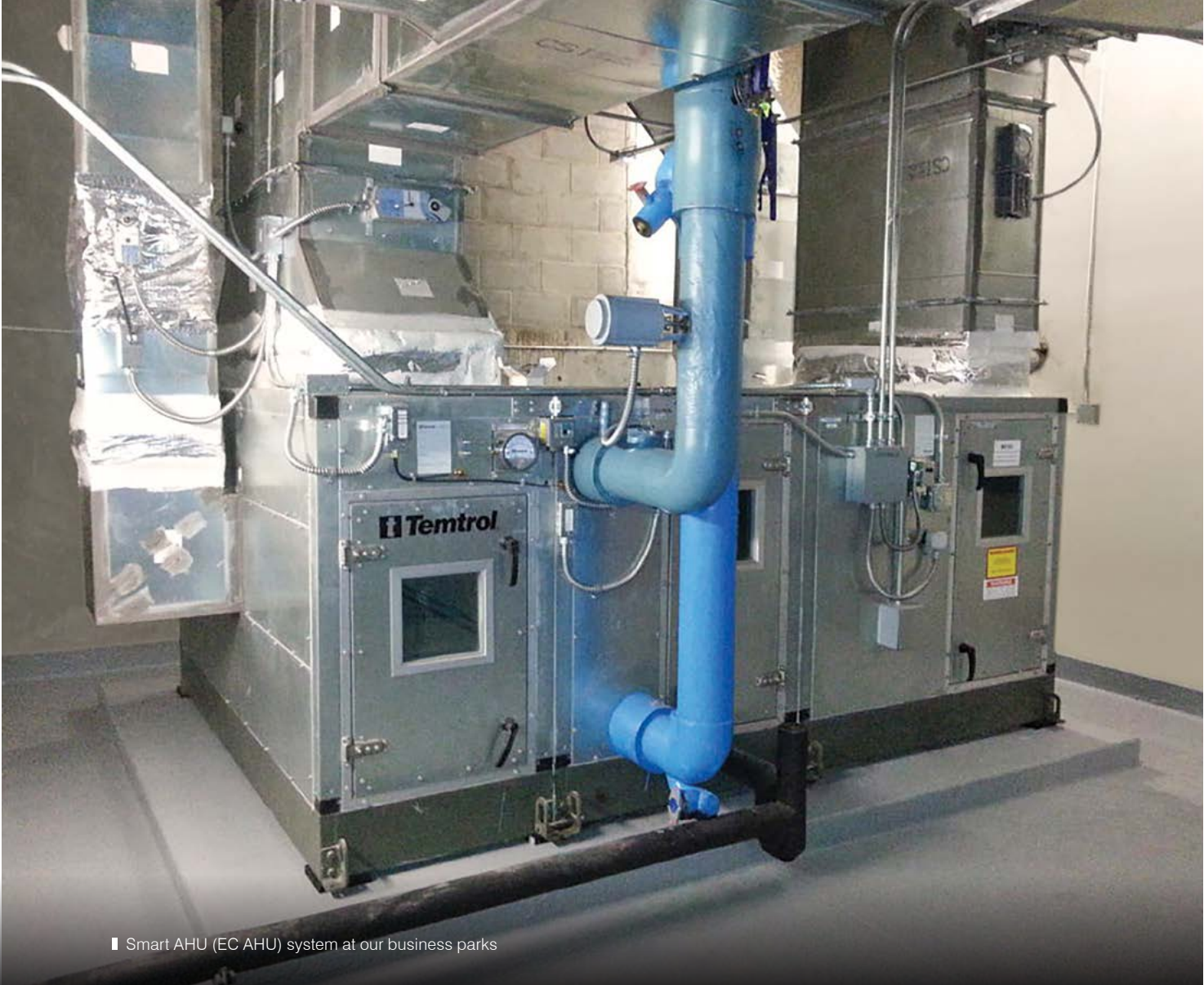
FOCUS AREA	INITIATIVES	OUTCOMES
<div></div> <div><b>Air quality administration</b> <b>Objectives</b><ul style="list-style-type: none"><li>Active administration of air quality, to achieve significant and measurable health and financial benefits to the occupants of Business Parks</li><li>Keep the air pollution tolerance index within control</li></ul></div>	<ul style="list-style-type: none"><li>Factor in a wide range of indoor air quality parameters right at the design stage of buildings as per the international codes such as ASHRAE 62.1, e.g.:<ul style="list-style-type: none"><li>Minimum Efficiency Reporting Value (MERV) 13/ (MERV) 8 rating filter in all Air Handling Units (AHUs), for Green Buildings</li><li>CO<sub>2</sub> monitoring</li><li>Use of low Volatile Organic Compounds (VOC) paints, materials and coatings, among others</li></ul></li></ul>	<div>30%</div> <div>More fresh air than mandated by ASHRAE standard 62.1-2004 across 33 green buildings</div>
<div></div> <div><b>Urban farming</b> <b>Objectives</b><ul style="list-style-type: none"><li>Enhance tenant engagement by providing them with an avenue to unwind, through urban farming</li></ul></div>	<ul style="list-style-type: none"><li>The urban farm at the Mindspace Airoli East campus acts as a breakout area for tenants during their time-off, helping them rejuvenate and unwind</li></ul>	<b>An assortment of plants and herbs are grown at the farm. These include vegetables, fruits, flowering, medicinal and aromatic plants.</b>
<div></div> <div><b>Others</b></div>	<ul style="list-style-type: none"><li>Implemented the concept of Biophilia, by which, we have integrated outdoors with the indoors.</li><li>Some of the initiatives include a 5 acre landscape garden at the level of the springing of the buildings. This</li></ul>	<p>allows for the external space to spread within the building, and vice versa.</p> <ul style="list-style-type: none"><li>In keeping with the concept, meeting areas, seatings spaces and several other features are curated to encourage employees to work amidst nature.</li></ul>



Implemented the 'biophilic' design model at Gera Commerzone Kharadi, Pune



Rich produce at our urban farms



Smart AHU (EC AHU) system at our business parks

INSTALLED SMART AHUS TO OPTIMIZE PERFORMANCE

At Mindspace Business Parks REIT, we continuously monitor the efficiency, breakdown history and maintenance of AHU equipment to ensure zero interruptions in the process flow.

The buildings at Mindspace Airoli East are equipped with induction motor-based AHUs. Conventional blowers have been replaced with electronically controlled shaft mounted blowers to ensure optimized outcomes. The system is without any drive mechanism, which increases the operational efficiency by minimizing the transmission losses. The Smart AHU do away with Variable Frequency Drive (VFD), three-phase starter panel and belt and pulley mechanism, and occupies less floor footprint.

As part of the larger infrastructure enhancement strategy, we have successfully hosted a demonstration on the Proof of Concept (PoC) and are in the process of executing a phase wise transformation.

This has resulted in energy savings, increased reliability and optimized outcomes.



Social

Building a culture of safety and inclusivity

Human resources comprises the knowledge and skills of an organization’s employees that can be used to advance its goals. Human resources and business growth have a strong correlation. At Mindspace REIT, our people form the bedrock of our success story. We are committed to providing them with a nurturing and growth-oriented work environment, enabling them to bring their best to work, each day. Our people policies and engagement initiatives are designed to drive holistic development.

Human resources

KEY INPUTS	VALUE CHAIN ACTIVITIES	KEY OUTCOMES
» Training: <b>320+ hours</b>	Trainings	» Employees trained: <b>184</b>
» Sensitizing the employees through POSH training	Employee engagement	» More sensitized and aware employees
» Learning options like Ted Talks, e-Books, open virtual learning webinars	Health and safety	» Employee up-skilling
» Number of employees: <b>184<sup>1</sup></b>	Stakeholders Impacted	
	Employees	
	Local communities	

<sup>1</sup>Including Investment Managers and SPV's of Mindspace Business Parks REIT.

EMPLOYEE ENGAGEMENT AND WELL-BEING:

At Mindspace REIT, we undertook several employee engagement activities during the year, including health and well-being initiatives.



Our efforts to ensure safety of our people.

SUPPORTED OUR EMPLOYEES DURING THE PANDEMIC

- Launched an initiative, titled '**ReachOut**' with the objective of promoting employee mental health and well-being, in association with 1to1help. This is an entirely company-sponsored initiative wherein employees were given access to seek professional counselling on 1to1help platform for themselves and their families
- Partnered with **Ekincare**, for employees to seek doctor consultation via the app, in times of need. Employees were provided with medical advisory services, home isolation guide for employees who tested COVID positive and nutritionist assistance, among other services
- Launched '**Doctor on Call**' for employees and their families to reach out to a doctor from the comfort of their homes
- Extended the **Group Medical Insurance** to include the cover for COVID-19 for employees and their families
- Organized various team building activities like **#BeingProductiveInCOVIDTimes** wherein we asked employees to share pictures on their innovative ways of completing household chores or spending fun and quality time with family
- Hosted employee engagement programs** like Art of Living, Online Yoga, Cookery Classes, among others
- Partnered with NGO GreenPeace to join their webinar '**Phenko Mat**' on recycling used household items, to further sensitize employees on sustainability
- Launched VOICE—** Valuing Our Internal Customer Experiences—an Internal Customer Survey, with the proposition that every employee is an internal customer. Employees were encouraged to voice their opinions and rate fellow teams on certain parameters, aimed to increase team productivity and efficiencies. Employees were also encouraged to share ideas on cost optimization measures and to improvize our existing practices and processes
- The promoters addressed the employees in virtual townhalls, encouraging open and transparent communication
- Adopted a digital route to learning with a dual focus agenda – driving some key functional and behavioral learning themes and focusing on mental health. Learning sessions were conducted across levels with several learning options – **like TED Talks, e-books and open virtual learning webinars**, among others
- Several webinars were conducted to undertake **functional/technical training**, covering different topics
- Implemented several **digitalization initiatives** which aided in remote working environment
- Digitalized several people processes from hiring, to welcoming them virtually with an **e-induction module**, to transitioning the new joiners into a work from home module
- Migrated to **Document Management System (DMS)** which reduced our dependence on physical copy of documents
- Organized **vaccination camps** across locations for eligible employees in a safe and controlled environment



## Making 'return to office' seamless and safe

To suit new COVID norms, we focused on **modification of workspaces** to ensure social distancing norms and highest safety precautions

Launched a comprehensive **'Back to Office'** employee guidebook to make them familiar with the work protocols and precautionary measures at work

**Launched Carpool** - an online platform to assist employees in their travel to office by pooling rides with their colleagues, while keeping the headcount per car at two people maximum

### REACHED OUT TO LABORERS DURING THE PANDEMIC



Food distribution to labourers at sites

**Location:** Across sites

During the nationwide lockdown, migratory laborers across the nation faced immense challenges to even source basic necessities such as food and lodging facilities. Unable to make both ends meet, they started migrating to their native places in massive numbers.

At MindSpace REIT, we provide proper lodging, clean drinking water, toilets and sanitation facilities to laborers to ensure they were well taken care of. We also reached out to them during the pandemic, and ensured availability of food, adequate medical aid and sanitized living spaces at our sites.



Taking care of our laborer's children

### ENSURED WELFARE OF WORKERS AT OUR PROJECT DEVELOPMENT SITES

We invest in the welfare of the last mile laborers and their families. We have zero tolerance towards having children at the worksites and at the same time, we understand that they need to be kept safe and happy, while their parents are at work. To enable the health and safety of our laborers' children, we have partnered with NGO Mumbai Mobile Creches, which provide quality education, mid-day meals and healthcare facilities to the children. During the pandemic, we provided medical aid, food, and shelter, and conducted regular health checks at our sites.

### DIVERSITY AND INCLUSION

We endeavor to create an environment that embraces differences and fosters a gender agnostic and equitable work culture. A diverse workforce brings different perspectives to the table. Integrating diversity and inclusion strategies in recruitment, performance management, leadership assessment, and training is at the core of our actions.

We have developed programs to identify talent irrespective of the gender, and groom them for suitable roles across various departments. Formulating a leader development strategy to identify capabilities and talent across the organization is critical for creating a culture of inclusiveness.

Further, we empower our women employees to balance their work and life priorities through initiatives like 'Aanchal' – Maternity Support

Ensuring a healthy work-life balance for expectant women colleagues with 'Aanchal', 'MSP' and 'Fab Women' programs

Programme, FAB Women – platform for discussion on women-centric topics, flexi-hours, work from home and sabbaticals. Women employees who return from their maternity break were part of the financial year. They also stand a fair chance to be reviewed on merit and considered for an increment.

Our learning and development programs address topics like subconscious bias and how to engage with people having different sexual orientation. We train managers to exhibit behaviors that show inclusivity as a core competency.

We have also introduced 'The Pride Side' policy, fortifying a non-discriminative and transparent environment at the workplace. The policy embraces gender differences and prohibits any form of discrimination based on sexual orientation and gender identity. It also covers financial support in gender reassignment surgery and professional counselling sessions as a part of the policy.

### LEARNING AND DEVELOPMENT

Performing every detail with excellence is what separates the great from the good. We strive to build a high-performing team with all-round excellence. In achieving this, we embarked on a journey of inculcating impactful performance and enhanced soft skills across all levels. We introduced the following initiatives to build this specific culture:

- Anti-corruption policy training
- Business storytelling
- Emotional intelligence program
- Leading teams for success: Accountability and collaboration
- Mindset matters
- Physical and emotional well-being for women
- POSH training
- Prohibition of insider trading

- Stay strong, stay positive
- The power of design thinking
- Yoga for holistic health
- Communicating with impact communication styles
- Look good and make impression virtually

**320+ hours**

Total training person hours across all levels (permanent employees) during FY21

We have a robust compliance monitoring framework, and employee education on compliances, is an integral part of this framework.



Social

Building a better community

Social resource is all about using the power of relationships and networks to drive business growth or social transformation. At Mindspace REIT, we relentlessly strive to maximize our positive social impact by integrating and internalizing community service into business operations.

Social and relationship resource



Empowering education by distribution of books and setting up libraries with 'Room to Read'.





NURTURING COMMUNITY ASPIRATIONS


We work together with local communities through various formal and informal initiatives. This helps us understand their needs and concerns, identify the most effective way to address them, carry out impact assessment of the initiatives and further customize our CSR programs. We partner with government agencies and NGOs, among others, for effective implementation of our various CSR pursuits.



DEEDS aiding differently abled students to learn basic English.

WIDENING OUR SOCIAL IMPACT

FOCUS AREA	CONTRIBUTIONS	OUTCOMES
<div><div>DEEDS Public Charitable Trust</div><ul style="list-style-type: none"><li>DEEDS runs basic English literacy course for deaf students across schools in Mumbai and the nearby suburban areas</li></ul></div>	<ul style="list-style-type: none"><li>Students from class V to X benefit from the English literacy sessions, each year</li><li>The initiative employs differently abled teachers to teach the children, for best impact</li></ul>	<div>10 hearing-impaired teachers</div> <div>Benefited from the program<sup>1</sup></div> <div>150 students</div> <div>Benefited from the program</div>
<div><div>Room to Read</div><ul style="list-style-type: none"><li>Providing quality education to marginalized students</li></ul></div>	<ul style="list-style-type: none"><li>Set up libraries across municipal schools during the first year of the program</li><li>Distributed books across schools in Mumbai during the year</li><li>Distributed literacy kits containing stationery items</li></ul>	<div>17 Libraries set up</div> <div>2,500 students and 105 teachers</div> <div>Benefited through distribution of 12,149 books across 17 schools</div> <div>2,152 Literacy kits provided to students</div>

FOCUS AREA	CONTRIBUTIONS
<div><div>Erehwon Orbit Shift Foundation</div></div>	Financial contributions to Erehwon Orbit Shift Foundation aided the central government in its initiative, named Atal Innovation Mission (AIM). AIM is one of the most prominent initiatives of the Government of India which aims to create and promote a culture of innovation and entrepreneurship throughout the country.
United Way of Hyderabad	Funded the fellowship of talented table tennis players through the partners

We focused our initiatives this year toward COVID-19 relief. We contributed to the state governments' relief funds, government-run COVID Hospitals and Police Foundations. Funds were also channelized towards Parkinson's Disease and Movement Disorder Society (PMCMS).





Durgam Cheruvu Lake, post our makeover interventions.



#### DURGAM CHERUVU LAKE, HYDERABAD

We endeavored on a fruitful and sustained partnership with Telangana State Industrial Infrastructure Corporation (TSIIC) Limited and Greater Hyderabad Municipal Corporation (GHMC) to maintain the lake, that we had converted from an algae-ridden waterbody to a healthy one.

#### Objective of the project at start:

- Create a working and active waterfront development
- Ensure the existing fabric of the area is unaltered
- Protect and enhance the biodiversity of the Lake and its surroundings
- Adopt an ecologically sensitive approach to proposed interventions
- Adopt a low-carbon footprint approach

#### The project was completed in two phases:

- **Phase I:** We initiated cleaning and maintenance of the lake to avoid hyacinths to re-surface
- **Phase II:** We created a 2.5 km jogging and cycling track around the lake, with a central median for benches and signboards situated in between the two tracks. We also created a play area for children, yoga corner, kiosks and toilet facilities around the lake

**FY21 focus:** To ensure upkeep of the upgradation and makeover undertake, we invested time and effort in ensuring the area was maintained, despite challenges from the pandemic.

#### WORDS OF ACKNOWLEDGMENT FROM OUR NGO PARTNERS



Thank you for supporting us in these trying times, especially when the pandemic has wrecked havoc in the country. By supporting us you have believed in our cause of making the deaf financially self-reliant and help them contribute to the mainstream society by educating them, enabling them and thus, empowering them by giving them suitable placements.

**Pratibha K. Rao,**  
Chief Operating Office,  
DEEDS Public Charitable Trust



At Room to Read, we feel honored to partner with MindSpace to bring quality educational opportunities to children in the underserved communities in India. We thank you for your continued commitment towards our mission of aiding in child education and gender equality in education.

**Sourav Banerjee,**  
Country Director,  
Room to Read India



We want to acknowledge team Raheja in their efforts to come forward and join hands with us in lake and ecological conservation in Hyderabad. We appreciate the positivity with which you brought together the community, NGOs and environmentalists for the beautification of Durgam Cheruvu

**Hari Chandana Dasari,**  
Additional Commissioner  
(CSR), Greater Hyderabad  
Municipal Corporation



All thanks to the timely funding, the mission to transform the impact of ATL<sup>1</sup> has gotten off to a flying start and we are on track. What we, especially value and respect is the conviction of Raheja Builders to support a pioneering project of this nature

**Rajiv Narang,**  
Erehwon ORBIT-SHIFT  
Foundation

<sup>1</sup>Atal Tinkering Labs

## Keeping tenants engaged and motivated

The year was marked by unforeseen circumstances arising from the global pandemic. Amid this situation, we realized that tenant engagement is going to play a pivotal role in keeping them motivated throughout the year.

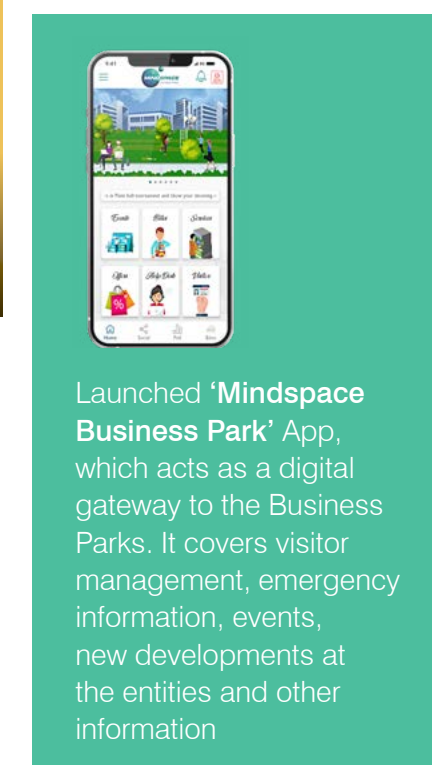


Glimpse of our 'HIIT' wellness program for tenants

#### TENANT ENGAGEMENT INITIATIVES

- Participated in industry webinars on topics like 'The changing dynamics of the workplace', 'Rebuilding the construction sector' and 'Leveraging benefits of REITs in the new era', among others, to create brand awareness, thought leadership and engage with existing and prospective tenants and industry bodies
- Initiated employee engagement journey digitally with #MindspaceMeetups, wherein we organized digital weekend engagement initiatives for the people working across our parks such as dance, fitness and cooking
- Disseminated mailers communicating about our recognition for safety amidst the pandemic with the help of the British Safety Council certifications among the tenants

- Focused on social media by putting up multiple updates during the lockdown period. We further continue to post at least twice a week on our handles, giving out crucial information, celebrating special occasions, or posting topical news and brand information
- Introduced contactless entry for the people working across our Parks with the help of the Mindspace Business Parks App. The first 500 people to download the app were also gifted free masks. Further, people could also setup visitor requests through the app



Launched 'Mindspace Business Park' App, which acts as a digital gateway to the Business Parks. It covers visitor management, emergency information, events, new developments at the entities and other information

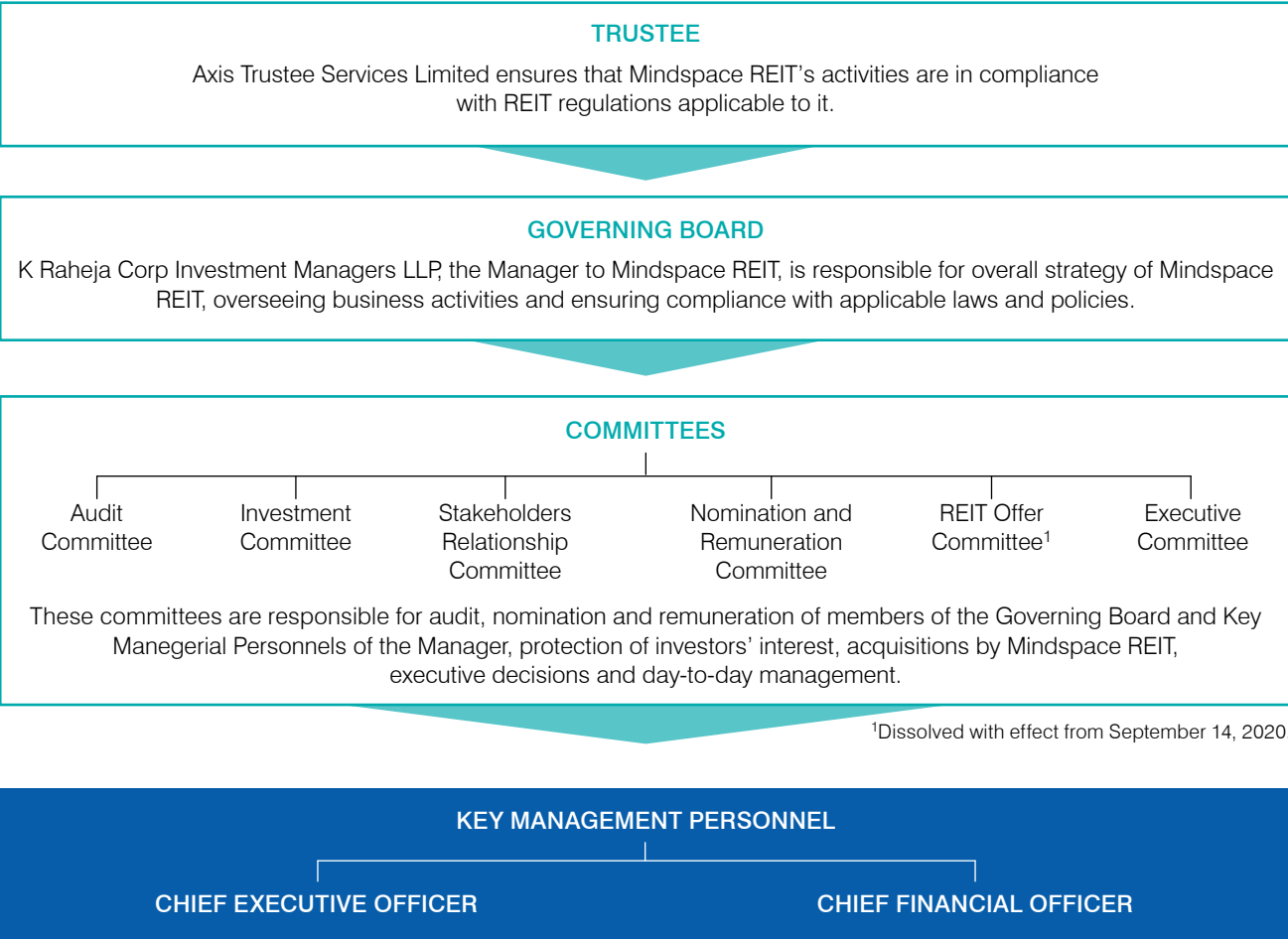


Governance

Ensuring transparency and accountability

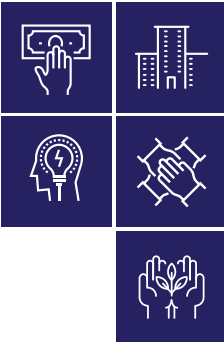
Accountability, fairness and transparency with all its stakeholders are the guiding principles of governance framework of Mindspace Business Parks REIT aimed at creating sustainable and long-term value for its stakeholders. The Governing Board oversees the implementation of strategies, conducts periodic reviews vis-à-vis set objectives, and suggests course correction in case of deviations.

CORPORATE GOVERNANCE FRAMEWORK



Our Manager ensures timely and efficient compliance by implementing robust systems, processes and policies. Our policies can be accessed here: [www.mindspacereit.com/the-manager/#page4](http://www.mindspacereit.com/the-manager/#page4)

We believe a firm governance structure plays a pivotal role in managing our business, drive performance and create value responsibly. The various processes, policies and trainings set the foundation for delivering on our ESG priorities and assessing the way forward for the business.



Our Board diversity, training on governance practices and governance-related focus areas are listed and detailed here:

**A DIVERSE BOARD**

Comprises experts from tax, regulatory, investment banking and other domains

Marked by age diversity

**BOARD'S INVOLVEMENT IN STRATEGY AND POLICY FORMULATION**

- Decides the priorities, sets goals and objectives for the management
- Considers and approves management proposals around strategy, policies and budgets
- Oversees implementation of the strategy by the management through periodic reviews
- Considers and approves the business plan and assesses deviations thereof

**ENSURING INDEPENDENCE OF THE BOARD**

- 50% of the Governing Board is independent
- Majority members of all the Committees of the Governing Board including the Chairperson, except the Stakeholders' Relationship Committee, are independent
- Independent valuer undertakes valuations of all properties on half yearly basis

**ADOPTION OF FAIR ACCOUNTING AND BUSINESS PRACTICES**

- Sponsors and sponsor group are prohibited from voting on related party transactions in which they are interested
- Appointing statutory auditors and internal auditors from the 'Big four accounting firms'
- Mindspace REIT and Asset SPVs have adopted Related Party Transactions (RPT) policy as per which all RPTs are undertaken at arm's length and in compliance with applicable laws. These are approved by the Audit committee of Mindspace REIT and disclosed to stock exchanges where units of Mindspace REIT are listed, and to unitholders
- Detailed quarterly financials prepared and disclosed to stock exchanges





Industry landscape

# Grade A office market overview

India’s office real estate landscape has changed significantly from standalone buildings with no amenities to large corporate parks with focused amenities. Developer's focus on Grade A commercial developments, support by institutional investors and increasing demand from multinational tenants led to the onset of this trend.

These new-age parks offer amenities such as cafeterias, conference room facilities and multi-purpose sport courts, among others. We also see the focus shifting to developing sustainable workspaces which are equipped with stringent safety norms. Due to better amenities for occupiers and scalability options, the larger campuses tend to command a premium over standalone buildings and enjoy a higher and more stable occupancy and

attract superior tenants and are also preferred by the millennials.

The office market in India is driven by access to cost-effective, English-speaking, skilled labor at unmatched scale. The office market comprises various sub-segments such as IT, commercial and Special Economic Zones (SEZs).

EVOLUTION OF INDIAN OFFICE MARKET

Period	Pre-2000	2000-2007	2008 onwards
			
Key tenants	<ul style="list-style-type: none"><li>Industrial houses</li><li>Banks</li><li>Government bodies</li><li>Corporate headquarters</li></ul>	<ul style="list-style-type: none"><li>Financial services</li><li>Technology companies, back-offices, call centers</li></ul>	<ul style="list-style-type: none"><li>GCCs</li><li>Frontliners of technology development</li></ul>
Building type	<ul style="list-style-type: none"><li>Small standalone building</li><li>Small floor plates</li><li>Limited scalability options</li><li>Largely occupier owned</li></ul>	<ul style="list-style-type: none"><li>Campus-led developments</li><li>Emergence of leasing as a favorable option by occupiers</li><li>Demand for scalability options</li></ul>	<ul style="list-style-type: none"><li>Developments with superior amenities</li><li>Large floor plates</li><li>Focus on governance</li><li>Green sustainable buildings</li></ul>

45%

India accounts for 45% of Global GCCs

1,400

GCCs

81%

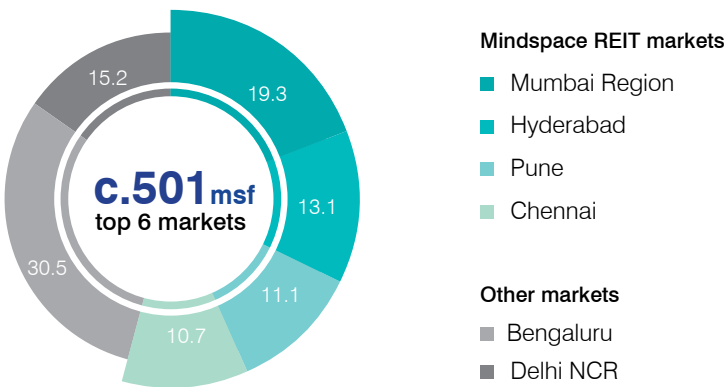
Lower cost structure than US Tier-II cities

Source: India Commercial Real Estate Overview report by Cushman & Wakefield dated June 08, 2020 and May 04, 2021.

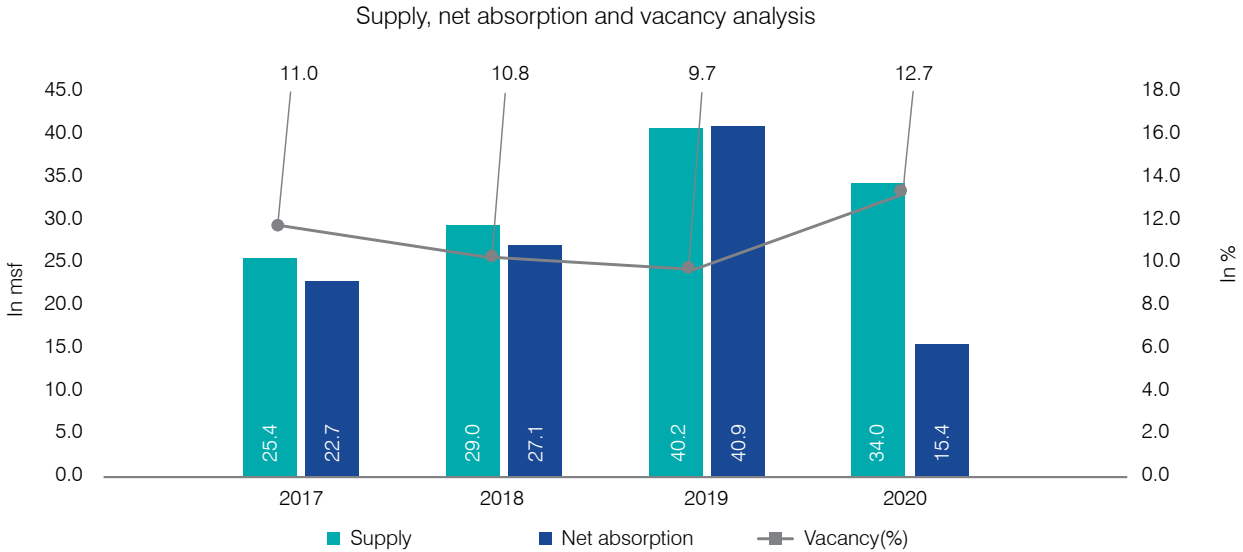
PRESENCE IN BEST PERFORMING MICRO MARKETS

Top six markets in India comprised c. 501 msf of Grade A completed stock as of December 31, 2020. Mindspace REIT is present in four of the top six markets (Mumbai Region, Hyderabad, Pune and Chennai). Net absorption during CY20 stood at 15.4 msf, our micro-markets constituted 61.9% of the net absorption during the year. These cities have exhibited strong underlying growth fundamentals such as economic and employment growth, diverse pool of tenants, educated workforce, robust transportation infrastructure and favorable demand and supply trends.

COMPLETED STOCK FOR TOP 6 MARKETS (%)



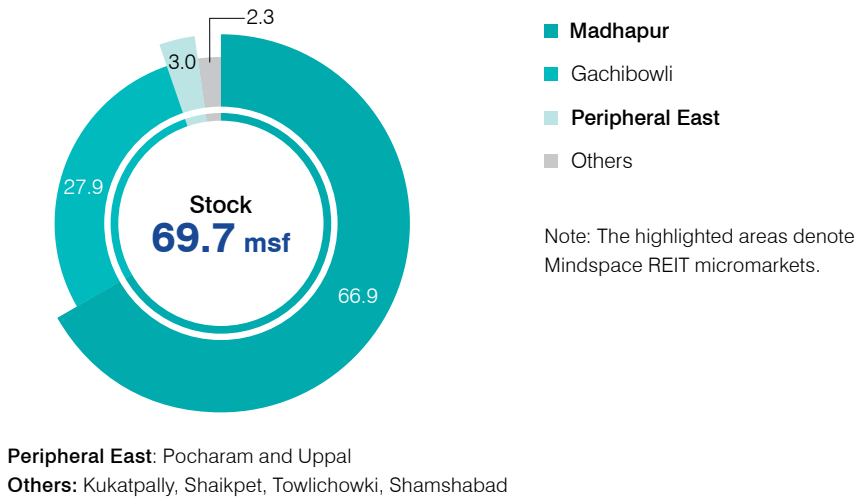
TRENDS IN TOP SIX INDIAN MARKETS



HYDERABAD

The growth in Hyderabad city's economic base (primarily establishment of technology sector) has altered the real estate dynamics in the city. Positive commercial outlook of the city, expansion of existing tenants within the city and entry of new tenants during 2015-2019 has led to compression in vacancy levels. The technology and financial services sectors are the key demand drivers.

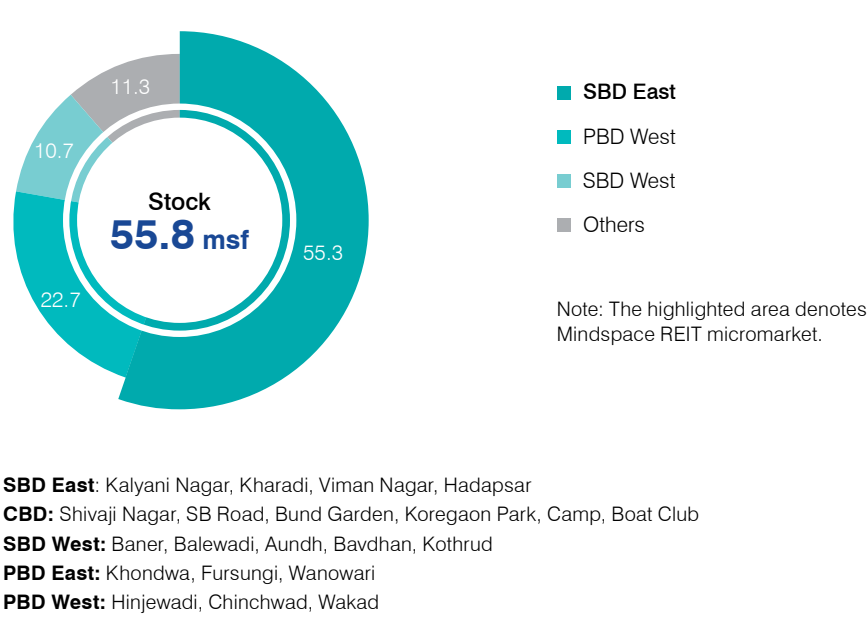
COMPLETED STOCK (%)



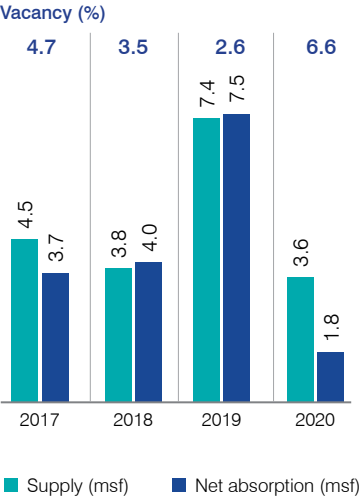
PUNE

Over the past decade, there has been an influx of IT companies which has changed the face of the city. Also, over the past 2 years, there has been an increase in the number of financial technology firms expanding their base in the city. The key drivers for the market include good quality offices, educated workforce and well-developed social infrastructure.

COMPLETED STOCK (%)



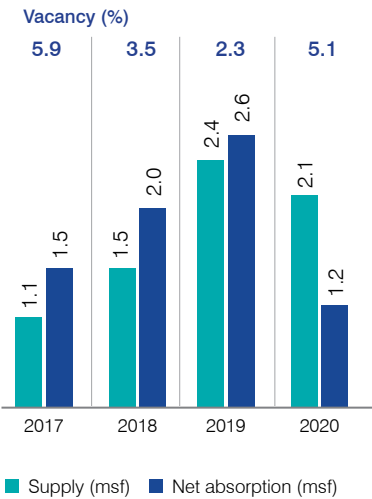
KEY UPDATES – Madhapur



- Most preferred office micro-market in Hyderabad due to good physical and social infrastructure
- Delay in supply expected for the next 6-12 months
- Pre-commitment levels continue to be strong
- Rentals are expected to remain stable over the next 12 months

2 Mindspace REIT assets

KEY UPDATES – SBD East



- One of the best performing micro-markets of the city
- Presence of strong social and physical infrastructure and proximity to the international airport make it a preferred commercial destination
- Vacancy, albeit at single digit, has increased marginally due to the impact of pandemic
- Rentals held up in CY20 and expected to remain stable over the next 12 months

3 Mindspace REIT assets

LONG-TERM FUNDAMENTALS OF THE OFFICE INDUSTRY REMAIN INTACT

Short-term headwinds

Deferment of large consolidation	Demand uncertainty to continue for 3-4 quarters	Higher focus on health and safety measures	Gradual recovery expected in leasing activity	Construction delays, limited access to capital to affect future market supply	Rentals broadly estimated to remain unchanged
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Medium- to long-term recovery

Preference to operate from secured office environments	Global business relocation due to cost advantages and availability of talent pool	Shift to Grade A assets with campus styled development, high on COVID-19 and other health and safety protocols	Upward rental movement expected with a more sustained return of demand
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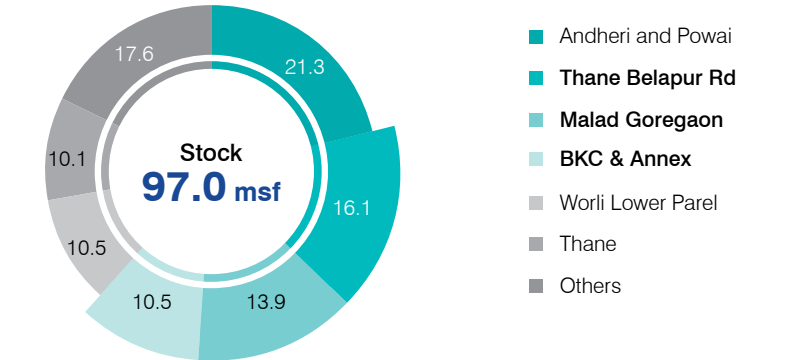
Source: India Commercial Real Estate Overview report by Cushman & Wakefield dated May 04, 2021.



MUMBAI REGION

Mumbai is India’s financial and commercial capital. The presence of vibrant capital and money markets makes the city the first choice of entry for financial services firms. It is also a hub for global in-house centers (GICs)/ captive centers (GCCs) of many investment banks. The technology and financial services sectors are the key demand drivers.

COMPLETED STOCK (%)



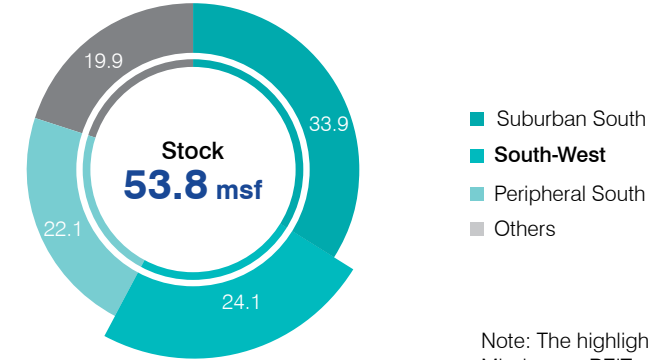
Eastern Suburbs: Vikhroli, Kanjurmarg, Bhandup, Mulund;  
Central Suburbs: Sion, Chembur, Wadala, Kurla

Note: The highlighted areas denote Mindspace REIT micromarkets.

CHENNAI

Demand for commercial office is mainly driven by the technology, Banking, Financial Services and Insurance (BFSI) and healthcare and pharmaceutical sectors. Other demand drivers include skilled talent pool and established institutions, and well-developed social infrastructure.

COMPLETED STOCK (%)

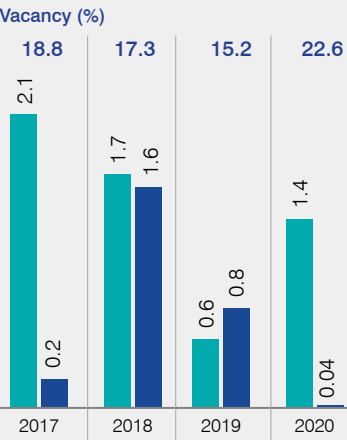


Note: The highlighted area denotes Mindspace REIT micromarket.

**CBD:** Anna Salai, Nungambakkam, RK Salai  
**Off-CBD:** T.Nagar, Alwarpet, Kilpauk, Egmore, Chetpet, Royapettah, Kotturpuram  
**Peripheral South:** Sholinganallur, Thoraipakkam, Navalur, Siruseri, Padur  
**Suburban South:** Perungudi, Taramani, Thiruvanniyur, Velachery  
**South West:** Guindy, Ashok Nagar, Vadapalani, Manapakkam, Ekkaduthangal, Porur  
**North West:** Ambattur, Padi, Annanagar, Koyambedu, Arumbakkam  
**Peripheral South-west:** Singaperumalkoil, Tambaram, Guduvanchery, Perungalathur, Pallavaram, Pallavaram Thoraipakkam Corridor, Pallikaranai

KEY UPDATES – MICRO-MARKETS

Thane Belapur Road



Malad – Goregaon



BKC and Annexe



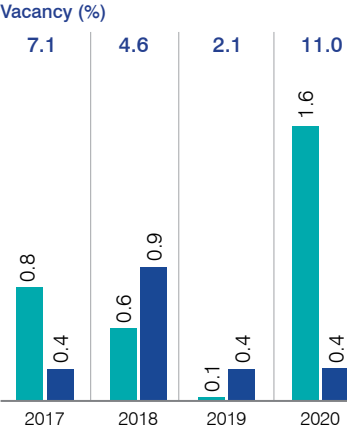
- Established corridor with large commercial/IT developments with proximity to major business, social and transportation hubs
- Witnessing an increasing traction from BFSI companies
- Vacancy is currently high primarily due to new supply and subdued demand

- Demand has significantly increased over the past few years owing to demand from GCCs, technology and professional services companies
- Vacancies have declined steadily through 2017 to 2020 and expected to decline due to high pre-commitments
- Limited supply and sustained demand led to an increase in rentals, although rentals have remained flat in 2020

- Mumbai’s financial hub and one of the most established commercial micro-markets
- Rentals have seen moderate correction during the pandemic
- Limited supply possible due to limited availability of land

4 Mindspace REIT assets

KEY UPDATES – South West



- Good connectivity and well-developed social infrastructure
- Rents largely remain stable in CY20
- Current demand subdued due to pandemic
- Vacancy expected to come down post an increase in CY20

1 Mindspace REIT assets

Source: India Commercial Real Estate Overview report by Cushman & Wakefield dated May 04, 2021.





Our properties

# Mindspace Madhapur, Hyderabad

Mindspace Madhapur is Hyderabad’s largest Grade A Business Park. The park is equipped with a full suite of high-end support services and amenities. Geographically well placed in the largest micro-market in Hyderabad, the park offers excellent connectivity to various modes of transport including metro, rail, road network and airport.

TENANT PROFILE

86

Total tenants

56.7%

Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

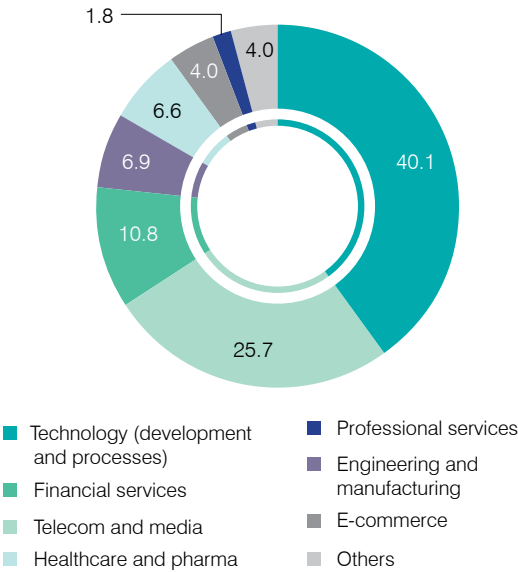
Note: Above information is as on March 31, 2021.



KEY AWARDS AND RECOGNITIONS

- Five Star Rating from British Safety Council
- IGBC Green Campus certification of Gold Rating in 2018

TENANT MIX (as a % of GCR)



TOP 10 TENANTS

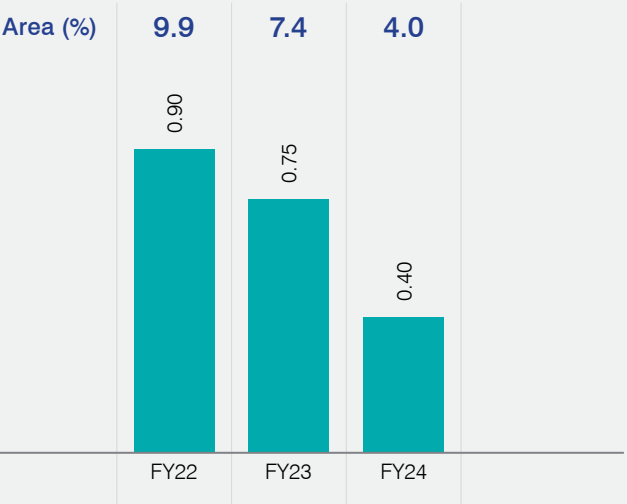
Qualcomm	Wipro
Verizon	UTC
Cognizant	Amazon
BA Continuum	J.P. Morgan
CSC	UHG

Note: Above information is as on March 31, 2021.  
¹Pertains to 89% ownership of Mindspace REIT

KEY STATISTICS



LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)





Our properties

# Mindspace Airoli East, Mumbai Region

Mindspace Airoli East is the largest business park in Mumbai Region and has transformed the commercial office space in the Thane-Belapur Road micro-market. Strategically located near Airoli Railway Station, it is a significant node of the IT corridor. The micro-market has emerged as the preferred location for office tenants because of its proximity to the large residential catchment areas of Thane and Navi Mumbai, affordable rentals and robust connectivity. The scale of this asset, campus-styled development and ease of connectivity have made Mindspace Airoli East a preferred location for office tenants.

TENANT PROFILE

26

Total tenants

88.2%

Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

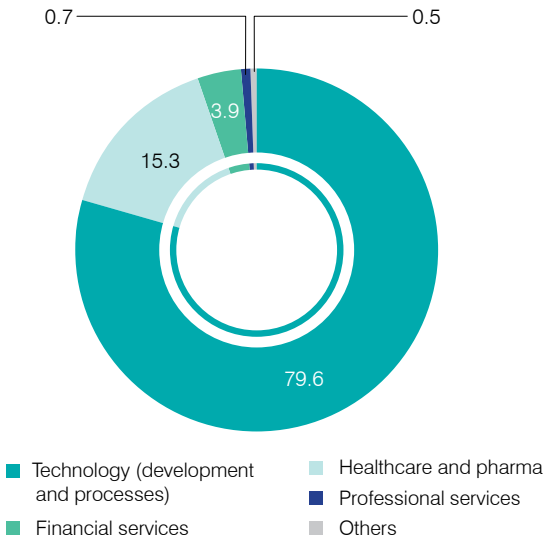
Note: Above information is as on March 31, 2021.



KEY AWARDS AND RECOGNITIONS

- 'British Safety Council's Five Star Rating
- 'Best Sustainable Project of the Year – Commercial' by Golden Brick Award 2019
- 'Most Environment-Friendly Commercial Space of the Year' by Realty Plus Conclave and Excellence Award 2019
- ISO 45001 certification

TENANT MIX (as a % of GCR)

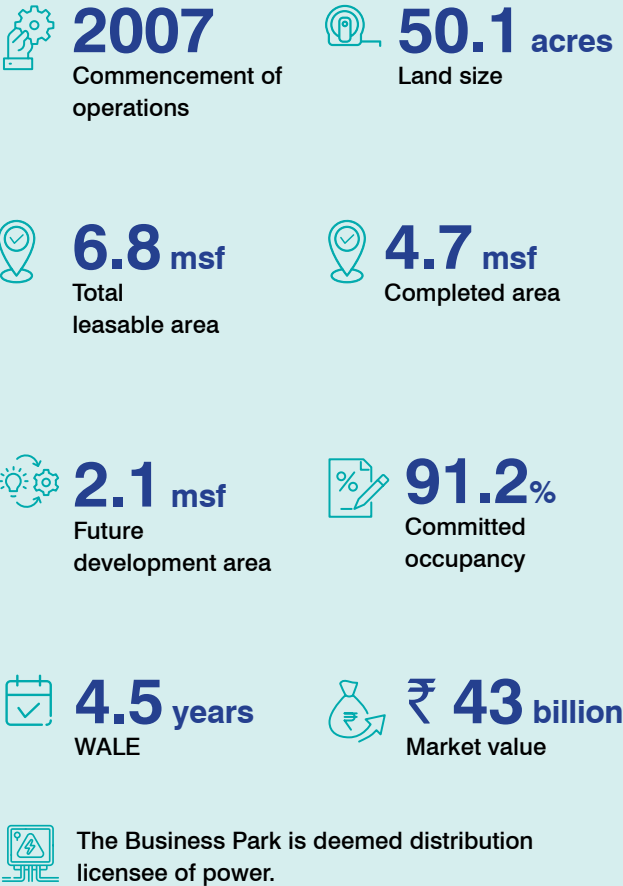


TOP 10 TENANTS

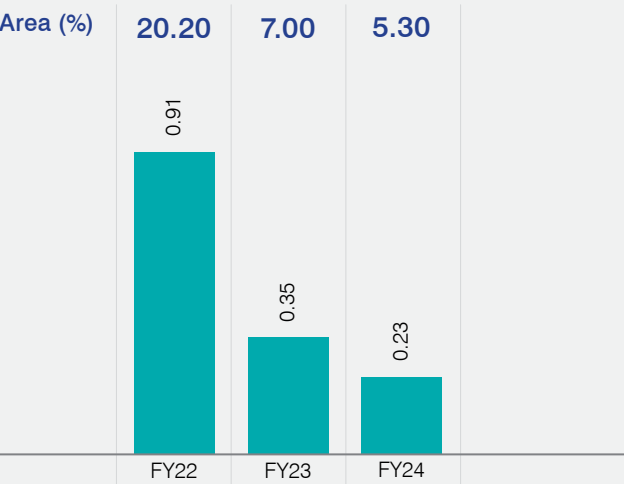
Accenture	Syntel
L&T	eClerx
Cognizant	Inventurus
Wipro	Gebbs
Citius	DST Worldwide

Note: Above information is as on March 31, 2021.

KEY STATISTICS



LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)





Our properties

# Mindspace Airoli West, Mumbai Region

The second largest business park in Mumbai Region, Mindspace Airoli West is located near the Airoli railway station and close to the upcoming international airport. This Business Park provides high-quality infrastructure and amenities with superior support services.

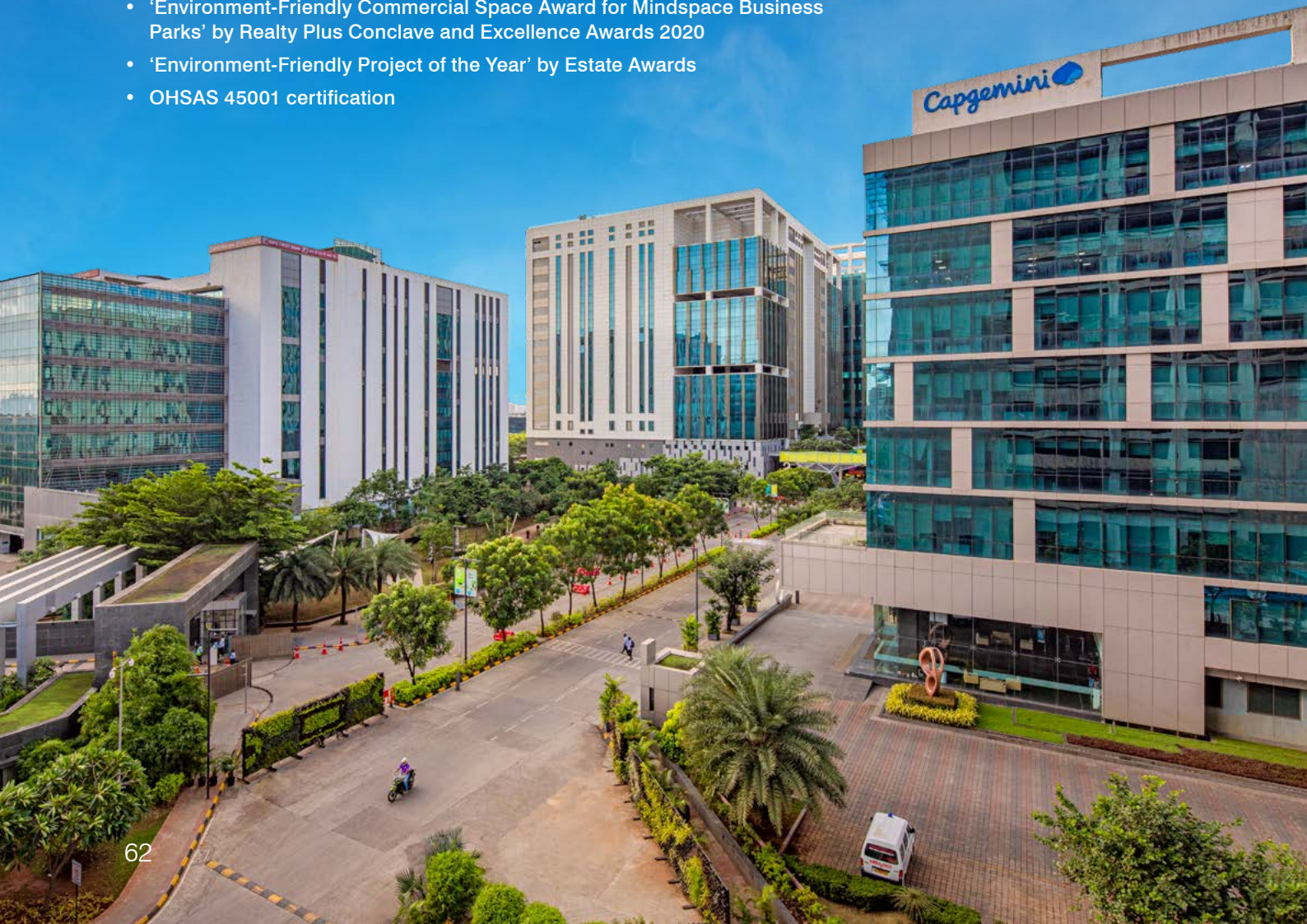


Entered into Agreement with Princeton Digital to lease 0.63 msf for data center

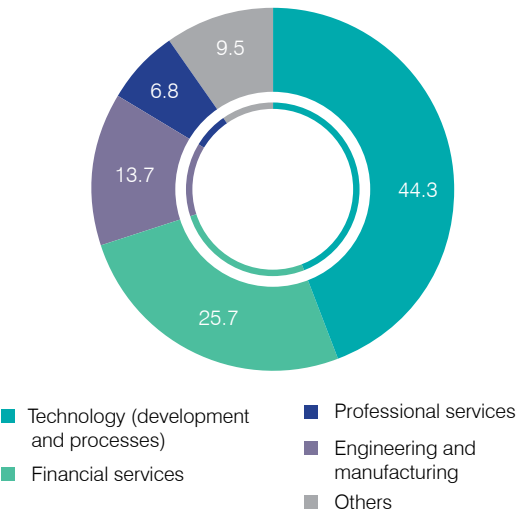


Key Awards and Recognitions

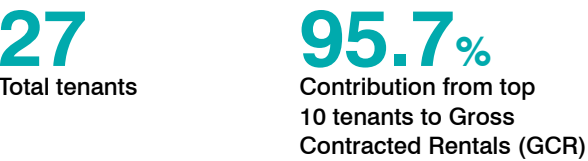
- ‘Sword of Honour’ and Five Star Rating from British Safety Council
- ‘Environment-Friendly Commercial Space Award for Mindspace Business Parks’ by Realty Plus Conclave and Excellence Awards 2020
- ‘Environment-Friendly Project of the Year’ by Estate Awards
- OHSAS 45001 certification



TENANT MIX (as a % of GCR)



TENANT PROFILE



TOP 10 TENANTS

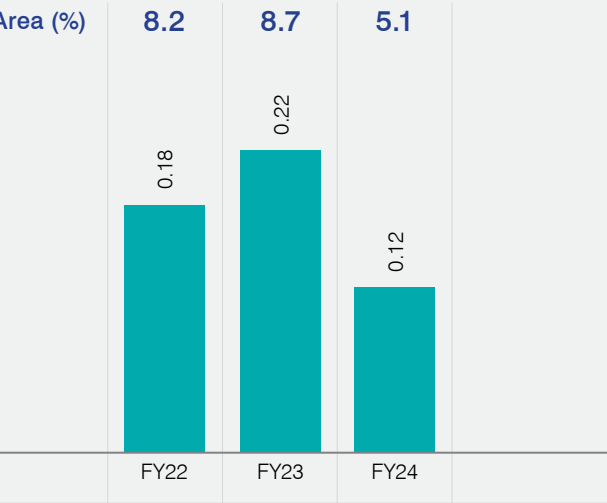
Accenture	GeP
Worley Parsons	Atos India
Axis	Alight
Here Solution	IDFC
UBS	CMA CGM

Note: Above information is as on March 31, 2021.

KEY STATISTICS



LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)





Our properties

# Gera Commerzone Kharadi, Pune

Located in the established micro-market of Pune, Gera Commerzone Kharadi is proximal to railway station, Pune International Airport, and the upcoming metro station. Designed using the ‘biophyllic’ model, it focuses on the inherent connection between humans and nature, the central consideration when designing the project, where employee health and well-being has been kept at the core.

TENANT PROFILE

5  
Total tenants

Note: Above information is as on March 31, 2021.



This property has also bagged the following recognition:

- Three buildings in the asset are LEED pre-certified, one of which is Platinum certified and another two are Gold certified
- 'Best Commercial Project of the year' by Realty Conclave Excellence award 2021 (Pune)

TOP 5 TENANTS

Barclays	UPS
Allstate	Mindcrest
BP	

KEY STATISTICS

**2017**  
Commencement of constructions

**25.8 acres**  
Land size

**2.6 msf**  
Total leasable area<sup>1</sup>

**1.3 msf**  
Completed area

**0.7 msf**  
Under construction area

**0.6 msf**  
Future development area

**2**  
Completed buildings

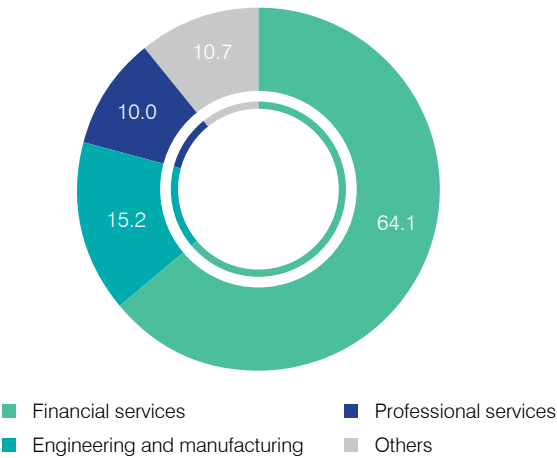
**93.1%**  
Committed occupancy

**11.0 years**  
WALE

**₹ 19 billion**  
Market value

<sup>1</sup>Represents Asset SPVs share of area

TENANT MIX (as a % of GCR)



LEASE EXPIRY PROFILE

Gera Commerzone Kharadi has recently commenced operations and does not have any contractual expiries till FY24.

Note: Above information is as on March 31, 2021.



Our properties

Commerzone  
Yerwada, Pune

This business park is strategically located in the eastern micro-market of Pune and is in proximity to the railway station, the international airport, and the upcoming metro station. This is a sought-after office address and provides an easy access to the dominant commercial and residential areas in Pune.

TENANT PROFILE

**20**  
Total tenants

**91.1%**  
Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

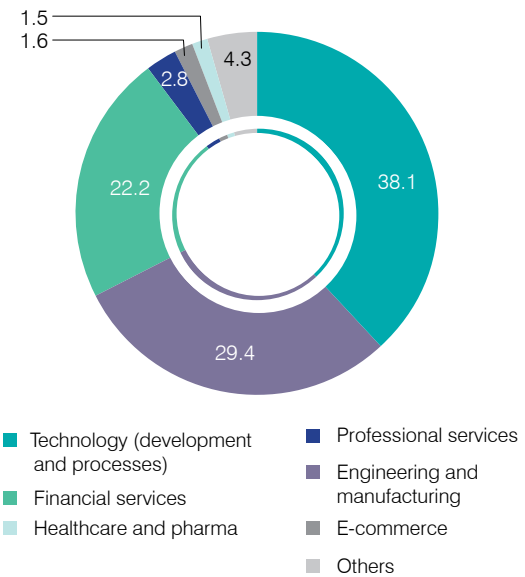
Note: Above information is as on March 31, 2021.



KEY AWARDS AND RECOGNITIONS

- 'Sword of Honour' and Five Star Rating from British Safety Council
- 'Best Commercial Business Park' by Realty Plus Conclave and Excellence Award 2018
- ISO 45001 certification

TENANT MIX (as a % of GCR)



TOP 10 TENANTS

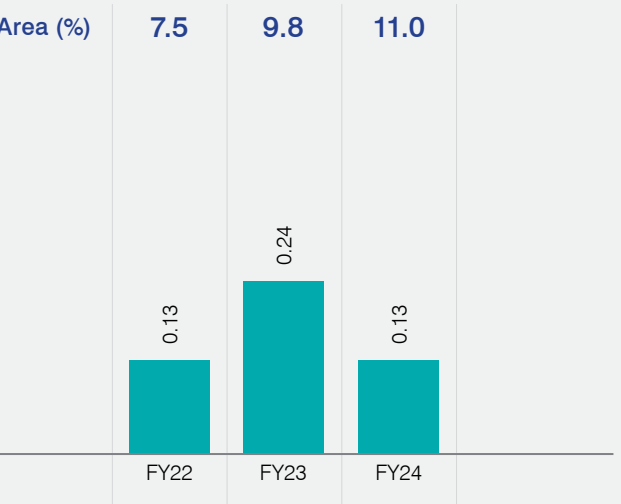
Schlumberger	TIBCO
Nvidia	Eduspark
UBS	AEGIS Ltd
BNY Mellon	KPMG
TCS	DST Worldwide

Note: Above information is as on March 31, 2021.

KEY STATISTICS



LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)







Our properties


# The Square Signature Business Chamber (Nagar Road), Pune


The Square, Nagar Road is a landmark Grade A asset in Pune which was transformed from a mall into an office park equipped with latest technology and collaborative workspaces. It is strategically-located within the eastern quadrant of Pune. The park currently houses Fiserv and Amazon as tenants.


KEY STATISTICS


**2015**  
Commencement of operations


**10.1 acres**  
Land size


**0.8 msf**  
Total leasable area

**0.7 msf**  
Completed area

**0.1 msf**  
Under construction area

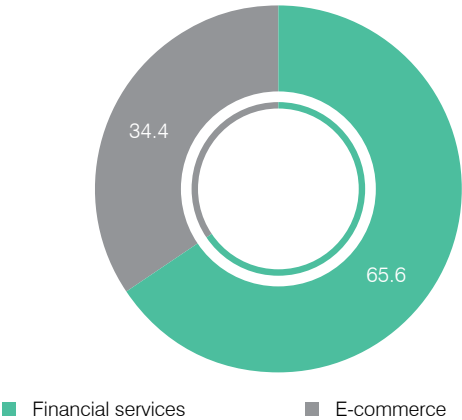
**100.0%**  
Committed occupancy

**5.5 years**  
WALE

**₹ 8 billion**  
Market value

OUR PROPERTIES

TENANT MIX (as a % of GCR)



LEASE EXPIRY PROFILE

The Square, Nagar Road, does not have any contractual expiries till FY24.

Note: Above information is as on March 31, 2021.



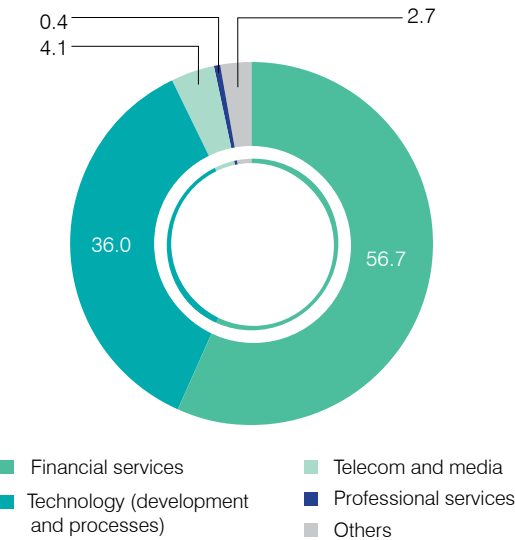
Our properties

# Paradigm Mindspace Malad, Mumbai Region

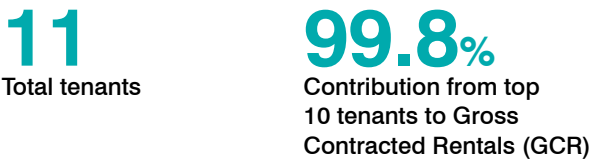
Paradigm Mindspace Malad has transformed the Malad-Goregaon micro-market into an evolved urban precinct of Mumbai Region. The location is proximal to residential areas, the upcoming metro, as well as multiple suburban railway stations.



TENANT MIX (as a % of GCR)



TENANT PROFILE



TOP 10 TENANTS

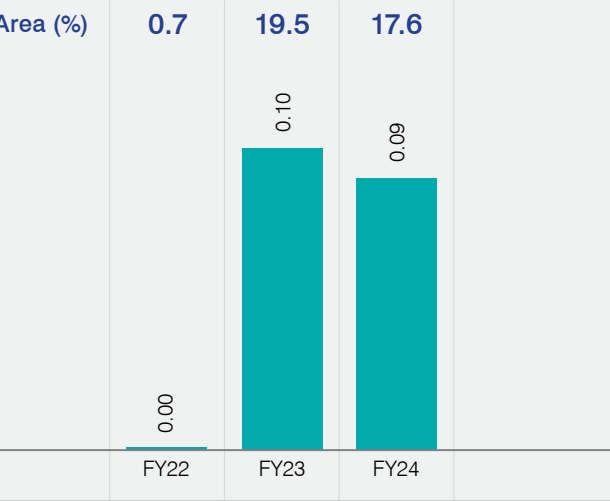
J.P. Morgan	Glocal Junction
Firstsource	Alphasense
Tech Mahindra	Matrix
Travelex	Zibanka
NYVFX	HTT Pool

Note: Above information is as on March 31, 2021.

KEY STATISTICS



LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)







Our properties


# Mindspace Pocharam, Hyderabad


Mindspace Pocharam is a Grade A, independent office located in a key micro-market of Hyderabad. This micro-market is well connected to other parts of the city through the Outer Ring Road and Warangal Highway and has several residential developments. As of March 31, 2021, Mindspace Pocharam houses Genpact as a tenant who belongs to the technology sector.


KEY STATISTICS


**2012**  
Commencement of operations


**1.0 msf**  
Total leasable area


**0.4 msf**  
Completed area

**0.2 msf**  
Under construction area

**0.4 msf**  
Future development area

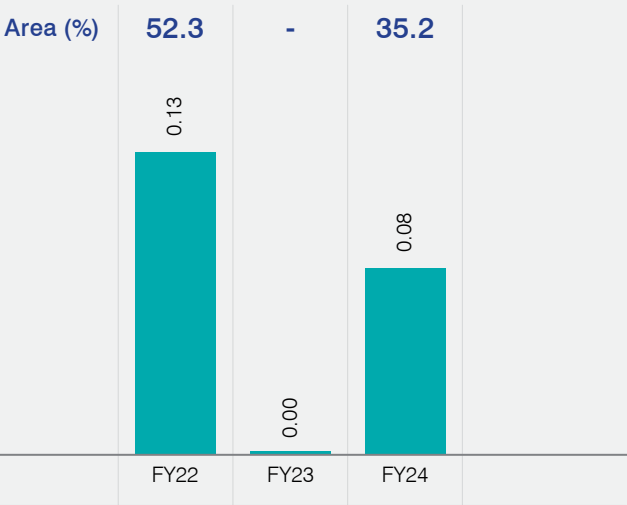
**71.1%**  
Committed occupancy

**1.8 years**  
WALE

**₹ 3 billion**  
Market value

OUR PROPERTIES

LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)



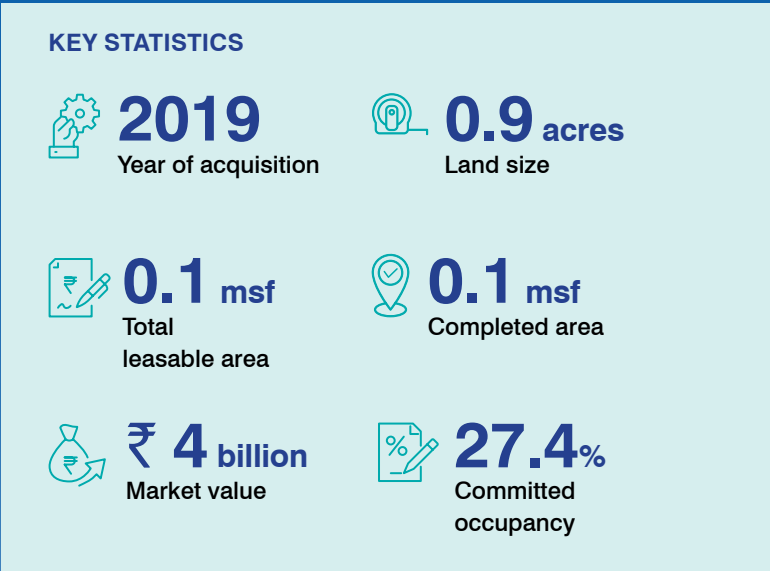
Note: Above information is as on March 31, 2021.



Our properties

The Square, Avenue 61 (BKC), Mumbai Region

The Square, BKC is an iconic office building located in the sophisticated micro-market of Bandra Kurla Complex (BKC). Proximity of the asset to domestic and international airports and its excellent connectivity to rest of the city, augments its attractiveness. During the financial year, we entered into Letter of Intent with a large MNC to lease part of the asset.



Note: Above information is as on March 31, 2021.



Perspective

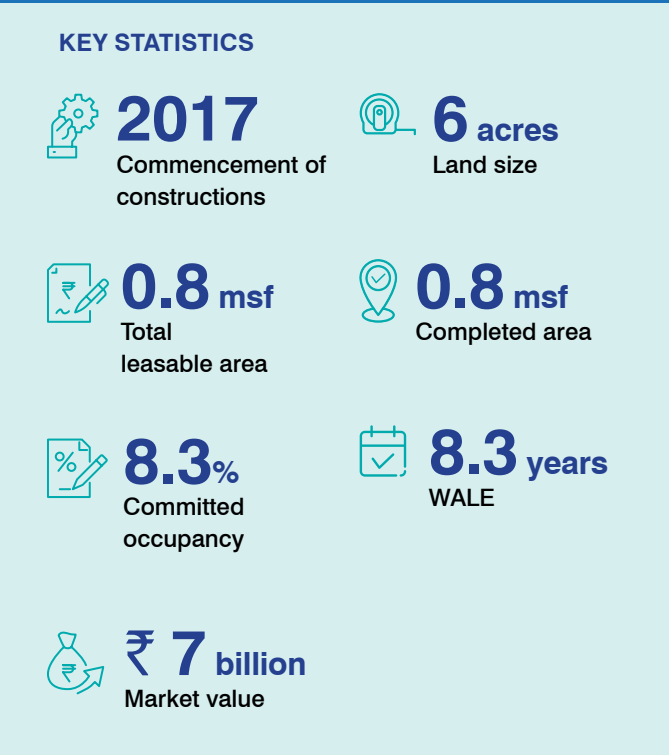
Commerzone Porur, Chennai

Commerzone Porur was completed in June 2020. It is the entity's flagship commercial offering purposefully located in the South West Chennai micro-market, which is close to the central business district and the Chennai International Airport.

The asset is currently partially leased to NPCI which is in financial services industry. We have also entered into 'Letter of Intent' with one more tenant. We continue to engage in active discussion for further leasing.

LEASE EXPIRY PROFILE

Commerzone Porur does not have any contractual expiries till FY24.



Note: Above information is as on March 31, 2021.





## Investor association

# Building enduring relationships on trust

Investor Relations function at Mindspace Business Parks REIT aims to ensure effective, two-way communication between various stakeholders, develop a robust disclosure framework and contributing towards further development of REIT as a financial product in India.



### Strategic approach to IR

- Multi-pronged analyst and investor engagement
- Integrating investor and analyst feedback
- Global peer benchmarking
- Active interactions with regulators and through industry associations
- Aiming towards integrated and holistic reporting



### Outcomes

- Increased investor confidence
- Enhanced corporate governance
- Improved liquidity
- Wider reach to investor community
- Transparent and robust communication
- Achievement of fair value

## KEY INVESTOR ENGAGEMENT FOR FY21

# 7,901

Unitholders on the day of listing

# 9,824

Unitholders as on March 31, 2021

# 24%↑

Expansion of unitholders

# 8

Conferences and roadshows attended

# 60+

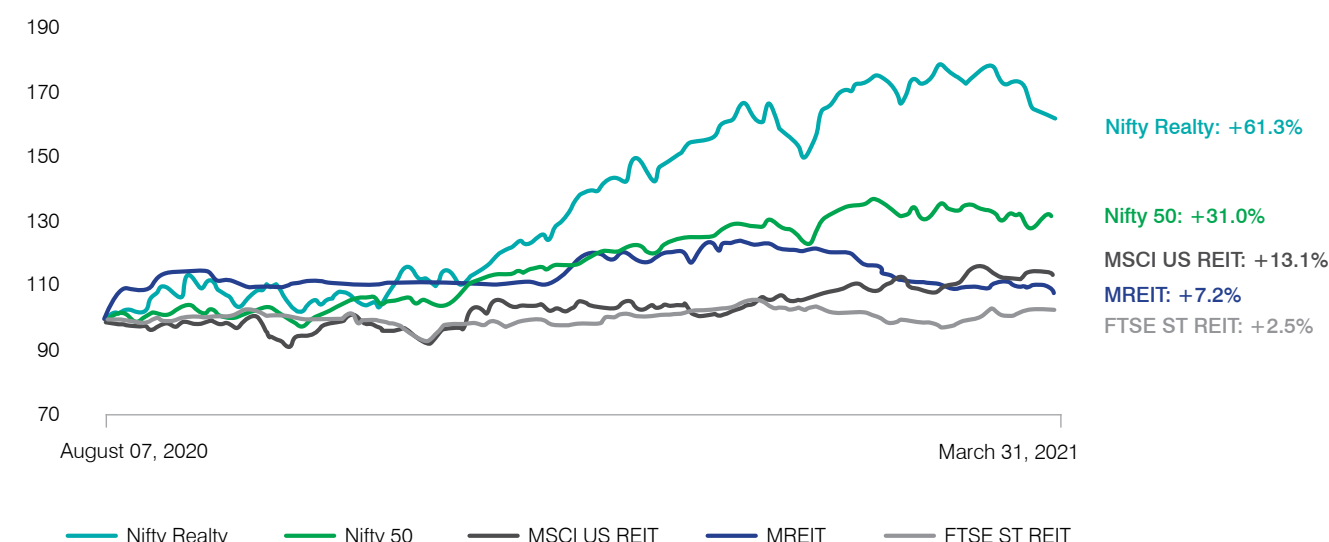
Total investors interacted with

# Index Inclusion

"MSCI India Domestic Small Cap Index" and various other MSCI and FTSE indices

## STABLE PRICE PERFORMANCE

Price movement of Mindspace REIT since listing



## KEY INVESTOR ENGAGEMENT

We actively engage with sell-side analysts and institutional investors through virtual meetings and conference calls. Besides, quarterly earnings conference calls, we participate in local and overseas investor conferences and non-deal roadshows to meet unitholders and potential investors. Apart from such engagements, we also conduct site visits to our properties for fund managers and analysts.

## WEBSITE

Our corporate website is constantly updated to ensure that investors can access relevant and up-to-date information about Mindspace REIT. All information uploaded on Stock Exchanges is made available on our website. Unitholders with queries relating to Mindspace REIT or their unitholding may contact the Investor Relations / Compliance department through website.

[www.mindspacereit.com/](http://www.mindspacereit.com/)





7.3%

Unit price appreciation over offer price

7.0%

Distribution yield (Annualized)

11

Analyst covering Mindspace REIT

WIDE RESEARCH ANALYST COVERAGE

Broking House

- Ambit Capital
- Bank of America
- CITI Research
- Credit Suisse
- ICICI Securities
- IIFL Securities
- JM Financial
- Kotak Securities
- Morgan Stanley
- Nirmal Bang
- UBS Securities

UNIT PRICE AND TRADING STATISTICS

Key Statistics

	NSE	BSE
Opening Price (₹) (August 07, 2020)	302.0	304.0
Closing Price (₹) (March 31, 2021)	294.9	294.7
52 Weeks High (₹)	342.0	348.0
52 Weeks Low (₹)	292.1	292.4
Market Capitalization		
₹ million	174,863	174,757
US\$ million	2,381	2,379
Average Daily Trading Volume		
Units	638,564	58,810
₹ million	200	18
US\$ million	3	0.3
Units		
Total Outstanding	593,018,182	
Public Free Float	218,121,101	

Exchange rate considered US\$1 = ₹ 73.4 as on March 31, 2021

Appreciations and recognitions

Recognized for excellence



- ⑥ Commercial Project of the Year-12<sup>th</sup> Realty+ Conclave and Excellence Awards 2021

Gera Commerzone Kharadi, Pune
- ⑦ Most Environment-Friendly Commercial Space 2020 West Region Realty+ Conclave and Excellence Awards 2020

Mindspace Airoli (West), Mumbai Region
- ⑧ Environment-Friendly project of the year - Commercial category- 12<sup>th</sup> Edition of Estate Awards, by Franchise India

Mindspace Airoli (West), Mumbai Region
- ⑨ Most Environment-Friendly Commercial Space 2020 South Region Realty+ Conclave and Excellence Awards 2020, South

Commerzone Porur, Chennai
- ⑩ ISO 9001 & 45001 Certification

Mindspace Airoli (East), Mindspace Malad, Commerzone Yerwada and Mindspace Madhapur



Corporate Information

INFORMATION OF THE CONTACT PERSON

<b>Rohit Bhase</b> <b>Compliance Officer</b>  Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400 051.  Tel: +91-22-2656 4000 Fax: +91 22 2656 4747  Email id: <a href="mailto:reitcompliance@mindspacereit.com">reitcompliance@mindspacereit.com</a>	<b>Kedar Kulkarni</b> <b>Finance and Investor Relations</b>  Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400 051.  Tel: +91-22-2656 4000 Fax: +91 22 2656 4747  Email id: <a href="mailto:ir@mindspacereit.com">ir@mindspacereit.com</a>
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REGISTRAR AND TRANSFER AGENT

<b>KFin Technologies Private Limited</b>  Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana  Toll free number: 1-800-309-4001  E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  Investor grievance e-mail: <a href="mailto:kraheja.reit@kfintech.com">kraheja.reit@kfintech.com</a>  Website: <a href="http://www.kfintech.com/">www.kfintech.com/</a>	<b>Axis Trustee Services Limited</b>  SEBI Registration No. IND000000494 Address - Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025.  Tel: +91-22-6230 0451  Website: <a href="http://www.axistrustee.com">www.axistrustee.com</a>  E-mail: <a href="mailto:debenturetrustee@axistrustee.com">debenturetrustee@axistrustee.com</a>
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DEBENTURE TRUSTEE

<b>IDBI Trusteeship Services Limited</b>  SEBI Registration No. IND000000460 Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001.  Tel: +91-22-4080 000  Website: <a href="http://www.idbitrustee.com">www.idbitrustee.com</a>  Email: <a href="mailto:rmitra@idbitrustee.com">rmitra@idbitrustee.com</a> , <a href="mailto:mandeep@idbitrustee.com">mandeep@idbitrustee.com</a>
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Statutory Disclosure

Details of all the disclosures as specified in Regulation 23(4) and Schedule IV are as mentioned below:

Sr. No.	Sections	Details/Page
1	Manager's brief report of activities of the REIT and summary of the audited stand alone and consolidated financial statements for the year of the REIT (Refer note 1)	5, 26, 27 & 149 to 269
2	Management discussion and analysis by the directors of the manager on activities of the REIT during the year, forecasts and future course of action	82 to 94
3	Brief details of all the assets of the REIT including a break-up of real estate assets and other assets, location of the properties, area of the properties, current tenants (not less than top 10 tenants as per value of lease), lease maturity profile, details of Under-Construction Assets. if any	12 to 15, 20 to 25 & 58 to 75
4	Brief summary of the full valuation report as at the end of the year	270 to 333
5	Details of changes during the year pertaining to: a. Addition and divestment of assets including the identity of the buyers or sellers, purchase/sale prices and brief details of valuation for such transactions b. Valuation of assets (as per the full valuation reports) and NAV c. Letting of assets, occupancy, lease maturity, key tenants, etc. d. Borrowings/ repayment of borrowings(standalone and consolidated) e. Sponsor, manager, trustee, valuer, directors of the Trustee/manager/sponsor, etc. f. Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of REIT g. Any other material change during the year	There has been no addition or divestment of assets in the year ended March 31, 2021. 26, 27 & 270 to 333 15, 21 to 23 & 58 to 75 172 to 177, 190 & 231 to 238 Refer Note 2 No Change No Material Change
6	Update on development of under-construction properties, if any	24
7	Details of outstanding borrowings and deferred payments of REIT including any credit rating(s), debt maturity profile, gearing ratios of the REIT on a consolidated and standalone basis as at the end of the year	92 to 93, 172 to 177 & 231 to 238
8	Debt maturity profile over each of the next 5 years and debt covenants, if any	92, 172 to 177 & 231 to 238
9	The total operating expenses of the REIT, including all fees and charges paid to the manager and any other parties, if any during the year	153 & 195
10	Past performance of the REIT with respect to unit price, distributions and yield for the last 5 years, as applicable	Listed on NSE & BSE on August 07, 2020 - Data from August 07, 2020 to March 31, 2021 disclosed; 77 & 78
11	Unit price quoted on the Designated Stock Exchanges at the beginning and end of the financial year, the highest and lowest unit price and the average daily volume traded during the financial year	77 & 78
12	12.1 Details regarding the monies lent by REIT to the holding company or the special purpose vehicle in which it has investment in 12.2 Details of all related party transactions during the year, value of which exceeds five per cent of value of the REIT assets	169 to 170 180 to 185 & 265 to 269
13	Details of fund raising during the year, if any	91
14	Brief details of material and price sensitive information	Not applicable
15	Brief details of material litigations and regulatory actions which are pending, against the REIT, sponsor(s), manager or any of their associates and sponsor group(s) and the trustee], if any, as at the end of the year	99 to 133
16	Risk factors	95 to 98
17	Information of the contact person of the REIT	80

<b>Note:</b>
1. The financial statements of the Manager for the year ended March 31, 2021, have not been disclosed in this report, since there is no material erosion in the Manager's net worth as on March 31, 2021, compared to March 31, 2020, as judged by Axis Trustee Services Limited, Trustee of Mindspace REIT.
2. Change in Sponsor Group - Inorbit Malls (India) Private Limited, Ivory Properties and Hotels Private Limited and K. Raheja Private Limited offered all their Units under offer for sale and do not hold any units as on March 31, 2021, due to which they have ceased to forming part of the Sponsor Group.  There is no change in Trustee/ Manager/ Sponsor/Valuer and change of Directors in Trustee/ Manager/ Sponsor for the full year ended March 31, 2021.



# Management Discussion and Analysis



The discussion and analysis of our financial condition and results of operations that follow are based on our Audited Consolidated Financial Statements of Mindspace REIT and the Asset SPVs (together known as “Mindspace Group”) for the year ended March 31, 2021 and March 31, 2020 prepared in accordance with Indian Accounting Standards and applicable REIT regulations.

The acquisition of Asset SPVs by Mindspace REIT was effected on July 30, 2020. Consequently, consolidation of financials of these Asset SPVs with Mindspace REIT has been done effective August 01, 2020. Consolidated FY21 numbers therefore reflect 8 months financial performance of the Asset SPVs while Consolidated FY20 numbers do not consider any consolidation of financial performance of the Asset SPVs. Hence, the numbers for FY20 and FY21 are not comparable. However, for comparison purpose, in the section **Comparison of Pro Forma Financial Numbers and Movement in revenue from operations and NOI by assets**, we have provided pro forma Revenue from Operations and Net Operating Income for the twelve month period from April 01, 2020 to March 31, 2021 and for the twelve month period from April 01, 2019 to March 31, 2020.

This discussion contains forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from those forecasted and projected. The ‘Risk Factors’ section included in this Annual Report discusses a number of factors and contingencies that could affect our financial conditions and results of operations. All the financial numbers in this section have been rounded off to the nearest million unless otherwise stated.

### MINDSPACE REIT OVERVIEW

Mindspace REIT owns a quality office portfolio across four key office markets of India, i.e. Mumbai Region, Pune, Hyderabad and Chennai. The portfolio comprises five integrated business parks and five quality independent offices. With a total leasable area of 30.2 msf (23.9 msf completed; 2.1 msf under construction; 4.3 msf future development), it is one of India’s largest Grade-A office portfolios. Mindspace REIT’s focus is on building a community-based ecosystem to meet the demands of “new-age businesses” while maintaining high safety and quality standards. Our parks are distinguished by their scale and thus making us the preferred partner of both domestic and foreign multinational corporations.

These assets are located in the established micro-markets, with proximity and/or connectivity to major business, social, and transportation infrastructure. We have built a significant presence in the portfolio markets where we operate and have meaningfully contributed to the evolution of these markets.

**30.2 msf**  
Total leasable area as of  
March 31, 2021



As of March 31, 2021, the portfolio is well diversified with 164 tenants. Our diversified tenant base comprises a mix of Indian and foreign multinationals, including affiliates of Accenture, BA Continuum, JP Morgan, Amazon, Schlumberger, UBS, Facebook, Barclays and BNY Mellon, among others. No single tenant contributes more than 7.0% of gross contracted rentals. While tenants from the technology sector have traditionally comprised and continue to comprise our largest tenant base, we have diversified sectoral mix of our tenants with increasing share of non-technology sector tenants by c. 10.4% over the last four fiscal years. Technology, financial services and telecom and media constitute our three largest sectors with contribution to Gross Contracted Rentals of 44.2%, 19.9% and 11.2%, respectively as on March 31, 2021. Approximately 82.9% and 35.0% of Gross Contracted Rentals come from leading multinational corporations and Fortune 500 companies, respectively. In furtherance of our diversification strategy, we have also forayed into offering spaces to data center operators.

Our constant endeavor is to achieve high tenant retention, growth/consolidation of our existing tenants in our portfolio via its integrated eco-system offering, active asset management, high standards of health and safety, asset enhancement programs, and delivery of uniform service experience through its in-house facility management division. Our long-standing relationship with our tenants has helped the portfolio see our tenants grow across various parks within the portfolio. Our focus on constant engagement with our existing and potential tenants, even during the current pandemic times, has helped attract new tenants to our parks as well as retain most of our existing tenants.

**6.0 Years**  
Weighted Average Lease Expiry (WALE)  
as of March 31, 2021



To keep our parks energized and meet the changing needs of the millennials, we effectively used the period of low physical occupancy due to COVID-19 to accelerate our asset enhancement program at our parks in Madhapur and Airoli East. Our endeavor is to provide our tenants with a renewed experience when they get back to their workspaces after situation starts returning to normalcy.

At Mindspace REIT, sustainability is at the core of our business objectives and we strongly believe sustainable practices shall help us create long-term value for our stakeholders. At present 36 of our buildings are “Green Certified” by LEED or IGBC, including one pre-certified building. The key sustainability initiatives include a constant drive to achieve energy efficiency, improved air quality management, focus on renewable energy, water conservation and recycling measures etc. During the year, we became the first real estate entity in India to commit to the Climate Group's EV100 initiative with a target to achieve 100% electric mobility by 2030 at all our parks. Our CSR programs endeavor to be relevant to the communities we operate in. We continue to assist government in restoration and redefining the lake front of Durgam Cheruvu, Hyderabad. Our strong belief in the power of education to change lives has helped us bring various literacy interventions to children of under-privileged communities. During the year, we partnered with “Room to Read”, a literacy initiative and supported “DEEDS” trust reaching out to over 2,500 students.

#### Successful Listing in August 2020

Mindspace REIT was successfully listed on the Indian stock exchanges on August 07, 2020 amid the global pandemic and consequent headwinds for the commercial real estate sector. The overwhelming investor response to Mindspace REIT's IPO reflected the investor confidence in our business model and robust long-term fundamentals of the sector. The issuance garnered huge subscription from domestic non-institutional investors which is reflective of the acceptance of REITs as long-term investment instruments by these investors.

**13x**  
IPO subscription

#### FY21 HIGHLIGHTS

- Leased 3.5 msf of commercial space including 1.3 msf of new area (pre-leased and committed); achieved average re-leasing spreads of 19.1% on 2.2 msf of re-leased space
- Diversified our tenant mix by leasing 0.6 msf to one of Asia's leading data center operators at Airoli (West), Mumbai Region
- Total leasable area increased by 0.7 msf primarily on account of data center development
- Increase in in-place rent by 8.0% to ₹ 55.9 psf per month primarily on account of contractual escalations, achievement of MTM potential via re-leasing of area at higher rent and leasing of new area at market rent
- Grew completed portfolio by 0.9 msf primarily by adding new space at Commerzone Porur, Chennai
- Undertook strategic asset enhancement at our Madhapur and Airoli East assets, to energize the parks, improve tenant experience, keep the parks ready to meet the changing needs of millennials
- Proactively implemented stringent safety norms and technologies for ensuring business continuity for tenants
- Received prestigious Sword of Honour from British Safety council for Mindspace Airoli, West, Mumbai Region and Commerzone Yerwada, Pune
- Committed to the Climate Action Group on its EV100 initiative, first real estate entity from India to join the initiative. Mindspace REIT offers 950+ electric vehicle charging points across its parks
- Contributed to various education initiatives including “Room to Read” and “Deeds Public Charitable Trust” benefiting over 2,500 students and 115 teachers including students with hearing impairment
- Continued effective partnership with Telangana State Industrial Infrastructure Corporation Ltd. (TSIIC) and Greater Hyderabad Municipal Corporation (GHMC) to redefining the lake front of the Durgam Cheruvu Lake, Hyderabad
- Facilitating COVID-19 relief via contributions towards CM's relief fund, Municipal Corporation Covid Hospital, Mumbai Police Foundation

**₹ 848 million**  
Invested to upgrade/  
renovate portfolio

#### THE CURRENT BUSINESS BACKDROP AND THE CHANGING BUSINESS DYNAMICS

Beginning March 2020, the COVID-19 pandemic brought major global economies including India to a standstill. Health and safety of our people and tenants became our primary focus. We have constantly engaged with our tenants to ensure their business continuity through the pandemic. Our parks remained operational through the lockdown following all the guidelines laid out by the central and local government authorities.

Our facility management team proactively implemented stringent safety measures, including app-based screening and monitoring, thermal scanning, and advanced technologies such as use of UV towers for disinfection, use of MERV 13 filters in all Air Handling Units (AHUs) and touch-less elevators, among others. We also utilized the low physical occupancy situation to re-energize our business parks, which makes us well prepared to meet the demand for high-quality ready-to-move-in office spaces in the new normal.

As we await moderation of the second wave, we continue to be engaged with our tenants and health and safety is our priority. The pace and efficacy of the ongoing vaccination drive and flattening of the curve of daily new infections is expected to play a crucial role in bringing back businesses to normalcy. Our business has demonstrated high degree of resilience during this disruption, and we remain confident of the long-term fundamentals of Grade A commercial real estate in India.

#### Accelerating digital transformation benefiting technology companies and upcoming data center demand

Technology companies provided the tools to facilitate business continuity as the world moved to a remote working environment. Demand for digital transformation services is gaining further momentum as businesses focus on strengthening their resilience and relevance.

NASSCOM research suggests the technology services industry is estimated worth \$194 billion in FY21 and has seen net hiring remain robust even during the pandemic. The tech hiring outlook is expected to remain positive in 2021 coupled with growth in global tech spends. Global multi-nationals are increasingly looking at India as an innovation and knowledge centre. The Indian technology industry recovery is expected to strengthen further in 2021 due to factors including:

- Growing demand for migrating workloads (storage/processing) to public cloud
- Increased client spending for improvement in IT services
- Larger deal sizes
- Prediction of 5G-related IT spending

As a leading provider of intellectual capital globally, India remains an attractive market, backed by its deep talent pool, cost arbitrage, and sub-dollar rentals. Mindspace REIT is expected to benefit from this trend as technology companies continue to form a significant part of our occupier mix with high focus on Global Capability Centers (GCCs).

Another emerging trend has been the demand for data center spaces. NASSCOM in its report, 'India – The Next Datacentres Hub' highlights the growing potential of Indian data center market. It is expected to see investments grow at



a CAGR of 5% (c. 2x the global market) reaching \$4.6 billion per annum by 2025. India's benefit is driven by significant cost advantage both in construction and operations, growing online market and international connectivity, majority investments in Tier IV data centers. Mumbai, Chennai, Hyderabad are amongst the key markets for the industry. Faster implementation of the draft data center policy is expected to further enhance growth potential of the industry.

Preference for Grade A workspaces focusing on safety and well-being

Shared accommodations, smaller homes, poor infrastructure and concerns over data security are likely to remain key deterrents to the work from home model in India in the long term. Further, workplaces are important platforms to congregate and collaborate. In addition, globally, discussions around employee wellness and stringent safety norms have gained prominence, which are expected to help demand for Grade A workspaces once the normalcy returns. We are observing the new normal unfold closely. Consolidation of office market is inevitable, with annual supply contracting and tenants turning towards office spaces that rank high on safety protocols and enjoy the reputation and trust.

Business challenges and our approach to mitigating these

While economic, social, regulatory environment continues to pose challenges to every business, the Manager has a comprehensive risk management framework in place to mitigate the impact of these challenges. The Manager constantly assesses the changing business dynamics and implements appropriate measures to ensure business continuity and growth. Further, comprehensive compliance and governance structure, focus on sustainable business practices, constant stakeholder engagement shall contribute to the long-term business sustainability and value creation.

Risks and concerns

Risks and concerns affecting our operations are captured in section 'Risk Factors' on page number 95 to 98.

BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Please refer Basis of preparation stated in Consolidated financial Statements on page number 208 to 209.

Summary of significant accounting policies

Please refer Significant Accounting Policies stated in Consolidated financial Statements on page number 209 to 222.

Principal components of consolidated statement of profit and loss

Our revenue from operations comprises the following sources: (i) facility rentals; (ii) income from maintenance services; (iii) revenue from works contract services; (iv) revenue from power supply; and (v) other operating income.

Facility rentals

Revenue from facility rentals comprises the base rental from our properties, fit-out rentals and income from car parking and others and certain Ind-AS adjustments to reflect the impact of straight lining of leases and discounting of security deposits.

- **Base rentals:** Base rentals comprise rental income earned from the leasing of our assets
- **Fit-out rentals:** For some of our tenants, we provide customized alterations and enhancements as per the tenants' requirements. For such properties, we recover the value of the fit-outs provided through fit-out rentals
- **Income from car parking and others:** Primarily, includes income from car park, kiosks, signage, ATMs, promotional events, among others

Income from maintenance services

Income from maintenance services consists of the revenue that we receive or is receivable from tenants for the Common Area Maintenance (CAM) services provided as per the terms of agreement with the tenants, and also includes revenue from common area maintenance services provided to third parties, if any, located within the assets.

Revenue from works contract services

Revenue from works contract services includes revenue earned from construction of building for the tenants based on their specification and requirements.

Revenue from power supply

Revenue from power supply includes income from supply of power to tenants within the notified SEZ.

Other operating income

Other operating income primarily includes (i) interest income from finance lease, which comprises interest income from fit-out rentals where such leases are classified as finance leases. Leases are classified as finance leases when substantially all the risks and rewards of ownership is transferred to the lessee; (ii) income from sale of surplus construction material and scrap; and (iii) service connection charges for power supply and other charges.

Interest income

Our interest income comprises the following sources: interest income on (i) loans to body corporates; (ii) fixed deposits with banks; (iii) electricity deposits; (iv) income-tax refunds, and (v) others.

Other income

Our other income primarily comprises: (i) gain on redemption of preference shares; (ii) gain on redemption of mutual fund units; (iii) Liabilities no longer required written back and (iv) miscellaneous income.

Expenses

Our expenses primarily comprise: (i) cost of work contract services (ii) cost of power purchased (iii) employee benefit expenses (iv) cost of property maintenance services (v) repairs and maintenance (vi) other expenses (vii) finance cost (viii) depreciation and amortization expenses

Cost of work contract services

Cost of work contract services is the expenses incurred towards construction of a building, based on agreed specifications and requirements, pursuant to the works contract executed by KRC Infra with respect to the portion of land owned by the counterparty.

Cost of power purchased

Cost of power purchased is cost incurred for purchase of power, transmission charges and related expenses with respect to supply of power to tenants within the notified SEZ.

Employee benefits expenses

Employee benefits expenses primarily include salaries and wages, contribution to provident and other funds, gratuity expense, compensated absences and staff welfare expenses.

Cost of property management services

Cost of property management services primarily include expenses incurred for facility maintenance services.

Repairs and maintenance

Repairs and maintenance expenses primarily include expenses incurred on repairs and maintenance of buildings and plant and machinery and electrical installation.

Other expenses

Other expenses primarily comprise property tax, electricity, water and diesel charges, brokerage and commission, business support fees paid to the KRC group, rates and taxes, corporate social responsibility expenses and business promotion and advertisement expenses.

Earnings before finance costs, depreciation and amortization, regulatory income/expense and tax

We have elected to present earnings before finance costs, depreciation and amortization regulatory income/expense and tax as a separate line item on the face of the statement of profit and loss.

EBITDA is generally defined as net profit before interest expense, taxes, depreciation and amortization. However, Ind AS 114 (Regulatory Deferral Accounts) requires the movement in all regulatory deferral account balances to be distinguished from other income and expenses. Hence, for the purpose of Consolidated Financial Statements, included in this Annual Report, net movement in regulatory deferral account balances has been disclosed separately in the Statement of Profit and loss after 'Profit before rate regulated activities and tax' and thus does not form part of EBITDA.

Depreciation and amortization expenses

Depreciation and amortization expenses comprise the depreciation of property, plant and equipment; depreciation

of investment property; amortization of intangible assets and amortization of right of use of assets.

Finance costs

Finance costs primarily comprise: (1) interest expenses on (i) borrowings from banks and financial institutions; (ii) debentures; (iii) lease liability; and (iv) others; (2) unwinding of interest expenses on security deposits; and (3) other finance charges. We capitalize borrowing costs in relation to under construction properties. Once construction is completed, the interest cost is charged to our statement of profit and loss, causing an increase in finance costs.

Regulatory income/expense

As a deemed power distribution licensee in the SEZ area, some of our Asset SPVs charge tenants tariff on power consumption that is pre-approved by the state regulatory authority, Maharashtra Electricity Regulatory Commission (MERC). Accordingly, on an annual basis, we file a tariff petition for the succeeding year based on projected expenses and revenue for that year. MERC reviews the tariff petition and approves expenses and revenue in compliance with the tariff regulations. Subsequently, we submit our audited accounts to MERC to undertake a truing up process, wherein MERC compares the actual expenses and revenue with the approved expenses and revenue for the past year, and allows total revenue gap / (surplus) to be recovered in the succeeding year's tariff. As a result, there is an increase/(decrease) in succeeding year's tariff based on past year's revenue gap/(surplus), and this change is referred to as impact on account of true-up. Such revenue gap/(surplus) for the past year is recorded as regulatory income/expense in the financials.

Tax expense

Tax expense comprises: (1) current tax; (2) deferred tax charge (net); and (3) MAT credit entitlement.

The Indian Income Tax Act provides companies an option to discharge their income tax liability at a concessional rate of 25.17% (including cess and surcharge) subject to fulfilment of certain conditions which includes opting out of other applicable tax holiday claims/ incentives/ tax exemption and utilizing MAT credit ("New Tax Regime"). With respect to the Consolidated Financial Statements as of and for the year ending March 31, 2021, and for the year ending March 31, 2020, we have not opted for the New Tax Regime and continue to discharge our income tax liability as per the existing tax regime.

Comparison of Pro Forma Financial Numbers Pro forma revenue from operations

(₹ million)	FY21		FY20	
	Pro forma	Share (%)	Pro forma	Share (%)
Facility rentals	13,241	81.3%	11,995	77.4%
Maintenance services	2,463	15.1%	2,838	18.3%
Revenue from power supply	460	2.8%	527	3.4%
Other operating income	129	0.8%	141	0.9%
<b>Total Revenue from Operations*</b>	<b>16,293</b>	<b>100.0%</b>	<b>15,501</b>	<b>100.0%</b>
Direct Operating Expenses#	2,552	15.7%	3,244	20.9%
<b>Net Operating Income</b>	<b>13,741</b>	<b>84.3%</b>	<b>12,257</b>	<b>79.1%</b>

\*Excludes revenue from works contract services in Gera Commerzone Kharadi and Sundew

#Include net margin from works contract



Pro forma revenue from operations increased by 5.1% from ₹ 15,501 million in FY20 to ₹ 16,293 million in FY21 primarily on account of:

- an increase in pro forma facility rentals from ₹ 11,995 million to ₹ 13,241 million
- offset by a decrease in pro forma income from maintenance services from ₹ 2,838 million to ₹ 2,463 million
- offset by a decrease in revenue from power supply from ₹ 527 million to ₹ 460 million

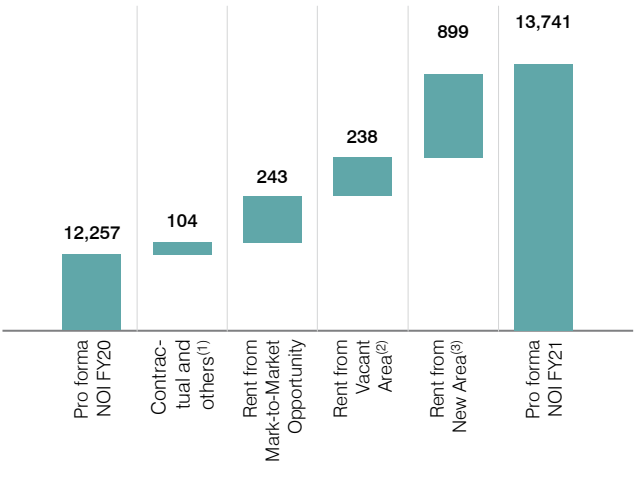
During FY21 we achieved,

- Gross leasing of 3.5 msf area
- New leasing of 1.3 msf area
- Contracted lease escalations on c. 8.2 msf area
- Re-leasing spread of 19.1% over 2.2 msf area

Pro forma direct operating expenses (including net margin from works contract) decreased by 21.4% from ₹ 3,244 million in FY20 to ₹ 2,552 million in FY21 as against an increase of 5.1% in Pro forma revenue from operations. This led to an increase in Pro forma NOI margin from 79.1% to 84.3%.

The optimization of pro forma direct operating expenses was primarily on account of higher net CAM recovery of ₹ 937 million in FY21 versus ₹ 532 million in FY20 due to a substantial reduction in CAM expenses owing to limited tenant occupancy.

Movement in NOI (in ₹ million)



This graph is not to scale

(In ₹ million)	Amount	% Explained
Pro forma NOI FY20	12,257	
Impact of:		
Contractual and others <sup>(1)</sup>	104	7.0%
Rent from Mark-to-Market Opportunity	243	16.4%
Rent from Vacant Area <sup>(2)</sup>	238	16.0%
Rent from New Area <sup>(3)</sup>	899	60.6%
Pro forma NOI FY21	13,741	

Notes:

1. Include contractual escalations, reduction in rent on account of area vacated; others primarily include NOI from in-house facility management division, Fit-out Income/Income from Finance Lease Receivable, Net Power Income, impact of Ind AS adjustments, downtime vacancy allowance and other direct operating expenses
2. Rent from area which was not generating rent as on March 31, 2020 and annualization impact of incremental rent from area which was not generating rent as on March 31, 2019
3. Incremental rent from new area which started generating rent for the first time

Movement in revenue from operations and NOI by assets

(In ₹ million)	Pro forma revenue from operations <sup>(1)</sup>			Pro forma NOI		
	FY21	FY20	% Change	FY21	FY20	% Change
Mindspace Airoli East	3,578	3,584	(0.2)%	2,823	2,603	8.4%
Mindspace Airoli West	2,040	2,269	(10.1)%	1,623	1,753	(7.4)%
Mindspace Malad	774	762	1.6%	690	654	5.5%
Mumbai Region	6,392	6,615	(3.4)%	5,136	5,010	2.5%
Gera Commerzone Kharadi	1,010	137	639.5%	846	113	650.9%
The Square Nagar Road	624	916	(31.9)%	512	745	(31.3)%
Commerzone Yerwada	1,535	1,611	(4.7)%	1,259	1,201	4.9%
Pune	3,169	2,664	19.0%	2,617	2,059	27.1%
Mindspace Madhapur	6,591	6,109	7.9%	5,827	5,095	14.4%
Mindspace Pocharam	105	130	(19.0)%	85	94	(10.1)%
Hyderabad	6,696	6,239	7.3%	5,912	5,189	13.9%
Facility Management Division <sup>(2)</sup>	399	-	NM	125	-	NM
Others <sup>(3)</sup>	20	-	NM	(48)	-	NM
Inter Company Eliminations	(383)	(17)	NM	-	-	NM
Total	16,293	15,501	5.1%	13,741	12,257	12.1%

NM = not meaningful

(1) Asset-wise revenue from operations are prior to inter-company eliminations

(2) KRC Infra has commenced facility management business from October 1, 2020 under brand name "CAMPLUS"

(3) Others include Commerzone Porur completed in June 2020 and The Square BKC

NOI came in higher at ₹ 13,741 million in FY21 as compared to ₹ 12,257 million in FY20 primarily due to following reasons:

- **Mindspace Airoli East:** Higher due to Net CAM Recovery, incremental rent generated from 0.3 msf area which was not generating rent as on March 31, 2019, escalation of 2.6 msf over FY20 and FY21, compensated by reduction in rent from 0.3 msf area vacated over FY20 and FY21, and Ind-AS adjustments<sup>(1)</sup>
- **Mindspace Airoli West:** Lower due to reduction in rent from 0.3 msf area vacated in FY20, Ind-AS adjustments<sup>(1)</sup> and reduction in Net CAM Recovery compensated primarily by escalation over FY20 and FY21
- **Mindspace Malad:** Higher due to escalation of 0.4 msf over FY20 and FY21, incremental rent generated from area which was not generating rent as on March 31, 2019 and Ind-AS adjustments<sup>(1)</sup> primarily compensated by reduction in rent from area vacated over FY20 and FY21

- **Gera Commerzone Kharadi:** Higher due to incremental rent generated from 1.2 msf of new area, increase in Net CAM Recovery and Ind-AS adjustments<sup>(1)</sup> compensated by increase in Property Tax due to building completions in FY20 and reduction in Net Power Income
- **The Square Nagar Road:** Lower on account of reduction in rent and fit-out from 0.2 msf area vacated in FY21, reduction in Net CAM Recovery, other operating income and Ind-AS adjustments<sup>(1)</sup>
- **Mindspace Madhapur:** Higher on account of escalation on 6.1 msf over FY20 and FY21, incremental rent generated from 0.8 msf of new area, mark-to-market rental impact on 1.2 msf over FY20 and FY21, increase in Net CAM Recovery, and Ind-AS adjustments<sup>(1)</sup> compensated by reduction in rent from 0.4 msf area vacated over FY20 and FY21
- **Facility Management Division:** Additional NOI on account of commencement of facility management division from October 1, 2020

(1) Ind-AS adjustments refer to fair valuation of security deposits received and straight lining adjustments with respect to lease rent





Profit and Loss statement analysis

(In ₹ million)	FY21		FY20	
	Consolidated	%	Consolidated	%
<b>INCOME AND GAINS</b>				
Revenue from operations	11,381	98.4%	-	-
Interest	133	1.2%	-	-
Other income	51	0.4%	-	-
<b>Total Income</b>	<b>11,565</b>	<b>100.0%</b>	<b>-</b>	<b>-</b>
<b>EXPENSES AND LOSSES</b>				
Cost of work contract services	274	2.4%	-	-
Cost of materials sold	2	0.0%	-	-
Cost of power purchased	341	3.0%	-	-
Employee benefits expense	115	1.0%	-	-
Cost of property management services	191	1.7%	-	-
Trustee fees	2	0.0%	-	-
Valuation fees	9	0.1%	-	-
Insurance expense	57	0.5%	-	-
Audit fees	23	0.2%	1	-
Management fees	316	2.7%	-	-
Repairs and maintenance	416	3.6%	-	-
Legal & professional fees	138	1.2%	25	-
Impairment loss	176	1.5%	-	-
Other expenses	1,039	9.0%	23	-
<b>Total expenses</b>	<b>3,099</b>	<b>26.8%</b>	<b>49</b>	<b>-</b>
<b>Earnings/(loss) before finance costs, depreciation and amortization, regulatory income/expense and tax</b>	<b>8,466</b>	<b>73.2%</b>	<b>(49)</b>	<b>-</b>
Finance costs	1,707	14.8%	-	-
Depreciation and amortization expense	1,964	17.0%	-	-
<b>Profit/(loss) before rate regulated activities and tax</b>	<b>4,795</b>	<b>41.5%</b>	<b>(49)</b>	<b>-</b>
Add: Regulatory income/(expense) (net)	32	0.3%	-	-
Add: Regulatory income/(expense) (net) in respect of earlier years	(33)	(0.3)%	-	-
<b>Profit/(loss) before tax</b>	<b>4,794</b>	<b>41.5%</b>	<b>(49)</b>	<b>-</b>
Current tax	1,033	8.9%	-	-
Deferred tax charge	628	5.4%	-	-
MAT credit entitlement	(216)	(1.9)%	-	-
<b>Tax expense</b>	<b>1,445</b>	<b>12.5%</b>	<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period/year</b>	<b>3,349</b>	<b>29.0%</b>	<b>(49)</b>	<b>-</b>
<b>Profit for the period/year attributable to unit holders of Mindspace REIT</b>	<b>3,075</b>	<b>26.6%</b>	<b>(49)</b>	<b>-</b>
<b>Profit for the period/year attributable to non-controlling interests</b>	<b>274</b>	<b>2.4%</b>	<b>-</b>	<b>-</b>

Our revenue from operations and Profit for FY21 stood at ₹ 11,381 million and ₹ 3,349 million, respectively.



Liquidity and capital resources

Overview

Our low leverage and robust credit profile offer adequate headroom for future growth.

For the year ended March 31, 2021, we,

- Completed successfully the initial public offering of 3,63,63,600 units for cash at ₹ 275 per unit aggregating to ₹ 45 billion, of which ₹ 10 billion was primary component which was utilized for:
  - » *Repayment of external debt of ₹ 9.3 billion*
  - » *Acquisition of Preference share in Mindspace Business Parks Private Limited of ₹ 334 million*
  - » *Issue-related expenses and general corporate purposes*
- Raised ₹ 11.5 billion in fixed cost debt from financial institutions at Mindspace REIT level via issuance of series of MLDs and NCDs bearing coupon ranging between 6.42% to 6.60% on p.a.p.m. basis
  - » *We strategically increased our exposure to fixed cost debt to c. 30% of our total outstanding debt, to lock our borrowing costs in the favorable interest rate environment*
- Debt raised during the year was predominantly used for refinancing existing debt and to fund capital expenditure

Our finance costs for FY21 stood at ₹ 1,707 million. Our weighted average cost of borrowings stands at 7.1% at the end of March 2021, down from 9.2% at the end of March 2020. Our weighted average term to maturity for borrowings stands at c. 6.4 years at the end of March 2021.

Financial Resources

As of March 31, 2021, our cash and cash equivalents stood at ₹ 3.5 billion. Cash and cash equivalents primarily consist of balances with banks in current accounts, deposit accounts with original maturity below three months and cash on hand. Our undrawn facilities stood at ₹ 6.4 billion. We maintain a strong liquidity position consisting of cash and treasury balances.

Summary of cash flow statement

(In ₹ million)	FY21 Consolidated	FY20 Consolidated
Net cash generated from operating activities	7,525	0
Net cash generated from investing activities	9,867	-
Net cash generated (used in) financing activities	(15,044)	0
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>2,348</b>	<b>0</b>
Cash and cash equivalents at the beginning of the year	0	-
Cash and cash equivalents acquired due to asset acquisition	(883)	-
<b>Cash and cash equivalents at the end of the year (net of book overdrafts)</b>	<b>1,465</b>	<b>0</b>

(In ₹ million)	FY21 Consolidated	FY20 Consolidated
Cash on hand	2	-
Balance with banks		
- on current accounts	3,060	0
- in escrow accounts	64	-
Deposit accounts with less than or equal to three months maturity	413	-
<b>Cash and cash equivalents at the end of the year</b>	<b>3,539</b>	<b>0</b>
Less: Bank overdraft	(2,074)	-
<b>Cash and cash equivalents at the end of the year (net of book overdrafts)</b>	<b>1,465</b>	<b>0</b>

Cash flow from operating activities

Net cash generated from operating activities for FY21 was ₹ 7,525 million. Our profit before tax was ₹ 4,794 million, which was adjusted for non-cash and items relating to financing and investing activities, by a net amount of ₹ 3,683 million, primarily for finance costs amounting to ₹ 1,707 million, depreciation and amortization expenses amounting to ₹ 1,964 million, impairment loss amounting to ₹ 176 million. Our changes in working capital primarily comprised an increase in trade payables of ₹ 543 million, an increase in trade receivables of ₹ 272 million, a decrease in other inventories of ₹ 5 million, and increase in other non-current and current assets (including financial assets) of ₹ 1,089 million, an increase of other non-current and current liabilities (including financial liabilities) and provisions amounting to ₹ 433 million. In addition, we paid income tax of ₹ 571 million.

Cash flow from investing activities

Net cash generated from investing activities was ₹ 9,867 million for FY21, primarily comprising loans repayment received from body corporates of ₹ 12,382 million and interest received on inter-corporate loans of ₹ 1,526 million which was primarily offset by expenditure incurred on investment property and investment property under construction, including capital advances, net of capital creditors, property, plant and equipment and intangible assets of ₹ 3,585 million, primarily with respect to Mindspace Airoli West, Gera Commerzone Kharadi, Mindspace Madhapur (Sundew) and Commerzone Porur, and net investment in fixed deposits of ₹ 127 million.

Cash flow from financing activities

Net cash utilized in financing activities was ₹ 15,044 million for FY21, primarily comprising proceeds from the issue of units of ₹ 10,000 million and from issue of non-convertible debentures of ₹ 11,500 which was offset by net repayment of external borrowings of ₹ 31,243 million, finance costs paid of ₹ 1,697 million, dividends paid (including tax) of ₹ 3,253 million and expenses incurred towards the IPO and issue of non-convertible debentures of ₹ 334 million.

Distributions

NDCF of Mindspace REIT is based on the cash flows generated from its assets and investments. In terms of the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, as the case may be, in proportion of their shareholding



in the Asset SPVs, subject to applicable provisions of the Companies Act or the LLP Act. NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment or proceeds of any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or such other form as may be permitted by the REIT Regulations. Further, Mindspace REIT is required to distribute at least 90% of its NDCF to the unitholders.

The Manager is required to declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions (REIT Distributions) to the unitholders. Such distributions are to be declared and made for every quarter of a financial year. The first distribution was made upon completion of the first full quarter post the listing of Units, i.e. for the quarter ending December 31, 2020. Further, in accordance with the REIT

Regulations, distributions need to be made within 15 days from the date of such declarations.

For H2 FY21, we declared a distribution of ₹ 5,687 million, or ₹ 9.59 per unit comprising ₹ 8.69 per unit as dividend and ₹ 0.90 per unit as interest payment. On an annualized basis, based on the issue price of ₹ 275 per unit, the distribution yield stood at 7.0%.

7.0% Annualized Distribution Yield for FY21

**Tax implications of distributions**  
As per provisions section 115UA of the ITA, income distributed by REIT is taxable in the hands of the unitholders in the same manner and proportion as the underlying income stream received by the REIT.

Taxability of income based on residential status

Residential status of unitholders	Nature of income	Tax rates
Resident unitholders	Interest income	At applicable rates*
	Rental income	At applicable rates*
	Qualified dividend income	Tax-exempt (Refer note below)
	Disqualified dividend income	At applicable rates* (Refer note below)
	Other income taxable in hands of REIT	Tax-exempt
Non-resident unitholders	Interest income	5% <sup>++</sup> *
	Rental income	At applicable rates@*
	Qualified dividend income	Tax-exempt (Refer note below)
	Disqualified dividend income	At applicable rates@* (Refer note below)
	Other income taxable in hands of REIT	Tax-exempt

\* The income shall be subject to deduction of tax at source  
++ tax rate subject to applicable surcharge and cess.  
@ Non-resident unitholders may seek to avail beneficial provisions under the applicable Double Taxation Avoidance Agreement ('DTAA') that India may have entered into with their respective country of residence  
**Note:** Taxability of income in the nature of dividend distributed by REIT to unitholders is dependent on the taxation regime adopted by the SPV(s), which distributes the dividend to REIT. If the SPV(s) has not opted for a concessional corporate tax rate under section 115BAA of the ITA ('Qualifying SPV') dividend received from such Qualifying SPV ('Qualified Dividend') and distributed by REIT is exempt in the hands of the Unitholders. Any dividend other than Qualified Dividend distributed by REIT ('Disqualified Dividend') is taxable in the hands of the Unitholders.

Debt maturity schedule

Weighted average maturity of debt profile stands at c. 6.4 years with 6.3% and 18.5% of debt due for repayment in FY22 and FY23, respectively. Our blended borrowing costs stood at 7.1 % at the end of March 2021, down c. 210 bps from 9.2% at the end of March 2020.

Description (₹ million)	Fixed/Free Float	Total Facility	Undrawn Facility	O/S Principal	Interest Rate (p.a.p.m.)	Weighted Average Maturity (Years)	Principal Repayment						
							FY22	FY23	FY24	FY25	FY26	FY27 & Beyond	Total
At REIT Level													
MLD (Tranche 1)	Fixed	5,000	-	5,000	6.60%	1.1	-	5,000	-	-	-	-	5,000
NCD (Tranche 1)	Fixed	2,000	-	2,000	6.42%	2.7	-	-	2,000	-	-	-	2,000
MLD (Tranche 2)	Fixed	3,750	-	3,750	6.46%	3.1	-	-	-	3,750	-	-	3,750
NCD (Tranche 2)	Fixed	750	-	750	6.64%	3.1	-	-	-	750	-	-	750
At SPV Level <sup>(1)</sup>													
Term Loan - MBPPL	Floating	14,993	-	13,224	7.36%	9.3	1,514	1,231	1,432	1,627	1,868	5,552	13,224
Term Loan - Sundew	Floating	10,814	-	4,804	7.19%	7.9	421	370	427	500	600	2,487	4,804
Term Loan - KRC Infra	Floating	5,550	1,363	4,172	7.20%	8.9	332	301	368	476	566	2,127	4,172
Term Loan - Gigaplex	Floating	1,000	113	887	7.25%	2.9	119	79	689	-	-	-	887
Loan against property - Horizonview	Floating	1,000	500	500	7.20%	2.8	-	-	500	-	-	-	500
OD / LOC	Floating	7,028	4,473	2,555	7.79%	6.1	-	-	189	-	-	2,367	2,555
Total		51,885	6,448	37,642	7.09%	6.4	2,387	6,981	5,604	7,103	3,034	12,533	37,642

1. Multiple facilities, details are on blended basis

1. Corporate Rating for Mindspace Business Parks REIT: “CCR AAA/Stable” by CRISIL Ratings, “[ICRA] AAA (Stable)” by ICRA
2. Credit Rating of ₹ 3.75 billion and ₹ 5.0 billion long-term principal protected market-linked debentures: “CRISIL PP-MLD AAAR/Stable” by CRISIL Ratings
3. Credit Rating of ₹ 2.0 billion and ₹ 0.75 billion non-convertible debentures: “CRISIL AAA/Stable” by CRISIL Ratings REIT level facilities are fixed rate in nature while SPV level facilities are floating rate in nature

**Key ratios**  
Our loan to value ratio was low at 14.0% as on March 31, 2021. We have undrawn committed facilities of ₹ 6.4 billion, which further augments liquidity. This provides us enough headroom for growth in the portfolio and cushion the near-term COVID-19 impact, if any.

Details of significant changes in key financial ratios (Consolidated)		
Ratios	FY21	FY20
NOI Margin	84.8%	NM
Loan to value* (%)	14%	NM
Gross debt to NOI	4.03 times	NM
Net debt to NOI	3.66 times	NM
Return on net worth	1.9%	NM
* Adjusted for minority interest NM=Not Meaningful		

**Note:** The acquisition of Asset SPVs by Mindspace REIT was effected on July 30, 2020. Consequently, consolidation of financials of these Assets SPVs with Mindspace REIT has been done effective August 01, 2020. Consolidated FY21 numbers therefore reflect 8 months financial performance of the Asset SPVs while Consolidated FY20 numbers do not consider any consolidation of financial performance of the Asset SPVs. Hence, the financial numbers and ratios for FY20 and FY21 are not comparable.

**Off-Balance Sheet Arrangements**  
We do not have any material off-balance sheet arrangements.

Asset-wise gross asset value, along with the key assumptions

Asset	Discount Rate Completed (%)	Discount Rate Under Construction / Future Development (%)	Cap Rate (%)	Market Rent	Completed Asset Value (₹ million)	Under Construction /Future Development Asset Value (₹ million)	Total Gross Asset Value (₹ million)	% of Total Value
Mindspace Airoli East	11.75	13.10	8.00	58	40,849	1,850	42,699	17.3
Mindspace Airoli West	11.75	13.10	8.00	54	28,720	7,754	36,474	14.8
Mindspace Malad	11.75	-	8.00	86	9,569	-	9,569	3.9
The Square BKC	11.75	-	7.75	260	3,905	-	3,905	1.6
<b>Mumbai Region</b>					<b>83,043</b>	<b>9,604</b>	<b>92,647</b>	<b>37.6</b>
Gera Commerzone Kharadi	11.75	13.10	8.00	78	13,360	5,539	18,899	7.7
The Square Nagar Road	11.75	13.10	8.00	78	8,115	354	8,468	3.4
Commerzone Yerwada	11.75	-	8.00	78	19,606	-	19,606	8.0
<b>Pune</b>					<b>41,081</b>	<b>5,892</b>	<b>46,973</b>	<b>19.1</b>
Mindspace Madhapur*	11.75	13.10 / 11.75 (B22)	8.00	68	89,468	1,360	90,828	36.9
Mindspace Pocharam	12.25	13.60	8.50	22	1,177	1,568	2,746	1.1
<b>Hyderabad</b>					<b>90,645</b>	<b>2,928</b>	<b>93,574</b>	<b>38.0</b>
Commerzone Porur	11.75	-	8.00	63	6,993	-	6,993	2.8
<b>Chennai</b>					<b>6,993</b>	<b>-</b>	<b>6,993</b>	<b>2.8</b>
<b>Facility Management Division</b>	11.75	11.75	-	-	<b>5,327</b>	<b>652</b>	<b>5,979</b>	<b>2.4</b>
<b>Portfolio Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,27,090</b>	<b>19,077</b>	<b>2,46,167</b>	<b>100.0</b>

\*Adjusted for minority interest held by TSIIC

Contingent Liabilities		
Particulars	FY21	FY20
Income-Tax matters excluding interest	936	-
Service-Tax matters	332	-
Customs duty matters	25	-
Stamp duty	65	-
Bank guarantees to Telangana State Pollution Control Board	33	-
<b>Total</b>	<b>1,391</b>	<b>-</b>

**Capital expenditure and capital investments**  
Capital expenditure comprises additions during the financial year to property, plant and equipment, capital-work-in progress, investment property, intangible assets and investment property under construction. During FY21, we incurred capital expenditure of ₹ 3,585 million, primarily for the construction activity at Mindspace Airoli West, Gera Commerzone Kharadi, Mindspace Madhapur (Sundew) and Commerzone Porur and re-energizing out assets via upgrades and infrastructure upgrades. Out of the total capital expenditure ₹ 848 million of the capital expenditure was towards re-energizing our assets. Our capital commitments (net of advances) as at March 31, 2021 was ₹ 4,986 million towards construction and upgrade of our assets.

**Planned development**  
Please refer to page 24 to 25 for an update on under-construction assets and upgrade activities.

**NAV**  
Mr. Shubhendu Saha, MRICS, in conjunction with market report prepared by Cushman & Wakefield (CWI), who has been appointed by K Raheja Corp Investment Managers LLP as an independent consultant to carry out industry and market research, carried out our annual valuation as an independent valuer and valued our portfolio at ₹ 246,167 million with 92.3% of value in completed assets, underpinning Mindspace Business Parks REIT’s asset quality as of March 31, 2021. NAV of the portfolio stood at ₹ 345.2 p.u. as on March 31, 2021.

Computation of NAV from GAV

Particulars	₹ million
Fair value of real estate assets <sup>(1)</sup>	246,167
Other assets at book value	7,445
Other liabilities at book value	48,906
Net asset value(A+B-C)	204,706
Number of units	593,018,182
NAV/per unit (₹)	345.2

<sup>(1)</sup> Includes facility management division as well

HUMAN RESOURCE

At Mindspace REIT, we believe people are our biggest assets. We place strong emphasis on investing in and nurturing talent. Our talent pool of 184 permanent employees (including the Manager and Asset SPVs) and our focus on people-centricity has helped us create a high-performance work environment. We have inculcated people-centricity in our work culture with the help of several initiatives to align the goals of our resources with that of the organization through upskilling, structured trainings, performance management and behavioral assessment, among others.

FY21 was marked by a global pandemic and ‘social distancing’ became the new normal. Amidst these turbulent times, we focused extensively on engaging incrementally with our employees. Mental and physical well-being for our employees was our priority and towards this we organized multiple engagement sessions with our employees, made available access to experienced psychologists, nutritionists and life coaches, organized medical consultations via our in-house app, etc.

Our ‘Back to office employee guidebook’ has been designed to ensure smooth and safe transition to working from office when the normalcy returns, and government guidelines permit.

c.90%  
Retention rate

INTERNAL CONTROL SYSTEMS

Mindspace REIT has internal control systems commensurate with its size, scale and complexity to manage its operations, financial reporting, and compliance requirements. These systems have been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information in timely manner, prevention and detection of fraudulent practices, compliance with applicable laws, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with internal policies. The Manager has clearly articulated roles and responsibilities for all functional heads. Functional heads are responsible to ensure compliance with the policies and procedures laid down by the Manager.

The systems, standard operating procedures, and controls are implemented and reviewed by the leadership team. Based on the findings, process owners undertake corrective measures in their respective domains, thereby strengthening the controls. DELOITTE HASKINS & SELLS LLP, who are our statutory auditors, audited the financial statements for each of the Asset SPVs as at March 31, 2021. They have expressed an unqualified opinion on the effectiveness of each Asset SPVs’ internal controls over financial reporting as of March 31, 2021.

Industry structure and developments

Industry structure and developments affecting our operations are captured on pages 52 to 57 of the Annual Report.

OUTLOOK

Global businesses and economies have not remained immune to the disruption caused by the ongoing pandemic. Commercial real estate saw demand softening through FY21 which is expected to extend further for at least 3-4 quarters. Volatility in the spread of the pandemic and its intensity, restrictions on business activities and people movement, consequent remote working, etc. is expected to have near-term impact on demand for office spaces. The pace and coverage of COVID-19 vaccination drive shall be critical in navigating the pandemic in the coming quarters.

While we deal with these challenging times, the Manager has been constantly assessing the changing situations and implementing appropriate mitigating measures. We continue to diversify the tenant mix at our portfolio, build on our tenant relationships to retain our existing tenants and attract new tenants to our parks, digitize our operations and re-energize our parks to support the business and growth needs of our tenants, implement latest technologies and adherence to stringent social-distancing norms to protect the health and safety of our employees and tenants

Even in the given environment, with the help of cutting-edge technology, India has been on the forefront of delivering services which has enabled growth pick-up and rise in employment for such services. The pandemic has also brought about a renewed focus on digitization which has changed the way businesses function. India being an effective provider of these solutions with bandwidth of intellectual capital for technology services, stands to benefit from this trend. The technology hiring outlook is expected to remain positive in 2021 coupled with growth in global tech spends. Global multi-nationals are increasingly looking at India as an innovation and knowledge centre.

Once the global environment recuperates and office occupancies rise, India’s Grade A offices are anticipated to be the foremost beneficiaries of the demand surge. In the meantime, we continue to invest in enhancement of our assets and putting in place robust health and safety measures to keep them future ready. Our business has demonstrated high degree of resilience during this environment, and we remain confident of the long-term fundamentals of Grade A commercial real estate in India.

Risk Factors

For March 31, 2021

1. COVID-19 has caused a material decline in general business activity and demand for real estate transactions, and if this persists, it would adversely affect our ability to execute our growth strategies, including identifying and completing acquisitions and expanding into new markets. On a cumulative basis, during FY21, tenants surrendered 0.24 msf, comprising space earmarked for growth and COVID-19 related downsizing.
- Factors related to the COVID-19 pandemic, or a future pandemic, that could have an adverse impact on our financial condition, results of operations and cash flows, primarily include:
- a complete or partial closure of, or other operational issues at, one or more of our properties;
  - tenants’ inability to pay rent on their leases, in part or full or our inability to re-lease space that is or becomes vacant;
  - slowdown in getting lease commitments for new spaces;
  - any impairment in value of our properties;
  - an increase in operational costs; and
  - the extent of construction delays on our under-construction properties due to work-stoppage orders, disruptions in the supply of materials, shortage of labour, delays in inspections, or other factors
2. Distributions to unitholders will be based on the net distributable cash flows available for distribution. Our ability to make distributions to the Unitholders may be affected by several factors including:
- » business and financial position of Asset SPVs, debt servicing requirements of Asset SPVs,
  - » construction and leasing of under construction area,
  - » applicable laws and regulations, which may restrict the payment of dividends by the Asset SPVs or other distributions.
3. The REIT Regulations impose certain restrictions on our operations, including maintaining a specific threshold of investment in rent generating properties and conditions on availing debt financing. These conditions may restrict our ability to raise additional funds as well as limit our ability to make investments.
4. Real estate markets are cyclical in nature, and a recession, slowdown or downturn in the real estate market as well as in specific sectors, such as technology, where our tenants are concentrated, increase in property taxes, changes in development regulations and zoning laws, availability of financing, rising interest rates, increasing competition, adverse changes in the financial condition of our tenants, increased operating costs, disruptions in amenities and public infrastructure and outbreaks of infectious disease

such as COVID-19, among others, may lead to a decline in demand for our Portfolio, which may adversely affect our business, results of operations and financial condition.

5. A significant portion of our revenues are derived from a limited number of tenants. Any conditions that impact these tenants could adversely affect our business, results of operations and financial condition. We are required by the terms of the lease deeds, grant documents or sale deeds with certain statutory authorities to lease a proportion of our Portfolio to tenants from the IT and ITeS sectors. Some of the assets are large and contribute significantly to our revenue from operations resulting in asset concentration. Assets are primarily located in four key office markets and select micro markets within these office markets resulting in market and micro market concentration.

6. Our title to the land where the Portfolio is located may be subject to legal uncertainties and defects, which may interfere with our ownership of the assets and result in us incurring costs to remedy and cure such defects. Any failure or inability to cure such defects may adversely affect the Portfolio including the rentals, which may also impact returns for the Unitholders.

7. Existing lease/license agreements are subject to risks including (i) non-renewal upon expiration, (ii) delay or failure in making rental payments by the lessees/licensees, (iii) premature termination, (iv) failure to re-lease or re-license the vacant space and our dependence on rental income may adversely affect our profitability, our ability to meet financial obligations and to make distributions to our unitholders.

8. We may be unable to renew leases or license arrangements, lease or license vacant area or re-lease or re-license area on favourable terms or at all, which could adversely affect our business, results of operations and cash flows.

9. By letter dated 11th September, 2020 to Horizonview, TNRERA stated that only real estate projects which are proposed to be let out on rent alone are not required to be registered with TNRERA and all other real estate projects whether allotted as freehold or leasehold are to be registered with TNRERA; therefore Horizonview is directed to register the Commerzone Porur project under section 3 of the RERA, before executing/registering lease deed with prospective lessees.

Horizonview has filed a response dated November 17, 2020 for inter alia re-iterating and clarifying the factual and legal position on grounds including that (i) the premises in the project are not contemplated to be allotted as freehold or leasehold; (ii) Horizonview is merely letting out premises on rent; (iii) the rights granted/ proposed to be granted by Horizonview are in the nature of a tenancy for a specified period; (iv) letting out of premises on rent



by Horizonview will be governed by the provisions of the Tamil Nadu Regulation of Rights and Responsibilities of Landlords and Tenants Act, 2017 ["**TNRRLTA**"], which will apply to the letting out/leasing of premises by Horizonview in Commerzone Porur; (v) Horizonview and its tenants will be complying with Section 4 of TNRRLTA by filing the form with the Rent Authority, as specified in the First Schedule of the said Act; (vi) as confirmed by MahaRERA in its FAQs published on its website, the RERA Act does not include rental projects, lease / leave and License deals; and therefore, as the premises in the Commerzone project are to be let out/leased on periodical rent by Horizonview, and not to be allotted or sold (as freehold or leasehold) as contemplated of RERA, registration of Commerzone Porur project is not required under Section 3 of RERA.

Any delay in clarification and resolution of the issue with TNRERA, may result in Horizonview having to resort to legal remedies in respect of such clarification. Any unfavorable outcome may attract the provisions relating to registration under RERA and affect our ability to register the lease agreements with our tenants in this project.

10. Due to a variety of factors, including competitive pricing pressure in our markets, changing market dynamics including demand supply, a general economic downturn and the desirability of our properties compared to other properties in our markets, we may be unable to realize our estimated market rents across the properties in our Portfolio at the time of future leasing.
11. Valuation is an estimate and not a guarantee, and it is dependent upon the accuracy of the assumptions as to income, expense and market conditions. Further, the valuation methodologies used to value our Portfolio involve subjective judgments and projections, which may not be accurate. Valuation methodologies will also involve assumptions and opinions about future events, which may turn out to be incorrect. Further, valuations do not necessarily represent the price at which a real estate asset would sell, since market prices of assets can only be determined by negotiation between a willing buyer and seller. As such, the value of an asset forming part of our Portfolio may not reflect the price at which such asset could be sold in the market, and the difference between value and the ultimate sales price could be material.
12. We have certain contingent liabilities, which if they materialize, may adversely affect our results of operations, financial condition and cash flows. For details, see "note no. 45 to Notes to accounts - Contingent Liabilities and Capital Commitments of Consolidated Financial Statements for the financial year ended March 31, 2021"
13. Any appeal against the order of the Karnataka High Court dated 12th June, 2019 in a Writ Petition quashing the list of disqualified directors issued by the Ministry of Corporate Affairs or any adverse orders in the pending review petition or any subsequent adverse developments, may affect the ability of Mr. Ravi C. Raheja and Mr. Neel C. Raheja (designated partners of the Manager) to continue as designated partners of the Manager and directors on board of certain Asset SPVs, which may have an adverse effect on our business and reputation.

14. There are outstanding litigations, title irregularities and regulatory actions involving the Asset SPVs, which may adversely affect our business, results of operations and cash flows. For details, see "Brief details of material litigations and regulatory actions as at the year ended March 31, 2021" in this report.

15. Our business and results of operations are subject to compliances with various laws, and any non-compliances may adversely affect our business and results of operations. Our business is governed by various laws and regulations, including Transfer of Property Act, 1882, Special Economic Zones Act, 2005 and Special Economic Zone Rules, 2006, Maharashtra Industrial Development Act, 1961, Mumbai Metropolitan Region Development Authority Act, 1974, Maharashtra Information Technology and Information Technology Enabled Services Policy, 2015, rent control legislations of various states, municipal laws of various states and environment related regulations. Our business could be adversely affected by any change in laws, municipal plans or stricter interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us.

For instance, the Ministry of Corporate Affairs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 and has introduced the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 ("**CSR Rules**"). The CSR Rules provides, among others, specific treatment of unspent CSR amount based on whether it pertains to an ongoing project. Any failure on the part of our Asset SPVs to make the necessary transfer towards CSR requirements and ensure compliance under the CSR Rules may result in penal actions being initiated against the relevant Asset SPV by the concerned regulatory authority.

16. Any non-compliance with, and changes in, environmental, health and safety laws and regulations could adversely affect the development of our properties and our financial condition. We are subject to environmental, health and safety regulations in the ordinary course of our business. If we face any environmental issue during the development of a property or if the government introduces more stringent regulations, we may incur delays in our estimated timelines and may need to incur additional costs. Such as, Environment Clearances, in respect of approximately 2.4 msf of Total Leasable Area held and operated by KRIT and Intime, were not obtained on account of lack of clarity at the relevant time with respect to classification of the relevant area forming part of these Asset SPVs. The said buildings of KRIT and Intime have received occupation certificates and the buildings have been occupied by various clients for more than ten years. In 2017, the MoEF notified a regularization scheme for cases relating to construction without the requisite environment clearance. KRIT and Intime have made applications under this scheme for such regularization. The aforesaid applications, were considered and the State Level Environment Impact Assessment Authority ("**SEIAA**") issued 'Standard Terms of Reference' issued by the MoEF, along with certain 'Specific Terms of Reference' ("**TORs**") which included, among others, obligation on the state government/ state pollution control board to take action against the

project proponent under the provisions of section 19 of the Environment (Protection) Act, 1986. As per the terms of the TOR, the Telangana State Pollution Control Board ("**TSPCB**") has now issued letters to Environment Engineer (EE), with a copy to KRIT and Intime, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of EIA Notification against KRIT and Intime under the provisions of Section 19 of the Environment Protection Act, 1986. Accordingly, the EE filed complaints in the Court of the Hon'ble IX Metropolitan Magistrate, Cyberabad at Kukatpally ("**MM Court**") against KRIT and Intime under section 19 of the Environment Protection Act, 1986 read with section 190 and 200 of Criminal procedure Code ("**Cr. PC**") for the offence under section 5 and 15 of the Environment Protection Act, 1986. The MM Court found KRIT and Intime punishable for offense under section 15 of Environment Protection Act, 1986 and accordingly convicted them under section 252 of Cr. PC for the same offense and sentenced to pay ₹ 25,000 for each offense. Accordingly, KRIT and Intime have made requisite payments to the MM Court. SEIAA considered the above matters of KRIT and Intime in its 106th and 107th meeting and has approved the issuance of EC subject to submission of bank guarantee of following amounts: (i) ₹ 3,391,000 by Intime for building 5B; (ii) ₹ 3,947,000 by KRIT for Building 1A and 1B; (iii) ₹ 10,141,000 by KRIT for Building 2A and 2B; (iv) ₹ 4,413,000 by KRIT for Building 3A and 3B; (v) ₹ 5,203,000 by KRIT for Building 4A and 4B; (vi) ₹ 5,444,000 by KRIT for Building 10 for implementation of Remediation plan; Natural Resource Augmentation Plan and Community Resource Augmentation Plan, alongwith detailed action plan for implementation. KRIT and Intime have submitted letters to the Member Secretary SEIAA, requesting to share bank guarantee format alongwith details of beneficiary for submission of bank guarantees. These environment remedial actions, will require us to incur additional costs, which may have a negative impact on our business, results of operations and cash flows.

17. Any delay, failure or inability on part of Asset SPVs to obtain, maintain or renew all regulatory approvals that are required for their respective business, may adversely impact our development and business.
18. For our assets located on land leased from MIDC and MMRDA, the relevant Asset SPVs are required to comply with the terms and conditions provided in the respective lease agreements with such government bodies. Any non-compliance by the Asset SPVs of the respective lease agreements with such government bodies or by the tenants of the terms of the lease deed executed with them, may result in the action by the regulatory authorities, including revocation/termination of lease, demolition of the construction or payment of fines. In the event that our leases are revoked, not renewed or terminated prematurely, it could have an adverse impact on the Asset SPVs and in turn adversely affect our business, financial condition and results of operations.
19. Inability to access infrastructure, certain logistical challenges in new markets and our relative inexperience with newer markets, may prevent us from expanding our

presence in new markets in India which may adversely affect our business, results of operations and cash flows.

20. We have entered and may enter into several related party transactions, which could involve conflicts of interest. The Manager may face conflicts of interests in choosing our service providers, and certain service providers may provide services to the Manager, the Sponsor Group on more favorable terms than those applicable to us.
21. Some of our assets are located on land notified as SEZs and the Asset SPVs are required to comply with the SEZ Act and the rules made thereunder.
22. The income tax benefits available to SEZ developers have been withdrawn for the SEZs which have commenced development after March 31, 2017, while for their tenants/ units, income tax benefits are available on income earned by them on account of the exports from the SEZs, provided they commence operations in the SEZs on or before March 31, 2021, if necessary approvals have been received by March 31, 2020. This may result in SEZs becoming less attractive for tenants in the future.

Further, some of our Asset SPVs have made applications for de-notifying certain land parcels notified as SEZs and hence they will be eligible to avail lower fiscal incentives than what were previously available to them, which may adversely affect our business, results of operations and financial condition.

23. Due to various regulatory and other restrictions, we may not be able to successfully meet financing requirements for completion of construction of Under Construction Area, construction of Future Development Area and for refurbishments, renovation and improvements beyond our current estimates

Our inability to raise adequate finances may adversely affect our business, results of operations and cash flows.

24. Liquidity in the credit market has been constrained due to market disruptions, including due to the COVID-19 pandemic, which may make it costly to obtain new lines of credit or refinance existing debt. As a result of the ongoing credit market turmoil, we may not be able to refinance our existing indebtedness or to obtain additional financing on attractive terms. Further, adverse economic conditions could negatively affect commercial real estate fundamentals and result in lower occupancy, lower rental rates and declining values in our Portfolio and in the collateral securing any loan investments we may make.

25. Our ability to make distributions to unitholders could be adversely affected if expenses increase due to various factors. Also, any adverse tax changes or withdrawal of tax benefits may adversely affect our financial condition and results of operation.

Any maintenance or refurbishment may result in disruption of operations and it may not be possible to collect the full or any rental income on area affected by such renovations and refurbishment of our assets.



26. The restrictive covenants under the financing agreements, entered or to be entered into with various lenders or investors, from time to time, include or could include, among others, obtaining prior consent of the lenders (i) for change in the capital structure, (ii) for amendment of constitutional documents, (ii) for declaration of dividends/ distribution of profits in case of defaults, (iii) for incurring further indebtedness against the security provided, and (iv) for providing surety or guarantee to any third party. These or other limitations may adversely affect our flexibility and our ability to make distributions to our unitholders.

27. We are not fully insured against some business risks and the occurrence of accidents that cause losses in excess of limits specified under our policies, or losses arising from events not covered by our insurance policies, such as damage caused to our property and equipment due to war, which could adversely affect our business and results of operations.

While we believe that we have industry standard insurance for our Portfolio, if a fire or natural disaster substantially damages or destroys some or all of our assets in the Portfolio, the proceeds of any insurance claim may be insufficient to cover any expenses faced by us, including rebuilding costs.

28. Under the REIT Regulations, a REIT is required to hold assets acquired by it for a period of three years from the date of purchase and in case of under-construction properties or under-construction portions of existing properties acquired by it, three years from the date of their completion. Additionally, any sale of property or shares of Asset SPVs exceeding 10% of the value of the REIT assets will require prior approval of the Unitholders. These factors could have an adverse effect on our business, financial condition and results of operations.
29. Any disagreements with our collaborators or joint venture partners or any delay or failure to satisfy the terms and conditions set-out in the binding agreements with such collaborators or the joint-venture partners, may adversely impact our business and operations.

30. We do not own the trademarks or logos for “Mindspace”, “Mindspace Business Parks”, “K Raheja Corp”, “Commerzone” “CAMPLUS” and “The Square” that are associated with our Portfolio. Further, we do not own the trademark or logo for “Mindspace Business Parks REIT” and “Mindspace REIT”. These trademarks and logos are licensed to our Asset SPVs, the Manager and us, as applicable, by the Sponsors or Sponsor Group entities who are either the registered owners of these trademarks and logos or have made applications for registered ownership some of which are pending. We may not be able to prevent infringement of the trademark, and a passing off action may not provide sufficient protection. Accordingly, we may be required to litigate to protect our trademark and logo, which could be time consuming and expensive and may adversely affect our business and results of operations.

31. Our Asset SPVs may, in the future be exposed to a variety of risks associated with development of an Integrated IT Township, which may adversely affect our business, results of operations and financial condition.

32. Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate. Additionally, we may be subject to conditions of use or transfer of land wherever such land is subject to orders under the Urban Land (Ceiling and Regulation) Act, 1976.

# Material Litigations and Regulatory Actions

## Brief details of material litigations and regulatory actions as at the year ended March 31, 2021

As required under Clause 13 of Schedule III of the REIT Regulations, this note discloses (i) all pending title litigation and title related irregularities pertaining to the Portfolio and (ii) details of all pending criminal matters, regulatory actions and civil/ commercial matters against Mindspace REIT, the Sponsors, the Manager or any of their Associates, the Sponsor Group and the Trustee (collectively, “**Relevant Parties**”). Only such pending civil/ commercial matters against the Relevant Parties have been disclosed where amount involved are in excess of the materiality thresholds disclosed below. In addition to the above, other pending civil/ commercial proceedings by the Asset SPVs and Sponsor Group (excluding the Sponsors) which are considered material by the Manager, have been disclosed.

Further, all pending direct tax, indirect tax and property tax matters against the Relevant Parties have been disclosed in a combined manner.

Based on various relevant considerations, including the statutory filings with the relevant registrar of companies and legal and accounting advice received, it has been determined that control across KRC group entities is exercised only collectively (jointly, and not severally) by all the shareholders / interest-holders belonging to the KRC group, of the respective entity. However, solely for the purposes of disclosure herein, details of all LLPs/companies of the KRC group, where the Sponsor(s) is/are shareholder(s)/interest holder(s) (which, however, are controlled collectively and jointly by all KRC group shareholders/interest holders in such LLPs/companies) have been considered. Therefore, solely for the purpose of disclosures herein and no other purpose, including, applicable law relating to such other purpose, all pending criminal matters, regulatory actions and civil/ commercial matters against these entities where amount involved are in excess of the materiality thresholds set out herein have been disclosed. Further, all pending direct tax, indirect tax and property tax matters against these entities have been disclosed in a combined manner.

All disclosures are as of March 31, 2021.

### I. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING INVOLVING MINDSPACE REIT AND THE ASSET SPVS

As of March 31, 2021, Mindspace REIT does not have any pending criminal matters or regulatory actions against it, or any material civil/ commercial litigation pending involving it.

For the purpose of pending civil/ commercial litigation against Mindspace REIT and the Asset SPVs, such matters where value exceeds 1% of the consolidated profit after tax of Mindspace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is

considered material by the Manager from the perspective of Mindspace REIT, have been disclosed. In addition to the above, pending civil/ commercial proceedings by Mindspace REIT or the Asset SPVs which are considered material by the Manager have been disclosed.

#### A. Avacado (i) Title litigation and irregularities

1. Nusli N. Wadia (“**Plaintiff**”) filed a suit (“**Suit**”) before the Bombay High Court (“**High Court**”) against Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Inorbit Malls, Avacado and others (“**Defendants**”) pertaining to inter alia revocation of the registered agreements for sale of certain buildings, including the registered agreements executed in favour of Avacado for acquiring buildings viz. Paradigm constructed on demarcated portion of the land located at Mindspace Malad project, and demolishing of the building Paradigm located at Mindspace Malad project. The Plaintiff’s claim with regard to Avacado is restricted to its transaction relating to Paradigm building constructed on the demarcated portion of land located at Mindspace Malad project and does not extend to the equity shares of Avacado or any other assets held by Avacado.

The Suit was filed inter alia alleging certain insufficient payment to the Plaintiff, breach and non-adherence of the project agreement of 1995 entered into between the Plaintiff and Ivory Properties in respect of certain land situated at Malad West and Kanheri, including the demarcated portion of the land on which building Paradigm is constructed in Mindspace Malad project (“**1995 Agreement**”), and pertaining to sale of certain buildings inter alia on ground of sale of such buildings to alleged related parties. The Plaintiff sought inter alia (i) orders of declarations and permanent injunctions relating to the termination of the 1995 Agreement, (ii) the termination of some of the registered agreements and memorandums of understanding entered between the Plaintiff, Ivory Properties and purchasers in respect of some of the buildings constructed on the demarcated portions of land in Malad (including the building viz. Paradigm located at Mindspace Malad project), (iii) demolishing of such buildings and (iv) damages from Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Mr. Chandru L. Raheja to the extent of ₹ 3,509.98 million along with interest. A notice of motion was also filed by the Plaintiff seeking interim and ad-interim reliefs for inter alia appointment of receiver for buildings sold by the Plaintiff and Ivory Properties to various Defendants (including Avacado), restraining Ivory Properties and other Defendants (including Avacado) from alienating, encumbering or parting with possession of the building and restraining Ivory Properties and other Defendants (including Avacado) from dealing with (including renewal of leases / licenses) or creating fresh leases / licenses in respect of the buildings, and from receiving or recovering any sum in respect thereof by way of rent, license fee or

compensation for occupation, or if received or recovered be directed to deposit the said rent, license fee or compensation to the High Court. No ad-interim relief was granted to the Plaintiff.

The Defendants filed replies inter alia stating that the Suit is barred by limitation and that the transactions under the registered documents are genuine and in accordance with the 1995 Agreement and that the Plaintiff had deliberately made false and defamatory comments to cause damage to the reputation of the Defendants inter alia to pressurize Ivory Properties and its directors into meeting the Plaintiff's demands for unjustifiable amounts beyond what is payable under the 1995 Agreement. Further, Ivory Properties has also filed a counter-claim for various reliefs relating to specific performance of the 1995 Agreement and refund of ₹ 16 million with interest paid to the Plaintiff, and in the alternative for payment of estimated damages of ₹ 6,091.40 million inter alia towards loss of profit from the balance development potential and ₹ 5,000 million along with interest for compensation towards defamation.

The High Court, by its orders dated September 19, 2013 and September 20, 2013, framed the issue of limitation under section 9A of the Civil Procedure Code, 1908, as a preliminary issue of jurisdiction and directed the Plaintiff to file affidavit of evidence. Aggrieved, the Plaintiff challenged the orders of the High Court by filing a special leave petition ("SLP") in the Supreme Court of India. The Supreme Court of India, by an order dated October 8, 2013, stayed further proceedings with regards to the Suit filed in the High Court, till further orders. Thereafter, the Supreme Court of India, by its order dated August 25, 2015, referred the SLP to a three-judge bench. Subsequently, the Supreme Court of India disposed of the SLP by an order dated December 12, 2018 as infructuous in view of deletion of Section 9A of Civil Procedure Code by the Maharashtra Act 61 of 2018 with liberty to apply in case the need arises.

The Plaintiff filed an application before the Supreme Court of India to restore the original SLP by cancelling the order dated December 12, 2018 in view of further amendment the Code of Civil Procedure (Maharashtra Amendment) Act, 2018. By its judgment dated October 4, 2019, it was held by the three judge bench of Supreme Court of India that Section 9A of Civil Procedure Code by the Maharashtra Act 61 of 2018 cannot be decided as a preliminary issue as to jurisdiction. The Supreme Court of India has directed for the matters to be placed before the appropriate bench for consideration on merits. The notice of motion for interim relief and the Suit are pending for the final hearing before the High Court.

Separately, in relation to a transaction of divestment by the KRC group of their shareholding in respect of one of its group company, the Plaintiff, through his advocates & solicitors, had addressed certain letters, including to KRCPL, CCI and the merchant bankers acting in that transaction. The Plaintiff had also issued caution public notice dated October 1, 2016, cautioning the public about the risks and consequences in dealing with the suit property. The allegations and averments have been responded by KRCPL and the merchant bankers and the transaction of divestment was completed.

Further, the Plaintiff, through his advocates, addressed a letter dated February 13, 2020, including to Mindspace REIT, the Manager, the Trustee, the Sponsors, Avacado, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Ivory Properties and KRCPL, expressing his objection to the proposed Offer and any actions concerning the building at Paradigm Mindspace Malad. The allegations and averments made by the Plaintiff have been responded by parties concerned. No further correspondence has been received.

## (ii) Criminal matters

There are no pending criminal matters against Avacado.

## (iii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Avacado, Gigaplex, Intime, KRIT, MBPPL, Sundew, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Chalet Hotels, Genext, Inorbit Malls, KRCPL, Stargaze, Shoppers Stop and others ("Parties"). Pursuant to the Warrant, the Income Tax Department carried out a search on November 30, 2017. The search covered various matters for which notices were already issued from time to time. The search was concluded on December 6, 2017 at the office and residence of the Parties. Pursuant to the search, the Income Tax Department issued notices to each of the Parties under Section 153A of the Income Tax Act, 1961, directing them to prepare and furnish true and correct returns of total income for assessment years from 2012-13 to 2017-18 within a stipulated timeline from the date of service of the notices and these returns have been furnished before the Income Tax Department. Further, the Income Tax Department issued notices under Section 142(1)/143(2) of the Income Tax Act, 1961 for assessment years 2012-13 to 2017-2018/2018-19, to the Parties seeking certain information. These details have been furnished before the Income Tax Department by the Parties from time to time.

Pursuant to the block assessment proceedings, Avacado received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act 1961 for assessment years 2018-19, for an aggregate demand of ₹ 43.74 million. Avacado filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 99.78 million.

2. MPCB allegedly issued a show cause notice dated November 11, 2016 ("First SCN") to Avacado for alleged failure in obtaining no objection/ permission from the CGWA for extraction of ground water in respect of the Paradigm Mindspace project. MPCB served a show cause notice dated March 14, 2017 on Avacado, referring to the First SCN stating that the First SCN was issued pursuant to the directions given to MPCB and CGWB by the National Green Tribunal judgement dated January 11, 2016 and November 8, 2016 (in the matter of Asim Sarode V/s District Collector, Nanded and others, where Avacado was not a party) to jointly

prepare a list of industries and infrastructure projects which require permission for extracting ground water and to issue directions for closure of such industries and infrastructure projects for whom the default persists. By letter dated April 6, 2017, Avacado responded to MPCB inter alia stating that (a) there is no requirement for Avacado to apply for or obtain NOC from CGWA, as Avacado does not appear in the list of industries and infrastructure projects which require permission for extracting ground water as published on the MPCB website; (b) Avacado does not withdraw ground water at the Paradigm Mindspace Malad project; and (c) the First SCN was not received by Avacado. No further correspondence has been received.

3. The Office of Tehsildar, Borivali ("Tehsildar") issued demand notices dated February 5, 2021 and dated March 2, 2021 under provisions of Maharashtra Land Revenue Code, 1966 to Ivory Properties and others for retrospective payment of non-agricultural tax ("NA Tax") of ₹ 52.63 million. The demand notices were issued pursuant to the letter dated February, 5, 2021 of the Collector (Mumbai Suburban Office) ("Collector"), wherein it was recorded that all urban lands in state being used for non-agriculture purpose, NA Tax assessment had been stayed for the period August 1, 2006 to July 31, 2011 till the revised guidelines were finalized as per government letter NAP0311/CR28/L5 dated August 24, 2011 and that as per Government of Maharashtra decision dated February 5, 2018, the stay was lifted. Ivory Properties vide letter dated March 30, 2021 has denied the quantification and levability of the NA Tax assessment with retrospective effect and has requested the Tehsildar not to take any coercive action, without giving a reasonable opportunity to file a reply. Ivory Properties also tendered, without prejudice, an 'on account' deposit of a sum of ₹ 3.00 million to the Office of Tehsildar, without admitting or accepting any liability.

## (iv) Material civil/commercial litigation

There are no other material civil/commercial litigation involving Avacado.

## B. Gigaplex

### (i) Title litigation and irregularities

1. Baburam Ramkishan Yadav ("Baburam"), president of Universal Education Society ("UES"), filed a suit and injunction application before the Court of Civil Judge (J.D.) Vashi at C.B.D. ("Civil Court Vashi") seeking injunction restraining Gigaplex from encroaching upon land admeasuring approximately 500 square meters on which a school is operated by UES ("Suit Property"), which is in the Mindspace Airoli West admeasuring approximately 202,300 square meters ("Larger Land").

Gigaplex denied the claims stating that inter alia Gigaplex was a lessee of MIDC in respect of the Larger Land, and that Baburam has illegally encroached upon about 250 square meters on the eastern boundary of the Larger Land. By its order dated August 20, 2018, the Civil Court rejected the injunction application ("Order"). Baburam has challenged the Order before the Court of District Judge Thane. The suit and appeal filed by Baburam are currently pending before the relevant courts.

Gigaplex filed a suit against UES and MIDC before the Court of Civil Judge (Senior Division) Thane at Thane ("Civil Court Thane"), inter alia for possession of 569.80 square metres or such area as may be found in unauthorized occupation of UES, damages of ₹ 10.80 million, mesne profits of ₹ 0.30 million per month till the recovery of possession and injunction to restrain from further trespassing on the land at Mindspace Airoli West. Subsequently, Gigaplex also filed an injunction application before the Civil Court Thane seeking, inter alia, a temporary injunction to restrain Universal Education Society, its trustees, office bearers etc. from trespassing and encroaching the Suit Property and the adjacent plot of land leased by MIDC to Gigaplex. In an interim application for injunction filed by Gigaplex, a status quo order was passed on July 26, 2019 by the Civil Court Thane. The status quo was continued by the Civil Court Thane till the final decision in the matter, through its order dated March 5, 2020, disposing of the injunction application. The suit is currently pending before the Civil Court Thane.

Baburam also filed a complaint before Rabale police station, Navi Mumbai, against a security guard in charge of Gigaplex for allegedly threatening him and damaging of a display board at the Suit Property. Baburam also issued a letter addressing the Commissioner of Navi Mumbai, the Police Commissioner of Navi Mumbai, the Chief Minister of Maharashtra and others, for harassment by security personnel of Gigaplex in the Suit Property. No action has been taken against Gigaplex in this regard.

## (ii) Regulatory actions

1. The Joint Director of Industries, Government of Maharashtra ("JDI") had issued a letter of intent dated July 26, 2007 ("LOI") to B. Raheja Builders Private Limited (now, Gigaplex Estate Private Limited) for establishing and registering an IT software unit for 'Software Development'. Subsequent to the letter from JDI, MIDC, by its letter dated June 30, 2009, intimated Gigaplex to register as an IT Park, being a private developer. Thereafter, the JDI, by its letter dated May 16, 2016 ("JDI Letter"), sought clarification from Gigaplex in relation to non-registration of the IT software unit within the stipulated timeline and sought to initiate action against Gigaplex under the IT/ITES policy. Gigaplex was in the process of completing the endorsement of the lease deed dated November 1, 2007 executed with MIDC in relation to the Mindspace Airoli West project, for payment of stamp duty, which remained with the relevant revenue authorities for endorsement, for submission to JDI. The lease deed was endorsed by the revenue authorities on September 11, 2019. By its letter dated October 9, 2019 to the JDI, Gigaplex has responded to the JDI Letter inter alia stating that (a) the land was granted by MIDC under lease deed dated November 1, 2007 for proposed I.T. software unit (Software Development), but due to recession and other reasons, the erstwhile management of B. Raheja Builders Pvt. Ltd. decided to pursue development as private IT Park (instead of software development) with due approval of the Director Industry, IT, pursuant to the NOC issued by MIDC; (b) accordingly, Gigaplex has developed the land as private IT Park; and (c) Gigaplex also voluntarily approached the stamp authorities and paid the full stamp duty and registration fees in relation to the lease deed, and (d) the development of private IT Park was undertaken



with due approval of Director of Industry (IT), Maharashtra and no benefit was received by it under the IT/ITES policy. No further correspondence has been received.

2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Gigaplex and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Pursuant to the block assessment proceedings, Gigaplex received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) for an aggregate demand of ₹ Nil. Gigaplex has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 29.56 million. The assessment proceeding for the assessment year 2018-2019 is ongoing.
3. Maharashtra State Electricity Distribution Company Limited ("MSEDCL") filed a petition dated October 16, 2018 against Maharashtra State Load Despatch Centre, wherein electricity distribution companies in Maharashtra including, MBPPL and Gigaplex (which hold electricity distribution licenses) and others, were impleaded as parties, before Maharashtra Electricity Regulatory Commission ("MERC") seeking payment of alleged past dues, removal of anomalies and directions regarding over-drawal of electricity. Through its final common order dated September 26, 2019, MERC partly allowed MSEDCL's prayer against which MSEDCL and one of the electricity distributions companies have filed separate appeals before the Appellate Tribunal for Electricity ("APTEL"). Pursuant to an order dated December 18, 2019, the APTEL instructed that notices be issued to respondents in the appeal, including Gigaplex and MBPPL. By an order dated September 15, 2020, interim applications for condonation of delay in filing the appeals were allowed. The appeals are pending before the APTEL.

**(iii) Material civil/commercial litigation**

There are no other material civil / commercial litigation involving Gigaplex.

**C. Horizonview**

**(i) Title litigation and irregularities**

1. An enquiry notice was issued by District Revenue Officer, Thiruvallur ("DRO") and Additional District Judge to W.S. Industries (India) Limited ("WSIIL"), an erstwhile owner of a land parcel admeasuring approximately 46.04 acres ("Suit Land") of which a portion admeasuring approximately 6.16 acres was acquired by RPIL. RPIL has granted development rights to Horizonview over such land in relation to the Commerzone Porur project. Horizonview is not a party to the proceedings.

The DRO issued an enquiry notice dated May 25, 2017 ("Notice") to WSIIL calling for an enquiry to be conducted before the District Revenue Officer cum Additional District Judge at the District Collector Office on the basis of a complaint presented by P. Jeyapal S/o R. Perumalsamy ("Jeyapal") alleging that land have been handed over

to WSIIL on certain conditions, and instead of using the land for common purpose, WSIIL has been using the land for commercial purpose. Aggrieved, WSIIL has filed a writ petition before the Madras High Court against the DRO and Jeyapal, seeking directions for quashing the Notice. The Madras High Court, by its order dated June 5, 2017, has granted interim stay on proceedings under the Notice. The matter is currently pending before the Madras High Court.

2. Based on legal advice received, the following documents granting development rights in favor of Horizonview for the purposes of constructing an IT Park, have not been registered:

- a. The development agreement, dated November 7, 2006, executed by RPIL, the owner of the land and Horizonview ("Development Agreement");
- b. The award dated March 22, 2016, passed by the arbitrator in relation to disputes between RPIL and Horizonview in relation to the Development Agreement ("Award");
- c. The letter dated May 18, 2017 executed between RPIL and Horizonview; and
- d. The written arrangement dated February 20, 2019, executed by RPIL and Horizonview modifying the terms of the Development Agreement and the Award.

**(i) Criminal matters**

There are no pending criminal matters against Horizonview.

**(ii) Regulatory actions**

There are no other pending regulatory actions against Horizonview.

**(iii) Material civil/commercial litigation**

There are no material civil/commercial litigation involving Horizonview.

**D. Intime**

**(i) Litigation**

There are no litigations in relation to the land held by Intime.

**(ii) Criminal matters**

There are no pending criminal matters against Intime.

**(iii) Regulatory actions**

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Intime and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Intime has received notice dated November 27, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within seven days from the date of service of notice and the return has been filed with the Income Tax Department and the assessment proceeding is ongoing. Pursuant to the block assessment proceedings, Intime received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961 for the assessment year 2018-

2019 for an aggregate refund of ₹ 226.18 million. Intime has filed rectification applications which are pending before the relevant authority.

2. Intime had completed construction of its building 5B in Mindspace Madhapur project ("Building") without obtaining Environment Clearance ("EC") on account of lack of clarity at the relevant time with respect to classification of the relevant area forming part of Intime. Intime has filed a sou-moto application dated September 9, 2017 ("EC Application") under a regularization scheme notified by MoEF vide notification dated March 14, 2017 for cases relating to construction without the requisite environment clearance for regularization of the Building. The aforesaid application was considered as a case of violation and the State Level Environment Impact Assessment Authority ("SEIAA") issued 'Standard Terms of Reference' issued by the MoEF, along with certain 'Specific Terms of Reference' ("TOR") which included, among others, obligation on the state government/ state pollution control board to take action against the project proponent under the provisions of section 19 of the Environment (Protection) Act, 1986. As per the terms of the TOR, the Telangana State Pollution Control Board ("TSPCB") issued letter dated December 16, 2020 ("Letter") to Environment Engineer ("EE"), with a copy to Intime, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of the EIA Notification, 2006 against Intime under the provisions of the Environment Protection Act, 1986. Accordingly, the EE filed complaint in the Court of the Hon'ble IX Metropolitan Magistrate, Cyberabad at Kukatpally ("MM Court") against Intime under the Environment Protection Act, 1986 read with Criminal procedure Code ("Cr. PC") for the offence under the Environment Protection Act, 1986. The MM Court found Intime punishable for offense of Environment Protection Act, 1986 and accordingly imposed a payment of ₹ 25,000 for the offense. Intime has made payment of a sum of ₹ 25,000 to the MM Court. SEIAA considered the above matter of Intime in its meeting and has approved the issuance of EC subject to submission of bank guarantee of ₹ 3.39 million by Intime for implementation of certain remedial and augmentation plans, along with detailed action plan for implementation. Intime has submitted letter to the Member Secretary SEIAA, requesting to share bank guarantee format along with details of beneficiary for submission of bank guarantee.
3. For other pending regulatory actions against Intime, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT – Regulatory actions".

**(iv) Material civil/commercial litigation**

There are no material civil/commercial litigation involving Intime.

**E. KRIT**

**(i) Title litigation and irregularities**

1. Softsol India Limited ("Softsol") and others ("Petitioners") have filed writ petition on February 8, 2013 in the Hyderabad High Court ("Court") against KRIT (wrongly named as M/s. K Raheja Corporation) and others ("Respondents") inter alia seeking declaration (a) that the allotment of land admeasuring approximately 4,500 square yards

(3,763 square metres) ("Suit Land") of land adjacent to Softsol's plot is illegal and (b) for handover of the same to the Industrial Area Local Authority ("IALA"), being one of the Respondents, for developing the Suit Land as a common facility centre / area / park for general use by software companies. The Suit Land is part of the land admeasuring approximately 110 acres allotted by the Government of Andhra Pradesh to KRIT for the Mindspace Madhapur project.

By an ex-parte interim stay order dated February 11, 2013 ("Stay Order"), it was inter alia directed by the Court that, no construction activity shall be undertaken or continued over the triangular piece of 2 acres 40 cents of land earlier identified at the time of allotment as 'Common Facility Centre' in the software layout. IALA and APIIC have filed affidavits opposing the writ petition, confirming the allotment and rights of KRIT in the Suit Land, and for vacating the Stay Order. The matter is pending before the Court.

Greater Hyderabad Municipal Corporation ("GHMC") had filed an application in the Court for clarification that the Stay Order does not preclude GHMC from acquiring a portion of 0.14 acres (approximately 567 square meters) for road widening. Subsequently, GHMC has acquired the portion of land and constructed the road.

**(ii) Criminal matters**

1. Sharmin Habib ("Complainant") lodged a first information report ("FIR") on October 10, 2017 with the Madhapur Police Station alleging that certain staff members of the Raheja Group ("Accused") prevented the Complainant and a staff from entering the premises for conducting the business of a day care centre in the name of Kidz Paradise in Building No. 2.B, Mindspace Madhapur (KRIT), and harassed them. The concerned investigating officer has filed final report dated November 16, 2017 of the matter before the Metropolitan Magistrate, Kukatpally at Miyapur, Cyberabad ("Court"), stating inter alia that while there was a rental dispute between the Complainant and the Accused which was pending in the Court, the particular incident was in relation to a regular security aspect of access in the IT Park being allowed on showing identity card, whereas Complaint tried to enter without showing identity card. The investigating officer also reported that the Complainant did not comply with the notices under Section 91 of the Criminal Procedure Code, and that no such incident had occurred as alleged by the Complainant. The investigating officer further recorded that the complaint was filed on completely flimsy grounds and filed the final report before the Court recommending closure of the case on basis of lack of evidence. The matter is currently pending.

**(iii) Regulatory actions**

1. The Comptroller and Auditor General of India ("CAG") had issued a report on public sector undertakings for the year ended March 2016 ("CAG Report") where certain audit observations were made with respect to certain public sector undertakings including: (a) a low rate of return on investments made by APIIC (now, TSIC) in KRIT; (b) allocation of the development and construction of complexes for IT and ITES companies to K. Raheja Corporation Private Limited by the erstwhile Government



of Andhra Pradesh (“**GoAP**”) without adopting a due tender process; (c) transfer of certain portion of land to non-IT/ITES sister companies of the KRC group, namely, Trion Properties Limited – Inorbit Malls and Chalet Hotels– Westin Hotel at a discounted price, in violation of GoAP directions dated August 11, 2003 and without prior consultation with APIIC, pursuant to the demerger of KRIT. KRIT responded to the observations under the CAG report by its letter dated September 21, 2017 submitting its issue-wise detailed explanations and explaining various factual inaccuracies in respect of the said observations under the CAG Report, denying the irregularities and deficiencies. No further correspondence has been received.

2. KRIT had proposed a rights issue of shares in which Andhra Pradesh Industrial Infrastructure Corporation (“**APIIC**”) (now, TSILC) abstained from subscribing to the rights shares. Consequently, upon closure of the rights issue subscription by the other shareholders of KRC group, the stake of APIIC in KRIT reduced from 11%. Thereafter, upon demerger of certain undertakings of KRIT into Intime and Sundew, the APIIC’s stake reduced in each of these entities instead of what it was initially at 11%. Such rights issue of shares was undertaken in compliance with applicable law and agreement between the parties, and after KRIT had waited over one year for APIIC to decide.

Subsequently, APIIC / GoAP disputed such dilution of their stake in KRIT, Intime and Sundew, which led to an inquiry by Vigilance and Enforcement Department of GoAP against the Government Officials and correspondingly, KRIT. APIIC issued a letter dated July 10, 2012 to KRIT, referring to a report of vigilance and enforcement department (“**VED Report**”) in relation to the Mindspace Madhapur project. Subsequently, the equity stake of APIIC was restored to 11% in KRIT, Intime and Sundew together with compensating APIIC for any loss of corporate benefits in the intervening period. The VED Report alleged certain irregularities, which include alleging a financial loss to APIIC and GoAP pursuant to sale of the land to its sister concerns and sale of constructed area, at a nominal price, dilution of 11% equity stake of APIIC and loss of immovable asset base to APIIC due to the dilution of equity.

KRIT denied such irregularities, violations or financial loss caused to APIIC /GoAP. While denying the loss alleged by APIIC, KRIT, Intime and Sundew provided a joint undertaking dated February 14, 2014 to APIIC inter alia undertaking (i) to pay the amounts to APIIC in respect of APIIC’s claim of losses, due to any differences in values pertaining to the sale transactions in Mindspace Madhapur project; (ii) that payments shall be made by KRIT within 30 days of receipt of such written demand from APIIC; and (iii) that KRIT shall be bound by the decision of APIIC and comply with the same within the stipulated timelines.

KRIT has further provided an undertaking dated October 24, 2016 to APIIC, inter alia undertaking to pay losses incurred by Government of Telangana /APIIC as per the VED Report and to maintain the agreed shareholding of the Government of Telangana or APIIC in KRIT, Intime and Sundew post conversion of KRIT to public limited company and the Government of Telangana/ APIIC will not be required to infuse additional funds to maintain its equity stake in KRIT, Intime and Sundew.

While KRIT has attempted to make payments to the extent of the loss incurred by APIIC along with interest, by letter dated April 23, 2019, APIIC has confirmed to KRIT that it will be informed about the quantum of the amount to be paid, once the quantum of loss is determined by an independent third party appointed for such purpose. KRCPL, by way of its letter dated December 9, 2019, has undertaken that it shall assume any financial liability that KRIT, Intime or Sundew may incur in this behalf.

3. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRIT and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the block assessment proceedings, KRIT received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961 for assessment year 2018-2019, for an aggregate demand of ₹ 1,655.54 million. KRIT has filed rectification applications and appeals which are pending before the relevant authority.
4. KRIT had completed construction of its building 1A, 1B, 2A, 2B, 3A, 3B, 4A, 4B and 10 in Mindspace Madhapur project (collectively “**Buildings**”) without obtaining Environment Clearances (“**ECs**”) on account of lack of clarity at the relevant time with respect to classification of the relevant area forming part of the KRIT. KRIT has filed four suo-moto applications dated September 7, 2017 and one suo moto application dated September 9, 2017 (“**EC Applications**”) under a regularization scheme notified by MoEF vide notification dated March 14, 2017 for cases relating to construction without the requisite environment clearance for regularization of the Buildings. The aforesaid applications were considered as cases of violation and the State Level Environment Impact Assessment Authority (“**SEIAA**”) issued ‘Standard Terms of Reference’ issued by the MoEF, along with certain ‘Specific Terms of Reference’ (“**TORs**”) which included, among others, obligation on the state government/ state pollution control board to take action against the project proponent under the Environment (Protection) Act, 1986. As per the terms of the TORs, the Telangana State Pollution Control Board (“**TSPCB**”) issued five letters, each dated December 16, 2020 (“**Letters**”) to Environment Engineer (“**EE**”), with a copy to KRIT, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of the EIA Notification, 2006 against KRIT under the provisions of the Environment Protection Act, 1986. Accordingly, the EE filed 5 complaints in the Court of the Hon’ble IX Metropolitan Magistrate, Cyberabad at Kukatpally (“**MM Court**”) against KRIT under the Environment Protection Act, 1986 read with the Criminal procedure Code (“**Cr. PC**”) for the offence under the Environment Protection Act, 1986. The MM Court found KRIT punishable for offense under the Environment Protection Act, 1986 and accordingly imposed a payment of ₹ 25,000 for each offense. KRIT has made the requisite payment to the MM Court. SEIAA considered the above matters of KRIT in its meeting and has approved the issuance of ECs subject to submission of bank guarantee by KRIT of: (i) ₹ 3.95 million for Building

1A and 1B; (ii) ₹ 10.14 million for Building 2A and 2B; (iii) ₹ 4.41 million for Building 3A and 3B; (iv) ₹ 5.20 million for Building 4A and 4B; and (v) ₹ 5.44 million for Building 10 for implementation of certain remedial and augmentation plans, along with detailed action plan for implementation. KRIT has submitted letter to the Member Secretary SEIAA, requesting to share bank guarantee format along with details of beneficiary for submission of bank guarantees.

#### (iv) Material civil/commercial litigation

1. KRIT filed an arbitration application on September 21, 2015 before the Hyderabad High Court (“**High Court**”) against Premier Kinder Care Services Private Limited (“**Premier**”). KRIT prayed for appointment of sole arbitrator to resolve disputes between KRIT and Premier in relation to (a) the term sheet dated March 10, 2011 entered into between KRIT and Premier for grant of lease by the KRIT to Premier in respect of Unit No. 2 admeasuring 3171 sq. ft. in Building No.2B at Mindspace Madhapur (KRIT) (“**Premises**”); (b) failure of Premier in making payments of ₹ 11.42 million due on account arrears of rent, balance security deposit together with interest thereon and (c) to deliver the possession of the Premises to KRIT. The notice of the petition has been served on Premier by publication in newspapers, pursuant to the order of the High Court dated November 25, 2016. The High Court by its order dated March 11, 2020 allowed the application for appointment of sole arbitrator. The arbitrator was appointed. The matter is currently pending.

#### F. KRC Infra

##### (i) Title litigation and irregularities

1. Ashok Phulchand Bhandari has instituted a civil suit against Balasaheb Laxman Shivle and 29 others (“**Defendants**”) alleging rights over a portion of land admeasuring approximately 0 hectares 44.15 ares (1.09 acres) (“**Suit Land**”), on which Gera Commerzone Kharadi is situated. KRC Infra is not a party to the suit and further, no summons from the Court have been received by KRC Infra till date. Gera Developments Private Limited, the original purchaser of the Gera Commerzone Kharadi land has also not been joined as a party to the suit.

A Special Civil Suit no. 2102 of 2010 is filed by Ashok Phulchand Bhandari against the Defendants before the Civil Judge, Senior Division, Pune (“**2010 Suit**”) with respect to the Suit Land seeking inter alia declaration, specific performance against the Defendants and a decree of permanent injunction restraining the Defendants from causing any construction or development on the Suit Land. Ashok Phulchand Bhandari has also challenged inter alia (a) the decree dated September 26, 2008 passed the Civil Judge, Senior Division, Pune, wherein the suit filed in 2005 by Tanhubai Amruta Pathare, (wife of late Amruta Tukaram Pathare, being one of the erstwhile co-owners of a portion of the Suit Land), through her legal heirs, against Popat Amruta Pathare, one of the Defendants (“**2005 Suit**”), was withdrawn on the basis of a compromise pursuis arrived at between the parties to the 2005 Suit and one of the Defendants; (b) registered partition deed / Vatanipatra dated September 15, 1993 pursuant to which Amruta Tukaram Pathare became entitled to a portion of land forming part of the Gera Commerzone land; and (c) will and testament dated January 19, 1995 executed

by late Amruta Tukaram Pathare. Further, in view of the 2010 Suit, a notice of lis pendens dated April 10, 2015 was separately filed and registered by Ashok Phulchand Bhandari. The matter is currently pending.

2. The heirs of Balu Laxman Shivle have issued a notice to Gera Developments Private Limited in relation to claim over land admeasuring approximately 0 hectares 80.30 ares (1.98 acres) (“**Disputed Land**”), on which Gera Commerzone Kharadi is situated. No such notice has been received by KRC Infra.

By a notice dated July 16, 2016 (“**Notice**”), the heirs of Balu Laxman Shivle viz. (a) Shobha Balu Shivle, (b) Hrishikesh Balu Shivle, (c) Om Balu Shivle, claimed their share in an area in the Disputed Land, being the share of late Amruta Pathare (“**Land Owner**”). It was also alleged that the registered sale deed dated February 12, 1996 executed in favor of Gera Developments Private Limited was executed without the signatures and consent of the wife and daughter of the Land Owner and that they did not receive any consideration on account of sale of the Disputed Land. By letters dated August 20, 2016 and January 23, 2017, Gera Developments Private Limited has replied to the Notice denying all allegations. No further correspondence has been received.

3. Rahul Bhausaheb Pathare, one of the legal heirs of an erstwhile owner of a portion of land forming part of the Gera Commerzone Kharadi land, through his legal counsel, (“**Claimant**”) has issued a notice dated December 14, 2019 (“**Notice**”) to Gera Developments Private Limited, KRC Infra and others alleging claim over an undivided portion of two lands parcels admeasuring approximately 0 hectares 40 ares (0.98 acres) and 1 hectare 68.6 ares (4.16 acres), respectively, (“**Disputed Lands**”), on which Gera Commerzone Kharadi is situated.

The Claimant has alleged inter alia that (a) the Disputed Lands were the undivided property of the Hindu Undivided Family of Pathare family (“**Pathare HUF**”), and his consent / confirmation was not obtained for sale of the same in favour of Gera Developments Private Limited in the year 1996; (b) since the Claimant was a major at the time of execution of the sale deeds executed in the year 1996 in favour of Gera Developments Private Limited, his signature should have been obtained as a coparcener since, in the absence of any reason for sale of the Disputed Lands for the benefit of the Pathare HUF, the Karta of the joint family, Bhausaheb Kaluram Pathare (father of the Claimant), could not have executed the sale deeds on behalf of the joint family; (c) Gera Developments Private Limited has, through forgery, fraudulently added hand-written clauses, regarding right of way, to the sale deeds executed in its favor after the execution thereof; and (d) that the subsequent transactions in respect of the Disputed Lands, including inter alia sale of portions thereof in favor of KRC Infra, its mortgage by KRC Infra, leasing of buildings / premises constructed thereon in favor of various lessees, are illegal and not binding upon the Claimant, to the extent of his share in the Disputed Lands.

The Claimant has also sought to take legal action against the addressees (including KRC Infra) in the event (a) any

further agreements / arrangements are entered into in respect of the Disputed Lands, and (b) of failure to revoke and cancel the deeds, documents and agreements executed inter se the addressees (including KRC Infra) to the extent of the Claimant's share in the Disputed Lands. KRC Infra, through its legal counsel, has by its letter dated December 24, 2019 sent an interim reply to the Notice inter alia denying the allegations made by the Claimant. KRC Infra, through its legal counsel, has by its letter dated June 29, 2020 sent a response to the Claimant stating inter alia that in absence of supporting documents received from the Claimant in support of his claim pursuant to the interim reply, the Notice stands withdrawn and his claim does not survive. No further correspondence has been received.

## (ii) Criminal matters

There are no pending criminal matters against KRC Infra.

## (iii) Regulatory actions

1. A notice dated July 25, 2019 was issued by PMC to KRC Infra and Gera Developments Private Limited ("**GERA**") alleging non-compliance with certain provisions of the approval of reservation shifting dated October 3, 2016 issued by the PMC in relation to a cultural centre, parking and hospital area at Gera Commerzone Kharadi on the basis of a complaint received by PMC. GERA and KRC Infra have replied to the notice, by way of a letter dated August 14, 2019, refuting all allegations. The matter is currently pending.

## (iv) Material civil/commercial litigation

There are no other pending material civil / commercial litigation involving KRC Infra.

## G. MBPPL

### (i) Title litigation and irregularities

1. Shrimant Chhatrapati Udayan Raje Pratapsinh Maharaj Bhonsale ("**Plaintiff**") has filed a suit before the Civil Judge Senior Division Pune ("**Civil Court**") against Shri Mukund Bhavan Trust ("**MBT**"), its trustees, and the State of Maharashtra ("**Defendants**") for declaration of title and possession of lands in Yerwada, Pune admeasuring approximately 322.7 acres ("**Suit Land**"); including approximately 25 acres 27 gunthas (approximately 1,03,940 square meters) ("**Commerzone Land**") of land in which units (approximate 1.68 msf of leasable area as per lease deeds) in Commerzone Yerwada, one of our Portfolio, are situated. MBT, as the owner of 79.32 acres land ("**MBT Land**"), had executed a registered development agreement in 2004 with KRCPL with respect to the Commerzone Land. Commerzone Yerwada land, which includes the rights in demarcated portions of the Commerzone Land, was transferred from KRCPL to MBPPL pursuant to the scheme of arrangement sanctioned on September 7, 2017). Neither KRCPL nor MBPPL is joined as a defendant to the suit.

The Plaintiff is seeking, inter alia declarations and injunctions in his favour in relation to ownership and possession of the Suit Land and to set aside compromise decrees passed in (i) 1953 in Suit No. 152/1951; (ii) 1990 in Suit No. 1622/1988; and (iii) 2003 in Civil Appeal No. 787/2001; all in proceedings between MBT and the State of Maharashtra.

The Plaintiff also filed an application for temporary injunction which is pending. No interim or ad-interim relief has been granted to the Plaintiff. MBT applied to the Civil Court for rejection of the plaint filed by the Plaintiff on the grounds of limitation, which was rejected by order dated April 29, 2014. MBT filed revision petition against the said rejection order, in the Bombay High Court, which was dismissed on April 26, 2016. MBT filed SLP No.18977 of 2016 against the said dismissal order, which is pending before the Supreme Court of India.

The Plaintiff filed an application on March 9, 2015 in the Civil Court for amendment to the prayers in the suit, inter alia to limit the Plaintiff's claim for possession only with regard to vacant land in possession of the Defendants and lands alienated subsequent to the filing of the suit, and to seek compensation from MBT with regard to constructed units and alienated part of the Suit Land instead of seeking possession of the developed portion for which registered deed with regard to alienation were executed prior to the filing of the suit in 2009. The application for amendment of the plaint was rejected by the Civil Court by its order dated November 14, 2016. Aggrieved, the Plaintiff filed Writ Petition No. 4268/2017 in the Bombay High Court challenging the said order dated November 14, 2016, which is currently pending before the Bombay High Court.

Two applications made by third parties, being M/s. Mahanagar Developers and M/s. Mahanagar Constructions for being joined as party defendants in the suit, were granted on November 14, 2016 by Civil Court. The Plaintiff challenged this order by filing Writ Petition No. 4415/2017 in the Bombay High Court. By a common order dated February 15, 2018 passed in the aforesaid two writ petitions (Nos. 4268/2017 and 4415/2017), the Bombay High Court requested the trial judge not to proceed in considering any interim application, till the adjourned date of hearing of these petitions. These matters are currently pending before the Bombay High Court.

The Plaintiff registered a notice of lis-pendens dated July 7, 2011 in respect of the Suit No.133/ 2009 and applied for mutation in the revenue records. Purshottam M. Lohia, a trustee of MBT and Panchashil Tech Park Private Limited (an entity claiming certain rights in survey No.191A Yerwada village) ("**Panchashil**") opposed the mutation, which opposition was rejected. Panchashil filed appeal before the District Superintendent of Land Records and relied on the government notification dated September 21, 2017 directing revenue authorities to remove or cancel all mutations entries in respect of notice of lis-pendens ("**Notification**").

2. Ravindra Laxman Barhate filed complaint and revenue proceedings against Shri Mukund Bhavan Trust ("**MBT**") and others in relation to the allotment and exemption order under the Urban Land Ceiling Act, 1976 in respect of the MBT Land (as mentioned in para 1 above).

A complaint was filed on November 27, 2015 by Ravindra Laxman Barhate with the Divisional Collector Pune and other authorities, against MBT and others (together, "**Respondents**") alleging tampering, cheating as also breach of terms and conditions by the Respondents inter alia with respect to order dated November 24, 2003

passed under Section 20(1) of the Urban Land Ceiling Act, 1976 in respect of the MBT Land at Yerwada, Pune ("**ULC Order**") and seeking action against the Respondents and cancellation of the ULC Order.

MBT filed a writ petition before the Bombay High Court, for quashing any enquiry / investigation on the basis of the said complaint filed by Ravindra Laxman Barhate. By order dated March 5, 2018, the Bombay High Court has restrained the Additional Collector from passing any order on this complaint until the next hearing date. Through its order dated January 6, 2020, the Bombay High Court inter alia restrained the State of Maharashtra and certain other respondents from passing any order pursuant to the complaint filed on November 27, 2015 until disposal of the writ petition. The matter is currently pending.

Ravindra Laxman Barhate also filed a Revenue Appeal No.1826/2015 before the Revenue Minister, State of Maharashtra ("**Revenue Minister**") against the Commissioner & Collector, Pune and MBT, challenging a report dated June 20, 2011 of the Divisional Commissioner, Pune ("**Report**") wherein MBT was stated to be the owner of the MBT Land(which include the demarcated portions of the land pertaining to Commerzone Yerwada); inter alia to set aside the Report, pass an order directing the relevant authorities to submit a new inquiry report and restrain the purchase-sale, construction on the disputed land. By way of order dated September 23, 2015, the Revenue Minister ordered that status quo be maintained as regards the record of the suit property.

MBT had filed a writ petition challenging the order dated September 23, 2015 passed by the Revenue Minister. Since the State Government of Maharashtra withdrew the said order dated September 23, 2015, stating that the pending proceedings will be heard by the Principal Secretary, Revenue Department, the said writ petition was disposed of by order dated October 28, 2015 as not surviving while keeping open all contentions of both the parties on merits. MBT challenged the said Order dated October 28, 2015 in the Supreme Court of India ("**Court**") inter alia on the ground of maintainability of such proceedings before the Principal Secretary, Revenue Department. By order dated January 21, 2016, the Supreme Court of India has stayed the proceedings pending before the Principal Secretary, Revenue Department. The matter is currently pending before the Court.

3. The Office of the Land Reforms Tribunal & Revenue Divisional Officer, Hyderabad ("**Tribunal**") had by its letter dated August 11, 2009, sought certain information from Serene Properties Private Limited (now MBPPL) under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("**APLRAC**") in respect of the land at Mindspace Pocharam.

Serene has filed a reply on September 30, 2009. The authorized officer has filed a counter and Serene has filed a rejoinder dated August 29, 2012. Serene has stated that the land transferred in favor of MBPPL was notified for industrial use and has been declared as an SEZ and is not "land" covered under the APLRAC. The proceedings are pending before the Special Grade Deputy Collector and Revenue Divisional Officer, Ranga Reddy District. In

September 2012, MBPPL also submitted to the Tribunal a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh ("**High Court**") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

4. A letter dated February 4, 2019 from the Office of Executive Engineer, BDD Zone No.4 was forwarded by an architect firm to MBPPL on February 11, 2019 wherein PMC sought clarifications regarding certain objections pertaining to the land at Commerzone Yerwada, regarding payment of ₹ 156.98 million consisting of ₹ 56.34 million principal of recoverable amount and ₹ 100.64 million on account of interest. MBPPL by way of its letter dated February 28, 2019 replied to PMC inter alia stating that the letter has been addressed to the incorrect recipient who is not a developer of the relevant portion of the land, and sought clarifications with respect to the contents of the letter and disputed the payment demand. Further, by way of its letter dated July 2, 2019, MBPPL requested for a reply to its letter dated February 28, 2019 and stated that it would be ready to pay amounts, if any payable, if and once the clarifications sought by it are provided.

## (ii) Criminal matters

There are no pending criminal matters against MBPPL.

## (iii) Regulatory actions

1. Deputy Assessor and Collector (Indira Docks), Mumbai issued demand notice dated June 7, 2012 for payment of ₹ 0.4 million towards octroi for import of certain goods at Commerzone Yerwada project. MBPPL replied by way of its letters dated March 2, 2017, March 14, 2017 and March 22, 2017 stating, inter alia that it has made payments for the aforesaid goods. MBPPL received another demand notice dated March 21, 2018 in relation to the aforesaid payment of octroi. MBPPL replied by way of letter dated April 18, 2018 and reiterated that there is no liability to pay octroi in this case. No further correspondence has been received.
2. MBPPL has received several demand notices from the stamp duty and revenue authorities in relation to alleged deficit payment of stamp duty aggregating to ₹ 10.18 million along with penalty in certain instances with respect to certain leave and license agreements / lease deed entered into by MBPPL, in its capacity as licensor/ lessor. MBPPL has from time to time responded to such demand notices inter alia stating that the liability for stamp duty on the documents was that of the respective licensee / lessees.
3. Ministry of Water Resources, River Development and Ganga Rejuvenation, Central Ground Water Board issued a show cause notice dated March 22, 2019 to MBPPL for non-compliance and contravention of the mandatory conditions of the NOC issued of ground water extraction for Commerzone Yerwada project and directed MBPPL to rectify the non-compliances. MBPPL has replied by way of its letter dated April 12, 2019 stating that it has initiated all actions required for compliance with the no-objection certificate and requesting withdrawal of the show cause notice dated March 22, 2019. No further correspondence has been received.



4. MPCB, pursuant to the meeting of its Consent Appraisal Committee (“CAC”) held on December 12, 2017, issued a show cause notice dated June 5, 2018 to Trion Properties Pvt. Ltd. (prior to demerger of mall and IT undertakings from Trion Properties Pvt. Ltd. to MBPPL) in relation to certain non-compliances with environmental clearance for one commercial building (approximately 0.56 msf of leasable area as per lease deeds) forming part of The Square, Nagar Road project, and directed MBPPL to stop work on the project until a valid consent is obtained from it.

Earlier, Trion Properties Pvt. Ltd. had obtained environment clearance on May 8, 2007 and consent to operate dated September 30, 2011 which was renewed from time to time. In the renewal of consent to operate application dated August 27, 2013, MPCB had specified the requirement for applying separately for environment clearance and consent to operate for additional construction area. By application dated March 17, 2017 Trion Properties applied for renewal of consent to establish for IT building and for correction of built-up area of the mall building.

By letter dated March 20, 2018, MBPPL (as the successor of Trion) referred to the observations requested the MPCB to grant the consent to establish and replied to the alleged non-compliances observed by the MPCB. MBPPL replied to the show cause notice by way of its letter dated July 6, 2018 stating that it had received amended environment clearance dated June 15, 2018 and complied with the other requirements and requested for withdrawal of the show cause notice and grant of renewed consent. Further, on August 18, 2018, the CAC requested for certain details for considering MBPPL's consent to establish application. MBPPL provided the requested details to the CAC on September 4, 2018. CAC in its meeting held on December 11, 2018 observed that MBPPL had applied for re-validation for consent to establish for remaining BUA for IT activity, and was operating IT activity without obtaining consent from MPCB, and deferred the case and requested MBPPL to provide a presentation along with the relevant documents. On January 19, 2019, CAC requested MBPPL to contact the concerned person for taking prior appointment of the chairman for the presentation.

MBPPL has made an application dated December 11, 2019 to MPCB to obtain consent to operate, for the IT building at The Square, Nagar Road. CAC issued a show cause notice dated August 17, 2020 as to why the application for consent to operate should not be refused, inter alia as environment clearance was not in the name of the project and sought clarity and details inter alia relating to occupation certificate. By reply dated August 24, 2020, MBPPL provided the required clarifications and details, and requested for processing the application and issuing the necessary consent to operate. The CAC, in its meeting held on December 4, 2020, has approved to grant the consent to operate subject to MBPPL submitting the amended environmental clearance in the name of MBPPL and after payment of additional consent fees.

5. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against MBPPL and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado

– Regulatory Actions”. MBPPL, Genext, KRCPL, Ravi C. Raheja, Neel C. Raheja, Mr. Chandru L. Raheja and Magna (now merged with Chalet Hotels) received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including MBPPL. The aggregate amount involved in these transactions was ₹ 13,303.16 million. The Income Tax Department has sought an explanation as to why the relevant portion of the amount mentioned above should not be added to the income of the respective companies for the relevant assessment year during assessment years 2012-13 to 2017-18, being the block period of assessment. The aforementioned companies/ individuals have responded to the Income Tax Department through letters dated January 14, 2019 refuting the claims of the Income Tax Department. Pursuant to the block assessment proceedings, MBPPL received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018), for an aggregate demand of ₹ 12.94 million. MBPPL filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 387.28 million. The assessment proceeding for the assessment year 2018-2019 is ongoing.

6. The Collector of Stamps (Enforcement), Mumbai issued an interim demand letter dated December 18, 2017 and rectification order dated December 20, 2017 for deficit stamp duty aggregating to ₹ 333.28 million. By way of letter dated December 26, 2017, MBPPL expressed its disagreement with respect to determination of the amount of stamp duty for the demerger of certain undertakings of Trion Properties Pvt. Ltd. into MBPPL and stated that it will effect the payment of the disputed amount under protest and requested that the original order of the NCLT be returned to MBPPL duly endorsed, to enable MBPPL to make the payment and register the same. The amount of ₹ 333.28 million was paid under protest on December 27, 2017. No further correspondence has been received.
7. For other pending regulatory actions against MBPPL, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Gigaplex – Regulatory actions”.

#### (iv) Material civil/commercial litigation

1. With respect to the termination of a license agreement between MBPPL and Capstone Securities Analysis Private Limited (“Capstone”), a licensee at Unit No.003 in Building No.1 in Commerzone Yerwada, MBPPL has filed an eviction suit against Capstone in the Small Causes Court at Pune (“Court”) for payment of arrears of license fees and other charges aggregating to ₹ 10.80 million and has sought injunction. The matter is currently pending.

#### H. Sundew

##### (i) Title litigation and irregularities

1. The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur (“Tribunal”) had, by letter dated August 27, 2009, sought information from Sundew under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture

Holdings) Act, 1973 (“APLRAC”) in respect of the entire land parcel at Mindspace Madhapur (Sundew).

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated September 5, 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the aforesaid letter dated August 27, 2009. Sundew has filed a detailed response on September 30, 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to KRIT which was a joint venture company with APIIC, (b) the land was vested in Sundew by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not “land” covered under the APLRAC. The Tribunal issued a final notice to Sundew in January 2012 requesting Sundew to submit a declaration for full and correct particulars of the lands held by Sundew. In September 2009, Sundew also submitted a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh (“High Court”) in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

#### (ii) Criminal Matters

There are no pending criminal matters against Sundew.

#### (iii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Sundew and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Sundew has received notice dated November 27, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within seven days from the date of service of notice and the return has been filed with the Income Tax Department and the assessment proceeding is ongoing. Pursuant to the block assessment proceedings, Sundew received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961 for the assessment year 2018-2019 for an aggregate refund of ₹ 384.93 million. Sundew has filed rectification applications which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority increasing the aggregate refund to ₹ 405.03 million.
2. For other pending regulatory actions against Sundew, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT– Regulatory actions”.

#### (iv) Material civil/commercial litigation

1. Sundew filed an application before the then Andhra Pradesh Electricity Regulatory Commission (now Telangana State Electricity Regulatory Commission

(“TSERC”) on March 10, 2014 requesting TSERC to take on record the ‘deemed distribution licensee’ status of Sundew for the development, operation and maintenance of SEZ at Madhapur, Hyderabad. TSERC passed an order dated February 15, 2016 (“TSERC Order”) identifying Sundew as a deemed distribution licensee for a period of 25 years with effect from April 1, 2016 subject to inter alia Sundew obtaining capital infusion from its promoters before March 31, 2016. Sundew filed an application dated March 16, 2016 (“Interlocutory Application”) before TSERC seeking modification of condition in respect of equity infusion and extension of time to comply with the same. TSERC passed an order dated August 4, 2016 directing compliance with TSERC Order and denying extension of time and also directed the existing licensee to continue the power supply till September 30, 2016. TSERC, by its letter dated September 22, 2016, has granted extension of time to continue power supply till the state transmission utility grants network connectivity and open access. Aggrieved, Sundew filed a petition (“Review Petition”) before TSERC on August 26, 2016, seeking inter alia review of the order dated August 4, 2016. Additionally, Sundew also filed an appeal to the Appellate Tribunal for Electricity (“APTEL”) challenging the TSERC Order and in relation to the conditions imposed by TSERC which was dismissed on September 27, 2019. The matter is currently pending before the TSERC with respect to the review petition filed by Sundew. Aggrieved by the order dated September 27, 2019, Sundew has also filed a civil appeal on November 15, 2019 before the Supreme Court of India. By an order dated February 22, 2021 passed in the civil appeal, the Supreme Court of India directed TSERC to hear the pending applications/ petitions filed by Sundew before TSERC, to list the matter for final hearing and granted liberty to the parties to file their written note of arguments. The matter is pending before the Supreme Court of India and TSERC.

In addition to the above pending proceedings, Gigaplex and KRC Infra have been identified as parties in two separate labour proceedings filed in the year 2019 by certain trade unions before the labour courts and industrial courts/tribunals in Mumbai alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 against certain workmen engaged by them. The matter is currently pending before the relevant courts/tribunals.

## II. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE SPONSORS

As of March 31, 2021, the Sponsors do not have any pending criminal matters or regulatory actions against them, or material civil/ commercial litigation pending against them.

For the purpose of pending civil/ commercial litigation against the Sponsors, such matters where value exceeds 5% of the total revenue of each of the Sponsors, whichever is lower, as of March 31, 2021 as per their respective financial statements have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been considered.



### III. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING INVOLVING THE SPONSOR GROUP

With respect to the Sponsor Group (excluding the Sponsors), details of all pending criminal matters and regulatory actions against the Sponsor Group (excluding the Sponsors) and material civil/commercial litigation pending against the Sponsor Group (excluding the Sponsors) have been disclosed.

For the purpose of pending civil/ commercial litigation against the Sponsor Group (excluding the Sponsors), such matters where value exceeds 1% of the consolidated profit after tax of Mindspace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed. In addition to the above, pending civil/ commercial proceedings by the Sponsor Group (excluding the Sponsors) which are considered material by the Manager have been disclosed.

#### A. Mr. Ravi C. Raheja

##### (i) Criminal matters

1. Nusli N. Wadia (“**Complainant**”) lodged a first information report (“**FIR**”) against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Mr. Chandru L. Raheja (“**Accused**”), inter alia alleging criminal breach of trust, cheating and misappropriating his funds, causing alleged losses aggregating to ₹ 40 million, arising out of one of the transactions in respect of the building constructed on a demarcated a portion the lands situated at Malad West, Mumbai pursuant to an agreement entered into between the Complainant and Ivory Properties in 1995. Pursuant to the FIR, the Economic Offences Wing, Mumbai filed a charge sheet before the Additional Chief Metropolitan Magistrate, Esplanade Mumbai (“**Court**”). Thereafter, the Accused have been released on bail bond pursuant to the order dated October 18, 2013 by the Additional Sessions Judge. The Accused have filed an application dated September 28, 2018 for discharge of charges. In an intervention application filed by the Complainant on January 16, 2019, the Court, by its order dated September 26, 2019, allowed the Complainant to assist the prosecution by filing written arguments and submission in the discharge application filed by the Accused. The Complainant has filed a writ petition in the Bombay High Court to squash the order dated September 26, 2019 rejecting the Petitioner’s application to make oral submissions in the discharge application. The matter is currently pending before the Court. All three Accused have filed separate criminal revision application together with miscellaneous application for condonation of delay in the Sessions Court, Mumbai, challenging the Court’s order dated September 26, 2019, allowing the Complainant to assist the prosecution by filing written arguments and submission in the discharge application filed by the Accused. The Sessions Court, Mumbai, has issued notice in the miscellaneous applications filed by the Accused.
2. The Metropolitan Magistrate, Vile Parle West, Mumbai (“**Magistrate**”) issued summons dated September 11, 2018 to Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another, to appear before the Magistrate in relation to two different complaints. The

summons relates to an alleged violation of signage license conditions by the Hypercity store at Goregaon West, Mumbai, in contravention of the provisions of the Bombay Municipal Corporation Act, 1888. Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another filed a petition before the Bombay High Court for quashing the summons issued by the Magistrate. The Bombay High Court, through an order dated October 29, 2018, has barred the Magistrate from taking any coercive action against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another till date of the next hearing. The matter is currently pending before the Magistrate.

- (ii) The Office of the District Superintendent of Police, Ahmedabad Rural, Special Investigation Team (Land) (“**SIT**”) has issued a notice dated December 8, 2020 (“**First Notice**”) to Mr. Ravi C. Raheja and Mr. Neel C. Raheja for seeking written explanation and to remain present personally with all documents relating to certain land in the village Sachana, Viramgam (“**Land No.1**”) in connection with the application (complaint) made by Casme Industrial Park Development Pvt. Ltd. (“**Casme**”) and Mr. Harit Bhupendrabhai Patel (“**HP**”). SIT has further issued five notices each dated December 27, 2020 to Sentinel Properties Private Limited (“**Sentinel**”) and its directors, including Mr. Ravi C. Raheja, Mr. Neel C. Raheja for seeking written explanation and to remain present personally with all documents relating to Land No.1 and certain land parcels in village Sachana, Viramgam within three days from receipt of the aforesaid five notices in connection with the applications (complaints) made by Casme, HP Bharat Ratilal Delivala, Vijay Ratilal Delivala, Dipak Ratilal Delivala and Priti Ajay Delivala alleging fraud in land transaction. Mr. Ravi C. Raheja, Mr. Neel C. Raheja are erstwhile directors of Sentinel and were on its board of directors till August 2012. K. Raheja Corporate Services Private Limited has by its reply dated January 4, 2021 submitted written explanation along with copies of documents as required on behalf of Sentinel and its directors. K. Raheja Corporate Services Private Limited has by its second reply dated January 18, 2021 submitted further written explanation along with copies of documents as required on behalf of Sentinel and its erstwhile directors. The Directorate of Enforcement had requested for attendance of the erstwhile directors of Sentinel in connection with an investigation under the provision of Money Laundering Act, 2002, and later a summons dated November 12, 2020 was also received by one of the erstwhile directors in this regard. Detailed information and documents had been provided by K Raheja Corporate Services Private Limited to the Directorate of Enforcement by letter dated November 9, 2020 and November 19, 2020. Subsequently, by another summons dated January 15, 2021 received on January 20, 2021, the Directorate of Enforcement requested attendance of one of the erstwhile director of Sentinel on January 25, 2021 to tender a statement. By letter dated January 23, 2021, K Raheja Corporate Services Private Limited on behalf of Sentinel informed the Directorate of Enforcement that the said erstwhile director of Sentinel was unable to attend their office due to illness and requested for a further date in this regard. The said erstwhile director of Sentinel remained present before the Directorate of Enforcement

on February 1, 2021 and February 8, 2021 and has submitted the statement. K. Raheja Corporate Services Private Limited has by its letter dated February 12, 2021 submitted the financial statements on behalf of Sentinel and its erstwhile directors as required by the Directorate of Enforcement.

##### (iii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mr. Ravi C. Raheja and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Mr. Ravi C. Raheja received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Mr. Ravi C. Raheja. For details, see “- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Further, Mr. Ravi C. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file his income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mr. Ravi C. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, for assessment year 2018-2019, for an aggregate demand of ₹ 2.71 million. Mr. Ravi C. Raheja has filed rectification applications which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 0.11 million.
2. The Assistant Director, Directorate of Enforcement, Mumbai (“**ED**”) has on February 2, 2018 issued summons under Section 50 of the Prevention of Money Laundering Act, 2002, calling upon Mr. Ravi C. Raheja to attend before the ED and to give evidence, details and documents of land purchased at Pirangut, Pune. The land was purchased from Jay Agrotech Private Limited by Pact Real Estate Private Limited pursuant to sale deeds dated March 17, 2008 and July 4, 2008. Mr. Ravi C. Raheja is an erstwhile director of Pact Real Estate Private Limited and was not a director of Pact Real Estate Private Limited as on date of the summons. Mr. Ravi C. Raheja, in his reply dated February 10, 2018, has submitted the documents sought by the ED. After the information sought by ED was provided, there has been no further communications or requisitions for attendance or otherwise, from the ED, in that regard.
3. The Department of Labour, Government of Karnataka (“**Labour Department**”) issued a show cause notice dated December 6, 2019 addressed to Chalet Hotels and Mr. Ravi C. Raheja and Mr. Neel C. Raheja (in their capacity as directors of Chalet Hotels) for failure to submit compliance report in relation to inspection carried out by the Labour Department and sought to take action for violations of certain labour laws. Chalet Hotels submitted its response, by its letter dated December 24, 2019 and provided the requisite information. Thereafter,

the Labour Department issued a further notice dated January 18, 2020 with respect to production of certain registers and documents for their inspection, which was submitted by Chalet Hotels. No further correspondence has been received.

4. For other pending material civil/ commercial litigation against Mr. Ravi C. Raheja, see “Material litigation and regulatory actions pending involving the Sponsor Group - Inorbit Malls - Regulatory actions”.

##### (iv) Material civil/commercial litigation

1. Powai Developers, Mr. Ravi C. Raheja and another (“**Petitioners**”) have filed a special leave petition (“**SLP**”) before the Supreme Court of India against the State of Maharashtra and three others (“**Respondents**”). The SLP has been filed against the judgement dated September 3, 2014 passed by the Bombay High Court in respect of the applicability of the provisions of Section 3(1)(b) of the Urban Land (Ceiling and Regulation) Repeal Act, 1999. By an order dated December 15, 2014, the Supreme Court of India issued a notice and restrained the Respondents from taking any coercive steps. KRCPL is the sole proprietor of Powai Developers. The matter is currently pending before the Supreme Court of India.
2. Ivory Properties and Mr. Ravi C. Raheja have filed two separate writ petitions before the Bombay High Court (“**Court**”) against the State of Maharashtra, Nusli N. Wadia and others, for inter alia quashing and setting aside (i) a notification dated July 20, 2007, a notice dated March 1, 2016 and a notice dated August 30, 2016 passed under the provisions of the Maharashtra Slum Areas (Improvement, Clearance and Development) Act, 1971 for acquiring property admeasuring approximately 7758 square meters. Nusli N. Wadia has also filed similar writ petition before the Court against the State of Maharashtra and Ivory Properties on similar grounds. The arguments have concluded in the writ petitions filed by Ivory and Nusli N. Wadia and are pending for orders; (ii) an order dated October 25, 2017 for acquiring property admeasuring approximately 8255.30 square meters, situated at Borivali. By an order dated November 26, 2019, the writ petition was disposed off as withdrawn with liberty to make representation to the State Government. Ivory Properties has filed its representation. Nusli N. Wadia had also filed similar writ petition before the Court against the State of Maharashtra and Ivory Properties on similar grounds. The writ petition filed by Nusli N. Wadia was dismissed with observation that the petitioner can always approach the Court after the notification under Section 14 is issued and leaving all contentions of the parties open.
3. Ivory Properties and Mr. Ravi C. Raheja (“**Petitioners**”) filed a writ petition before the Bombay High Court (“**High Court**”) against the State of Maharashtra and six others (“**Defendants**”) inter alia seeking an order from the High Court for restraining the State of Maharashtra & others from enforcing the conditions of exemption order dated February 19, 1996 read with corrigendum thereto dated May 5, 1997 and June 23, 2004 in respect of the lands at Malad, Mumbai for which Ivory Properties has development and other rights under the 1995 Agreement. In similar proceedings filed before it, the High Court vide order dated September 3, 2014 (“**Order**”) inter alia held

that conditions of exemptions under section 20 of the Urban Land (Ceiling and Regulation) Act, 1976 remain enforceable and the pending writ petitions must be disposed of in light of the principles laid down in the said judgement and on merits and in accordance with law. Pursuant thereto, numerous special leave petitions (“**SLPs**”) were filed before the Supreme Court of India challenging the Order. Supreme Court of India vide its order dated November 10, 2014 directed the State of Maharashtra & others not to take any coercive steps till final disposal of the matters before it. The Supreme Court disposed of the SLPs permitting the respondent (State) to implement the recommendations made in the report dated August 9, 2018 by the committee headed by Hon’ble Justice B.N. Srikrishna (retd.) with further clarification that if any of the categories of exemption was not covered in the report, it was open to such exemption holders to make representations to the Government.

4. Mr. Ravi C. Raheja, Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, KRCPL, Ivory Properties, Palm Shelter, KRPL and 20 others filed an appeal (“**Appeal**”) under Section 10F of the Companies Act, 1956 before the Bombay High Court (“**High Court**”) against Aasia Properties Private Limited (“**Aasia**”) and two others, against order dated September 19, 2006 (“**Order**”) passed by the CLB, New Delhi in company petition 91/2005, which granted permission to Aasia, to appoint its nominee as a non-functional director on the board of Juhu Beach Resorts Limited. The Court vide an interim order dated November 21, 2008, stayed the order till the pendency of the Appeal. The matter is currently pending before the High Court.

5. Aasia Properties Private Limited (“**Aasia**”) filed an appeal (“**Appeal**”) under Section 10F of the Companies Act, 1956 before the Bombay High Court (“**Court**”) against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, KRCPL, Ivory Properties, Palm Shelter, KRPL and 20 others (“**Respondents**”), with respect to order dated September 19, 2006 passed by the CLB, New Delhi which dismissed the petition filed for declaring the transfer of 633 shares of Poonam Chand Shah/ Manjula P. Shah in favour of certain respondents as null & void, set aside subsequent transfers of such shares to other Respondents, subsequent rights issues of such shares be transferred to the Petitioners and other consequential reliefs. The matter is currently pending before the Court.

6. Shazad S. Rustomji and another (“**Plaintiffs**”) have filed a suit before the Bombay High Court (“**Court**”) against Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others inter alia for declaring the deed of declaration dated October 25, 2011 executed and registered by Ivory Properties for submitting the building Serenity Heights under the Maharashtra Apartment Ownership Act, 1970 and the consequent formation of the Serenity Heights condominium, as illegal and void and not binding upon the Plaintiffs. The Court, in its order dated April 24, 2016, has refused to grant ad-interim relief to the Plaintiffs. Ivory Properties Mr. Ravi C. Raheja and Mr. Neel C. Raheja have filed an application for rejection of the plaint on grounds that the present suit is barred by the law of limitation. The matter is currently pending before the Court.

7. Mr. Ravi C. Raheja and others (“**Petitioners**”) have filed a writ petition before the Bombay High Court against State of Maharashtra and others (“**Defendants**”), for directing the Defendants for withdrawing the letter dated June 8, 2008 which gave retrospective effect to the notification dated June 9, 2008 amending Rule 22A of the Bombay Stamp Rule, 1939 and setting aside the aforementioned notification. The Petitioners have also sought a refund of stamp duty aggregating to ₹ 6.21 million along with interest. The matter is currently pending before the Bombay High Court.
8. Gopal L. Raheja and eight others (“**Petitioners**”) have filed company petition before the CLB / NCLT, Mumbai (“**CLB/ NCLT**”), against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and five others (“**Respondents**”), under Sections 397 and 398 of the Companies Act, 1956 inter alia alleging oppression and mismanagement by the Respondents in respect of the business and management of Asiatic Properties Limited. The matter is currently pending before the NCLT. Seacrust Properties Private Limited and Sandeep G. Raheja, the Petitioners, filed company applications against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others for alleged violation of certain orders of the CLB/NLT and alleged acts of perjury by making false statements. The company applications were dismissed by the CLB/ NCLT vide its orders dated January 8, 2013 and February 7, 2013 (“**Orders**”). Aggrieved by the Orders, Seacrust Properties Private Limited and Sandeep G. Raheja have filed separate appeals before the Bombay High Court. The matters are currently pending before the Court Bombay High.
9. Tresorie Traders Private Limited has filed a company petition before the NCLT, Mumbai under sections 247(1A) and 250 of the Companies Act, 1956 against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others inter alia for investigation in respect of the membership, financial interest and control over two companies i.e. Club Cabana Recreation Private Limited and Sai Park Estate Developers (India) Private Limited and for restricting the transfer, fresh issue, exercise of voting rights and payment of dividend of the said companies. The matter is currently pending before the NCLT, Mumbai.
10. Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (“**Plaintiffs/CLR**”) filed a civil suit before the Bombay High Court (“**High Court**”) against Gopal L. Raheja, Sandeep G. Raheja, Durga S. Raheja, Sabita R. Narang and Sonali N. Arora (“**Defendants/GLR**”).

The Plaintiffs and the Defendants were the persons primarily involved in the operation and management of the activities and businesses of the group known as K. Raheja Group in certain cities of Western and Southern India. However, certain disputes and differences arose between the CLR group and the GLR group that threatened the running of the business of the K. Raheja Group.

After attempts to amicably resolve and finally settle the disputes and differences between the two groups in order to avoid protracting the matter any further, GLR and CLR decided to split/partition entities and assets

of the K. Raheja Group between them and accordingly a list indicating division of certain individual assets was executed in May 1995. On April 5, 1996 and November 16, 1996, further written agreements were executed wherein the manner, method and procedure of the division was agreed upon by the parties. Thereafter, on December 9, 1996, GLR and CLR groups made further confirmations to enable the division of certain assets in the agreed manner which was duly completed in respect of a portion of the assets, businesses and entities of the K. Raheja Group. The agreements and writings referred to above i.e. dated May 1995, April 5, 1996, November 16, 1996 and December 9, 1996 are collectively referred to as the “**Family Arrangement Documents**”.

Further, apart from the entities, assets and businesses of the two groups which were divided as above, there are additional properties and entities, the separation and distribution of which remained unresolved due to the differences between the groups. The two groups had agreed to take steps to divide these undivided properties comprising various companies, partnership firms, trusts and also certain properties situated at Mumbai i.e. the “**Mumbai Undivided Entities**” and situated in South India i.e. the “**Southern Undivided Entities**” along with certain other residual properties (collectively referred to as the “**Balance Properties**”). Further, the distribution and ascertainment of the monies payable/receivable did not transpire and certain disputes again arose between GLR and CLR in respect of the division of the Balance Properties, the management of certain entities and other such disputes.

After various correspondences between the two groups over the course of more than two decades to amicably resolve the disputes, the present suit was filed by the Plaintiffs inter alia seeking enforcement/

The Mumbai Undivided Entities are as follows:

Partnership Firms	Limited Companies
1. Alankar Enterprises	1. Canvera Properties Private Limited
2. Crystal Corporation & Everest Enterprises	2. Carlton Trading Private Limited
3. Crown Enterprises	3. Debonair Estate Development Private Limited
4. Evergreen Construction	4. Dindoshila Estate Developers Private Limited
5. Honey Dew Corporation	5. East Lawn Resorts Limited
6. Kenwood Enterprises	6. Fems Estate (India) Private Limited
7. K. Raheja Financiers & Investors	7. Hill Queen Estate Development Private Limited
8. K. R. Finance	8. Juhuchandra Agro & Development Private Limited
9. K. R. Properties & Investments	9. K. R. Consultants Private Limited
10. K. R. Sales Corporation	10. K. R. Developers Private Limited
11. Marina Corporation	11. K. Raheja Trusteeship Private Limited
12. Oriental Corporation	12. Lakeside Hotels Limited
13. Powai Properties	13. Nectar Properties Private Limited
14. R. M. Development Corporation	14. Neel Estates Private Limited
15. Ruby Enterprises	15. Oyster Shell Estate Development Private Limited
16. Satguru Enterprises	16. Peninsular Housing Finance Private Limited
	17. Rendezvous Estate Private Limited
	18. Raheja Hotels Limited
	19. Sea Breeze Estate Development Private Limited
	20. Sevaram Estate Private Limited
	21. S. K. Estates Private Limited
	22. Springleaf Properties Private Limited

implementation of the family arrangement documents. The Plaintiffs have alleged that the arrangement was only partially implemented and inter alia alleged that certain arrangements were wrongly implemented. The Plaintiffs have further alleged that due to the inactivity in management of the undivided companies, the registrar of companies has struck-off and dissolved certain of these companies. The Plaintiffs have inter alia prayed for implementation of the Family Arrangement Documents, restoration of the companies that have been struck-off/ dissolved, division of the companies situated in South India in the manner agreed by the parties and also for injunction restraining the Defendants from creating third party interests and/or encumbrances upon the properties that are the subject matter of the family arrangement. The Defendant nos.2 and 3 have filed their written statement on record along with a counter-claim inter alia praying for dismissal of the suit filed by the Plaintiffs and to fully implement the Family Arrangement Documents. The matter is currently pending before the High Court.

The GLR group also filed suits before the High Court pursuant to the family arrangement against the Plaintiffs alleging liability/obligation of the Plaintiffs to hand over certain title deeds, documents and papers and other assets belonging to the GLR group which are allegedly in the custody of the Plaintiffs and also seeking injunction for handover of the same to the GLR group. The matters are currently pending before the High Court.



Partnership Firms	Limited Companies
	23. Suruchi Trading Private Limited
	24. Wiseman Finance Private Limited
Association of Persons	Trusts / Charitable Trusts
K. Raheja Investments & Finance	1. K. R. Foundation
	2. Raheja Charitable Trust
Private Trusts	
1. Lachmandas Raheja Family Trust	
2. L. R. Combine	
3. S. R. Combine	
4. Reshma Associates	
5. R. N. Associates	
6. R. K. Associates	
7. Various discretionary trusts (about 288 Nos.) Southern Undivided Entities	
Partnership Firms	Limited Companies
K Raheja Development Corporation	1. Mass Traders Private Limited
	2. K. Raheja Hotels & Estates Private Limited
	3. K. Raheja Development & Constructions Private Limited
	4. Ashoka Apartments Private Limited
	5. Asiatic Properties Limited
Trusts / Charitable Trusts	
1. R&M Trust	
2. Raj Trust	

- In relation to the above mentioned undivided entities, the Plaintiffs have been served with various notices issued by regulatory authorities in respect of certain non-compliance. These notices have been replied to in the capacity of shareholders as the family settlement has not been fully implemented. No further correspondence has been received. The Plaintiffs have resigned from their directorship in the undivided companies in which they were directors.
11. Sealtite Gaskets Private Limited and six others (“**Petitioners**”) have filed company petition before the CLB / NCLT, Chennai under Sections 397, 398, 399, 402, 403 and 406 of the Companies Act, 1956 against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Chandru C. Raheja and four others (“**Respondents**”) inter alia in respect of alleged oppression and mismanagement by the Respondents in respect of the business and management of K. Raheja Hotels and Estates Private Limited. By order dated February 2, 2017, the matter was transferred to NCLT, Bengaluru. The matter is currently pending before the NCLT, Bangalore.
12. Mr. Ravi C. Raheja and Mr. Neel C. Raheja (“**Petitioners**”) have filed a writ petition before the Karnataka High Court at Bengaluru (“**Court**”) against the Union of India and Registrar of Companies, Bengaluru (“**RoC**”) (“**Respondents**”) challenging the wrongful inclusion of their names in the list released by the RoC on its website in relation to the directors disqualified under the provisions of Section 164(2) the Companies Act, 2013, for the periods ending October 31, 2019 and October 31, 2020 in relation to non-filing of financial statements or annual returns for a continuous period of three financial years by K Raheja Hotels and Estates Private Limited (since

the Petitioners were not directors of K Raheja Hotels and Estates Private Limited at the relevant time, having already resigned therefrom). By its order dated June 12, 2019 (“**Order**”), the Court has disposed of the writ petition filed by the Petitioners, along with a batch of several other writ petitions on the same matter and quashed the impugned list to the extent inter alia the disqualification of the Petitioners as directors was concerned. Pursuant to the Order, the Petitioners have filed a review application before the Court for issuing directions to the Respondents for deletion of the names of the Petitioners as directors of K Raheja Hotels and Estates Private Limited in the records of the Respondents, as was sought earlier in the writ petition. The Petitioners have filed a caveat on October 14, 2019 in anticipation of any appeal which the Respondents may file against the Order and subsequent adverse interim orders. The matter is currently pending before the Court. Further, the Petitioners through their reminder letter dated December 2, 2019 requested the administrator of K Raheja Hotels & Estate Private Limited to file requisite forms and ensure updates to the records of the RoC, in relation to resignation letters submitted by the Petitioners as directors of K Raheja Hotels & Estate Private Limited. The administrator, by letter dated December 26, 2019, stated that he was not in a position to accede to the aforementioned request unless relevant orders were granted in proceedings pending before the High Court, Karnataka and the CLB/NCLT to which the Petitioners have been impleaded as parties.

13. Pratik Rameshchandra Shah, through his power of attorney holder, Sambhuprasad Kurjibhai Lakkad, has filed an appeal before the Nayab Collector, Prant Officer Court, Viramgam District, Ahmedabad against the order of the Deputy Mamlatdar dated May 27, 2018 (“**Order**”)

upholding the mutation entry made in the revenue records pursuant to sale of certain land for alleged wrongful sale of the disputed land in Sachana (in Gujarat) to Sentinel Properties Private Limited, where Mr. Ravi C. Raheja and Mr. Neel C. Raheja were erstwhile directors. The Deputy Collector passed an order dated February 13, 2019 in favour of the petitioner against which Sentinal Properties Private Limited has filed an appeal before the Gujarat High Court. The Gujarat High Court, by order dated February 25, 2020, vacated the interim relief granted by it against the order passed by the Deputy Collector. Pratik Rameshchandra Shah has also filed a suit before the Principal Civil Court, Ahmedabad against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others (“**Respondents**”) and has sought cancellation of the Order and stay on further dealing of the disputed land in Sachana (in Gujarat) by the Respondents. The matters are currently pending before the relevant forums.

14. For other pending material civil/ commercial litigation against Mr. Ravi C. Raheja, see “-Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities”.

**B. Mr. Neel C. Raheja**

**(i) Criminal matters**

For pending criminal matters against Mr. Neel C. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Criminal matters”.

**(ii) Regulatory actions**

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mr. Neel C. Raheja and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Mr. Neel C. Raheja received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Neel C. Raheja and the block assessment proceedings are ongoing. For details, see “- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Further, Mr. Neel C. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file his income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mr. Neel C. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 3.16 million. Mr. Neel C. Raheja has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority decreasing the aggregate demand to ₹ 0.33 million.

2. The Assistant Director, Directorate of Enforcement, Mumbai (“**ED**”) has issued summons dated February 2, 2018

under Section 50 of the Prevention of Money Laundering Act, 2002, calling upon Mr. Neel C. Raheja to attend before the ED and to give evidence, details and documents of land purchased at Pirangut, Pune. The land was purchased from Jay Agrotech Private Limited by Pact Real Estate Private Limited pursuant to sale deeds dated March 17, 2008 and July 4, 2008. Mr. Neel C. Raheja is an erstwhile director of Pact Real Estate Private Limited and was not a director of Pact Real Estate Private Limited as on date of the summons. Mr. Neel C. Raheja, by his letter dated February 12, 2018, has submitted the documents sought by the ED. After the information sought by ED was provided, there has been no further communications or requisitions for attendance or otherwise, from the ED, in that regard.

3. The Enforcement Directorate, Delhi (“**ED**”) had issued a summons on December 20, 2017 against “The Director, M/s Carlton Trading Company” under Section 50 of the Prevention of Money Laundering Act, 2002 (“**PMLA**”) to appear before the ED and produce certain documents relating to consultancy / services provided by Advantage Strategic Consulting Private Limited (“**ASCPL**”) and Chess Management Services Private Limited (“**CMSPL**”) to Carlton Trading Company. A written reply was filed with the ED on January 5, 2018 by legal counsel to Mr. Neel C. Raheja on his behalf, as a shareholder and ex-director of Carlton Trading Private Limited (“**CTPL**”), inter alia that (i) the summons was addressed to the Director, Carlton Trading Company, Mumbai, with whom Mr. Neel C Raheja is not concerned, and therefore, the same appears to have been delivered to the office address of Mr. Neel C Raheja under a mistaken identity; (ii) Mr. Neel C Raheja was no longer a director of CTPL, and (iii) to the best of his knowledge, CTPL has not had any dealing either with ASCPL or CMSPL. A background of CTPL and resignation of its directors was provided to the ED along with copies of the memorandum of association/articles of association and other details relating to CTPL. A further similar summons dated July 13, 2018 was issued by the ED, pursuant to which Mr. Neel C. Raheja’s legal counsel attended the office of ED on July 23, 2018 where the ED informed Mr. Neel C. Raheja’s legal counsel, that the summons issued by ED was not for Mr. Neel C Raheja (as a detailed response had already been submitted on behalf of Mr. Neel C Raheja in relation to the previous summons, and that Mr. Neel C. Raheja’s legal counsel, was not required for the hearing at all as the summons was not for Mr. Neel C Raheja). No further correspondence has been received thereafter.

4. The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mr. Neel C. Raheja to furnish details and justification in respect of all foreign inward/outward remittances, with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2005, 2007 and 2010. Mr. Neel C. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mr. Neel C. Raheja referred to the aforesaid correspondence and stated that he had, through authorized representative, furnished the required details /



information / documents, and understood that they were to the authority's satisfaction. He further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that he has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

5. For other pending regulatory actions against Mr. Neel C. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Regulatory Actions”.
6. For other pending material civil/ commercial litigation against Mr. Neel C. Raheja, see “Material litigation and regulatory actions pending involving the Sponsor Group - Inorbit Malls - Regulatory actions”.

### (iii) Material civil/commercial litigation

1. Sandeep G. Raheja has filed a suit against Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others before the Bombay High Court (“**Court**”) in respect of a private family trust and removal of certain trustees therefrom and also for the dissolution, distribution and settlement of the accounts of the private family trust. The Court vide order dated November 16, 2006 had appointed an administrator, who subsequently resigned from his position and a new administrator has been appointed. The matter is currently pending before the Court.
2. For other pending material civil / commercial litigation against Mr. Neel C. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation” and “-Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities”.

### C. Mr. Chandru L. Raheja

#### (i) Criminal matters

1. The Dy. Superintendent of Police, Criminal Investigation Department (“**CID**”) had issued letter dated June 9, 2008 to Mr. Chandru L. Raheja (in relation to a project of KRPL known as Raheja Woods) in connection with an investigation in Swargate Police Station, Pune, in respect of the ULC case No. 23 – WA, S. No. 222/1 (“**ULC proceedings**”). KRPL is not a party to the ULC proceedings, however KRPL has appeared before CID and also replied with a letter dated June 11, 2008 submitting the requisite documents. Subsequently, pursuant to an application filed for the copy of chargesheet filed with respect to the above matter and on receipt of the same, it was noted that the Swargate Police Station had filed a chargesheet in the year 2005 with respect to the investigation wherein neither KRPL nor Mr. Chandru L. Raheja were named as accused. No further correspondence has been received.
2. For other pending criminal matters against Mr. Chandru L. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Criminal matters”.

#### (ii) Regulatory actions

1. The Chairman/Secretary of Jaldarshan Co-op. Hsg. Society Ltd. filed two applications in the year 2017

against M.R.Combine, Ram Narayana Sons Pvt. Ltd., S.M. Builders, Parmeshwar Mittal, Mr. Chandru L. Raheja, Lohtse Co-Op. Hsg. Soc. Ltd, K.F. Bearing Co. and others before the District Deputy Registrar, Co-op. Societies, Mumbai under Section 11 of the Maharashtra Ownership Flats (Regulation of the promotion of construction, sale, management and transfer) Act, 1963 in relation to deemed conveyance for conveying title to the society. The Registrar has issued notices dated January 30, 2018 and May 8, 2018. Mr. Chandru L. Raheja has received notice to file reply and/or appear before the Deputy Registrar. No further correspondence has been received.

2. Juhu Beach Resorts Limited has made a compounding application to the Registrar of Companies, Mumbai, for non-compliance of certain statutory filings required under Section 149(1)(a) of the Companies Act resulting from a technical error pursuant to the expiry of terms of two of its directors. Mr. Chandru L. Raheja is a director on board of Juhu Beach Resorts Limited. The matter has been referred to the e-governance cell of the Ministry of Corporate Affairs, New Delhi for further assistance in complying with the statutory filings and proceeding with the compounding application. Upon the required assistance being provided by the Ministry, Juhu Beach Resorts Limited has filed the requisite documents with the Registrar of Companies, Mumbai. No further correspondence has been received.
3. The Office of the Medical Officer of Health, MCGM, has issued an inspection report dated September 20, 2019 to Mr. Chandru L. Raheja, in his capacity as director of Juhu Beach Resorts Ltd. pertaining to carrying out the activity of eating house from the basement of J.W. Marriot Hotel, Juhu without license. Juhu Beach Resorts Ltd. has responded to the inspection report on November 25, 2019. No further correspondence has been received.
4. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mr. Chandru L. Raheja and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Mr. Chandru L. Raheja received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Mr. Chandru L. Raheja. For details, see “- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Further, Mr. Chandru L. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file his income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mr. Chandru L. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019 for an aggregate refund of ₹ 1.08 million.
5. The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mr. Chandru L.

Raheja to furnish details and justification in respect of all foreign inward/outward remittances with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2009, 2011 and 2012. Mr. Chandru L. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mr. Chandru L. Raheja referred to the aforesaid correspondence and stated that he had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. He further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that he has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

### (iii) Material civil/commercial litigation

1. Gopal L. Raheja and three others (“**Claimants**”) have filed an arbitration petition (“**Petition**”) under section 34 of the Arbitration and Conciliation Act, 1996 (“**Act**”) before the Bombay High Court (“**Court**”) against Mr. Chandru L. Raheja, Ivory Properties, Casa Maria and others to set aside the award dated January 25, 2014 (“**Award**”) passed by the single arbitrator, Justice Mr. Srikrishna (ret.d.). The Award did not grant any relief to the Claimant in respect of dissolution of the partnership firm K Raheja Development Corporation being one of the southern entities forming part of K Raheja southern division consisting of three groups being Gopal Raheja Group, Chandru Raheja Group & the Menda Group having 37.5%, 37.5% & 25. % respectively. The matter is currently pending before the Court.
2. Mr. Chandru L. Raheja, in his capacity as the attorney of Mr. Suresh L. Raheja, has filed a suit before the City Civil Court, Bombay (“**Court**”) against Sultanath Shiraz and others (“**Defendants**”) for specific performance of an agreement for sale executed by Mr. Suresh L. Raheja and some of the Defendants and has inter alia sought compensation of ₹ 0.55 million along with interest. The matter was dismissed by the Court pursuant to order dated April 20, 2019. An application has been made for restoring the matter before the Court.
3. KRPL and Mr. Chandru L. Raheja (“**Petitioners**”) have filed a writ petition before the Bombay High Court (“**Court**”) against the State of Maharashtra and others in respect of lands (Survey No. 22/1)\_ situated at Yerwada, Pune and inter alia challenging the recovery of amounts and the stop work notices issued to KRPL pursuant to Urban Land Ceiling Act, 1976, the Urban land (Ceiling and Regulation) Repeal Act, 1999 and notice dated August 26, 2003 requiring to pay premium. Pursuant to an order dated April 7, 2010, the Petitioners have been allowed to continue with the development of the aforesaid lands. The matter is currently pending before the Court.
4. For other pending material civil / commercial litigation against Mr. Chandru L. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial

litigation” and “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Neel C. Raheja – Material civil/commercial litigation”.

### D. Mrs. Jyoti C. Raheja

#### (i) Criminal matters

There are no pending criminal matters against Mrs. Jyoti C. Raheja.

#### (ii) Regulatory actions

1. The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mrs. Jyoti C. Raheja to furnish details and justification in respect of all foreign inward/outward remittances with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2005, 2007 and 2010. Mrs. Jyoti C. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mrs. Jyoti C. Raheja referred to the aforesaid correspondence and stated that she had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. She further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that she has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.
2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mrs. Jyoti C. Raheja and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Further, Mrs. Jyoti C. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file her income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mrs. Jyoti C. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019 for an aggregate demand of ₹Nil.

### (iii) Material civil/commercial litigation

1. For other pending material civil / commercial litigation against Mrs. Jyoti C. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”.

### E. Casa Maria

#### (i) Criminal matters

There are no pending criminal matters against Casa Maria.

#### (ii) Regulatory actions

There are no pending regulatory actions against Casa Maria.

**(iii) Material civil/commercial litigation**

1. For other pending material civil / commercial litigation against Casa Maria, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation”.

**F. Genext****(i) Criminal matters**

There are no pending criminal matters against Genext.

**(ii) Regulatory actions**

1. Proceedings were initiated before the monitoring committee of the MCGM for monitoring the re-development in respect of the property owned by Capricorn Realty Limited situated at Mahalakshmi, Mumbai which is being developed by Genext. A recent issue relating to giving additional allowances to ex-mill-workers employed in the project was agreed and settled in the Monitoring Committee's Meeting held on June 6, 2018. The matter is currently pending with the Monitoring Committee in respect of the employment of more mill workers in place of the mill workers who have left, retired or have expired in relation to the remaining work in the project.
2. Genext received demand notices from time to time, from the Collector of Stamps, Enforcement – II (“**Collector**”) relating to stamp duty and penalty on various agreements entered into with various parties aggregating to approximately ₹ 208 million. Genext submitted its replies to the Collector against all these demand notices, inter alia pointing out that Genext is not a party to the said agreements, and is not liable for any amount. After the hearing was held in these matters, no further communications / demands have been received from the Collector. Genext and KRCPL had also received a demand notice in 2014 from the Collector relating to stamp duty and penalty of approximately ₹ 55 million in respect of a deed of assignment dated August 6, 2007 between Genext and KRCPL. Genext submitted its reply inter alia stating that the document was duly adjudicated and accordingly the full stamp duty was paid thereon. After a hearing was held in the said case, no further communications / demands have been received thereafter.
3. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Genext and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Genext received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Genext. For details, see “- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Genext has received notice dated November 27, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within seven days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Genext received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018 and under Section 143(3) of the

Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 670.07 million. Genext has filed rectification applications and appeals which are pending before the relevant authority. The assessment proceeding for assessment year 2008-2009 are ongoing. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 164.93 million.

4. The Pest Control Officer at MCGM issued 32 notices to Genext with respect to water stagnation at its Vivarea project site at Mahalakshmi, Mumbai and other related infringements of the Mumbai Municipal Corporation Act, 1888. Genext has replied to MCGM stating that they have taken corrective measures and requested MCGM to conduct inspection in order to close the matter. In relation to two of such notices, Genext has paid fines. No further correspondence has been received.
5. Genext received letter dated August 17, 2018 vide email dated August 21, 2018, and November 30, 2018 from the MCA directing it to provide certain information relating to Genext's compliance with its corporate social responsibility obligations for the financial year 2015-16. Genext has submitted the information to the MCA as requested. No further correspondence has been received.

**(iii) Material civil/commercial litigation**

1. Capricorn Realty Limited has filed a special leave petition before the Supreme Court of India challenging the final judgment of the Bombay High Court dated August 21, 2017 (“**Order**”) passed in public interest litigation no.6/2016 in respect of the interpretation of the development control regulations of Greater Mumbai and the computation of the Floor-Space Index (FSI) liable to be granted. KRCPL has obtained the development rights of the subject matter lands from Capricorn Realty Limited, and has further assigned the same to Genext. The Supreme Court of India vide its order dated November 27, 2017 has stayed the Order. The matter is currently pending before the Supreme Court of India.

**G. Inorbit Malls****(i) Criminal matters**

1. Inorbit Malls along with others received a notice dated January 22, 2019 from the Sub-Inspector of Police, Madhapur police station, Hyderabad in relation to a criminal complaint filed by MD Ghouse Mohiddin against Trion, Inorbit Malls and others for allegedly committing fraud amounting to ₹ 2.5 million. Trion and Inorbit Malls replied to the notice on January 24, 2019 stating that there is no privity of contract between the Complainant and themselves. The matter is currently pending before the Madhapur police station, Hyderabad.

**(ii) Regulatory actions**

1. From time to time, various inspections have been carried out by Labour officers and inspectors in respect of compliances by the company with the labour laws, rules and regulations. Inorbit Malls has filed its replies and submissions in respect of such inspections from time to time.
2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Inorbit Malls and others. For details,

see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the block assessment proceedings, Inorbit Malls received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate refund of ₹ 94.75 million. Inorbit Malls has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority increasing the aggregate refund to ₹ 211.74 million.

3. Pursuant to the inspection report by Security Guards Board for Brihanmumbai and Thane District (“**Board**”), the Board issued a show cause notice dated October 13, 2014, in respect of the project at Vashi and alleged contraventions by Inorbit Malls under the provisions of the Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act 1981 read with the Scheme of 2002. No further correspondence has been received thereafter.
4. Inorbit Malls received a notice dated November 4, 2018 from the Tahshildar under the Maharashtra Land Revenue Code in relation to alleged unauthorized excavation of minor minerals by Inorbit Malls. Inorbit Malls filed its written submissions on December 5, 2018 denying the allegations. Pursuant to a hearing before the Tehsildar, the matter was closed for passing of orders. The matter is currently pending before the Tahshildar.
5. A complaint was filed by Shamabai Govind Pilane on July 8, 2016, before the Municipal Commissioner, PMC alleging Inorbit Malls (Residential division) of undertaking illegal activities in relation to, inter alia, blocking of the road, changing topography of the land and attempting to erect fencing on the road which is sanctioned under Section 205 of the Bombay Provisional Municipal Corporations Act, 1949. There have been several letters sent by PMC to Inorbit Malls in this regard, from time to time. Inorbit Malls has responded to such letters denying the illegal activities alleged by the Municipal Commissioner. This matter is currently pending.
6. Several notices have been issued by the various stamp duty authorities to Inorbit Malls, in respect of deficit payment of stamp duty on certain agreements executed by Inorbit Malls aggregating to ₹ 2.75 million payable by Inorbit Malls and ₹ 1.77 million payable by the licensees. Inorbit Malls has submitted its replies from time to time inter alia denying the liability for stamp duty.
7. The BrihanMumbai Mahanagarpalika Corporation (“**BMC**”) issued a letter dated January 10, 2020, to Inorbit Malls, pertaining to alleged unauthorized use of parking space, pursuant to an inspection by BMC and instructed Inorbit Malls to produce approvals/permissions obtained from competent authority within seven days of receipt of the letter. Inorbit Malls has, by letter dated January 15, 2020, responded to the letter stating that it was not illegally using open space as alleged by BMC. BMC, by letter dated January 28, 2020, replied stating that the said open space

was marked for parking as per the latest approved plan and observed that Inorbit Malls has changed the location of recreation ground without obtaining permission of competent authority. BMC has further directed Inorbit Malls to restore/remove the unauthorized development as per the approved plan, failing which, the appropriate action shall be initiated against Inorbit Malls. No further correspondence has been received. The BMC, by its notice dated February 28, 2020 (“**Notice**”) issued under section 55 of the Maharashtra Regional and Town Planning Act, 1966 (“**M RTP Act**”) directed Inorbit Malls to remove the unauthorized development i.e. Dais, Fountain, Kids Zone in parking space, within 15 days (fifteen days) from receipt of this Notice and sought to remove the unauthorized work and take action under the MRTP Act against Inorbit Malls in case of any failure. Inorbit Malls, by its reply letter dated March 13, 2020, submitted that revised proposal has been submitted to BMC, in respect of deleting podium parking and showing layout R.G. on ground with water fountain, Kids Zone and dias, and further requested the BMC to withdraw the Notice. By speaking order dated September 16, 2020 (“**Order**”), the BMC informed that for want of documentary evidence it is not proved that the work was authorized, and directed removal of the work. By reply dated September 19, 2020, Inorbit Malls inter alia submitted the copy of the completion certificate and plans issued by building and proposal department, showing that the parking tower has already been deleted and the recreation ground (“**RG**”) is shown on ground with water fountain and kids zone, which is allowed as per the Development Control and Promotion Regulation 2034 in the RG area; and requested to review and withdraw the speaking order and provide an opportunity to appear and explain the matter. By a notice dated October 23, 2020, BMC has directed Inorbit Malls to restore the premises as per the amended plan and completion certificate dated July 16, 2020. No further correspondence has been received.

8. The Municipal Corporation of Greater Mumbai (“**MCGM**”) issued a notice dated January 29, 2020, to Inorbit Malls, observing that during an inspection, certain illuminated advertisement board was displayed in Inorbit Mall without appropriate permission from MCGM under the Mumbai Municipal Corporation Act, 1888. Inorbit Malls, by letter dated February 3, 2020, replied to the notice stating that the advertisement board was in relation to products offered in the mall premises and have been removed pursuant to completion of the promotion of the products. No further correspondence has been received.
9. The Municipal Corporation of Greater Mumbai (“**MCGM**”) issued a notice dated February 14, 2020, to Inorbit Malls, observing that during an inspection, certain illuminated advertisement board was displayed in Inorbit Mall without appropriate permission from MCGM under the Mumbai Municipal Corporation Act, 1888. Inorbit Malls, by letter dated February 18, 2020, replied to the notice stating that the advertisement board was within the scope of the permit granted by the MCGM and was in relation to services available with many retailers in the mall premises for the benefit of general public visiting the mall premises and requested MCGM to withdraw its notice. No further correspondence has been received.



10. Inorbit Malls, along with Shri Dinesh Chandratre and others, through its constituted attorney Cavalcade Properties Private Limited (“**Cavalcade**”) has filed an RTS Appeal bearing No. 119 of 2020 being aggrieved by the mutation entry No. 14839 dated July 19, 2019 thereby recording encumbrance in the other rights column on the VII XII in respect of land bearing Survey No. 27/1B+2+3 and 27/4 Village Mohammadwadi, Pune. The mutation entry was pursuant to the order dated March 18, 2013 in Case No. SR/300/12/2015 passed by the Tahsildar, Haveli under Section 48(7) of the Maharashtra Land Revenue Code, 1966 for unauthorized excavation of minor minerals to the tune of ₹ 1,01,52,223 as per the Panchnama carried out by the Talathi office, Mohammadwadi, Pune. The RTS appeal was also filed for quashing of order of attachment of immovable property dated June 1, 2019 and February 5, 2020. Inorbit Malls has also filed an application for granting stay in the matter till the appeal is disposed of. On March 2, 2020, Inorbit Malls filed an application seeking permission to pay 25% of the total amount (under protest) thereby seeking stay to the further proceedings till the matter is disposed of on merits. The said application was allowed and the Hon'ble Sub Division Officer, Haveli Sub Division Pune (“**SDO**”) by its letter dated March 2, 2020 directed the Tahsildar to take action for accepting the said 25% payment in Government Treasury. On March 3, 2020 Cavalcade made the aforesaid 25% payment under protest in SBI Treasury Branch. On March 9, 2020, the SDO issued a stay order till the final disposal of the matter on merits. By judgment dated October 9, 2020, the SDO has rejected the RTS appeal thereby vacating the stay granted earlier and ordered the Kamgar Talathi to take appropriate action for recovery as per rules. Inorbit Malls and Cavalcade have challenged the judgment dated October 9, 2020 by filing RTS Second Appeal dated January 20, 2021 before the Collector Pune. The matter is pending.

Sheetalkumar Bhagchand Jadhav and another (“**Appellants**”) have filed RTS Appeal No. 451 of 2020 against the Circle Officer - Mohammadwadi - Hadapsar, Inorbit Malls, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Cavalcade Properties Private Limited (“**Cavalcade**”) and others challenging the mutation of the name of Cavalcade vide Mutation Entry Nos. 15145 and 15146 both dated July 28, 2020 in respect of land bearing Survey No. 42 Hissa No. 2A admeasuring 32 Ares i.e. 3,200 square meters purchased by Cavalcade under two separate conveyance deeds both dated January 14, 2020 duly registered at Serial No. 2860/2020 and 2867/2020 at the office of Sub Registrar, Haveli No.10, Pune. The Sub Divisional Officer, Haveli, Pune (SDO) issued notice dated October 9, 2020 for appearance in the matter. By an order dated November 10, 2020, the SDO granted status-quo till final disposal of the case. By an order dated January 11, 2021 in the RTS Appeal, the status quo granted earlier by the order dated November 10, 2020 was vacated. The Appellants have challenged the order dated January 11, 2021 by filing a writ petition in the Bombay High Court on February 18, 2021. Both the proceedings are pending.

11. The BrihanMumbai Mahanagarpalika (“**BMC**”) has by letter dated November 6, 2020 (“**Letter**”) instructed Inorbit Malls to stop alleged unauthorized on-going construction

of cabins at Shop No. G-41 at Inorbit Mall, Malad and further directed Inorbit Malls to remove the alleged unauthorized work carried out without permission. Inorbit Malls is in process of replying to the Letter.

12. The Navi Mumbai Municipal Corporation (“**NMMC**”) has by letter dated November 12, 2020 (“**NMMC Letter**”) informed Inorbit Malls that the business operators / retailers are using the compulsory free space in front of their respective units at Inorbit Mall, Vashi (“**Mall**”) which is unauthorized and need to operate only from the areas approved under their respective licenses and in accordance with terms and conditions as mentioned in the said licenses and applicable law. By reply letter dated November 20, 2020, Inorbit Malls has stated that it has noted the contents of the NMMC Letter and accordingly briefed the business operators / retailers to abide by their license conditions. No further correspondence has been received.
13. Inorbit Malls had completed construction of its building 19 constructed on Survey No. 2-4 (87), 6-9 & 10P, Annojiguda & Pocharam (Villages), Ghatkesar (M), Ranga Reddy District in Mindspace Pocharam project (“**Building**”) without obtaining Environment Clearance (“**EC**”). Inorbit Malls has filed a sou-moto application dated September 12, 2017 (“**EC Application**”) under a regularization scheme notified by MoEF vide notification dated March 14, 2017 for cases relating to construction without the requisite environment clearance, for regularization of the Building. The aforesaid application was considered as a case of violation and the State Level Environment Impact Assessment Authority (“**SEIAA**”) issued ‘Standard Terms of Reference’ issued by the MoEF, along with certain ‘Specific Terms of Reference’ (“**TOR**”) which included, among others, obligation on the state government/ state pollution control board to take action against the project proponent under the provisions of the Environment (Protection) Act, 1986. As per the terms of the TOR, the Telangana State Pollution Control Board (“**TSPCB**”) issued letter dated December 16, 2020 (“**Letter**”) to Environment Engineer (“**EE**”), with a copy to Inorbit Malls, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of the EIA Notification, 2006 against Inorbit Malls under the Environment Protection Act, 1986. SEIAA considered the above matter of Inorbit Malls in its meeting dated March 23, 2021 and has approved the issuance of EC subject to submission of bank guarantee of ₹ 3.76 million by Inorbit Malls for implementation of certain remedial and augmentation plans, along with detailed action plan for implementation. Inorbit Malls has submitted letter to the Member Secretary SEIAA, requesting to share bank guarantee format along with details of beneficiary for submission of bank guarantee.
14. The Municipal Corporation of Greater Mumbai (“**MCGM**”) issued a show cause notice dated March 24, 2021 (“**SCN**”), to Inorbit Malls, alleging that the Inorbit Malls administration of its mall at Malad, Mumbai (“**Mall**”) is not serious in following guidelines for COVID-19 testing under the MCGM circular for rapid antigen testing (RAT) dated March 19, 2021 (“**Circular**”) and allowing customers to enter the mall without getting tested for COVID-19. By letter dated March 26, 2021 to MCGM, Inorbit Malls has

inter alia replied to the SCN stating that Inorbit Malls has followed all relevant circulars and guidelines as applicable for mall operations including the Circular and further requested MCGM to withdraw the SCN. No further correspondence has been received.

15. The Navi Mumbai Municipal Corporation (“**NMMC**”) issued a show cause notice dated March 28, 2021 (“**SCN**”) to Inorbit Malls, alleging that during the inspection on March 27, 2021, it has appeared that Inorbit Malls administration of its mall at Vashi, Navi Mumbai (“**Mall**”) is not serious in following guidelines for COVID-19 testing under the NMMC order dated March 23, 2021 for rapid antigen testing (RAT) and allowing customers to enter the mall without getting tested for COVID-19. Inorbit Malls is in the process of replying to the SCN.
16. For other regulatory actions pending against Inorbit Malls, see “- Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation”.

### (iii) Material civil/commercial litigation

- Shoppers Stop has filed special leave petitions before the Supreme Court of India (“**Court**”) against Government of India, Director General of Service Tax, Ministry of Finance Department, The Central Board of Excise and Customs and others in respect of order dated August 4, 2011 passed by the Bombay High Court in respect of levy of service tax for renting of immovable property. Inorbit Malls has been made party to the petitions. The matter is pending before the Court. A special leave petition has also been filed by Retailers Association of India (wherein licensees of Inorbit Malls are members) against the Union of India and others before the Court on similar grounds. Inorbit Malls is also a party to various special leave petitions filed by other licensees of Inorbit Malls. The matter is pending before the Court.
- Wides Properties and Holdings has filed a special civil suit before the North Goa Civil Court against Inorbit Malls and others in respect of lands situated at Kadamba, Goa claiming that the property originally belonged to Arun Mambro's family who had agreed to sale it to the plaintiff. The plaintiff's application for temporary injunction was rejected in the year 2013. On June 11, 2019, the plaintiff filed an application to amend the plaint for adding certain additional grounds. The matter is pending for reply by Inorbit Malls and other defendants.
- Inorbit Malls is involved in certain matters in relation to mutation of names upon the land records maintained by the government which are currently pending before their respective courts/authorities.
- Arun Prabhu Mambro and others filed a special civil suit on against Inorbit Malls and 42 others before the North Goa – Civil Court, Panaji (“**Goa Court**”) in relation to three adjoining parts and parcels of land located in revenue village Panelim and Parish of St. Peter (“**Suit Property**”) claiming a right and interest over them and further alleging fraud committed by Mrs. Irene Barbosa in relation to manipulation of the land record to sell the Suit Property

to Inorbit Malls. The plaintiffs have sought, among others, (i) declare the additions of names and boundaries of properties and revenue orders as null and void; and (ii) removal of the structures on the Suit Property. The matter is currently pending.

- Dattaram Xavier Fernandes and others have filed a special civil suit before the North Goa Civil Court (“**Court**”) against Inorbit Malls and others claiming tenancy over the lands situated at Kadamba, Goa and impugning Sale Deed dated October 9, 2006 executed in Inorbit Malls' favour. The matter is pending before the Court.
- KRCPL (“**Petitioner**”) has filed a special leave petition before the Supreme Court of India (“**SLP**”) against the common judgement and order dated November 20 and 21, 2014 (“**Impugned Judgement**”) passed by the Division Bench of the Bombay High Court in public interest litigation No. 131/2003 and No. 48/2004 (“**PIL Proceedings**”), which set aside the allotment certain plot with open spaces (“**Leasehold Land**”) by CIDCO to the Petitioner and directed KRCPL to handover the possession of the Leasehold Land in its original condition. Pursuant thereto, the Supreme Court of India, vide its order dated January 22, 2015 had directed the parties to maintain status-quo. The SLP is currently pending before the Supreme Court of India. Also pursuant to the liberty granted under the Impugned Judgment, the Petitioner has applied to the State Government for regularization of the allotment of land. The matter is currently pending with CIDCO.
- In relation to an application for formation of co-operative society by Proposed Raheja Vistas Premiere Building T13 Maxima Co-operative Housing Society Limited, through its chief promoter in respect of Building T13 constructed by Inorbit Malls, the Deputy Registrar, Co-operative Society, Pune (“**Deputy Registrar**”) issued a notice under Maharashtra Ownership Flats Act (Regulation of the Promotion of Construction, Sale, Management and Transfer Act, 1963) requesting Inorbit Malls to appear for the hearing and file its written submission. Inorbit Malls has filed its objection in the matter. By Order dated December 21, 2020 (“**Order allowing application for formation of Society**”), the District Deputy Registrar, Co-operative Society, Pune City (“**District Deputy Registrar**”) allowed the application for formation of Raheja Vistas Premiere T13 Maxima Co-operative Housing Limited. In furtherance to the Order allowing application for formation of Society, by an order dated January 28, 2021, the Deputy Registrar issued the society registration certificate (“**Order and the Certificate**”) to Raheja Vistas Premiere T13 Maxima CHS Limited. Being aggrieved by the order dated January 28, 2021, Inorbit Malls has filed two appeals (“**Appeals**”) before the Divisional Joint Registrar, Co-operative Societies, Pune (“**Divisional Joint Registrar**”) for setting aside and quashing the Order allowing application for formation of Society, and Order and Certificate. In the said Appeals, Inorbit Malls has taken out two applications for stay both dated February 9, 2021 to stay the Order for allowing application for formation of Society, Order and the Certificate. By two separate orders both dated March 25, 2021 passed in the Appeals, the District Joint Registrar has stayed the Order allowing application for formation of Society and Order and the Certificate till the next date of hearing. The matter is pending.



8. Proposed Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited through its chief promoter Col. Kadur Malleshi (“**Plaintiff**”) has filed a suit before the Civil Judge Senior Division, Pune (“**Civil Court**”) against Inorbit Malls, (through its directors Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others) (“**Defendant**”), for inter alia declaring the deed of declaration dated February 11, 2019 executed by Inorbit Malls as illegal, null and void and non-binding upon the Plaintiff and has sought cancellation of the deed of declaration and permanent injunction restraining the Defendants from executing any deeds, documents and things in respect of the suit property on the basis of the impugned deed of declaration. The Court granted an ad interim status quo with respect to holding of any general body meeting or voting in pursuance of the deed of declaration. By order dated February 4, 2020, the Court rejected Plaintiff’s injunction application. Consequently, the Plaintiff filed an application inter alia seeking extension of status-quo until the appeal period which was rejected by the Court. The matter is currently pending before the Civil Court.
9. Proposed Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited through its chief promoter Col. Kadur Malleshi (“**Applicant**”) filed an application before District Deputy Registrar Co-operative Housing Societies against Inorbit Malls (“**Respondent**”), for formation of a co-operative society. On August 7, 2019, the Applicant filed an application for amendment thereby seeking addition of the names of Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others in the matter as directors of Inorbit Malls. The said application for amendment was allowed vide an order dated October 1, 2019 (“**Impugned Order**”). Aggrieved by the aforementioned order, Inorbit Malls filed a revision application on November 1, 2019 for quashing and setting aside the Impugned Order, before the Divisional Joint Registrar, Co-operative Societies, Pune. The Applicant filed a pursis giving its no-objection to the revision application being allowed and the Impugned Order being quashed and set aside. The revision application was allowed on November 26, 2019. The Application for society formation was allowed on January 29, 2020 and the society was registered on January 31, 2020. Aggrieved by the said orders, Inorbit Malls filed an appeal and revision application in both the matters before the Divisional Joint Registrar, Pune and an interim stay was granted by the Divisional Joint Registrar in both the matters on March 2, 2020. Aggrieved, Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited filed a civil writ petition in the Bombay High Court which was disposed of on June 23, 2020. By separate orders dated July 31, 2020, the appeal and revision application filed by Inorbit Malls were allowed by the Divisional Joint Registrar, Pune. The Raheja Vistas Phase IV Building Nos. T5 and T6 Co-operative Housing Society Limited have challenged the said orders by filing two separate civil writ petitions (“**CWP’s**”) in Bombay High Court. By an order dated September 21, 2020, the Bombay High Court directed the petitioners to comply with the order dated June 23, 2020 pertaining to payment of maintenance by the petitioner and the individual members to respondent no.1 i.e. Inorbit Malls in the earlier civil writ petition within a period of one week. On October 7, 2020, the petitioners submitted to the Bombay High Court that Raheja Vistas Phase IV Building T5 and T6

Co-operative Housing Society Limited had deposited on September 28, 2020, a sum of ₹ 1.99 million with Inorbit Malls pursuant to the Order dated September 21, 2020. Inorbit Malls thereafter objected to Petitioner’s submission and informed the Bombay High Court that Inorbit Malls had reason to believe that more funds had been collected from the residents of the building and that Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited had not deposited the entire amount collected by them with Inorbit Malls. Inorbit Malls sought liberty to file a reply to the Affidavit filed by the petitioners/society dated September 29, 2020. On December 2, 2020, Bombay High Court directed the Petitioner to file its rejoinder with the registry and the rejoinder was filed by the Petitioner on the same date. On February 12, 2021, Inorbit Malls filed affidavit in sur rejoinder. The CWPs are pending for further hearing.

10. Yogesh Rameshbhai Suthar (“**Complainant**”), an employee of Deccan Techno Security and Utility Services (“**Deccan Techno**”) has filed complaint before the Labour Court, Vadodara (“**Court**”) against Inorbit Malls and Deccan Techno alleging wrongful transfer of the Complainant from Inorbit Malls to other location by Deccan Techno. Deccan Techno is a service provider of Inorbit Malls. In the said complaint, the Complainant has inter alia prayed for payment of the salary along with eligible benefits and consideration with effect from his day of transfer, reinstatement to his earlier place of deputation at Inorbit Malls, Vadodara and claim of ₹ 10,000 towards litigation expenses. Inorbit Malls is in the process of filing its written statement. The matter is pending before the Court.
11. For other pending material civil / commercial litigation against Inorbit Malls, see “-Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities” and “-Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation”.

#### H. Ivory Properties

##### (i) Criminal matters

- There are no pending criminal matters against Ivory Properties.

##### (ii) Regulatory actions

1. In response to applications made by Ivory Properties in relation to certain environmental clearances and approvals for a project at Malad, Mumbai and in relation to certain environmental approvals and provision for treatment plants for the sewage generated from the project, MPCB issued notices dated May 28, 2015 and December 17, 2014 and October 3, 2015, to Ivory Properties. Ivory Properties has responded to the said notice. By reply dated July 6, 2015 to the notice dated May 28, 2015, Ivory Properties withdrew the application for consent to establish (as it was inadvertently made) inter alia as the plinth for a building was already completed before the MoEF notification dated July 7, 2004 providing for obtaining environment clearance. In reply dated December 30, 2014 to the notice dated December 17, 2014, Ivory Properties pointed out

that the IT buildings referred by MPCB were completed in 2003, and provided details of the occupation certificates issued from 2001 to 2003.

##### (iii) Material civil/commercial litigation

1. Oasis Restaurant and Amber, Oscar & Minor Canteens have filed a suit before the Bandra Civil Court (“**Court**”) against Ivory Properties and others for declaration as a tenant of the premises situated within the Shoppers Stop building in Andheri West, Mumbai. By judgment dated February 25, 2021, the Court has dismissed the suit and held that Oasis Restaurant and Amber, Oscar & Minor Canteens has failed to prove that (i) it is the tenant of Ivory Properties and others and (ii) it is in possession of the entire premises as alleged in the prayer clause of the suit and is therefore not entitled to the declaration and injunction as prayed for in the suit. The Oasis Restaurant and Amber, Oscar & Minor Canteens has not till date filed any appeal against the said judgment.
2. Bhanumati Bhuta and Vasantben Bhuta filed commercial arbitration petitions before the Bombay High Court (“**Court**”), to quash and set-aside the above arbitral award dated February 14, 2017 whereby the specific performance of a development agreement and memorandum of understanding both dated April 19, 1995, as modified, was granted to Ivory Properties. Pursuant to order dated January 28, 2020, the commercial arbitration petitions have been allowed and the award dated February 14, 2017 and interim orders of the arbitrator have been set aside by the Court. Ivory Properties has preferred an appeal before the Division Bench of the Bombay High Court from the order dated January 28, 2020 and the same is pending.
3. Shoppers Stop has filed a special leave petition before the Supreme Court of India (“**Court**”) against Government of India, the Director General of Service Tax, Ministry of Finance, Department of Revenue, the Central Board of Excise and Customs and others in respect of order dated August 4, 2011 passed by the Bombay High Court in respect of levy of service tax for renting of immovable property. Ivory Properties has been made a party to the matter. The matter is currently pending before the Court.
4. Radhakrishna Properties Private Limited (“**Plaintiff**”) filed a suit before the Bombay High Court (“**Court**”) against Ivory Properties (“**Defendant**”) seeking specific performance of agreement to sub-lease dated April 6, 1995 executed by Ivory Properties in favour of the Plaintiff in respect of lands situated at Malad, Mumbai. Alternatively, the Plaintiff is seeking alternate compensation aggregating to ₹ 3,000 million. The Defendant has filed its written statement and counter-claim. The matter is pending before the Court.
5. For other pending material civil/commercial litigation against Ivory Properties, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”, “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation” and “-Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities”.

#### I. Ivory Property Trust

##### (i) Criminal matters

- There are no pending regulatory actions against Ivory Property Trust.

##### (ii) Regulatory actions

- There are no pending regulatory actions against Ivory Property Trust.

##### (iii) Material civil/commercial litigation

1. Manilal & Sons (“**Manilal**”) has filed legal proceedings against Bombay Forgings Limited (“**BFL**”) relating to lease of lands at Kalina, Mumbai.

Ivory Property Trust has inter alia entered into memorandums of understanding to acquire from BFL its leasehold lands situate at Kalina, Mumbai (said Lands), pursuant to a rehabilitation scheme sanctioned by the Board of Industrial & Financial Reconstruction (“**BIFR**”) in respect of BFL (“**BIFR Scheme**”). The landowner-lessor i.e. Manilal challenged the BIFR Scheme and transfer of said Lands under the BIFR Scheme in favour of Ivory Property Trust. Both the BIFR and the Appellate Authority for Industrial and Financial Reconstruction (“**AAIFR**”) did not grant any relief to Manilal. Manilal has challenged the said orders of BIFR and AAIFR in a writ petition filed in the Bombay High Court (“**High Court**”). The High Court has directed that any changes brought about pursuant to the various orders passed shall be subject to the final decision in this petition. The matter is currently pending before the High Court.

2. Manilal had filed an eviction suit in the Small Causes Court, Bandra against BFL in respect of the lease of land at Kalina Mumbai, which was decreed in favour of Manilal in 2007, and an enquiry was directed for mesne profits. BFL challenged the said eviction order in appeal before the Appellate Bench of Small Causes Court, Bandra. Appeal was admitted, execution of eviction was stayed and BFL was ordered to deposit interim mesne profits at the rate of ₹ 0.02 million per month. Manilal has filed Mesne Profits Proceeding in the Small Causes Court, Bandra against BFL claiming ₹ 294.6 million as arrears of mesne profits with 9% interest p.a. up to August 31, 2007; and further ₹ 6.2 million per month with 15% interest p.a. from September 1, 2007 till handing over possession. On March 14, 2020, the Small Causes Court, Bandra allowed Manilal’s application to produce certified copy of case papers in relation to BFL’s RAD Suit No.310 of 2017. On August 31, 2020, BFL filed revision application against the said order dated March 14, 2020. By letter dated April 12, 2007, Ivory Property Trust has agreed with BFL not to claim refund of ₹ 190 million paid by Ivory Property Trust to BFL, and also that any condition by the appeal court for stay of execution of decree including deposit of interim mesne profit, if any, ordered will be exclusive liability of Ivory Property Trust. BFL has also filed a suit in the Small Causes Court, Bandra, for declarations in respect of its leasehold rights/tenancy in the said Lands and other relief relating to renewal/ extension of lease of the said lands and for damages in the alternative aggregating to ₹ 200 million. The matters are currently pending in the Small Causes Court, Bandra.

3. A suit is filed before the Bombay High Court (“**Court**”) by Matasons Estate Private Limited (“**Plaintiff**”) against Bombay Forgings Private Limited and Ivory Properties (“**Defendant**”) seeking specific performance of a development agreement for property situated at Kalina in Mumbai or compensation aggregating to ₹ 150 million along with interest of 18% p.a. The matter is currently pending before the Court.

## J. KRCPL

### (i) Criminal matters

1. Sunil Khare has filed a first information report dated March 3, 2013 with the Malawani Police Station, Mumbai against Anuj Prakash, general manager, of one of the hotels of KRCPL i.e. The Resort at Malad, Mumbai, for an incident at the hotel. The general manager applied for and has been granted bail. The matter is currently pending before the Sessions Court, Borivali.

### (ii) Regulatory actions

1. K Raheja Corp and Genext had received a demand notice from the Collector relating to stamp duty and penalty of approximately ₹ 55 million in respect of a deed of assignment dated August 6, 2007 between Genext and K Raheja Corp. Genext submitted its reply inter alia stating that the documents were duly adjudicated and accordingly full stamp duty was paid. After hearing was held in the said case, no further communications / demands have been received thereafter. K Raheja Corp had also received a demand notice from the Collector relation of stamp duty and penalty approximately of ₹ 50 million in respect of a deed of assignment dated August 6, 2007 between IDBI, K Raheja Corp and others. Genext submitted its reply inter alia stating that the documents were duly adjudicated and accordingly full stamp duty was paid. After hearing was held in the said case, no further communications / demands have been received thereafter.
2. Certain investigative proceedings have been initiated by the Superintendent of Police, Anti-Corruption Branch, Goa (“**ACB**”) against unnamed persons under the Prevention of Corruption Act, 1988 in respect of allotment of SEZ lands by Goa Industrial Development Corporation to SEZ developers. Pursuant to the intimation dated March 14, 2013 received from the ACB in connection with enquiry, KRCPL’s representative has appeared before the ACB. No further correspondence has been received. As recorded in the orders of the Supreme Court of India in the certain civil appeals, some of the SEZ developers including KRCPL have surrendered the SEZ lands to Goa Industrial Development Corporation (“**GIDC**”). In the Government of Goa Cabinet note in July 2018 (obtained through an application made under the Right to Information Act, 2005), it was noted that the FIR filed by GIDC, pursuant to which the investigative proceedings were initiated by the ACB, was proposed to be withdrawn as no cause existed. It also stated that the Council of Ministers may resolve to approve, amongst others, the proposal to close the vigilance and other matters in view of settlement. Subsequently, the amounts have been refunded by GIDC to KRCPL together with interest.
3. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRCPL and others. For details,

see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. KRCPL received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including KRCPL. For details, see “- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Further, KRCPL has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, KRCPL received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 712.65 million. KRCPL has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority decreasing the aggregate demand to ₹ 68.68 million.

4. The registrars of companies issued two notices dated March 29, 2017 and September 4, 2018 for striking/removal of the name of Powai Developers Private Limited from the register of companies. No further correspondence has been received.
5. The Tax Recovery Officer-11 has vide three separate letters one dated May 28, 2018 and two other dated June 6, 2018 addressed to the secretary / chairman / property manager of Raheja Vistas, project of Powai Developers (sole proprietary concern of KRCPL), informed them of the attachment of three flats of Raheja Vistas which belong to customers who have purchased these flats from Powai Developers. The Tax Recovery Officer-11 has further stated that the transfer of ownership of the same would be subject to payment of outstanding arrears of taxes of ₹ 320 million along with applicable interest thereon which is due from the flat purchasers. Powai Developers has responded to the letters. No further correspondence has been received.
6. KRCPL received an email dated December 4, 2018 from the MCA directing it to provide certain information relating to KRCPL’s compliance with its corporate social responsibility obligations for the financial year 2015-16. KRCPL has submitted the information to the MCA as requested. No further correspondence has been received.
7. For other regulatory actions against KRCPL, see “Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Regulatory Actions”.

### (iii) Material civil/commercial litigation

1. Bharat Petroleum Corporation Limited (“**BPCL**”) filed a suit before the Bombay High Court (“**Court**”) against KRCPL and three others (“**Defendants**”) seeking specific performance of agreement dated December 5, 1952

and a declaration that sale made in favour of KRCPL be declared null and void, and further seeking damages aggregating to ₹ 100 million. The matter is currently pending before the Court. The Defendants have filed a mesne profit proceeding suit before the Bandra Small Causes Court against BPCL for determining the mesne profits, wherein the claim of KRCPL as per a valuation report is made for ₹ 76 million. The matter is currently pending before the Bandra Small Causes Court.

2. Arthur D’Souza (“**Applicant**”), the owner of a land adjoining the land of KRCPL, made an application to the District Collector, Bandra, Mumbai (“**District Collector**”) claiming title over certain portion of KRCPL’s land bearing CTS No.119-G in village Tungawa in Mumbai. The District Collector passed orders dated May 26, 2009 and June 6, 2009 in favour of the Applicant. KRCPL preferred an appeal to the Additional Commissioner against the said orders. The Additional Commissioner, by his order dated February 17, 2010, upheld the orders passed by the District Collector. Aggrieved, KRCPL has preferred an appeal against the order of the Additional Commissioner before the Revenue Minister, Mantralaya. By letter dated March 3, 2021 to the advocate of the Applicant, the advocates of KRCPL have sought the details of the legal heirs and/or representatives of the Applicant as the Applicant has expired for taking out an appropriate application for the purpose of substituting the Applicant with his legal heirs/representatives and amending the cause title of the aforesaid appeal. The matter is currently pending before the Revenue Minister, Mantralaya.
3. KRCPL and Indian Cork Mills Limited have filed a suit before the Bombay High Court against Sir Mohammed Yusuf Trust and others inter alia disputing the various claims made by the defendants and for declaration of the plaintiff’s ownership of the certain land in village Tungawa at Mumbai. Further, in respect of the portions of the aforesaid lands, numerous proceedings and appeals before various revenue authorities have been filed between the parties. In the writ petition filed by KRCPL, by orders dated February 12, 2013 & order dated March 8, 2013 pending hearing excluding the disputed area of four acres and 11 gunthas bearing CTS No.119-G in village Tungawa in Mumbai claimed by the respondents, the Bombay High Court permitted KRCPL to continue development construction without any hindrance in the remaining area.
4. Sir Mohammed Yusuf Trust and four others (“**Plaintiffs**”) filed two separate suits before the Bombay High Court (“**Court**”), against KRCPL and two others (“**Defendants**”), seeking declarations that the Plaintiffs are the owners of land admeasuring 4 acres and 11 gunthas bearing CTS No.119-G and about eight acres bearing CTS No. 119F in village Tungawa in Mumbai. The Plaintiffs have further sought from the Defendants, demolition of the buildings constructed on the portions of land. In the alternative, the Plaintiffs are seeking damages aggregating to ₹ 15,000 million. In the second subsequent suit, in addition to the relief claimed in the first suit, the Plaintiffs have added various societies formed of the flat purchasers as party defendant and have sought injunction restraining execution of conveyances in favour of such societies of the flat purchasers. No relief has been granted to the

Plaintiffs till date. The matter is currently pending before the Court.

5. Sir Mohammed Yusuf Trust and four others (“**Petitioner**”) filed a writ before the Bombay High Court (“**Court**”), against State of Maharashtra, KRCPL and two others (“**Respondent**”), inter alia for cancelling and setting aside the order passed by the city survey officer for reinstating the name of the Owner Indian Cork Mills Limited in the property register card as per the NA Order subject inter alia to the pending High Court Suit.
6. Nakka Venkat Narsaiah (“**Plaintiff**”) has filed a suit against Raheja Mind Space Corp and others (“**Defendants**”) before the Additional Junior Civil Judge, Ranga Reddy District (“**Civil Court**”), inter alia for possession of land admeasuring 150 square yards, bordering the land of KRCPL. KRCPL has filed a written statement. The Civil Court has passed an interim order restraining the Defendants from alienating the land in favour of third parties. The matter is currently pending before the Civil Court.
7. KRCPL agreed to acquire a property situated at Mahalaxmi, Mumbai under an agreement dated June 30, 2017 as per the provisions contained therein, in respect of which a suit has been filed before the Bombay City Civil Court (“**Court**”) by Modern India Limited against Belvedere Court condominium, Arun Bewoor and others in respect of right of way. Another suit has been filed before the Court by Arun Bewoor and others against Modern India Limited (“**Modern**”) and others claiming that the deed of covenant granting right of way to Modern was a gratuitous license and that defendant no.1 was not entitled to carry on construction on the Plot D other than textile mill thereon, beyond the height of 4th floor from ground level. The matter is currently pending. Modern has filed an application to conduct an inquiry by the Court and to pass appropriate orders against defendant no.1 for making false statement on oath thereby having committed perjury. The same is pending.
8. Maharashtra Rajya Mathadi & Gumasta General Kamgar Sanghatana and one other (“**Petitioners**”) have filed a writ petition against KRCPL, Chalet Hotels and others before the Bombay High Court alleging that certain workers have not been assigned the work of loading and unloading of the building and construction material at the site at Powai and unregistered workers continue to work at the site. The matter is pending before the Bombay High Court.
9. For other pending material civil / commercial litigation against KRCPL, see “- Material litigation and regulatory actions pending against the Sponsor Group – Genext – Material civil/commercial litigation”, “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”, “- Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation”, “- Material litigation and regulatory actions pending against the Sponsor Group – Inorbit Malls – Material civil/commercial litigation” and see “-Material litigation



and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Title litigation and irregularities”.

#### K. KRPL

##### (i) Criminal matters

1. For criminal matters pending against KRPL, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Criminal matters”.

##### (ii) Regulatory actions

1. The MCGM, vide several letters addressed to KRPL, has demanded the handing over of Flat No. 102 on the first floor of the building known as “**Rosemary**” of Rosemary Correa Co-operative Housing Society Limited (“**Rosemary CHSL**”), Mumbai (“**Premises**”), contending it to be reserved as a municipal library and called upon KRPL to furnish the relevant papers. KRPL has responded to MCGM, stating that the Premises is to be run as a library by the owner for public in general and that the library will be open for public-use after completion of on-going repair work. However, the MCGM sealed the Premises on March 14, 2019. KRPL has called upon MCGM to forthwith restore possession of KRPL of the Premises and to remove the seal from the Premises at the earliest. Further the MCGM, by its letter dated July 27, 2019, to KRPL, threatened to register a FIR against KRPL for alleged trespassing in the Premises. MCGM has by its letter dated September 29, 2020 (received on October 8, 2020 from MCGM) to K Raheja Corp Foundation (“**KRC Foundation**”) alleged that it has violated the terms and conditions of the development permission as well as permission given by MCGM and directed KRC Foundation to submit its explanation for the alleged lapses. KRPL as the owner of the Premises, has by its letter dated October 14, 2020 replied to MCGM and clarified that it has acted in accordance with the terms of the development permission and that there is no requirement of handing over the Premises to MCGM. By the said letter, KRPL has once again requested MCGM to remove its seal from the Premises and also sought personal hearing to explain and clarify the misapprehensions in the matter. No further correspondence has been received.
2. The Pest Control Officer at MCGM has issued 44 notices to KRPL in respect of water stagnation at KRPL’s project site at Worli, Mumbai and other related infringements of the Mumbai Municipal Corporation Act. KRPL has replied to MCGM stating that they have taken corrective measures and requested MCGM to conduct inspection in order to close the matter. No further correspondence has been received.
3. The issues of levy of premium/transfer fees/lease tenure/enhanced lease rent etc. relating to Brihanmumbai Mahanagarpalika (“**MCGM Estates**”) two municipal leasehold properties acquired by KRPL are sub-judice before the Bombay High Court (“**Court**”) in various petitions filed by various lessees and other parties. KRPL is not a party to such proceedings and has not filed any petition in court in this respect. MCGM Estates had raised demands on KRPL for transfer premium and penalty and transfer fee relating to the assignments of the said properties at Worli in favour of KRPL which was paid

without prejudice & subject to all rights & contentions of the parties. KRPL has filed undertaking dated October 19, 2015 and July 16, 2015 with MCGM to abide by the final outcome in writ petition no.1251/2014 (“**Writ Petition**”) and any other proceedings from time to time in relation to the issues of levy of premium / transfer fees / lease tenure / enhanced lease rent. The writ petition is currently pending with several other similar matters before the Court.

4. The MCGM has issued a letter dated April 8, 2018 addressed to KRPL, in pursuance of letter dated March 12, 2018 (wrongly dated March 12, 2010) received by them from Association of Engineering Workers in respect of unpaid dues to labour/workers of Metal Box India Limited (“**MBIL**”) and for issuance of stop work notice of further construction of building situated at Worli, Mumbai. MBIL was the predecessor in title of KRPL. KRPL has issued letter dated May 14, 2018 responding to MCGM, denying all the allegations and informing that MBIL had deposited the entire gratuity dues of ex-workers. KRPL had also filed caveats in the Bombay City Civil Court and Bombay High Court for being given notice of any application for ad-interim orders in any proceeding that may be filed, which were renewed from time to time. Arun Kachare and Association of Engineering Workers filed a writ petition against State of Maharashtra, MCGM, MBIL and others before the Bombay High Court seeking, inter alia, in respect of alleged labour dues payable by MBIL and relating to alleged requirement of labour NOC for development of MBIL, and sought relief relating to the development approvals in respect of the suit property. Since relief was sought relating to development approvals with respect to the suit property, KRPL joined as a respondent in the matter. KRPL has inter alia contended that it is the title holder of the suit property, having acquired assignment of the lease pursuant to BIFR/AAIFR proceedings and is not a closed company or liable for any dues of the workers of its predecessor in title i.e. MBIL. The matter is pending before the Bombay High Court.
5. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRCPL and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the search, the Income Tax Department issued notices each dated January 23, 2019 in pursuance of provisions of section 153C r.w.s. 153A of the Income Tax Act, 1961 directing KRPL to prepare and furnish true and correct returns of its total income for assessment years from 2012-13 to 2017-18 (“**Period of Investigation**”) by January 31, 2019 and these returns have been furnished before the Income Tax Department by KRPL. KRPL received a notice dated February 25, 2019 from the Income Tax Department in relation to certain transactions entered into by KRPL with Hypercity Retails India Ltd (“**HRIL**”) which is a subsidiary of Shoppers Stop wherein HRIL has booked profit of ₹ 1,751.52 million. KRPL is in process of responding to the notice appropriately to the Income Tax Department. Further, the Income tax department issued notices under section 142(1) of the Income Tax Act, 1961 for assessment year 2012-13 to 2018-19 to furnish certain details. The details called for are being furnished from time to time. Pursuant to the block assessment proceedings, KRPL

received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate refund of ₹ 54.15 million. KRPL has filed rectification applications and appeals which are pending before the relevant authority.

##### (iii) Material civil/commercial litigation

1. For civil / commercial litigation involving KRPL, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation” and “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation”.

#### L. Palm Shelter

##### (i) Criminal matters

1. The Senior Police Inspector, Santacruz Police Station (“**Police Station**”) pursuant to a complaint dated April 21, 2016, filed by Claud Fernandez (“**Complainant**”) against certain third parties under Sections 420 and 34 of the Indian Penal Code, 1860, had issued a letter dated July 20, 2016 to Palm Shelter Estate Development Private Limited (now Palm Shelter Estate Development LLP) (“**PSDPL**”) to appear before the police station on July 23, 2017. Certain agreements were entered into between the Complainant, certain family members of the Complainant and PSDPL, for the handover and re-development of four flats in a building property. The Complainant filed a suit before the Bombay City Civil Court, due to disputes arising between the family members and the Complainant, where PSDPL was made a defendant to the suit. Consent terms were filed between the parties to the suit which allowed PSDPL to develop the property. PSDPL had later transferred its development rights along with all benefits and obligations in the property to Parvesh Constructions Private Limited. Authorized representatives of PSDPL appeared before the Police Station to provide requested information and documents and filed their deposition on the matter. There has been no correspondence between the parties in the present matter. The matter is currently pending.

##### (ii) Regulatory actions

There are no pending regulatory actions against Palm Shelter.

##### (iii) Material civil/commercial litigation

1. For civil / commercial litigation involving Palm Shelter, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”.

In addition to the above pending proceedings, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Genext, KRPL and KRCPL have been identified as parties in certain labour proceeding filed by certain trade unions before the labour courts and industrial courts/tribunals alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 against certain workmen engaged by them. The matter is currently pending before the relevant courts/tribunals.

#### IV. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE MANAGER

As of March 31, 2021, the Manager does not have any regulatory actions or criminal matters pending against it, or material civil/ commercial litigation pending against it. For the purposes of pending material civil/commercial litigation against the Manager, such matters where value exceeds 5% of the total revenue of the Manager as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been considered.

#### V. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE ASSOCIATES OF EACH OF MINDSPACE REIT, THE SPONSORS AND THE MANAGER, AND ENTITIES WHERE ANY OF THE SPONSORS HOLD ANY INTEREST/ SHAREHOLDING

As of March 31, 2021, the Associates of the Manager (to the extent that such Associates are not the Sponsor Group) and the Associates of the Sponsors (excluding members of the Sponsor Group) do not have any pending regulatory actions or criminal matters against them, or material civil/ commercial litigation pending against them.

With respect to the Associates of the Manager (to the extent that such Associates are not the Sponsor Group), the Associates of Mindspace REIT (to the extent that such Associates are not the Asset SPVs and members of the Sponsor Group), the Associates of the Sponsors (excluding members of the Sponsor Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), details of all pending criminal matters and regulatory actions against such entities and material civil/commercial litigation against such entities have been disclosed.

For the purpose of pending civil/ commercial litigation against such entities, such matters where value exceeds 1% of the total consolidated profit after tax of Mindspace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed.

#### A. Chalet Hotels

##### (i) Criminal matters

1. Maria Ninitte Noronha (“**Complainant**”) lodged a first information report dated November 6, 2007 (“**FIR**”) against Prashant Gerald Nazereth, partner of Pebbledrops Events, on the grounds of forgery, cheating and dishonestly inducing delivery of property. Renaissance Mumbai Convention Centre Hotel received a notice dated October 12, 2007 from the Complainant claiming that the advance consideration amount of ₹ 1 million paid to the hotel by Pebbledrops Events was fraudulently obtained by Prashant Gerald Nazereth from her and further demanded it to be refunded. In pursuance of the FIR, Chalet Hotels was named as an accused in a final report prepared by the police. Chalet Hotels deposited ₹ 1 million with the Bandra police station pending conclusion of the trial. Subsequently, the Complainant filed an application in February 2008 before the Additional Chief Metropolitan Magistrate, Bandra (“**Metropolitan**”) for



**Court**") for withdrawing the amount deposited by Chalet Hotels to which Chalet Hotels has filed its reply dated March 26, 2008, denying the claim. The matter is currently pending before the Metropolitan Court.

2. Hitesh Nandlal Ramani lodged a first information report dated December 14, 2015 at the Powai police station, Mumbai against one of Chalet Hotels' employee of its hotel, Renaissance Mumbai Convention Centre Hotel, and its swimming pool lifeguard, on the grounds of causing death by negligence and endangering life or personal safety of his daughter. The Powai police station has filed its final report dated November 25, 2016 before the Metropolitan Magistrate, Andheri ("**Metropolitan Court**"). The matter is currently pending before the Metropolitan Court.

3. The State of Maharashtra (Excise Department) filed proceedings before the Metropolitan Magistrate Court, Bandra ("**Metropolitan Court**") against Saumen S. Shah, representative of the guests, Kailash B. Pandit employee of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel, and Shivkumar S. Verma a consultant, alleging service of liquor without adequate permission within the hotel premises on January 10, 2018. A writ petition has been filed before the Bombay High Court by Kailash Pandit for quashing the matter. The matter is currently pending before the Bombay High Court.

4. Abhimanyu Rishi lodged a first information report dated May 3, 2008 at the Powai police station, Mumbai against Prashant More, an employee of one of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel and other employees on alleging assault and injury by hotel staff. The Powai police station has filed its final report dated April 21, 2009 before the Andheri Metropolitan Magistrate Court ("**Court**"). The matter is currently pending before the Court.

5. Mohammad Altaf Abdul Latif Sayyed lodged a first information report dated May 15, 2018 with the Powai police station, Mumbai against two of the employees of one of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel alleging theft of his personal property. The matter is being investigated by the police and there has been no further correspondence or update on same.

## (ii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Chalet Hotels and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Chalet Hotels received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Chalet Hotels. For details, see "- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions". Further, Chalet Hotels has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within five days from

the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Chalet Hotels received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019 for an aggregate refund of ₹ 80.38 million. Chalet Hotels has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority increasing the aggregate refund to ₹ 224.50 million.

2. The Directorate General of Goods and Service Tax Intelligence Pune Zonal Unit ("**DG**") has issued a notice dated June 15, 2018 addressed to Chalet Hotels in relation to an investigation being conducted by the DG in respect of alleged evasion of service tax by M/s Starwood Hotels & Resorts India Private Limited, Gurgaon, operator of The Westin Hyderabad Mindspace Hotel. Chalet Hotels submitted letter dated March 22, 2019 to the DG. No further correspondence has been received.

3. The Directorate of Revenue Intelligence issued a show cause notice dated November 29, 2018 ("**DRI Show Cause Notice**") directing Chalet Hotels to show cause as to why duty amounting to ₹ 195.18 million and ₹ 23.14 million should not be recovered in relation to import of goods against SFIS Scrip/License and the post-export service benefits availed by Chalet Hotels. Chalet Hotels filed a writ petition dated December 24, 2018 before the Gujarat High Court challenging DRI Show Cause Notice. The Gujarat High Court through an ex-parte interim order stayed the effect of the DRI Show Cause Notice. The Gujarat High Court, by its order dated March 2, 2020, dismissed the writ petition, on the basis of the statement recorded on behalf of DRI that DRI shall not proceed further with the DRI Show Cause Notice till the SFIS Scrips are held to be invalid or put under suspension. Further, pursuant to directives under the DRI Show Cause Notice, show cause notice dated July 4, 2019 was issued by CGST & Central Excise Division, Bhopal in relation to utilization of SFIS benefits by Chalet Hotels for purchase of glass and a demand to make payment of excise duty of ₹ 0.3 million. Replies on behalf of Chalet Hotels and a former director of Chalet Hotels, have been submitted on September 23, 2020 with CGST & Central Excise Division, Bhopal. The matter is currently pending.

4. Chalet Hotels received a notice from the MCGM dated December 7, 2018 in relation to alleged misuse of the municipal recreation ground by JW Marriott Mumbai Sahar. Chalet Hotels replied to the notice on December 19, 2018 informing MCGM of its proposal to hand over 20% of the recreation ground to the MCGM in terms of Development Control & Promotion Regulations 2034 for Greater Mumbai. Further, Chalet Hotels received MCGM approval on May 7, 2019 and April 9, 2019 for its proposal in relation to the recreational ground. The formal handover of the recreation ground is in process. Chalet Hotels received further correspondence from the MCGM alleging misuse of the municipal recreation ground by JW Marriott Mumbai Sahar which Chalet Hotels has denied.

5. A demand notice dated February 9, 2018 has been issued by the Tehsildar Thane, addressed to the guest (event organizer) and one of Chalet Hotels' hotel i.e. Four Points by Sheraton Navi Mumbai, Vashi demanding the payment of ₹ 0.40 million (inclusive of interest) as entertainment tax. Chalet Hotels has replied vide letter dated April 24, 2018 denying the claim and have provided the supporting documents. No further correspondence has been received.

6. A demand notice dated December 19, 2016 was issued by the Bruhat Bengaluru Mahanagar Pallike ("**BBMP**") addressed to Magna, now merged into Chalet Hotels, demanding payment of amount aggregating ₹ 256.78 million towards outstanding property tax for the period 2008-2009 to 2015-2016 (inclusive of interest/penalty). Magna vide reply dated January 1, 2017 denied the claim of BBMP. No further correspondence has been received.

7. A notice dated February 8, 2018 was issued by the Central Bureau of Investigation (Bank Security and Fraud Cell) ("**CBI**") addressed to Magna, now merged into Chalet Hotels, calling upon Magna to produce certain documents and information required and to appear in person, in the case bearing no. RC 10(E)/2017 dated July 27, 2017, filed by CBI against Shiva Kumar Reddy director of Kaveri Telecom Infrastructure Limited and others. Chalet Hotels has appropriately responded to CBI. No further correspondence has been received.

8. A show cause notice dated August 9, 2017 has been issued by the Director General of Foreign Trade imposing a penalty with interest on Magna, now merged into Chalet Hotels, for failing to return the terminal excise duty refund for ₹ 0.17 million. Chalet Hotels has filed its reply denying the alleged liability. No further correspondence has been received.

9. MCGM has issued a stop work notice dated June 4, 2018 addressed to Chalet Hotels in respect of alleged unlawful development and construction in Andheri, Mumbai. Chalet Hotels has issued a reply dated June 6, 2018 to the MCGM denying their claims and have submitted the requisite documents along with the reply. No further correspondence has been received.

10. The Office of Additional Director General of Foreign Trade issued certain recovery notices for the recovery benefits granted, aggregating to ₹ 9.10 million ("**Impugned Recovery Notices**") on the basis that Magna, which has now merged with Chalet Hotels is ineligible to avail the benefits under the Served From India Scheme which were granted earlier to Magna. A writ petition was filed before the Karnataka High Court at Bengaluru ("**Court**") challenging the Impugned Recovery Notices. The Court has granted a stay on the impugned recovery notices and the matter is currently pending before the Court.

11. The Regional Provident Fund Commissioner had passed an order dated December 14, 2012 ("**Order**") on the basis of guidance issued by the Central Board of Trustees, Employees Provident Fund Organization in relation to certain dues of the employees of its hotel i.e. Renaissance Mumbai Convention Centre Hotel

aggregating ₹ 3.77 million assessed by the Petitioner as payable by Chalet Hotels. Chalet Hotels filed an appeal before the Employees Provident Fund Appellate Tribunal, New Delhi ("**Tribunal**") challenging the Order which was set aside by the Tribunal on July 21, 2014. Aggrieved, the Central Board of Trustees, Employees Provident Fund Organization filed a writ petition before the Bombay High Court, against Chalet Hotels, challenging an order of the Tribunal. The matter is currently pending before the Bombay High Court.

12. The CIDCO issued an order dated December 1, 2014, directing KRCPL to discontinue use of a plot in Vashi ("**Open Space**") and vacate the land under Open Space, being used as entry and exit points for Four Points by Sheraton Navi Mumbai, Vashi, and residential apartment ("**Hotel**") of Chalet Hotels and Inorbit Malls, on the ground that it does not form part of the allotment by CIDCO to the KRCPL and the permission given vide CIDCO letter dated October 6, 2004 was given without due authority. Aggrieved, KRCPL filed a writ petition before the Bombay High Court ("**Court**"). The Court vide its order dated January 16, 2015 directed both parties to maintain status quo. The matter is currently pending before the Court.

13. The Director of Revenue Intelligence has issued an investigation notice dated January 22, 2020 to Chalet Hotels, requiring Chalet Hotels to furnish information and documents relating to SEIS scrips for the financial year 2016-17 till date. Through its reply dated January 27, 2020, Chalet Hotels has submitted the requisite information and documents. No further correspondence has been received.

14. The Office of the Principal Commissioner of Customs Airport & Air Cargo Complex, Bengaluru issued an order dated July 16, 2020 (received on December 24, 2020) ("**Order**") against Magna Warehousing & Distribution Private Limited ("**Magna**") to enforce a bond amounting to ₹ 2.5 million along with interest on the alleged ground that Magna failed to (i) fulfil export obligations within 18 months from the date of issue of license, (ii) earn the foreign exchange within the specified time period as per Foreign Trade Policy 2009-14, and (iii) produce export obligation discharge certificate. Chalet Hotels is in the processing of submitting its response to the Order.

15. For other regulatory actions against Chalet Hotels, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT – Regulatory actions" and "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Regulatory Actions".

## (iii) Material civil/commercial litigation

1. Chalet Hotels filed a writ petition ("**Writ Petition**") before the Karnataka High Court at Bengaluru ("**Court**") challenging the cancellation of the height NOC dated October 28, 2011 issued in relation to a residential building ("**NOC**") by Hindustan Aeronautics Ltd. ("**HAL**"), responsible for issuing the height NOC and for directing HAL to permit construction up to maximum height which does not adversely affect aircraft operations as may be determined by an aeronautical study to be conducted by Airport Authority of India /ICAO, and ancillary reliefs

(including an amended relief for re-validating the NOC for a further period). The NOC was issued for the development of a 17 floor residential building complex with a height of up to 62 meters on Chalet Hotels' land at Koramangala Industrial Layout, Bengaluru. At the time of cancellation of the NOC, five wings with 17 floors had been constructed with a height of up to 62 meters and more than 200 flats therein had been marketed by Chalet Hotels. The Court passed an interim order dated October 23, 2013 ("**Interim Order**") restricting Chalet Hotels from modifying and developing the building above 40 meters from ground level and selling premises to third parties in respect of any portion of the building above 40 meters. Several customers of Chalet Hotels, as also certain neighbouring residents, have got themselves impleaded as Respondents in the Writ Petition.

By a subsequent detailed judgement and order dated July 31, 2014 ("**Order**"), the Court directed the aeronautical study to be conducted by Airport Authority of India ("**AAI**"). HAL's writ appeal to challenge the Order was dismissed by the Division Bench of the Court on September 3, 2015 inter alia with a direction for expediting the hearing of the writ petition and to decide the matter uninfluenced by the observations in the Order. By a further order dated November 5, 2015, the Court clarified that the aeronautical study was to be carried out in accordance with the notified parameters of HAL Airport and Notification SO 84(E) dated January 14, 2010. Accordingly, AAI conducted the study and filed its report on January 27, 2016, in effect confirming that the full height of the then completed building-wings was permissible as it does not adversely affect aircraft operations. HAL has filed objections to the aeronautical study report of AAI, inter alia alleging that it is a unique defence airport carrying out test flying. Chalet Hotels has also inter alia submitted that it had no motive or any additional area to gain, as the project has sufficient land to absorb and construct the entire FAR sanctioned for 17 floors -62 meters in a horizontal structure of 10 floors - 40 meters.

By judgement and order dated May 29, 2020, the Court disposed of the Writ Petition, inter alia allowing the Writ Petition in part and quashed the cancellation of the height NOC by HAL (in so far as cancellation of NOC for construction upto 62 meters above ground level, so that the top of the structure when erected shall not exceed 932 meters Above Mean Sea Level ("**AMSL**"), and remanding the matter to HAL for re-survey of site AMSL within a time bound manner; and thereafter based on the re-survey report, proceed further in accordance with law. Further, HAL has been prohibited from taking any precipitative action, and Chalet Hotels has been prohibited from putting further construction and modifying/ altering or selling or agreeing to sell or entering into agreements with third parties in respect of any portion of building/ property. The Court rejected as premature, the prayers for permitting Chalet Hotels to construct upto a height which does not adversely affect aircraft operations (as determined by an aeronautical study) and to revalidate the NOC for a further period of 5 years; and granted liberty to the Company to file necessary application at the appropriate time, keeping all contentions with regard to aeronautical study open. In relation to the said order, HAL filed a caveat and also an appeal. Chalet Hotels has

also filed an appeal on November 26, 2020. Both appeals are pending before the court.

Further, certain communications were also exchanged between HAL and Bruhat Bengaluru Mahanagara Palike ("**BBMP**") and Chalet Hotels between 2013 and 2017, wherein Chalet Hotels inter alia updated BBMP regarding the writ petition and furnished an undertaking to BBMP not to make a further vertical expansion / modification, alteration or development above 40 meters. Chalet Hotels vide letter dated January 16, 2017 requested BBMP for an extension of the validity period of the building sanction plan for the project.

Regarding its customers, Chalet Hotels had executed MoUs for a provisional reservation of a right to purchase various apartments, providing them with an option right; as also executed and registered agreements for sale with a few customers. The issue relating to NOC cancellation by HAL has been the subject of various communications between Chalet Hotels and the customers from inception till date, including a mitigation program which was continued up to December 31, 2020. Some customers have exited the project, and continuing customers are being paid goodwill compensation pursuant to the mitigation program. Subsequent to the COVID-19 pandemic, few customers have requested for exit and/ or sought details of amounts payable to them on exit. As a matter of abundant caution, Chalet Hotels had also registered the project under RERA on a without prejudice basis.

Chalet Hotels is having without prejudice discussions with the existing customers for their consent to a revised development proposal inter alia by addition of a residential wing and an independent commercial building, and limiting the height of all buildings up to 40 mtrs; which will be subject to modification orders from the court and obtainment of HAL's approval. Chalet Hotels has also filed certain without prejudice applications with the authorities for processing of certain approvals relating to the proposed revised development.

- Iris Trout has filed a suit against Marriott International Inc., Marriott Hotels India Private Limited, Chalet Hotels, KRCPL and certain other defendants in the Superior Court of Middlesex County, New Jersey, USA on November 5, 2018 for failure to maintain premises in a safe condition resulting in personal injury at The Westin Hyderabad Mindspace Hotel. The matter is currently pending before the Superior Court of Middlesex County, New Jersey, USA. A settlement demand from Iris Trout for an amount of \$1. 35 million has been received. On January 29, 2021, the matter was mediated and settled between Iris Trout and AIG (insurance company) for \$900,000. The release document has been signed by Iris Trout and her husband Peter Trout on March 1, 2021, pursuant to which the payment has been released by AIG on March 22, 2021. The Application for dismissal of the suit is in the process of being filed.
- For other details material civil/ commercial litigation against Chalet Hotels, see "- Material litigation and regulatory actions pending against the Sponsor Group – KRCPL – Material civil/commercial litigation".

## B. JT Holdings

### (i) Criminal matters

There are no pending criminal matters against JT Holdings.

### (ii) Regulatory actions

- Development Commissioner, Visakhapatnam SEZ, Government of India, Hyderabad ("**Development Commissioner**") has issued a show cause notice dated February 9, 2018 to JT Holdings for non-compliance of certain provisions of the Special Economic Zones Rules, 2006 ("**SEZ Rules**") pertaining to construction of minimum up area specified in the under the SEZ Rules within a period of ten years from the date of notification of a SEZ and the Foreign Trade (Development & Regulation) Act, 1992 ("**FTDR Act**"). JT Holdings has replied to the show cause notice denying any default under the FTDR Act. No further correspondence has been received.

### (iii) Material civil/commercial litigation

- Campaign for Housing & Tenurial Rights (CHATRI) has filed a writ petition against the Government of Andhra Pradesh, Andhra Pradesh Industrial Infrastructure Corporation (now known as Telangana State Industrial Infrastructure Corporation), Hyderabad Urban Development Authority, the Andhra Pradesh Housing Board, JT Holdings, Stargaze and others ("**Respondents**") before the Andhra Pradesh High Court (now known as Telangana High Court) for declaring the allotment of forest land by the Government of Andhra Pradesh and certain other Respondents as unconstitutional and illegal and has sought the review all the allotments of land made by the Government of Andhra Pradesh and certain other Respondents in the last 10 years by way of sale/lease. The matter is currently pending before the Telangana High Court.
- Forum for a Better Hyderabad has filed a writ petition against the Government of India, Ministry of Environment & Forest, JT Holdings, Stargaze and others ("**Respondents**") before the Andhra Pradesh High Court (now known as Telangana High Court) for declaring the action of the Government of India, Ministry of Environment & Forest and certain other Respondents in diverting forest land in violation of the provisions of the Constitution of India, Forest (Conservation) Act, 1980 the Forest Act, 1980 and Wildlife Protection Act 1972, among others. The matter is currently pending before the Telangana High Court.
- The Office of the Land Reforms Tribunal Cum Deputy Collector & Revenue Divisional Officer, Ranga Reddy East Division ("**Tribunal**") had, by letter dated August 11, 2009, sought certain information from JT Holdings under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("**APLRAC**") in respect of its land at Raviryal Village. JT Holdings has filed a detailed response stating that the land was granted by APIIC (who had acquired the property from the Government of Andhra Pradesh), and been declared as an SEZ; and is therefore not "land" covered under the APLRAC. The authorized officer filed counter dated April 10, 2012 and JT Holdings filed a rejoinder on September 10, 2012. JT Holdings also submitted a copy of the order dated August 9, 2012,

which was passed by the Hon'ble High Court of Andhra Pradesh ("**High Court**") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) whereas a stay was granted by the High Court until further orders. The matter is currently pending before the Land Reforms Tribunal cum Revenue Divisional Officer, Ranga Reddy East Division.

## C. Shoppers Stop

### (i) Criminal matters

There are no pending criminal matters against Shoppers Stop.

### (ii) Regulatory actions

- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Shoppers Stop and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Pursuant to the block assessment proceedings, Shoppers Stop received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 102.06 million. Shoppers Stop has filed rectification applications and appeals which are pending before the relevant authority.

### (iii) Material civil/commercial litigation

- South Delhi Municipal Corporation ("**SDMC**") conducted an inspection on April 10, 2017 and sent a demand notice to Shoppers Stop demanding ₹ 0.74 million per month towards damages for putting on advertisement without any permission from the competent authority ("**Notice**"). Shoppers Stop filed a writ petition before the Delhi High Court ("**Court**") against the Notice. The Court disposed of the writ petition and directed SDMC to consider the representation of Shoppers Stop for deciding the matter. The demand of ₹ 0.74 million per month was subsequently affirmed by SDMC, pursuant to which Shoppers Stop filed another writ petition before the Court. The Court passed an order on February 18, 2015 in favour of Shoppers Stop on grounds that SDMC did not have jurisdiction to demand damages. Aggrieved by the order, SDMC has filed a special leave petition before the Supreme Court of India. The matter is current pending before the Supreme Court of India.
- Shoppers Stop has filed a special leave petition before the Supreme Court of India against the Union of India ("**Respondent**") challenging Section 65(90a) of the Finance Act, 1994, whereby, the Government of India has notified the activity of leasing being a service and consequently making it amenable to levy of service tax, resulting in arrears of service tax of approximately ₹ 360 million. The Supreme Court of India, in its interim order dated October 14, 2011, has directed Shoppers Stop to deposit 50 % of the arrears towards service tax and furnished surety for the balance 50%. Shoppers Stop has deposited the entire arrears under protest. The matter is currently pending before the Supreme Court of India.



D. Stargaze

(i) Criminal matters

There are no pending criminal matters against Stargaze.

(ii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Stargaze and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the block assessment proceedings, Stargaze received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018), for an aggregate refund of ₹ 0.02 million. Stargaze has filed rectification applications which are pending before the relevant authority. The assessment proceeding for the assessment year 2018-2019 is ongoing.
2. Development Commissioner, Visakhapatnam SEZ, Government of India, Hyderabad (“**Development Commissioner**”) has issued a show cause notice dated February 9, 2018 to Stargaze for non-compliance of certain provisions of the Special Economic Zones Rules, 2006 (“**SEZ Rules**”) pertaining to construction of minimum built-up area specified in the under the SEZ Rules within a period of ten years from the date of notification of a SEZ and the Foreign Trade (Development & Regulation) Act, 1992 (“**FTDR Act**”). The Development Commissioner has sought to take action against Stargaze. Stargaze has replied to the show cause notice denying any default under the FTDR Act. No Further correspondence has been received.

(iii) Material civil/commercial litigation

1. For other pending material civil/commercial litigation against Stargaze, see “- Material litigation and regulatory actions pending against the Associates of the Sponsors - JT Holdings - Material civil/commercial litigation”.

2. The Office of the Land Reforms Tribunal Cum Deputy Collector & Revenue Divisional Officer, Ranga Reddy East Division (“**Tribunal**”) had, by letter dated August 11, 2009, sought certain information from Stargaze under Section 8(2) of to the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 (“**APLRAC**”) in respect of its land at Raviryal Village. Stargaze has filed a detailed response stating that the land was granted by APIIC (who had acquired the property from the Government of Andhra Pradesh), and 170.40 out of 250 acres been declared as an SEZ; and is therefore not “land” covered under the APLRAC. The authorized officer filed counter dated July 23, 2012 and Stargaze filed rejoinder dated August 29, 2012. Stargaze also submitted a copy of the order dated August 9, 2012, which was passed by the Hon’ble High Court of Andhra Pradesh (“**High Court**”) in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) whereas a stay was granted by the High Court until further orders. The matter is currently pending before the Land Reforms Tribunal cum Revenue Divisional Officer, Ranga Reddy East Division.

In addition to the above pending proceedings, Chalet Hotels has been identified as a party in seven separate labour proceedings filed by certain trade unions and employees before the labour /industrial courts and high court in Mumbai alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971, for failure to assign certain workers at its project, recognition of trade unions and termination of services. The matters are currently pending before the relevant courts.

VI. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE TRUSTEE

As of March 31, 2021, the Trustee does not have any pending regulatory actions, criminal matters or material civil/commercial litigation pending against it. For the purpose of pending material civil/ commercial litigation against the Trustee, matters involving amounts exceeding 5% of the profit after tax of the Trustee for Financial Year 2021 have been considered material.

VII. TAX PROCEEDINGS

As on March 31, 2021, there are no direct, indirect or property tax matters against the Sponsors, the Manager and the Trustee. Details of all direct tax, indirect tax and property tax matters against the Relevant Parties (other than the Sponsors and the Manager), as of March 31, 2021 is set forth:

Nature of case	Number of cases	Amount involved (in ₹ million) (to the extent quantifiable)
<b>Mindspace REIT and Asset SPVs</b>		
Direct tax	29	952.79
Indirect tax	23	1,837.13
Property tax	1	0.26
<b>Total</b>	<b>53</b>	<b>2,790.18</b>
<b>Sponsor Group (excluding the Sponsors)</b>		
Direct tax	27	1,511.80
Indirect tax	3	221.01
Property tax	10	71.57
<b>Total</b>	<b>40</b>	<b>1,804.38</b>

Nature of case	Number of cases	Amount involved (in ₹ million) (to the extent quantifiable)
Associates of Mindspace REIT (excluding the Asset SPVs), Associates of the Sponsors (excluding the Manager, the Asset SPVs, their respective Associates and the Sponsor Group), Associates of the Manager (to the extent that such Associates are not the Sponsor Group) and entities where any of the Sponsors hold any interest/shareholding		
Direct tax	21	2,217.58
Indirect tax	20	671.01
Property tax	4	440.17
<b>Total</b>	<b>45</b>	<b>3,328.76</b>

Notes:

The direct tax matters are primarily in the nature of demand notices and/or orders issued by the income tax authorities alleging non/ short deduction of TDS, computation of taxable income on account of certain additions/disallowances, deduction of tax incentive and classifications of income resulting in additional demand of TDS/ income tax. Such matters are pending at the relevant appellate authorities including income tax appellate tribunals and high courts.

The indirect tax matters are primarily in the nature of demand notices and/or orders issued by indirect tax authorities alleging irregularities in payment of indirect taxes on identified transactions, irregular availment of CENVAT credit of service tax and mismatch in turnover reported in service tax returns vis-à-vis income tax returns. Such matters are pending before different indirect tax authorities and courts, including indirect tax appellate tribunals.

The Asset SPVs, the Sponsor Group and Associates of Sponsors (excluding the Sponsors Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), have, with an intention to settle some of the service tax disputes and avail the benefit of reduced tax liability, interest and penalty waiver, opted for the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019. In some instances, the applications have been rejected by the authorities and some of the entities have filed, or in the process of filing, writ petitions before Bombay High Court in relation to such matters. Some of the Asset

SPVs, Sponsor Group and Associates of Sponsors (excluding the Sponsor Group) with the intention to settle income tax disputes and avail the benefit of interest and penalty waiver, have made applications under Direct Tax Vivad se Vishwas Act, 2020. In some instances, the applications have been accepted by the authorities and the disputes have been settled.

In addition to the above, the Asset SPVs, the Sponsor Group and Associates of Sponsors (excluding the Sponsors Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), are in receipt of notices, intimations, letters, enquiries, etc., in connection with the assessment (regular, best judgment, scrutiny, etc.) procedures prescribed under the applicable indirect tax legislations (state value added tax and entry tax legislations, central sales tax, the Finance Act 1994, customs legislation) and Income Tax Act, 1961 read with the relevant rules and regulations prescribed thereunder. All requisite information, records, documents, returns, payment challans, submissions and declarations sought by the tax authorities have been provided from time to time. As of the date of this Final Offer Document, the assessment proceedings are pending finalization.

Amount involved in connection with tax proceedings includes, in addition to the tax/duty demanded, the penalty levied under the direct and indirect tax laws to the extent explicitly quantified. Interest has not been included.



Report on Corporate Governance

MINDSPACE REIT’S PHILOSOPHY ON CORPORATE GOVERNANCE:

Accountability, fairness and transparency with all its stakeholders are the guiding principles of governance framework of Mindspace Business Parks REIT (“Mindspace REIT”) and K Raheja Corp Investment Managers LLP, acting as Manager to Mindspace REIT (“Manager”) aimed at creating sustainable and long-term value for its stakeholders.

AUTHORIZATION STRUCTURE

Mindspace REIT was settled on November 18, 2019, at Mumbai, Maharashtra, India, as a contributory determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated November 18, 2019 (“Trust Deed”). Mindspace REIT was registered with the Securities and Exchange Board of India (“SEBI”) on December 10, 2019, at Mumbai, as a real estate investment trust (“REIT”) pursuant to the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars and guidelines issued by SEBI thereunder, each as amended from time to time (the “REIT Regulations”), having registration number IN/REIT/19-20/0003.

Anbee Constructions LLP and Cape Trading LLP are the Sponsors of Mindspace REIT. Units of Mindspace REIT got listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) on August 07, 2020.

MANAGER

K Raheja Corp Investment Managers LLP is the Manager to Mindspace REIT. The Manager is a limited liability partnership in India under the Limited Liability Partnership Act, 2008 incorporated on February 26, 2018. The Designated Partners of the Manager are Mr. Ravi C. Raheja and Mr. Neel C. Raheja, with a capital contribution of 50% by each of them in the Manager. The Manager’s role is to manage Mindspace REIT and its assets in accordance with the Trust Deed, the investment management agreement dated November 21, 2019 (“Investment Management Agreement”) and the REIT Regulations in the interests of unitholders.

TRUSTEE

Axis Trustee Services Limited is the trustee of Mindspace REIT (“Trustee”). The Trustee is a registered intermediary with SEBI under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a debenture trustee with registration number IND000000494, which is valid until suspended or cancelled by SEBI. The Trustee is a wholly owned subsidiary of Axis Bank Limited.

The Trustee is not an associate of either of the Sponsors or the Manager. The Trustee is responsible for safe custody of the assets of Mindspace REIT and monitoring the activities of Manager under Investment Management Agreement for the benefit of the Unitholders.

GOVERNING BOARD OF THE MANAGER (“BOARD”) AND MANAGEMENT

Constitution of the Board:

- i. The Board has been constituted in accordance with the applicable provisions of the REIT Regulations, in a manner that not less than 50% of the Board comprises independent members. As on March 31, 2021, the Board comprises 6 (Six) members with 3 (Three) members being non-executive non-independent members and 3 (Three) being non-executive independent members. The profiles of the Board members are set forth on pages 10-11.
- ii. The Board is responsible for overseeing the management and governance of the Manager and Mindspace REIT.
- iii. Mr. Vinod Rohira, Chief Executive Officer of the Manager, is responsible for the day-to-day business operations and the management of the Manager and Mindspace REIT, subject to the superintendence and direction of the Board. Mr. Vinod Rohira is supported by a seven-member core team with an experience in operating, developing, leasing and managing commercial real estate in India.

The independence of members of the Board is determined similar to that applicable for Board of directors of a company in accordance with the Companies Act 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is determined vis-a-vis the Manager and each of the Sponsors. Based on the declarations and confirmations received from the independent members of the Board, in the opinion of the Board, the independent members fulfil the desired criteria for independence and are independent of the Manager in exercise of their opinions and judgements and have no pecuniary relationship apart from receiving remuneration for the duties performed by virtue of the office held by them. Mr. Bobby Parikh, independent member of Manager confirms having no material pecuniary relationships with Manager apart from remuneration received by M/s. Bobby Parikh Associates, an entity in which he is a partner, for acting as advisor to Mindspace REIT, it's Special purpose vehicles (“Asset SPVs”) and the Manager.

None of the members are directors or members of the Governing Board of the manager to another REIT.

Composition of the Board is given below:

Name of member & nature of membership in Mindspace REIT	Name(s) of other listed entity(ies) where he/she is a director & nature of directorship	No. of directorships (including membership of Governing Board of this listed entity)*	No. of memberships in audit committee(s) / stakeholders' relationship committee (s) of other listed entities and public companies # (including membership of Governing Board of this listed entity)	No. of post of chairperson in audit committee(s)/ stakeholders' relationship committee(s) of other listed entities and public companies # (including membership of Governing Board of this listed entity)
Mr. Deepak Ghaisas (Chairperson of the Board and Independent member)	Shoppers Stop Limited (Non-Executive - Independent Director)	12	3	2
Ms. Manisha Girotra (Independent member)	Ashok Leyland Limited (Non - Executive Independent Director)	4	1	-
Mr. Bobby Parikh (Independent member)	1) Biocon Limited (Non-Executive - Independent Director)  2) Indostar Capital Finance Limited (Chairperson, Non-Executive - Independent Director)  3) Infosys Limited (Non-Executive Independent Director)	9	4	6
Mr. Alan Miyasaki (Non-Executive Non-Independent member)	-	-	-	-
Mr. Ravi C. Raheja (Non-Executive Non-Independent member)	1) Shoppers Stop Limited (Promoter & Non-Executive - Non Independent Director)  2) Chalet Hotels Limited (Promoter & Non-Executive - Non Independent Director)	14	8	1
Mr. Neel C. Raheja (Non-Executive Non-Independent member)	1) Shoppers Stop Limited (Promoter & Non-Executive - Non Independent Director)  2) Chalet Hotels Limited (Promoter & Non-Executive - Non Independent Director)	13	7	-

\* Includes directorships in public limited and private limited entities incorporated in India  
# membership and posts of chairperson in a committee are counted only once i.e. if a member is a chairperson of a committee, he/she is not counted as member separately.

Mr. Ravi C. Raheja and Mr. Neel C. Raheja are related to each other and apart from them no other members of the Board are related to each other. None of the Independent members of the Board have resigned from their office during the financial year ended March 31, 2021.

CHAIRPERSON

Mr. Deepak Ghaisas, Chairperson of the Board is an Independent member and no reimbursements are made by the Manager to the Chairperson for expenses incurred by him in performance of his duties. The Chairperson is however entitled to remuneration by way of sitting fees and commission in accordance with the limits approved by the Board.

MEETINGS OF THE BOARD MEMBERS

During the financial year ended March 31, 2021, 4 (Four) meetings of the Board were held on June 20, 2020, September 14, 2020, November 11, 2020, and February 10, 2021. The necessary quorum was present for all the meetings.

The Board members passed a circular resolution on July 20, 2020, covering matter which was subsequently noted at the meeting held on September 14, 2020.

The table below sets out the number of meetings attended by each Board member during financial year ended March 31, 2021:

Name of member	Nature of membership	No. of meetings attended
Mr. Deepak Ghaisas	Independent member	4
Ms. Manisha Girotra	Independent member	4
Mr. Bobby Parikh	Independent member	4
Mr. Alan Miyasaki	Non-Executive Non-Independent	4
Mr. Ravi C. Raheja	Non-Executive Non-Independent	4
Mr. Neel C. Raheja	Non-Executive Non-Independent	4

Considering the COVID-19 outbreak, majority of the Board meetings were held via audio video electronic facility. The said facility was provided to the Board members for all the meetings conducted during financial year ended March 31, 2021.

As on March 31, 2021, the following members of the Board and Key Managerial Personnel held units in Mindspace REIT:

Name	Nature of membership	Number of units held
Mr. Ravi C. Raheja *	Non-Executive Non-Independent	1,68,63,069
Mr. Neel C. Raheja *	Non-Executive Non-Independent	1,68,60,892
Mr. Bobby Parikh	Independent member	32,600
Mr. Vinod Rohira	Chief Executive Officer	33,600

\* The number of units held are mentioned basis first name unitholding

COMMITTEES CONSTITUTED BY THE BOARD

As on March 31, 2021, the Board has 5 (Five) committees#. The composition and terms of reference of each of those committees is set forth below:

Name of the Committee	Composition	Nature of membership
Audit Committee	Mr. Bobby Parikh – Chairperson	Independent member
	Mr. Deepak Ghaisas	Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
Nomination and Remuneration Committee	Mr. Bobby Parikh – Chairperson	Independent member
	Ms. Manisha Girotra*	Independent member
	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
Stakeholders' Relationship Committee	Mr. Deepak Ghaisas – Chairperson	Independent member
	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
Investment Committee	Mr. Deepak Ghaisas – Chairperson	Independent member
	Ms. Manisha Girotra	Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
Executive Committee	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
	Mr. Vinod Rohira	Chief Executive Officer
	Ms. Preeti Chheda	Chief Financial Officer
REIT Offer Committee ^	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
	Mr. Bobby Parikh	Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member

\* With effect from November 11, 2020, Mr. Deepak Ghaisas resigned and Ms. Manisha Girotra was appointed as member of the Nomination and Remuneration Committee.

^ Dissolved w.e.f. September 14, 2020

# It may be noted that (a) under the Compliance Policy adopted by the Board, a compliance committee has been formed, (b) under the Whistle Blower / Vigil Mechanism Policy, a whistle blower committee has been formed and (c) under Policy on Sexual Harassment, an internal committee has been formed. Meeting of these committees take place from time to time. However, these committees do not comprise of members of the Board and hence the details of their composition and attendance are not covered in this report.

NUMBER OF COMMITTEE MEETINGS HELD AND ATTENDANCE RECORDS:

The table below sets out the number of Committee meetings and attendance thereof:

(in DD-MM-YYYY format)						
Name of the Committee	Audit Committee ("AC")	Nomination and Remuneration Committee ("NRC")	Stakeholders' Relationship Committee ("SRC")	Investment Committee ("IC")	Executive Committee ("EC")	REIT Offer Committee ("ROC")
No. of meetings held	3	2	2	1	14	9
Date of meetings	14-09-2020	11-11-2020	13-10-2020	10-02-2021	20-07-2020	24-06-2020
	11-11-2020	10-02-2021	14-01-2021		07-08-2020	06-07-2020
	10-02-2021				14-09-2020	16-07-2020
					26-09-2020	20-07-2020
					29-09-2020	24-07-2020
					17-10-2020	30-07-2020*
					08-12-2020	03-08-2020
					10-12-2020	04-08-2020
					17-12-2020	

(in DD-MM-YYYY format)

Name of the Committee	Audit Committee ("AC")	Nomination and Remuneration Committee ("NRC")	Stakeholders' Relationship Committee ("SRC")	Investment Committee ("IC")	Executive Committee ("EC")	REIT Offer Committee ("ROC")
					18-01-2021	
					08-02-2021	
					09-03-2021	
					18-03-2021 ^	
					25-03-2021	

^ Includes adjourned meeting held on the same day.

\*The REIT Offer Committee met twice on July 30, 2020, for two separate meetings.

Number of meetings attended

Name of member	AC	NRC	SRC	IC	EC*	ROC
Mr. Deepak Ghaisas	3	1	2	1	NA	NA
Ms. Manisha Girotra	NA	1	NA	1	NA	NA
Mr. Bobby Parikh	3	2	NA	NA	NA	9
Mr. Alan Miyasaki	NA	NA	NA	NA	NA	NA
Mr. Ravi C. Raheja	NA	2	2	NA	11	8
Mr. Neel C. Raheja	3	NA	2	1	9	9

\* The Executive Committee meeting held on March 18, 2021 was adjourned and the adjourned meeting was later held on the same day. For the purpose of counting attendance of Executive Committees, the attendance for the aforesaid meetings of March 18, 2021, is considered separately for each meeting.

\* Mr. Vinod Rohira, CEO and member of EC, attended 8 meetings.

\* Ms. Preeti Chheda, CFO and member of EC, attended 8 meetings.

TERMS OF REFERENCE OF EACH COMMITTEE

Audit Committee

- (i)

Giving recommendations to the Governing Board of the Manager regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of Mindspace REIT and the audit fee, subject to the approval of the Unitholders;
- (ii)

Approving payments to statutory auditors of Mindspace REIT for any other services rendered by such statutory auditors;
- (iii)

Overseeing Mindspace REIT's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- (iv)

Reviewing and monitoring the independence and performance of the statutory auditor of Mindspace REIT, and effectiveness of audit process;
- (v)

Reviewing the annual financial statements and auditor's report thereon of Mindspace REIT, before submission to the Governing Board of the Manager for approval, with particular reference to:

a)

changes, if any, in accounting policies and practices and reasons for such change;

b)

major accounting entries involving estimates based on the exercise of judgment by management;

c)

significant adjustments made in the financial statements arising out of audit findings;

d)

compliance with listing and other legal requirements relating to financial statements;
- e)

disclosure of any related party transactions; and
- f)

qualifications/modified opinions in the draft audit report.
- (vi)

Reviewing, with the management, all periodic financial statements, including but not limited to quarterly or half - yearly, as the case may be and annual financial statements of Mindspace Business Parks Group before submission to the Governing Board of the Manager for approval;
- (vii)

Reviewing, with the management, the statement of uses/ application of funds raised through an issue of units by Mindspace REIT (public issue, rights issue, preferential issue, etc.) and the statement of funds utilized for purposes other than those stated in the offer documents/ notice, and making appropriate recommendations to the Governing Board of the Manager for follow-up action;
- (viii)

Providing recommendations to the Governing Board of the Manager regarding any proposed distributions;
- (ix)

Approval of transactions of Mindspace REIT with related parties including reviewing agreements or transactions in this regard and any subsequent modifications of terms of such transactions;
- (x)

Scrutinizing loans and investments of Mindspace REIT;
- (xi)

Reviewing all valuation reports required to be prepared under applicable law, periodically, and as required, under applicable law;
- (xii)

Evaluating internal financial controls and risk management systems of Mindspace REIT;

(xiii)	Reviewing, with the management, the performance of statutory and internal auditors of Mindspace REIT, and adequacy of the internal control systems, as necessary;	exceeding ₹ 1,000 million or 10% of the asset size of the Asset SPV, whichever is lower including existing loans / advances / investments;
(xiv)	Reviewing the adequacy of internal audit activities, if any, of Mindspace REIT;	(xxviii) Approving any management information systems or interim financial statements to be submitted by Mindspace REIT to any unitholder or regulatory or statutory authority;
(xv)	Discussing with the internal auditors of Mindspace REIT of any significant findings and follow up there on;	(xxix) Approving any reports required to be issued to the Unitholders under the REIT Regulation;
(xvi)	Reviewing the findings of any internal investigations with respect to Mindspace REIT into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Governing Board of the Manager;	(xxx) Approving any transaction involving a conflict of interest; (xxxi) Formulating any policy for the Manager as necessary, with respect to its functions, as specified above; and
(xvii)	Reviewing the procedures put in place by the Manager for managing any conflict that may arise between the interests of the Unitholders, the parties to Mindspace REIT and the interests of the Manager, including related party transactions, the indemnification of expenses or liabilities incurred by the Manager, and the setting of fees or charges payable out of Mindspace REIT's assets;	(xxxii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
<b>Nomination and Remuneration Committee</b>		
(xviii)	Discussing with statutory auditors and valuers prior to commencement of the audit or valuation, respectively, about the nature and scope, as well as post-audit/ valuation discussion to ascertain any area of concern;	(i) Formulation of the criteria for determining qualifications, positive attributes and independence of a member and recommend to the Governing Board of the Manager a policy relating to, the remuneration of the members and key managerial personnel;
(xix)	Reviewing and monitoring the independence and performance of the valuer of Mindspace REIT;	(ii) Formulation of criteria for evaluation of performance of independent members and the Governing Board of the Manager;
(xx)	Giving recommendations to the Governing Board of the Manager regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the valuer of Mindspace REIT;	(iii) Identifying persons who are qualified to become members in accordance with the criteria laid down and recommend to the Governing Board of the Manager their appointment and removal and evaluation of members' performance;
(xxi)	Evaluating any defaults or delay in payment of distributions to the Unitholders or dividends by the Asset SPVs to Mindspace REIT and payments to any creditors of Mindspace REIT or the Asset SPVs, and recommending remedial measures;	(iv) Determining whether to extend or continue the term of appointment of the independent member, on the basis of the report of performance evaluation of independent members;
(xxii)	Reviewing the management's discussion and analysis of factors affecting the financial condition and results of operations;	(v) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key management personnel of the quality required to run the Manager successfully;
(xxiii)	Reviewing the statement of all related party transactions, submitted by the management;	(vi) Implementing the policy for nomination of directors on the Board of directors of the Asset SPVs (including qualification and experience requirements, compensation model, process for appointment and removal);
(xxiv)	Reviewing the Management letters/ letters of internal control weaknesses issued by the statutory auditors of Mindspace REIT;	(vii) Recommend the Board, remuneration, in whatever form, payable to key management personnel;
(xxv)	Reviewing the functioning of the whistle blower mechanism;	(viii) Carrying out any other function as prescribed under applicable law; and
(xxvi)	Approval of appointment of chief financial officer/finance head after assessing the qualifications, experience and background, etc. of the candidate;	(ix) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.
(xxvii)	Reviewing the utilization of loans and/ or advances from/investment by Mindspace REIT in the Asset SPVs	

<b>Stakeholders' Relationship Committee</b>		(v)	To put in place policies or procedures as may be required in relation to such acquisitions or divestment,
(i)	Considering and resolving grievances of the Unitholders, including complaints related to the transfer/transmission of units, non-receipt of annual report, non-receipt of declared distributions, issue of new/duplicate certificates, general meetings, etc.;	(vi)	To act on any responsibilities delegated by the Governing Board to it in respect of such investments / divestments, and
(ii)	Review of measures taken for effective exercise of voting rights by unitholders;	(vii)	To delegate its powers to the Executive Committee or such other committee or persons as it may deem necessary.
(iii)	Reviewing of any litigation related to unitholders' grievances;	<b>Executive Committee</b>	
(iv)	Undertaking all functions in relation to protection of unitholders' interests and resolution of any conflicts, including reviewing agreements or transactions in this regard	(i)	To approve transfer and/or transmission of units of Mindspace Business Parks REIT, approve any communication required to be sent to the Unitholders of Mindspace Business Parks REIT,
(v)	Reporting specific material litigation related to unitholders' grievances to the Governing Board of the Manager;	(ii)	To open, operate, close or change the operating instructions of any bank accounts, demat accounts, escrow account, investment account, and authorize any person(s) (a) for execution of any application, form, KYC, declaration, disclosure, affidavit and any other submission required to be made in respect of any such account and (b) for operation of any such account, from time to time and to avail additional facilities and features such as online access, net-banking services, cash management, treasury management from bankers, depository participants and other intermediaries,
(vi)	Implementing procedure for summoning and conducting meetings of the unitholders or for seeking the vote of the unitholders either by calling a meeting or through postal ballot or otherwise;	(iii)	To authorize any persons for attending and representing Mindspace Business Parks REIT and/or the Manager and voting at any meetings including general meetings (and/or by way of postal ballot or any other modes and means permitted under the applicable law for exercising the voting rights) of any company or limited liability partnership of which Mindspace Business Parks REIT and/or the Manager is a shareholder, member, secured or unsecured creditor or partner,
(vii)	Resolving any issue, in the ordinary course of business, which in the opinion of the Sponsors, the Trustee or the Manager, is material and requires the approval of the Unitholders under the REIT Regulations;	(iv)	(A) To receive, consider and evaluate proposals for (i) acquisition of properties, real estate projects, directly or through holdco or special purpose vehicle including Asset SPVs and/or (ii) expansion, modification, alteration of existing projects and properties (" <b>Acquisition Prospects</b> "), (B) to sign and execute non-disclosure agreements for the Acquisition Prospects and (C) to appoint, change or remove lawyers, valuers, surveyors, architects, chartered accountants, property consultants, brokers and such other consultants, advisors and service providers as the Executive Committee may deem fit for study, assessment, evaluation of the Acquisition Prospects,
(viii)	Providing clarification on any matter on which SEBI or the designated stock exchange requires the approval of unitholders in accordance with the REIT Regulations;	(v)	To appoint, change or remove nominees shareholders to hold shares for and on behalf of Mindspace Business Parks REIT in any holdco or Asset SPV from time to time,
(ix)	Approving report on investor grievances, if any, to be submitted to the Trustee by the Manager; and	(vi)	To grant permission and authorize holdco and/or Asset SPV and/or any other person, to use any trademark and logo, which Mindspace Business Parks REIT or Manager is entitled to use pursuant to and in accordance with the agreements entered into by Mindspace Business Parks REIT,
(x)	Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Stakeholders' Relationship Committee.		
<b>Investment Committee</b>			
(i)	To review decisions in respect of acquisition of ROFO or third-party assets or divestment of project(s) of Mindspace Business Parks REIT or its Asset SPVs,		
(ii)	To grant approval for making binding offers for acquisition of assets or further issue of units in relation to the acquisition of such assets subject to compliance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and / or unitholders' approval, as may be required,		
(iii)	To approve and recommend to the Governing Board on acquisitions of assets or further issue of units before making binding or firm commitments for such acquisition or further issuance or divestment of project(s) of Portfolio,		
(iv)	To ensure all related party or ROFO acquisitions are as per the terms of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and Right of First Offer Agreement dated June 29, 2020 (" <b>ROFO Agreement</b> "), as amended from time to time,		



- (vii) To give effect to the policies adopted by the Board from time to time in respect of Mindspace Business Parks REIT, holdco or Asset SPVs, lay down necessary systems and procedures, appoint officials, consultants and advisors as may be necessary in this regard and to resolve any difficulties and questions as may be faced in implementation of such policies,
- (viii) To regularly review and monitor (a) the statutory approvals required for Mindspace Business Parks REIT, holdco and Asset SPVs and any assets owned or businesses carried on by them, (b) progress of the under-construction properties, (c) outstanding litigations against Mindspace Business Parks REIT, Manager, holdco and Asset SPVs and (d) compliance with extant SEBI (Real Estate Investment Trusts) Regulations, 2014 (**"REIT Regulations"**), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements), 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, read together with the circulars, guidelines, notifications issued or framed thereunder and any other applicable acts, regulations, rules, circulars, orders under the applicable laws,
- (ix) To take any steps required for managing and mitigating any crisis arising at or in respect of the portfolio of Mindspace Business Parks REIT,
- (x) To make donations and contributions pursuant to the Environment, Social and Governance (ESG) Initiatives of Mindspace Business Parks REIT, Manager and its SPVs,
- (xi) To apply, obtain, renew and surrender any membership / registration as may be required to be obtained legally, commercially or under any regulation,
- (xii) To consider, approve (with or without appointment of signatories wherever required in this regard), sign and submit (a) any applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies or any other documents for availing any certificate, registration, membership, access login or facility, (whether afresh or for renewal) to the depositories, stock exchanges, SEBI, RBI or any other statutory bodies, any authorities (including under any tax laws), local authorities and bodies, ministries, government departments, undertakings, corporations (including Telangana State Industrial Infrastructure Corporation, Maharashtra State Industrial Corporation), municipalities, local authorities, and any other regulatory or statutory authorities as may be required from time to time, (b) any applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies or any other documents to the Trustee, debenture trustee, security trustee, valuer, auditors, depositories, credit rating agencies, stock exchanges, SEBI, RBI or any other statutory bodies, any authorities (including under any tax laws), local authorities and bodies, ministries, government departments, undertakings, corporations (including Telangana State Industrial Infrastructure Corporation, Maharashtra State Industrial Corporation), municipalities, local authorities, and any other regulatory or statutory authorities as may be necessary from time to time, which are required to be submitted in compliance with any extant and applicable laws or pursuant to any agreement, arrangement or engagement with these parties and (c) any modifications, variations, amendments, supplements (however fundamental they may be) to the documents specified and/or signatories appointed, under this clause,
- (xiii) To negotiate, approve, execute, deliver and perform various documents like certificates, non-disclosure agreements, engagement letters, consents, forms, any other applications, agreements, deeds, letters and documents in respect of accounting, audit, valuation, statutory registrations and permissions,
- (xiv) To appoint any vendors, service providers, advisors, consultants and any other agencies as may be statutorily, legally or otherwise required from time to time and to negotiate, approve, execute, deliver and perform (a) any non-disclosure agreements, engagement letters, service level agreements for their appointment and/or cessation and (b) any modifications, variations, amendments, supplements (however fundamental they may be) thereto,
- (xv) To approve sending of any letter, notice, demand in respect of any matter related to Mindspace Business Parks REIT and / or Manager and filing of any complaint, suit, petition, application, affidavit, declaration, undertaking, written statement, reply, rejoinder, consent, settlement in respect of any dispute / litigation and also to authorize any individual, consultant or any company or firm to represent Mindspace Business Parks REIT and/ or the Manager before any court, tribunal, consumer redressal forum or any statutory, judicial or regulatory or any other authority on any matter relating or concerning Mindspace Business Parks REIT and/or the Manager or with which Mindspace Business Parks REIT and/or the Manager is in any way connected and to represent Mindspace Business Parks REIT and/or the Manager generally or for any specific purpose(s),
- (xvi) To invest / divest / redeem from time to time any funds of Mindspace Business Parks REIT and/or Manager, in fixed deposit with any bank or financial institution, securities, mutual funds, liquid and/or money market instruments and / or any other instrument as permitted under applicable law and to authorize employees of the Manager or any other person from time to time to undertake all necessary and incidental activities in respect of such investment, divestment or redemption,
- (xvii) To make administrative arrangements for holding of meetings of unitholders including selecting and booking of the venue, hiring service providers (a) for designing, printing and despatch of notices, annual / half yearly / other reports and any other documents to unitholders by email or physical delivery, (b) for providing e-voting facilities, (c) for providing participation by any audio-visual means and such other consultants including scrutinizers, and all other ancillary and incidental activities in relation to holding of meetings of unitholders,
- (xviii) In respect of (a) giving loan(s) or any other credit facility(ies) to the Asset SPVs of Mindspace Business Parks REIT, (b) subscribing, purchasing, selling or redeeming the debt securities issued by the Asset SPVs, (c) giving guarantee and/or providing security for any loan(s) or credit facility(ies) of any nature as may be availed by the Asset SPVs from time to time, from any person as may be permitted under extant applicable law and/or any debt securities as may be issued by the Asset SPVs to any person as may be permitted under extant applicable law, the Executive Committee be and is hereby authorized and empowered to undertake all the activities and to exercise all powers and perform all acts which are necessary and incidental in this regard, including but not limited to:
- granting of any type and nature of credit facilities to the Asset SPVs and terms of such loans including interest rate, interest period, due dates etc. from time to time,
  - approving draw-down of any credit facility to Asset SPVs,
  - repayment and/or prepayment of any credit facility availed by Asset SPVs,
  - subscription of debt securities issued by Asset SPVs and terms of such debt securities,
  - sale, purchase or redemption of debt securities issued by Asset SPVs,
  - giving of guarantee(s) by Mindspace Business Parks REIT and withdrawal of such guarantee(s),
  - providing of security(ies) by Mindspace Business Parks REIT and withdrawal or redemption of such security(ies),
  - obtaining necessary approvals, permissions, registrations whether statutory or otherwise and/or submitting necessary intimations in this regard,
  - negotiating and settling the terms and conditions of any facility agreements and other agreements and deeds, drawdown request letters and such other documents, applications, notices, letters, instrument or papers as may be required, including amendments, supplements, modifications, rectifications, cancellations thereof (collectively, hereinafter referred to as the **"Transaction Documents"**), and (ii) executing, delivering and performing the Transaction Documents, in this regard,
  - designing, approving and laying down such standard operating procedures (**"SOPs"**), authority matrix and other processes as it may deem fit for authorization and operationalization of such (a) giving loan(s) or any other credit facility(ies) to the Asset SPVs, (b) subscribing, purchasing, selling or redeeming the debt securities issued by the Asset SPVs, (c) giving guarantee and/or providing security for any loan(s) or credit facility(ies) of any nature as may be availed by the Asset SPVs from time to time, in this regard,
  - engaging / appointing any advisors, consultants, service providers or agency registrar & transfer agent,
- merchant banker, arranger, depository participant, stock exchange and or any other consultant or agency as may be required for the purpose of grant of such credit facility and / or guarantee and / or security and as the Executive Committee may deem fit in this regard,
- l) settling any question or difficulties that may arise for giving effect to this resolution.
- (xix) To borrow, from time-to-time, at Mindspace Business Parks REIT level such that the aggregate consolidated borrowing and deferred payments (excluding refundable security deposits to tenants) of Mindspace Business Parks REIT and its Asset SPVs net of cash and cash equivalents does not exceed 25% (twenty-five per cent) of the value of total assets of Mindspace Business Parks REIT together with its Asset SPVs:
- from any bank, housing finance company, non-banking finance company, financial institution, mutual fund, foreign institutional investor, statutory corporation, government organization or body, company (including the Asset SPVs of Mindspace Business Parks REIT), limited liability partnership firm, trust, society or any person or entity (**"Lenders"**), whether in rupee or foreign currency and as may be permitted under extant applicable law and as the Executive Committee may deem fit,
  - whether as a loan, line of credit, overdraft facility or any other form of credit facility as may be permitted under extant applicable law and as the Executive Committee may deem fit (**"Borrowings"**),
  - by offering, issuing and allotting debentures, bonds or any other debt security or such other instrument as may be permitted under extant applicable law and as the Executive Committee may deem fit (**"Offerings"**), and
  - in each case, on such terms as the Executive Committee may approve, sanction and/or ratify and as may be permitted under extant applicable law, and in relation to such Borrowings and/or Offerings, the Executive Committee be and is hereby also empowered to undertake all activities pertaining to the Borrowings and Offerings from time to time, including without limitation:
- negotiating, finalizing and approving (a) the terms of Borrowings and Offerings, (b) allotment of securities and instruments under Offerings, (c) the terms of all agreements, deeds, letters (including sanction letters, engagement letters), term sheets, undertakings, documents including offer documents etc. in relation to the Borrowings and Offerings, (d) execution, delivery and performance of all agreements, deeds, letters (including sanction letters, engagement letters), term sheets, undertakings, documents including offer documents etc. in relation to the Borrowings and Offerings and (e) any modifications, variations, amendments, supplements (however fundamental they may be) thereto;

- B. negotiating, finalizing and approving (a) creation of security in favour of the Lenders, debenture trustee and/ or the security trustee for the repayment of all amounts in connection with the Borrowings and Offerings, over movable and/or immovable properties of Mindspace Business Parks REIT and/or any SPVs of Mindspace Business Parks REIT, whether by way of pledge, hypothecation, mortgage, lien or any form of encumbrance, (b) terms of documents for creation of the aforesaid security for the Borrowings and Offerings, (c) execution, delivery and performance of documents for creation of the aforesaid security for the Borrowings and Offerings, (d) execution, presentation and registration of any documents before the sub registrar of assurances for creation of the aforesaid security for the Borrowings and Offerings and (e) any modifications, variations, amendments, supplements (however fundamental they may be) thereto;
- C. liaising with and completing all legal, statutory, procedural, operational, registration, engagement and appointment related formalities for applying, borrowing, draw-down, repayment, prepayment, restructuring of the Borrowings and/or for marketing, issue, security creation, allotment, listing and redemption of securities and instruments offered under the Offerings, including (a) appointment of various intermediaries [including but not limited to debenture trustee(s), security trustee(s), merchant banker(s) and lead manager(s), arranger(s), registrar and transfer agent(s), custodians, legal and tax counsel(s), valuation agency(s), credit rating agency(ies), banker(s), depository(ies) subscriber(s), investor(s), underwriter(s), guarantor(s), escrow agent(s), consultant(s), advisor(s), auditor(s), chartered accountant(s), monitoring agency(ies), advertising agency(ies) and any other agency(ies) or person(s) or intermediary(ies)] and negotiating terms of their appointment and execution, delivery and performance of any agreements, letters and documents with them and any modifications, variations, amendments, supplements (however fundamental they may be) to such agreements, letters and documents, (b) filing / registering of any documents including the Information Memorandum with SEBI, the Stock Exchange(s), (c) payment of stamp duties, registration fees and all other stamp taxes, as required under applicable law and (d) approving, executing and submitting any other forms, documents, letters, undertakings or applications required to be filed with any other governmental/regulatory/statutory/quasi-judicial and judicial authorities, including any local authority, the Reserve Bank of India ("RBI"), SEBI, the central government, any state government, the Ministry of Corporate Affairs, (as may be applicable), tax authorities and/or other governmental bodies or undertakings (collectively "**Governmental Authorities**"), in accordance with applicable law and (e) to do all acts in relation thereto;

- D. to seek, if required, the consent of the lenders, parties with whom the Asset SPVs have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Borrowings and Offerings,
- E. to negotiate, finalize, approve and settle and to execute where applicable and deliver or arrange the delivery of the draft and/or final offer document / information memorandum, offer letter or any other document inviting subscriptions to the securities and instruments offered under the Offerings (including any notices, amendments, addenda, corrigenda or supplements thereto), the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable with respect to the securities and instruments offered under the Offerings and to set up an online bidding mechanism on the electronic book platform of the Stock Exchanges, if required;
- F. to issue advertisements and/or notices as it may deem fit and proper in accordance with applicable law;
- G. to finalize the allotment of and to allot the securities and instruments offered under the Offerings on the basis of the applications received including the basis of the allotment;
- H. to authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses, including the stamp duty, registration costs and all other charges to be incurred in connection with the Borrowings and Offerings;
- I. giving or authorizing any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- J. approving terms of and acceptance or execution of the sanction letter, term sheet, Information Memorandum, application form etc. (including amending, varying or modifying the same, however fundamental they may be, as may be considered desirable or expedient), in relation to the Borrowings and Offerings;
- K. filing of the information memorandum with the Stock Exchange within the prescribed time period and setting up an online bidding mechanism on the electronic book platform of the Stock Exchanges, if required, in accordance with applicable law;
- L. filing and obtaining listing approval (in-principle and final), seeking the listing of the securities and instruments offered under the Offerings on the Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;

- M. authorizing the maintenance of a register of debenture holders;
- N. dealing with all matters relating to the issue, allotment and listing of the securities and instruments offered under the Offerings including but not limited to as specified under the SEBI (Real Estate Investment Trusts) Regulations, 2014 ("REIT Regulations"), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Debenture Trustees) Regulations, 1993, guidelines issued by SEBI titled 'Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs)' dated April 13, 2018, as may be amended from time to time ("REIT Debenture Guidelines"), guidelines issued by SEBI titled 'Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures dated September 28, 2011, as may be amended from time to time ("MLD Guidelines") and other circulars, directives and regulations issued by SEBI and other regulatory/ governmental/statutory bodies, from time to time;
- O. accepting and utilizing the proceeds of the Borrowings and Offerings in the manner provided under the respective agreements, deeds, letters, documents etc. to be executed in relation to the Borrowings and Offerings and the applicable law with power to amend the utilization in accordance with applicable laws and the respective agreements, deeds, letters, documents etc. to be executed in relation to the Borrowings and Offerings;
- P. deciding the pricing and all the other terms of the Borrowings and Offerings (including interest, repayment, prepayment, coupon, redemption amounts and all other monies payable in relation to the Borrowings and Offerings), and all other related matters;
- Q. appointing the registrar and any other intermediaries and security trustee / debenture trustee in relation to the Borrowings and Offerings, in accordance with the provisions of the REIT Regulations and other applicable law and entering into the required agreements with all intermediaries and security trustee / debenture trustee; and
- R. designing, approving and laying down such standard operating procedures ("**SOPs**"), authority matrix and other processes as it may deem fit for Borrowings and Offerings and reviewing and revising the same from time to time,
- S. to open, operate, close or change the operating instructions of any bank accounts, demat accounts, escrow account, investment account, and authorize any person(s) (a) for execution of any application, form, KYC, declaration, disclosure, affidavit and any other submission required to be made in respect of any such account and (b)

for operation of any such account, from time to time and to avail additional facilities and features such as online access, net-banking services, cash management, treasury management from bankers, depository participants and other intermediaries,

- T. to (a) do any other act and/or deed, (b) negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, (c) settle any questions or difficulties that may arise for giving effect to this resolution, and (d) give such direction as it deems fit or as may be necessary or desirable with regard, and

- (xx) To design, approve, lay down and revise from time to time, such Standard Operating Procedures ("**SOPs**") and Delegation of Authority Matrix for day to day management of the business (including laying down monetary limits, appointment of third party consultants, advisors, contractors, agents, etc. as the case may be, authority to make filings to government authorities etc., sign and execute various documents or writings as may be required for day to day management of the business, etc.) to the employees of the Manager or such other persons as the Executive Committee may deem fit.

#### REIT Offer Committee (dissolved w.e.f. September 14, 2020)

- (i) To make applications, where necessary, to such authorities or entities as may be required and accept on behalf of the Governing Board of the Manager such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions as may be required with respect to the Offer;
- (ii) To authorize any member or members of the Manager or other officer or officers of the Manager, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer, allotment and transfer of units;
- (iii) To give or authorize the giving by concerned persons on behalf of the Manager of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) To seek, if required, the consent of the lenders, parties with whom the Asset SPVs have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer;
- (v) To approve and file, where applicable, the Draft Offer Document, the Offer Document and this Final Offer Document, the preliminary and final international wrap (including any notices, amendments, addenda, corrigenda or supplements thereto), as finalized in consultation with the Book Running Lead Managers, in

- accordance with all applicable law, rules, regulations and guidelines, to be filed with the SEBI and the Stock Exchanges and such other authorities, as may be applicable, and to make necessary amendments or alterations, therein with respect to the Offer;
- (vi) To decide on the timing, pricing and all the terms and conditions with respect to the Offer, including the determination of the minimum subscription for the Offer, allotment, any rounding off in the event of over subscription as permitted under applicable law in consultation with the Book Running Lead Managers, etc. and to accept any amendments, modifications, variations or alterations thereto;
- (vii) To appoint and enter into arrangements with the Book Running Lead Managers, legal counsel and any other agencies or persons or intermediaries with respect to the Offer and to negotiate and finalize the terms of their appointment;
- (viii) To negotiate, finalize and settle and to execute where applicable and deliver or arrange the delivery of the Draft Offer Document, the Offer Document and this Final Offer Document, the preliminary and final international wraps (including any notices, amendments, addenda, corrigenda or supplements thereto), the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable with respect to the Offer;
- (ix) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and to authorize one or more officers of the Manager to execute all documents/ deeds as may be necessary in this regard;
- (x) To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- (xi) To issue all documents and authorize one or more officers of the Manager to sign all or any of the aforesaid documents;
- (xii) To seek the listing of the units on any Indian stock exchanges, submitting the listing application to such stock exchanges and taking all actions as may be necessary in connection with obtaining such listing and trading approval;
- (xiii) To appoint the registrar and other intermediaries to the Offer, in accordance with the REIT Regulations and other statutory and/ or regulatory requirements;
- (xiv) To enter into agreements with, and remunerate the lead managers, syndicate members, bankers to the Offer, the registrar to the Offer, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, custodians, credit rating agencies, monitoring agencies, advertising agencies and all other agencies or persons as may be involved in or concerned with the Offer, by the way of commission, brokerage, fees or the like;
- (xv) To issue advertisements and/or notices as it may deem fit and proper in accordance with applicable law;
- (xvi) To authorize the maintenance of a register of unitholders;
- (xvii) To accept and appropriate the proceeds of the Offer;
- (xviii) To finalize the allotment of units on the basis of the applications received including the basis of the allotment;
- (xix) To enter into debt financing documentation, debenture subscription agreements, share acquisition agreements and other agreements in connection with the Offer with the Asset SPVs;
- (xx) Authorizing and empowering certain individuals for and on behalf of the Manager, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the authorized officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the offer agreement with the lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement, confirmation of allocation notes, the advertisement agency agreement, unit Subscription and Purchase Agreement and any agreement or document in connection with the Offer and any such agreements or documents so executed and delivered and acts and things done by any such authorized officer shall be conclusive evidence of the authority of the authorized officer and the Manager in so doing; and
- (xxi) To do all such acts, deeds, matters and things and execute all such other document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, etc., deemed necessary or desirable for such purpose of with respect to the Offer.

### REMUNERATION OF MEMBERS

Remuneration to the members is paid in the form of sitting fees for attending Board / Committee meetings. Further, Mr. Deepak Ghaisas, Chairperson, is paid commission at 0.75% of the total fee earned by the Manager from Mindspace REIT and the Asset SPVs in a given financial year, subject to a maximum of ₹ 45,00,000 (Rupees forty-five lakhs only) in addition to the sitting fees paid for attending Board / Committee meetings.

During the financial year ended March 31, 2021, following sitting fees were paid to the Board members:

Name of the member	Amount paid in (₹)
Mr. Deepak Ghaisas (sitting fees)	18,00,000
Ms. Manisha Girotra	8,00,000
Mr. Bobby Parikh	25,00,000
Mr. Ravi C. Raheja	26,00,000
Mr. Neel C. Raheja	21,00,000

**Note:** Mr. Alan Miyasaki did not take any fees for meetings held during the financial year ended March 31, 2021.

Further, during the financial year ended March 31, 2021, Mr. Deepak Ghaisas, Chairperson of the Board, is also paid

commission of ₹ 23,48,000/- (Rupees twenty three lakhs forty eight thousand only).

For the advisory services rendered by M/s. Bobby Parikh Associates, (a) with respect to tax matters of Mindspace REIT and its Asset SPVs, fees of ₹ 81,93,978/- (Rupees eighty one lakhs ninety three thousand nine hundred seventy eight only) are paid and/or payable and (b) with respect to tax matters of the Manager fees of ₹ 19,40,929/- (Rupees nineteen lakhs forty thousand nine hundred twenty nine only) are paid and/or payable, during the financial year ended March 31, 2021.

### Key Policies of the Manager in relation to Mindspace REIT

As on the date of this report, the Manager has adopted the following key policies in relation to Mindspace REIT. Website link to the said policies are provided below.

#### Borrowing Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/BORROWING-POLICY.pdf>

#### Policy on Related Party Transactions and Conflict of Interest:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-ON-RELATED-PARTY-TRANSACTIONS-AND-CONFLICT-OF-INTEREST.pdf>

#### Distributions Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/DISTRIBUTIONS-POLICY.pdf>

#### Policy on Appointment of Auditor and Valuer:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-ON-APPOINTMENT-OF-AUDITOR-AND-VALUER.pdf>

#### Policy on unpublished price sensitive information and dealing in units:

[https://www.mindspacereit.com/wp-content/themes/mindspace\\_theme/pdf/policies/5-Insider-Trading-Policy.pdf](https://www.mindspacereit.com/wp-content/themes/mindspace_theme/pdf/policies/5-Insider-Trading-Policy.pdf)

#### Policy for determination of materiality of events / information to be disclosed to Stock Exchange

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-EVENTS-INFORMATION-TO-BE-DISCLOSED-TO-STOCK-EXCHANGE.pdf>

#### Document Archival Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/DOCUMENT-ARCHIVAL-POLICY.pdf>

#### Nomination and Remuneration Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/NOMINATION-AND-REMUNERATION-POLICY.pdf>

### Unitholders

As on March 31, 2021, Mindspace REIT had 9,824 unitholders. Category wise break-down of the composition of the Unitholders as on March 31, 2021 is as follows:

Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
			No. of units	As a % of total units held	No. of units	As a % of total units held
<b>(A) Sponsor(s) / Manager and their associate/ related parties and Sponsor Group</b>						
<b>(1) Indian</b>						
(a) Individuals / HUF	7,63,40,444	12.87	7,63,40,444	100.00	3,25,27,465	42.61
(b) Central/State Govt.	0	0.00	0	0.00	0	0.00
(c) Financial Institutions/Banks	0	0.00	0	0.00	0	0.00
(d) Any Other						
1 Trust	87,64,604	1.48	87,64,604	100.00	0	0.00
2 Bodies Corporates	28,97,92,033	48.87	28,97,92,033	100.00	15,42,73,263	53.24
<b>Sub- Total (A) (1)</b>	<b>37,48,97,081</b>	<b>63.22</b>	<b>37,48,97,081</b>	<b>100.00</b>	<b>18,68,00,728</b>	<b>49.83</b>
<b>(2) Foreign</b>						
(a) Individuals (Non Resident Indians / Foreign Individuals)	0.00	0.00	0.00	0.00	0.00	0.00
(b) Foreign government	0.00	0.00	0	0.00	0	0.00
(c) Institutions	0.00	0.00	0	0.00	0	0.00
(d) Foreign Portfolio Investors	0.00	0.00	0	0.00	0	0.00
(e) Any Other (Specify)	0.00	0.00	0	0.00	0	0.00
<b>Sub- Total (A) (2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Total unit holding of Sponsor &amp; Sponsor Group (A) = (A)(1) + (A)(2)</b>	<b>37,48,97,081</b>	<b>63.22</b>	<b>37,48,97,081</b>	<b>100.00</b>	<b>18,68,00,728</b>	<b>49.83</b>



	No. of units	As a % of total outstanding units held
<b>(B) Public Holding</b>		
<b>(1) Institutions</b>		
(a) Mutual Funds	5,10,200	0.09
(b) Financial Institutions/Banks	0	0.00
(c) Central/State Govt.	0	0.00
(d) Venture Capital Funds	0	0.00
(e) Insurance Companies	0	0.00
(f) Provident/pension funds	0	0.00
(g) Foreign Portfolio Investors	9,19,92,800	15.51
(h) Foreign Venture Capital investors	0	0.00
(i) Any Other (specify)	0	0.00
1 Bodies Corporates	5,45,95,301	9.21
2 Alternative Investment Funds	75,12,600	1.27
<b>Sub- Total (B) (1)</b>	<b>15,46,10,901</b>	<b>26.07</b>
<b>(2) Non-Institutions</b>		
(a) Central Government/State Governments(s)/President of India	0	0.00
(b) Individuals	3,95,88,355	6.68
(c) NBFCs registered with RBI	12,48,000	0.21
(d) <b>Any Other (specify)</b>		0.00
1 Trusts	18,800	0.00
2 Non Resident Indians	15,58,600	0.26
3 Clearing Members	4,87,045	0.08
4 Bodies Corporates	2,06,09,400	3.48
<b>Sub-Total (B) (2)</b>	<b>6,35,10,200</b>	<b>10.71</b>
<b>Total Public Unit holding (B) = (B)(1)+(B)(2)</b>	<b>21,81,21,101</b>	<b>36.78</b>
<b>Total Units Outstanding (C) = (A) + (B)</b>	<b>59,30,18,182</b>	<b>100.00</b>

Sponsors Unitholding

Name of the Sponsors	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
			No. of units	As a % of total units held	No. of units	As a % of total units held
1 Anbee Constructions LLP	3,54,04,890	5.97	3,54,04,890	100.00	25,203,273	71.19
2 Cape Trading LLP	3,54,04,890	5.97	3,54,04,890	100.00	2,52,03,273	71.19

Sponsor Group Unitholding#

Name of the Sponsor group	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
			No. of units	As a % of total units held	No. of units	As a % of total units held
1 Ravi Chandru Raheja	1,68,63,069	2.84	1,68,63,069	100.00	0	0.00
2 Neel Chandru Raheja	1,68,60,892	2.84	1,68,60,892	100.00	0	0.00
3 Chandru Lachmandas Raheja	3,26,34,433	5.50	3,26,34,433	100.00	3,25,27,465	99.67
4 Jyoti Chandru Raheja	99,82,050	1.68	99,82,050	100.00	0	0.00
5 Capstan Trading LLP	4,10,95,719	6.93	4,10,95,719	100.00	0	0.00
6 Casa Maria Properties LLP	4,10,95,719	6.93	4,10,95,719	100.00	0	0.00
7 Palm Shelter Estate Development LLP	4,10,95,719	6.93	4,10,95,719	100.00	2,71,90,548	66.16
8 Raghukool Estate Developement LLP	3,62,12,069	6.11	3,62,12,069	100.00	1,77,31,322	48.97
9 Genext Hardware & Parks Private Limited	2,28,86,731	3.86	2,28,86,731	100.00	2,28,86,731	100.00
10 K Raheja Corp Private Limited	3,65,96,296	6.17	3,65,96,296	100.00	3,60,58,116	98.53
11 Chandru Lachmandas Raheja*	87,64,604	1.48	87,64,604	100.00	0	0.00

\*held for and on behalf of Ivory Property Trust

# Sponsor group holding is mentioned on first name basis

Public holding more than 1% of total outstanding units

Name of the Unitholders	No. of Units Held	As a % of Total Outstanding Units
1 BREP ASIA SG PEARL HOLDING (NQ) PTE LTD	5,42,91,425	9.16
2 CAPITAL INCOME BUILDER	2,14,91,600	3.62
3 GOVERNMENT OF SINGAPORE	2,05,14,800	3.46
4 SMALLCAP WORLD FUND INC	90,00,000	1.52
5 MONETARY AUTHORITY OF SINGAPORE	60,87,800	1.03

MEETINGS OF THE UNITHOLDERS

As Mindspace REIT got listed on August 07, 2020, no annual meeting of unitholders was held during the financial year ended March 31, 2021.

The first annual meeting of the Unitholders is scheduled to be held on Tuesday, June 29, 2021 at 02:00 pm through Video Conferencing (VC) or through other audio – visual means (OAVM) due to the prevailing COVID-19 pandemic situation. Since the meeting is scheduled to be conducted via VC/OAVM, there is no requirement for venue of annual meeting of the Unitholders.

Listing Details

The securities issued by Mindspace REIT are listed on the following Stock Exchanges:

Name and Address of the Stock Exchange	Security Type	Scrip Code	ISIN Code
<b>BSE Limited (“BSE”)</b>	Units	543217	INE0CCU25019
Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	Secured, listed, senior, taxable, non-cumulative, rated, redeemable, Non-Convertible Debentures Series 1	960327	INE0CCU07025
	10 yr G-Sec Linked Secured Rated Listed Principal Protected Market Linked Non- Convertible Debenture Series 2	973070	INE0CCU07041
	10 Yr G-Sec Linked, Secured, Guaranteed, Senior, Taxable, Non-Cumulative, Rated, Redeemable, Non-Convertible Private Placement of Debentures	960104	INE0CCU07017
	Secured, listed, senior, taxable, non-cumulative, rated, redeemable, Non- Convertible Debenture Series 2	973069	INE0CCU07033
<b>National Stock Exchange of India Limited (“NSE”)</b>	Units	MINDSPACE	INE0CCU25019
Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051			

The annual listing fees for the financial year ended March 31, 2021, have been duly paid to the Stock Exchanges where the units and debentures of Mindspace REIT are listed.

Disclosure of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules thereunder, the Manager and the Asset SPVs have not received any complaint of sexual harassment during the financial year ended March 31, 2021.

SEBI Complaints Redress System (SCORES)

The investor complaints on SCORES are processed by SEBI in a centralized web based complaints redress system.

The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Mindspace REIT has been registered on SCORES and Manager makes every effort to resolve all investor complaints received through SCORES or otherwise, within the statutory time limit from the receipt of the complaint.

Investor complaints

Details of investor complaints received and redressed during the financial year ended March 31, 2021 are as follows:

Financial Year

April 1, 2020 to March 31, 2021

Distribution History

The details of distribution declared by Mindspace REIT during financial year ended March 31, 2021, are as follows:

Date of Board meeting	Type of Distribution	Distribution (in ₹)	Record Date	Payment Date
February 10, 2021	Dividend and interest	₹ 4.78/- per unit	February 18, 2021	February 25, 2021

For Units:

Opening Balance	Received during the financial year ended March 31, 2021	Resolved during the financial year ended March 31, 2021	Closing Balance
0	119	119	0

For Debentures (includes all series of debentures issued by Mindspace REIT):

Opening Balance	Received during the financial year ended March 31, 2021	Resolved during the financial year ended March 31, 2021	Closing Balance
0	0	0	0

Compliance Officer and Address for Correspondence

Mr. Rohit Bhase\*  
Raheja Tower, Plot No. C-30, Block ‘G’,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051  
Phone: +91 – 22- 2656 4000

\* Mr. Vishal Kumar resigned as Compliance Officer w.e.f. close of business hours of November 11, 2020 and Mr. Rohit Bhase was appointed as Compliance Officer w.e.f. commencement of business hours of November 12, 2020.

Statutory Auditors

M/s. Deloitte Haskins & Sells LLP (ICAI Firm Registration No.: 117366W/W-100018) Chartered Accountants, having their office at Indiabulls Finance Centre, Tower 3 27<sup>th</sup>-32<sup>nd</sup> Floor, Senapati Bapat Marg, Elphinstone Mill Compound, Elphinstone (W), Mumbai - 400 013, Maharashtra, India, have been appointed as the Statutory Auditors of Mindspace REIT for a period of

three years i.e. for the financial year ended March 31, 2020, March 31, 2021 and March 31, 2022.

Valuer

Mr. Shubhendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class ‘Land and Building’ under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017, bearing registration No. – IBBI/RV/05/2019/11552, has been appointed as the valuer of Mindspace REIT, for a period of 3 years i.e. for the financial year ended March 31, 2021, March 31, 2022 and March 31, 2023.

Registrar and Transfer Agent (Units)

Name and Address: Kfin Technologies Private Limited (formerly Karvy Fintech Private Limited)

Selenium Tower B,  
Plot 31-32, Gachibowli, Financial District, Nanakramguda,  
Hyderabad - 500 032, Telangana, India

Toll free number: 1-800-309-4001  
E-mail: kraheja.reit@kfintech.com  
Website: http://www.kfintech.com

Registrar and Transfer Agent (Debentures):

Name and Address: Link Intime India Private Limited,  
247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W),  
Mumbai – 400 083  
Telephone: +91 22 49186000  
E-mail: debtca@linkintime.co.in  
Website: www.linkintime.co.in

Market price data

Monthly High, Low (based on daily closing prices) and the number of REIT units traded during each month for the financial year ended March 31, 2021 on the BSE and NSE:

Month	BSE			NSE		
	High Price (In ₹)	Low Price (In ₹)	Total No. of units traded	High Price (In ₹)	Low Price (In ₹)	Total No. of units traded
Aug - 20*	316.4	298.50	35,04,000	317	299.20	3,61,21,000
Sep-20	315.45	299.51	15,30,200	315.05	299.74	1,46,49,800
Oct-20	308.00	302.05	7,54,800	309	301.10	53,40,800
Nov-20	314.93	300.00	10,18,000	314.2	303.05	1,24,44,200
Dec-20	341.00	304.50	6,19,800	335	306.54	1,53,74,200
Jan-21	348.00	317.95	7,16,200	342	317.55	36,40,200
Feb-21	336.71	303.12	6,10,800	336	303.00	91,49,600
Mar-21	309.70	292.45	8,32,200	315.95	292.07	73,66,200

\*w.e.f. August 07, 2020

Transfer of units

The units of Mindspace REIT were issued in dematerialized form and transfers, if any, of such units are effected through the depositories in dematerialized form.

Green Initiative

In view of the outbreak of COVID-19, social distancing and restricted movement of goods and persons and as a part of ‘go green initiative’ encouraged by the government, we intend to send various communication to the Unitholders via email. This will not only enable a quick despatch but will also help us create a sustainable environment and also contain the spread of COVID-19 by limiting the movement of persons and goods. Therefore, we request you to update your correct email addresses with your depository participant so that all future communication, can be sent to your respective email addresses.

Digital initiative

The Unitholders whose correct bank details are updated in the records of the depositories as on the record date, shall be paid the distribution amount via net-banking modes such as NACH / NEFT / RTGS etc. and other unitholders shall be paid the distribution via demand draft which shall be couriered to their registered address. Therefore, we request you to update your correct bank accounts details with your depository participant so that future distributions, if any, can be remitted directly to your bank account.

Publications

The information required to be disclosed to the stock exchanges (including financial results, press releases, presentations made to the investors, etc.) have been duly submitted to the National Stock Exchange of India Limited and BSE Limited as well as uploaded on Mindspace REIT’s website.

Half Yearly Report

In view of the outbreak of COVID-19, social distancing imposed, restricted movement of goods and persons and as a part of ‘go green initiative’ encouraged by the government, we had informed the Unitholders, who had registered their email id with their respective depository participants, through an email, and the rest of the Unitholders through a letter, that the half yearly report for the half year ended September 30, 2020 (“Half Yearly Report”) was uploaded on the website of Mindspace Business Parks REIT. Further, unitholders were also informed that in case any unitholder required a physical copy of the Half Yearly Report, the Manager would arrange to provide the same.

Unmodified Opinion

The statutory auditors have given an unmodified opinion on the financial statements of Mindspace REIT for the financial year ended March 31, 2021.

Reporting of Internal Auditor

The Internal Auditors are regularly invited to the meetings of Audit Committee to make presentation on various internal controls followed & exercised by Mindspace REIT and its Asset SPVs together with observations, if any, during the course of their Internal Audit.

Independent Auditor’s Report

To The Unitholders of Mindspace Business Parks REIT

REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of Mindspace Business Parks REIT (the “REIT”), which comprise the Standalone Balance Sheet as at March 31, 2021, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Unitholders’ Equity for the year then ended, Standalone Statement of Net Assets at fair value as at March 31, 2021 and Standalone Statement of Total Returns at fair value for the year then ended, Statement of Net Distributable Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT regulations”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with the REIT Regulations and other accounting principles generally accepted in India, of the state of affairs of the REIT as at March 31, 2021, and its profit including other comprehensive income, its cash flows, its changes in unitholders’ equity for the year ended March 31, 2021, its net assets at fair value as at March 31, 2021, total returns at fair

Key Audit Matter:

Fair Value of investments in special purpose vehicles (SPVs):

In accordance with REIT Regulations, the REIT discloses Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets and liabilities. As at March 31, 2021, the carrying value of total assets was ₹ 177,448 million, out of which carrying value of investments in SPVs was ₹ 153,103 million representing 86% of carrying value of total asset.

The fair value of investments in SPVs is primarily determined basis the fair value of the underlying investment properties as at March 31, 2021.

The fair value of investment properties is determined by an independent valuer using discounted cash flow method and mix of market approach and discounted cash flow method, as applicable.

value and the net distributable cash flows of the REIT for the year ended on that date and other financial information of the REIT.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“SA”), issued by Institute of Chartered Accountants of India (the “ICAI”). Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibility for the Audit of the Standalone Financial Statements’ section of our report. We are independent of the REIT in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of matter

We draw attention to note 2 which describes the Basis of preparation of standalone financial statements and note 12 which describes the presentation of “Unit Capital” as “Equity” instead of compound financial instrument to comply with the REIT Regulations. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the standalone financial statements of the current period. This matter was addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

Auditor’s Response:

Principal Audit Procedures Performed:

Our audit procedures related to the forecasted market rent, terminal capitalization rates and discount rate used to determine the fair value of investment properties included the following, among others:

- We obtained the independent valuer’s valuation reports to obtain an understanding of the source of information used by the independent valuer in determining these assumptions.
- We tested the reasonableness of inputs shared by management with the independent valuer by comparing it to source information used in preparing the inputs.
- We evaluated the reasonableness of management’s forecasted market rent by comparing it with sample of lease agreements for market rentals, and contractual lease escalations.

Key Audit Matter:

While there are several assumptions that are required to determine the fair value of investment properties; assumptions with the highest degree of estimate, subjectivity and impact on fair values are forecasted market rent, terminal capitalization rate and discount rate. Auditing these assumptions required a high degree of auditor judgement as the estimates made by the independent valuer contains significant measurement uncertainty.

Refer Statement of Net assets at fair value and Statement of total returns at fair value and note 4 – Investments in the standalone financial statements.

Information Other than the Financial Statements and Auditor’s Report Thereon

- K. Raheja Corp Investment Manager LLP (the ‘Investment Manager’) acting in its capacity as an Investment Manager of REIT is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor’s report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Standalone Financial Statements

The Governing Board of the Investment Manager (the “Management”) is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows, changes in unitholders’ equity, net assets at fair value, total returns at fair value and the net distributable cash flows of the REIT in accordance with the REIT Regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT Regulations. This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the REIT and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Response:

- With the assistance of our fair valuation specialist, we evaluated the reasonableness of forecasted market rent, terminal capitalization rates and discount rate by comparing it with market information such as recent market transactions for comparable properties, market surveys by property consultants and broker quotes, as applicable.

In preparing the standalone financial statements, the Governing Board of Investment Manager is responsible for assessing the REIT’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the REIT or to cease operations, or has no realistic alternative but to do so.

The Management is also responsible for overseeing the financial reporting process of REIT.

Auditor’s Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the REIT’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management’s use of the going concern basis of accounting and, based on the

audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the REIT’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the REIT to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone financial statements of the REIT to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most

significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by REIT regulations, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Unitholders’ Equity, and Statement of Net Distributable Cashflows dealt with by this Report are in agreement with the relevant books of account of the REIT.
- c) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT Regulations and other accounting principles generally accepted in India.

for Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm’s Reg. No. 117366W/W-100018)

Nilesh Shah  
Partner  
(Membership No.49660)  
(UDIN: 21049660AAAABP7406)

Place: Mumbai  
Date: 14-May-2021



Standalone Balance Sheet

as at 31 March 2021

(All amounts in ₹ million unless otherwise stated)			
	Note	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets			
- Investments	4	153,103	-
- Loans	5	21,178	-
- Other financial assets	6	213	-
Other non-current assets	7	4	-
<b>Total non-current assets</b>		<b>174,498</b>	<b>-</b>
<b>Current assets</b>			
Financial assets			
- Cash and cash equivalents	8	2,938	0
- Other financial assets	9	2	-
Other current assets	10	10	-
<b>Total current assets</b>		<b>2,950</b>	<b>0</b>
<b>Total assets</b>		<b>177,448</b>	<b>0</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Corpus	11	0	0
Unit capital	12	162,839	-
Other equity	13	2,950	(49)
<b>Total equity</b>		<b>165,789</b>	<b>(49)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
- Borrowings	14	11,425	-
- Other financial liabilities	15	193	-
<b>Total non-current liabilities</b>		<b>11,618</b>	<b>-</b>
<b>Current liabilities</b>			
Financial liabilities			
- Trade payables	16		
- total outstanding dues of micro and small enterprises; and		-	-
- total outstanding dues of Creditors other than micro and small enterprises.		13	-
- Other financial liabilities	17	19	49
Other current liabilities	18	6	-
Current tax liabilities (net)	19	3	-
<b>Total current liabilities</b>		<b>41</b>	<b>49</b>
<b>Total equity and liabilities</b>		<b>177,448</b>	<b>0</b>
Significant accounting policies	3		
See the accompanying notes to the standalone Financial Statements	4 - 37		

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a> Member DIN: 00029010	<a href="#">Vinod N. Rohira</a> Chief Executive Officer DIN: 00460667	<a href="#">Preeti N. Chheda</a> Chief Financial Officer DIN: 08066703
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Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
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Standalone Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)			
	Note	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>INCOME AND GAINS</b>			
Interest	20	789	-
Dividend		5,344	-
Other Income	21	12	-
<b>Total Income</b>		<b>6,145</b>	<b>-</b>
<b>EXPENSES</b>			
Valuation expenses		9	-
Audit fees		7	1
Insurance expenses		0	-
Management fees		34	-
Trustee fees		2	-
Legal and professional fees		17	25
Other expenses	22	7	23
<b>Total Expenses</b>		<b>76</b>	<b>49</b>
<b>Earnings/ (loss) before finance costs, depreciation, amortization and tax</b>		<b>6,069</b>	<b>(49)</b>
Finance costs	23	230	-
Depreciation and amortization expense		-	-
<b>Profit/ (loss) before tax</b>		<b>5,839</b>	<b>(49)</b>
<b>TAX EXPENSE:</b>	24		
Current tax		5	-
Deferred tax		-	-
		<b>5</b>	<b>-</b>
<b>Profit/ (loss) for the period / year</b>		<b>5,834</b>	<b>(49)</b>
<b>Items of other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurements of defined benefit liability, net of tax		-	-
<b>Total comprehensive income for the period / year</b>		<b>5,834</b>	<b>(49)</b>
<b>Earning per unit</b>	25		
Basic		14.67	Not Applicable
Diluted		14.67	Not Applicable
Significant accounting policies	3		
See the accompanying notes to the Standalone Financial Statements.	4 - 37		

\*Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Standalone Statement of Profit and Loss with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a> Member DIN: 00029010	<a href="#">Vinod N. Rohira</a> Chief Executive Officer DIN: 00460667	<a href="#">Preeti N. Chheda</a> Chief Financial Officer DIN: 08066703
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Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
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Standalone Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
Cash flows from operating activities		
Profit/ (loss) before tax	5,839	(49)
Adjustments:		
Interest income	(789)	-
Dividend income	(5,344)	-
Guarantee commission fees	(7)	-
Net gains/(losses) on financial assets at fair value through profit or loss	(3)	-
Gain on redemption of mutual fund units	(2)	-
Finance costs	230	-
Operating cash flows before working capital changes	(76)	(49)
Changes in:		
(Increase) / Decrease in financial and other assets	(13)	-
Increase / (Decrease) in financial and other liabilities	(26)	49
Increase / (Decrease) in Trade payables	12	-
Cash (used in)/ generated from operations	(103)	0
Income taxes paid, net	(3)	-
Net cash generated / (used in) from operating activities	(106)	0
Cash flow from investing activities		
Loans given to SPVs	(26,682)	-
Loans repaid by SPVs	5,504	-
Purchase of Investments (Preference shares)	(334)	-
Investment in mutual fund	(7,525)	-
Proceeds from Redemption of mutual fund	7,527	-
Proceeds from Redemption of Preference shares	337	-
Investment in fixed deposits	(387)	-
Maturity proceeds of fixed deposits	388	-
Dividend received	5,344	-
Interest received	581	-
Net cash (used in) from investing activities	(15,247)	-
Cash flow from financing activities		
Proceeds received as initial corpus	-	0
Proceeds from issue of units	10,000	-
Loans taken from SPV	150	-
Loans repaid to SPV	(150)	-
Collection towards Offer For Sale	35,000	-
Payment to Sponsor Group and Blackstone entities in respect of Offer For Sale	(35,000)	-
Expenses incurred towards Initial Public Offering	(264)	-
Proceeds from issue of debentures	11,500	-
Distribution to unit holders	(2,835)	-
Recovery Expense Fund Deposits	(1)	-
Interest paid	(39)	-
Debentures issue expenses	(70)	-

Standalone Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
Net cash generated from financing activities	18,291	0
Net increase in cash and cash equivalents	2,938	0
Cash and cash equivalents at the beginning of the period / year	0	-
Cash and cash equivalents at the end of the period / year	2,938	0
Cash and cash equivalents comprise:		
Cash on hand	-	-
Balances with banks		
- in current accounts	2,888	0
- in escrow accounts	-	-
Fixed deposits with original maturity less than 3 months	50	-
Cash and cash equivalents at the end of the period / year (refer note 8)	2,938	0

**Note:** The Trust has issued Units in exchange for investments in SPVs during the quarter ended 30 September 2020. The same has not been reflected in Standalone Statement of Cash Flows during the year ended 31 March 2021 since these were non-cash transactions. (refer note 12(iii))

Significant accounting policies	3
See the accompanying notes to the Standalone Financial Statements.	4-37

\*Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Standalone Statement of Cash Flows with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for Deloitte Haskins & Sells LLP Chartered Accountants Firm's registration number: 117366W/W-100018	for and on behalf of the Governing Board of K Raheja Corp Investment Managers LLP (acting as the Manager to Mindspace Business Parks REIT)		
Nilesh Shah Partner Membership number: 49660	Neel C. Raheja Member DIN: 00029010	Vinod N. Rohira Chief Executive Officer DIN: 00460667	Preeti N. Chheda Chief Financial Officer DIN: 08066703
Place: Mumbai Date: 14-May-2021	Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021

# Standalone Statement of changes in Unitholder’s Equity

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

A. CORPUS

	Amount
Balance as on 18 November 2019*	-
Corpus received during the period**	0
Balance as on 31 March 2020	0
<b>Balance as on 1 April 2020</b>	<b>0</b>
Additions during the year	-
<b>Closing balance as at 31 March 2021</b>	<b>0</b>

\*\* Corpus received during the period ₹ 10,000 (Rupees Ten Thousand only)

B. UNIT CAPITAL

	Amount
Balance as on 18 November 2019*	-
Units issued during the year	-
Balance as on 31 March 2020	-
<b>Balance as on 1 April 2020</b>	<b>-</b>
Add: Units issued during the year (refer note 12)	163,080
Less: Issue expenses	(241)
<b>Closing balance as at 31 March 2021</b>	<b>162,839</b>

C. OTHER EQUITY

Particulars	Retained Earnings
Balance as on 18 November 2019*	-
Loss for the period	(49)
Other comprehensive income for the period	-
Balance at 31 March 2020	(49)
<b>Balance as at 1 April 2020</b>	<b>(49)</b>
Profit for the year ended 31 March 2021	5,834
Other comprehensive income for the year	-
***Less: Distribution to Unitholders for the quarter ended 31 December 2020	(2,835)
<b>Closing balance as at 31 March 2021</b>	<b>2,950</b>

\*Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Standalone Statement of changes in Unit holder’s equity with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

\*\*\*The distributions made by Mindspace REIT to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Mindspace REIT under the REIT Regulations.

As per our report of even date attached.

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm’s registration number: 117366W/W-100018

Nilesh Shah

Partner

Membership number: 49660

Place: Mumbai

Date: 14-May-2021

for and on behalf of the Governing Board of

K Raheja Corp Investment Managers LLP

(acting as the Manager to Mindspace Business Parks REIT)

Neel C. Raheja

Member

DIN: 00029010

Place: London

Date: 14-May-2021

Vinod N. Rohira

Chief Executive Officer

DIN: 00460667

Place: Mumbai

Date: 14-May-2021

Preeti N. Chheda

Chief Financial Officer

DIN: 08066703

Place: Mumbai

Date: 14-May-2021

# Standalone Statement of Net Assets at fair value

as at 31 March 2021

(All amounts in ₹ million unless otherwise stated)

DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

A) Statement of Net Assets at fair value

S. No.	Particulars	Unit of measurement	As at 31 March 2021	
			Book Value	Fair Value
A	Assets	₹ in million	177,448	211,694
B	Liabilities	₹ in million	11,659	11,659
C	Net Assets (A-B)	₹ in million	165,789	200,035
D	No. of units	Numbers	593,018,182	593,018,182
E	NAV (C/D)	₹	279.57	337.32

Notes:

1) Measurement of fair values:

The fair value of investments in SPVs are computed basis the fair value of the underlying Investment property, Investment property under development, Property, Plant and Equipment and Capital Work-in-progress as at 31 March 2021 along with book values of other assets and liabilities accounted in the respective SPV financial statements as at 31 March 2021. The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer (“independent valuer”), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

2) Break up of Net asset value as at 31 March 2021

S.No	Particulars	As at 31 March 2021
A	Fair Value of Investments in SPVs	208,527
B	Add: Other assets	3,167
C	Less: Liabilities	(11,659)
<b>D</b>	<b>Net Assets</b>	<b>200,035</b>

3) The Trust holds investment in SPVs which in turn hold the properties. Hence, the breakup of property wise fair values has been disclosed in the Consolidated financial statements.

B) Statement of Total Returns at fair value

S.No	Particulars	For the year ended 31 March 2021
A	Total comprehensive income	5,834
B	Add: Changes in fair value not recognized in the other comprehensive income and other adjustments	2,677
<b>C=(A+B)</b>	<b>Total Return</b>	<b>8,511</b>

**Note:** Total Return for the purpose of Standalone financials has been considered based on the total return of Mindspace REIT on a consolidated basis adjusted for consolidation adjustments.

As per our report of even date attached.

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm’s registration number: 117366W/W-100018

Nilesh Shah

Partner

Membership number: 49660

Place: Mumbai

Date: 14-May-2021

for and on behalf of the Governing Board of

K Raheja Corp Investment Managers LLP

(acting as the Manager to Mindspace Business Parks REIT)

Neel C. Raheja

Member

DIN: 00029010

Place: London

Date: 14-May-2021

Vinod N. Rohira

Chief Executive Officer

DIN: 00460667

Place: Mumbai

Date: 14-May-2021

Preeti N. Chheda

Chief Financial Officer

DIN: 08066703

Place: Mumbai

Date: 14-May-2021



Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

NET DISTRIBUTABLE CASH FLOWS (NDCF) PURSUANT TO GUIDANCE UNDER PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

SI No	Particulars	For the year ended 31 March 2021
1	Cash flows received from Asset SPVs including but not limited to:	
	• interest	456
	• dividends (net of applicable taxes)	5,344
	• repayment of REIT Funding	-
	• proceeds from buy-backs/ capital reduction (net of applicable taxes)	-
	• redemption proceeds from preference shares or any other similar instrument	-
2	Add: Proceeds from sale of investments, assets, sale of shares of Asset SPVs, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at Mindspace REIT level adjusted for the following: (3)&(4)	7,620
	• applicable capital gains and other taxes, if any	-
	• debts settled or due to be settled from sale proceeds	-
	• transaction costs	(50)
	• proceeds re-invested or planned to be reinvested in accordance with the REIT regulations	-
	• any acquisition	-
	• investments as permitted under the REIT regulations	-
	• lending to Asset SPVs	(7,570)
	as may be deemed necessary by the Manager	
3	Add: Proceeds from sale of investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest in accordance with the REIT Regulations, if such proceeds are not intended to be invested subsequently	-
4	Add: Any other income received by Mindspace REIT not captured herein	2
5	Less: Any other expenses paid by Mindspace REIT not captured herein	(72)
6	Less: Any expense in the nature of capital expenditure at Mindspace REIT level	-
7	Less: Net debt repayment / (drawdown), redemption of preference shares / debentures / any other such instrument / premiums / any other obligations / liabilities, etc., as maybe deemed necessary by the Manager	-
8	Add/Less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager (5)&(6)	(24)
9	Less: Interest paid on external debt borrowing at Mindspace REIT level	-
10	Less: Income tax and other taxes (if applicable) at theStandalone Mindspace REIT level	-
	<b>Net Distributable Cash Flows (NDCF)</b>	<b>5,706</b>

Notes:

- 1

The Governing Board of the Manager to the Trust, in their meeting held on 14 May 2021, has declared distribution to unitholders of ₹ 4.81 per unit which aggregates to ₹ 2,852 million for the quarter ended 31 March 2021. The distributions of ₹ 4.81 per unit comprises ₹ 4.44 per unit in the form of dividend and ₹ 0.37 per unit in the form of interest payment.  
  
Along with distribution of ₹ 4.78 per unit for the quarter ended 31 December 2020, the cumulative distribution for the year ended 31 March 2021 aggregates to ₹ 9.59 per unit. The distribution of ₹ 9.59 per unit comprises ₹ 8.69 per unit in the form of dividend and ₹ 0.90 per unit in the form of interest payment.
- 2

Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.
- 3

Lending to SPVs from fund raised at REIT level prior to 1 October 2020 has been excluded for the purpose of NDCF calculation.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- 4

Repayment of REIT funding which is further lent to SPVs has been captured under “Liquidation of assets”
- 5

Lending to and repayment from SPVs within the same quarter has been adjusted under “Other Adjustments”
- 6

Borrowing from and repayment to SPVs within the same quarter has been adjusted under “Other Adjustments”

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a> Member DIN: 00029010	<a href="#">Vinod N. Rohira</a> Chief Executive Officer DIN: 00460667	<a href="#">Preeti N. Chheda</a> Chief Financial Officer DIN: 08066703
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Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
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Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

1 MINDSPACE REIT BACKGROUND

Mindspace Business Parks REIT ('Mindspace REIT') was settled on 18 November 2019 at Mumbai, Maharashtra, India as a contributory, determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated 18 November 2019. Mindspace REIT was registered with SEBI on 10 December 2019, at Mumbai as a REIT pursuant to the REIT Regulations having registration number IN/REIT/19-20/0003. The Trust's principal place of business address is at Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400 051.

Anbee Constructions LLP (ACL) and Cape Trading LLP ('CTL') are the sponsors of Mindspace REIT. The Trustee to Mindspace REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Mindspace REIT is K Raheja Corp Investment Managers LLP (the 'Manager').

The objectives and principal activity of Mindspace REIT is to carry on the activity of a real estate investment trust, as permissible under the REIT Regulations, to raise funds through the REIT, to make investments in accordance with the REIT Regulations and the investment strategy and to carry on the activities as may be required for operating the REIT, including incidental and ancillary matters thereto.

Mindspace REIT acquired the Special Purpose Vehicles ('SPVs') by acquiring all the equity interest held by the Sponsor Group and Blackstone entities in the SPVs on 30 July 2020. In exchange for these equity interests, the above shareholders have been allotted 55,66,54,582 units of Mindspace REIT on 30 July 2020 which were issued at ₹ 275 each.

Mindspace REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The units were allotted to the successful applicants on 4 August 2020.

All these units were subsequently listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 7 August 2020.

Accordingly, the equity interest in each of the below SPVs have been transferred from the respective shareholders to Mindspace REIT.

1. Mindspace Business Parks Private Limited (MBPPL)
2. Gigaplex Estate Private Limited (Gigaplex)
3. Sundew Properties Limited (Sundew)\*
4. Intime Properties Limited (Intime)\*
5. K. Raheja IT Park (Hyderabad) Limited (KRIT)\*
6. KRC Infrastructure and Projects Private Limited (KRC Infra)
7. Horizonview Properties Private Limited (Horizonview)
8. Avacado Properties and Trading (India) Private Limited (Avacado)

\*Remaining 11% of equity interest in Intime Properties Limited, K. Raheja IT Park (Hyderabad) Limited and Sundew Properties Limited is owned by Andhra Pradesh Industrial Infrastructure Corporation ('APIIC')

The brief activities and shareholding pattern of the SPVs are provided below:

Name of the SPV	Activities	Equity Shareholding (in percentage) upto 30 July 2020	Equity Shareholding (in percentage) as at 31 March 2021
MBPPL	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai), Pune and Pocharam (Hyderabad). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 9 April 2015.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (10.58%) Mrs. Jyoti C. Raheja jointly with Mr. Chandru L. Raheja (8.01%) Capstan Trading LLP (8.01%) Casa Maria Properties LLP (8.01%) Palm Shelter Estate Developement LLP (8.01%) K. Raheja Corp Private Limited (6.47%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Anbee Constructions LLP (6.37%) Cape Trading LLP (6.37%) Raghukool Estate Developement LLP (5.26%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%) Others (3.17%)	Mindspace REIT: 100%

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Equity Shareholding (in percentage) upto 30 July 2020	Equity Shareholding (in percentage) as at 31 March 2021
Gigaplex	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai).The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 19 April 2016.	K Raheja Corp Private Limited (58.90%) Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja (37.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (3.59%) Others (0.01%)	Mindspace REIT: 100%
Sundew	The SPV is engaged in development and leasing/ licensing of IT park, SEZ to different customers in Hyderabad.	Genext Hardware & Parks Private Limited (19.20%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (9.97%) Casa Maria Properties LLP (5.85%) Raghukool Estate Developement LLP (5.85%) Capstan Trading LLP (5.85%) Palm Shelter Estate Development LLP (5.85%) Anbee Constructions LLP (5.23%) Cape Trading LLP (5.23%) Others (11.02%)	Mindspace REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
Intime	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	Chandru Raheja jointly with Jyoti Raheja (23.98%) BREP Asia SG Pearl Holding (NQ) Pte Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11%) Casa Maria Properties LLP (6.12%) Raghukool Estate Development LLP (6.12%) Capstan Trading LLP (6.12%) Palm Shelter Estate Development LLP (6.12%) Anbee Constructions LLP (5.47%) Cape Trading LLP (5.47%) Others (14.65%)	Mindspace REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRIT	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11%) Palm Shelter Estate Development LLP (9.50%) Casa Maria Properties LLP (9.50%) Raghukool Estate Developement LLP (9.50%) Capstan Trading LLP (9.50%) Anbee Constructions LLP (8.50%) Cape Trading LLP (8.50%) Ivory Properties And Hotels Private Limited (8.22%) Chandru L Raheja jointly with Jyoti C. Raheja (6.00%) Others (4.83%)	Mindspace REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRC Infra	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) and Information Technology Parks. The SPV has its project in Kharadi Pune.The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Kharadi, Pune from 1 June 2019.	K Raheja Private Limited (42.50%) K Raheja Corp Private Limited (42.50%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%)	Mindspace REIT: 100%

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Equity Shareholding (in percentage) upto 30 July 2020	Equity Shareholding (in percentage) as at 31 March 2021
Horizonview	The SPV is engaged in development and leasing/licensing of IT park to different customers in Chennai.	Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Others (0.05%)	Mindspace REIT: 100%
Avacado	The SPV has developed an Industrial park for the purpose of letting out to different customers in Paradigm building at Malad-Mumbai and is being maintained and operated by the SPV. The SPV also has a commercial project in Bandra Kurla Complex, Mumbai.	Anbee Constructions LLP (13.18%) Cape Trading LLP (13.18%) Capstan Trading LLP (14.53%) Raghukool Estate Developement LLP (14.53%) Casa Maria Properties LLP (14.53%) Palm Shelter Estate Development LLP (14.53%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) Others (0.57%)	Mindspace REIT: 100%

2 BASIS OF PREPARATION

The Standalone Financial Statements of Mindspace Business Parks REIT comprise the Standalone Balance Sheet as at 31 March 2021, the Standalone Statement of Profit and Loss, including other comprehensive income, the Standalone Statement of Cash Flow for the year ended 31 March 2021, the Standalone Statement of Changes in Unitholders Equity for the year ended 31 March 2021, the Statement of Net Distributable Cashflows of Mindspace REIT for the year ended 31 March 2021, the Statement of Total Returns at Fair Value for the year ended 31 March 2021, the Statement of Net Assets at Fair Value as at 31 March 2021 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures.

The Standalone financial statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT regulations”); Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with the REIT regulations (refer note 12 on presentation of “Unit Capital” as “Equity” instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The Standalone Financial Statements are authorized for issue in accordance with resolution passed by the Governing Board of the Manager on behalf of Mindspace REIT on 14 May 2021.

The Standalone Financial Statements are presented in Indian Rupees in Million, except when otherwise indicated.

Statement of compliance to Ind-AS

These Standalone financial statements for the year ended 31 March 2021 have been prepared in accordance with the REIT regulations; Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations as more fully described above and note 12 to the standalone financial statements.

3 SIGNIFICANT ACCOUNTING POLICIES

a) Functional and Presentation Currency

The Standalone Financial Statements are presented in Indian Rupees, which is also Mindspace REIT functional currency in which Mindspace REIT operates. All financial information presented in Indian Rupees has been rounded off to the nearest million except otherwise stated.

b) Basis of measurement

These Standalone Financial Statements are prepared on the historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instrument) measured at fair values;

c) Use of judgments and estimates

The preparation of the Standalone Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimated and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements is included in the following notes:

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (i) Presentation of “Unit Capital” as “Equity” in accordance with the REIT Regulations instead of compound instrument (note no 12)
- (ii) Impairment and Fair valuation of Investments in SPVs.
- (iii) Recognition and measurement of provisions for contingencies and disclosure of contingent liabilities (note 31 (a))

d) Current versus non-current classification

Mindspace REIT presents assets and liabilities in the Balance Sheet based on current/ non-current classification:

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date; or
- Cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting date; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Mindspace REIT classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Mindspace REIT has identified twelve months as its operating cycle.

e) Measurement of fair values

Mindspace REIT accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Mindspace REIT has an established control framework with respect to the measurement of fair values.

Mindspace REIT regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, Mindspace REIT uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

3.1 Impairment of assets

Mindspace REIT assesses at each reporting date, whether there is any indication that an asset may be impaired. If any such indication exists, the trust estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss.



Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

3.2 Asset Acquisition

If the acquisition of an asset or a group of assets does not constitute a business, Mindspace REIT identifies and recognizes the individual identifiable assets acquired including those assets that meet the definition of, and recognition criteria for, intangible assets in Ind AS 38, Intangible Assets and liabilities assumed. The cost of the group is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase and no goodwill is recognized.

Allocation of the cost of the group is done as follows:

For any identifiable asset or liability initially measured at an amount other than cost, Mindspace REIT initially measures that asset or liability at the amount specified in the applicable Ind AS Standard. Mindspace REIT deducts from the transaction price of the group the amounts allocated to the assets and liabilities initially measured at an amount other than cost, and then allocates the residual transaction price to the remaining identifiable assets and liabilities based on their relative fair values at the date of the acquisition.

3.3 Foreign currency transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the end of the period and not covered by forward contracts, are translated at the end of the period at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

3.4 Compound financial instruments

The component parts of compound financial instruments issued by Mindspace REIT are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Trust's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible instrument using the effective interest method.

3.5 Embedded derivatives

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

3.6 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognized in the Standalone Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income in which case, the current and deferred tax are also recognized in equity and other comprehensive income respectively.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

b) Deferred tax

Deferred tax asset/ liability is recognized on temporary differences between the carrying amounts of assets and liabilities in the Standalone Financial Statements and the corresponding tax bases used

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

in the computation of taxable profit. Deferred tax assets and liabilities are measured that are expected to apply to the period when the asset is realized or the liability is settled, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Mindspace REIT expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3.7 Provisions, contingent liabilities and contingent assets

Provisions are recognized when Mindspace REIT has a present legal or constructive obligation as a result of a past event, it is probable that the Trust will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of Mindspace REIT.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.8 Investment in SPVs

The Company has elected to recognize its investments in SPVs at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. The details of such investments are given in note 4.

Assets representing investments in SPVs are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

3.9 Financial instruments

1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognized when Mindspace REIT becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

2 Financial assets:

a) Classification of financial assets:

- (i) Mindspace REIT classifies its financial assets in the following measurement categories:
  - those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
  - those measured at amortized cost.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (ii) The classification is done depending upon Mindspace REIT business model for managing the financial assets and the contractual terms of the cash flows.
- (iii) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (iv) Mindspace REIT reclassifies debt investments when and only when its business model for managing those assets changes.

b) Subsequent Measurement

- (i) **Debt instruments:**  
Subsequent measurement of debt instruments depends on Mindspace REIT business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Trust classifies its debt instruments:

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through the Statement of Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through the Statement of Profit and Loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Statement of Profit and Loss.

c) Impairment of financial assets:

The Mindspace Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For

trade receivables, the Mindspace Group measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Mindspace Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

d) Derecognition of financial assets:

A financial asset is primarily derecognized when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) Mindspace REIT has transferred its rights to receive cash flows from the asset; and

Mindspace REIT has transferred substantially all the risks and rewards of the asset, or

Mindspace REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognized in Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by Mindspace REIT is recognized as a separate asset or liability.

3.10 Financial liabilities and equity instruments

(a) Classification as debt or equity

Financial liabilities and equity instruments issued by Mindspace REIT are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial Liabilities

Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Statement of Profit and Loss, or b) at amortized cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

Mindspace REIT financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

financial liabilities depends on their classification as fair value through the Statement of Profit and Loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Statement of Profit and Loss. Amortized cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortized cost using the Effective Interest Rate method.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognized amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

3.11 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract are measured initially at the fair value and in accordance with Ind AS 109 unless on a case to case basis company elects to account for financial guarantee as Insurance Contracts as specified under Ind AS 104.

3.12 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue is recognized when recovery of the consideration is probable and the amount of revenue can be measured reliably.

Recognition of dividend income, interest income

Dividend income is recognized in profit or loss on the date on which Mindspace REIT's right to receive payment is established.

Interest income is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3.13 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Interest expense is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortized cost of the financial liability. In calculating interest expense, the effective interest rate is applied to the amortized cost of the liability.

3.14 Cash and cash equivalents

Cash and cash equivalents comprises of cash at bank and on hand, demand deposits, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.15 Cash distribution to unit holders

Mindspace REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Governing Board of the Manager. A corresponding amount is recognized directly in equity.

3.16 Standalone Statement of Cash flows

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of Mindspace REIT are segregated.

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

they are considered an integral part of the Trust’s cash management.

3.17 Subsequent events

The Standalone Financial Statements are adjusted to reflect events that occur after the reporting date but before the Financial Statements are issued. The Financial Statements have their own date of authorization. Therefore, when preparing the Financial Statements, management considers events up to the date of authorization of these financial statements.

3.18 Earnings per unit

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unit holders of the REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per share or increase loss per units are included.

3.19 Earnings before finance costs, depreciation, amortization and income tax

Mindspace REIT has elected to present earnings before finance cost, depreciation, amortization and income tax as a separate line item on the face of the Standalone Statement of Profit and Loss. Mindspace REIT measures earnings before finance cost, depreciation, amortization and income tax on the basis of profit/ (loss) from continuing operations. In its measurement, Mindspace REIT does not include depreciation and amortization expense, finance costs and tax expense.

3.20 Errors and estimates

Mindspace REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Financial Statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

3.21 Applicability of new and revised Ind AS:

New and amended standards adopted by the Mindspace REIT.

Mindspace REIT has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2020:

- Definition of material - amendments to Ind AS 1 and Ind AS 8
- Definition of business - amendments to Ind AS 103
- Covid-19 related concessions - amendments to Ind AS 116
- Interest rate benchmark reform - amendments to Ind AS 109 and Ind AS 107

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

3.22 Distributions

The Net Distributable Cash Flows of Mindspace REIT are based on the cash flows generated from Mindspace REIT’s assets and investments.

In terms of the Distribution Policy and the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, in proportion of their shareholding in the Asset SPV, subject to applicable provisions of the Companies Act. Presently, NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment, proceeds of any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable law.

The Manager is required to and shall declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions (“REIT Distributions”) to the Unitholders. Such REIT Distributions shall be declared and made for every quarter of a Financial Year.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

4 NON-CURRENT INVESTMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unquoted Investments in SPVs (at cost) (refer note below)</b>		
- 39,75,000 (31 March 2020: Nil) equity shares of Avacado Properties and Trading Private Limited of ₹ 10 each, fully paid up	9,482	-
- 11,765 (31 March 2020: Nil) equity shares of Horizonview Properties Private Limited of ₹ 10 each, fully paid up	0	-
- 5,88,235 (31 March 2020: Nil) equity shares of KRC Infrastructure And Projects Private Limited of ₹ 10 each, fully paid up	6,868	-
- 1,96,01,403 (31 March 2020: Nil) equity shares of Gigaplex Estate Private Limited of ₹ 1 each, fully paid up	13,121	-
- 2,50,71,875 (31 March 2020: Nil) equity shares of Sundew Properties Limited of ₹ 10 each, fully paid up	33,722	-
- 12,03,033 (31 March 2020: Nil) equity shares of Intime Properties Limited of ₹ 10 each, fully paid up	15,478	-
-1,78,00,000 (31 March 2020: Nil) equity shares of K. Raheja IT Park (Hyderabad) Limited of ₹ 10 each, fully paid up	25,618	-
- 81,513 (31 March 2020: Nil) equity shares of Mindspace Business Parks Private Limited of ₹ 10 each, fully paid up	48,814	-
<b>Total</b>	<b>153,103</b>	<b>-</b>

**Note:** The Trust has issued units as consideration to acquire these investments wherein the tradable REIT Unit has been issued at ₹ 275 each.

Details of % shareholding in the SPVs, held by Mindspace REIT is as under:

Name of SPVs	Ownership Interest	
	31 March 2021	31 March 2020
Avacado Properties and Trading (India) Private Limited	100%	-
Horizonview Properties Private Limited	100%	-
KRC Infrastructure and Projects Private Limited	100%	-
Gigaplex Estate Private Limited	100%	-
Intime Properties Limited*	89%	-
K. Raheja IT Park (Hyderabad) Limited*	89%	-
Sundew Properties Limited*	89%	-
Mindspace Business Parks Private Limited	100%	-

\* Remaining 11% of ownership interest in Intime Properties Limited, K. Raheja IT Park (Hyderabad) Limited and Sundew Properties Limited is owned by Andhra Pradesh Industrial Infrastructure Corporation (APIIC)

5 LOANS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Loan to SPVs- refer note 28	21,178	-
	<b>21,178</b>	<b>-</b>

**Note:** Mindspace REIT has given loan amounting ₹ 26,682 million during the year ended 31 March 2021 (31 March 2020 ₹ Nil) to Gigaplex, Avacado, Horizonview, KRC Infra, MBPPL and Sundew and the outstanding balance as at end of 31 March 2021 is ₹ 21,178 million (31 March 2020 ₹ Nil).

Security: Unsecured

Interest: 7.55% - 8.75% per annum for the financial year ending 31 March 2021 in accordance with interest rate policy as adopted by Mindspace REIT.

Terms of repayment:

- a) Bullet repayment of ₹ 9,728 million on date falling 15 years from the first disbursement date or such other date as may be mutually agreed between the Lender and the Borrower in writing.



# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- b) Bullet repayment of ₹ 5,000 million is due on 29 April 2022.
- c) Bullet repayment of ₹ 4,470 million is due on 17 May 2024.
- d) Bullet repayment ₹ 1,980 million is due on 16 December 2023.
- e) At any time prior to the repayment date, the Borrower may on any date, prepay the whole or any part of the loan outstanding.

## 6 OTHER FINANCIAL ASSETS (NON-CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
Interest receivable on loan to SPVs	205	-
Other Receivables from related parties	8	-
	<b>213</b>	-

## 7 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
Prepaid Expenses	4	-
	<b>4</b>	-

## 8 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2021	As at 31 March 2020
Cash on hand	-	-
Balances with banks		
- in current accounts	2,888	0
- fixed deposits with original maturity less than 3 months	50	-
	<b>2,938</b>	0

## 9 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
Interest receivable on loan to SPVs	2	-
	<b>2</b>	-

## 10 OTHER CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
Unsecured, considered good		
Advance for supply of goods and rendering of services	6	-
Deposits	1	-
Prepaid Expenses	2	-
Balances with government authorities	1	-
	<b>10</b>	-

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 11 CORPUS

Corpus	Amount
<b>As at 18 November 2019</b>	-
Corpus received during the period*	0
<b>As at 31 March 2020</b>	<b>0</b>
<b>As at 1 April 2020</b>	0
Additions during the year	-
<b>Closing Balance as at 31 March 2021</b>	<b>0</b>

\* Corpus received during the period ₹ 10,000 (Rupees Ten Thousand only)

## 12 UNIT CAPITAL

Unit Capital	No.	Amount
<b>As at 18 November 2019</b>	-	-
Units issued during the period	-	-
<b>As at 31 March 2020</b>	-	-
<b>As at 1 April 2020</b>	-	-
Units issued during the year		
- pursuant to the initial public offer, issued, subscribed and fully paid-up in cash	36,363,600	10,000
(refer note a(ii) below)		
- in exchange for equity interest in SPVs (refer note a(iii) below)	556,654,582	153,080
Less: Issue expenses (refer note below)	-	(241)
<b>Closing Balance as at 31 March 2021</b>	<b>593,018,182</b>	<b>162,839</b>

**Note:** Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the units on the NSE and BSE have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

### (a) Terms/rights attached to units and other disclosures

- (i) Mindspace REIT has only one class of Units. Each Unit represents an undivided beneficial interest in Mindspace REIT. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Governing Board of the Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. Mindspace REIT declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Mindspace REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Mindspace REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Mindspace REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Governing Board of the Investment Manager.

- (ii) Initial Public Offering of 36,363,600 units for cash at price of ₹ 275 per unit aggregating to ₹ 10,000 million.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

(iii) Mindspace REIT has acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone Entities in the SPVs. The acquisition of equity interest in the SPVs has been done by issue of 556,654,582 units of ₹ 275 each as per the table below.

Name of the SPV	Number of Units allotted for acquiring equity interest held by Sponsor Group and Blackstone entities in SPVs		
	Sponsor Group	Blackstone Entities	Total
Avacado	29,304,371	5,171,359	34,475,730
Horizonview	364	64	428
KRC Infra	21,224,693	3,745,522	24,970,215
Gigaplex	47,334,745	372,113	47,706,858
Intime	46,789,935	9,484,426	56,274,361
Sundew	101,943,753	20,664,275	122,608,028
KRIT	77,443,859	15,698,080	93,141,939
Mindspace	150,855,361	26,621,662	177,477,023
<b>Total number of Units issued</b>	<b>474,897,081</b>	<b>81,757,501</b>	<b>556,654,582</b>

(b) Unitholders holding more than 5 percent Units in Mindspace REIT (other than Sponsor and Sponsor Group)

Name of the unitholder	As at 31 March 2021	
	No of Units	% holding
BREP Asia SG Pearl Holding (NQ) Pte Ltd	54,291,425	9.16%

(c) Mindspace REIT has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further, Mindspace REIT has not issued any units for consideration other than cash from the date of registration till the balance sheet date, except as disclosed above.

13 OTHER EQUITY

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Reserves and Surplus</b>		
Retained earnings*	2,950	(49)
	2,950	(49)

\*Refer Standalone Statement of changes in Unit holder’s Equity for detailed movement in other equity balances.

Retained earnings

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the year, the profit after tax is transferred from the statement of profit and loss to the retained earnings account.

14 BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 1”) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 1)	4,975	-
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 2”) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 2)	3,719	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 3)	1,981	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 4)	750	-
	<b>11,425</b>	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Note 1:

In September 2020, Mindspace REIT issued 5,000 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 1”) having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only). The tenure of the said MLD Series 1 is 577 days from 29 September 2020, being date of allotment of the MLD Series 1 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 29 April 2022. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 30 March 2022. If identified 10 year G-Sec’s last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 29 September 2020, the coupon rate will be 6.80% p.a. If identified 10 year G-Sec’s last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of MLD Series 1, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 1 was listed on BSE Limited on 13 October 2020.

Security terms

MLD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the

d) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 1”)	Secured	Not Applicable	Not Applicable	On Maturity	On Maturity

e) Rating agency CRISIL has assigned a rating of “CRISIL PP-MLD AAAr/Stable” to MLD Series 1 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

Note 2:

In March 2021, Mindspace REIT issued 3,750 10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 2”) having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 375,00,00,000 (Rupees three hundred seventy five crores only). The tenure of the said MLD Series 2 is 38 months from 18 March 2021, being date of allotment of the MLD Series 2 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 17 May 2024. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 16 April 2024. If identified 10 year G-Sec’s last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 18 March 2021, the coupon rate will be 6.65% p.a. If identified 10 year G-Sec’s last traded price as on final fixing date is less than or

aggregate leasable area of approximately 974,500 Sq. Ft. or thereabouts in buildings no. 6, 7 and 8 of Commerzone Yerawada (approx. 178,569 sq ft. in building no. 6, approx. 371,799 sq. ft. in building no. 7 and approx. 424,132 in building no. 8) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 25,313 sq. mtrs on which the said three building no. 6, 7 and 8, out of all those pieces and parcels of larger land are situate, lying and being in Village Yerawada, Taluka Haveli, District Pune (“Mortgaged Properties”) of MLD Series 1.

b) A charge on the escrow account in which receivables of the Mortgaged Properties of MBPPL shall be received.

c) Corporate guarantee executed by MBPPL.

Redemption terms:

a) MLD Series 1 are redeemable by way of bullet payment at the end of 577 days from the date of allotment, i.e. 29 April 2022.

b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 1 if the rating is downgraded to A+.

c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of these MLD Series 2, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 2 was listed on BSE Limited on 22 March 2021.

Security terms

MLD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- a) First and exclusive charge being created by way of equitable mortgage on the aggregate leasable area of approximately 13,71,442 Sq. Ft. or thereabouts in buildings no. 12A and Units of Building 12B of Madhapur, Hyderabad (approx. 12,69,140 sq. ft. in building no.12A and approx. 1,02,302 sq. ft in building no. 12B) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 29,842 sq. mtrs on which the said two building no.12A and 12B, out of all those pieces and parcels of larger land that are situated, lying and being in Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad ("Mortgaged Properties"), for MLD Series 2.

- b) First ranking exclusive charge to be created by way of a hypothecation over the Hypothecated Properties of MLD Series 2.

- c) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties of Sundew shall be received, save and except any common area maintenance charges payable to Sundew with respect to the maintenance of the mortgaged properties.

- d) Corporate guarantee executed by Sundew.

Redemption terms:

- a) MLD Series 2 are redeemable by way of bullet payment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 2 if the rating is downgraded to A+.
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

- d) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2")	Secured	Not Applicable	Not Applicable	On Maturity	On Maturity

- e) Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AAAr/Stable" to MLD Series 2 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

Note 3:

In December 2020, Mindspace Business Parks REIT issued 2,000 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 200,00,00,000 (Rupees two hundred crores only) with a coupon rate of 6.45% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 31 March 2021, with last coupon payment on the scheduled redemption date i.e. 16 December 2023. The tenure of the said NCD Series 1 is 36 months from 17 December 2020, being date of allotment.

This NCD Series 1 was listed on BSE Limited on 21 December 2020.

Security terms

NCD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 414,599 Sq. Ft. or thereabouts in buildings no. 1 and 5 of Commerzone Yerawada (approx. 43,200 sq. ft. in building no. 1 and approx. 371,399 in building no. 5) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 18,264.86 sq. mtrs on which the said two building no. 1 and 5, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 1.

- b) A charge on the escrow account in which receivables of the Mortgaged Properties shall be received save and except any common area maintenance charges payable to MBBPL with respect to the maintenance of the mortgaged properties.

- c) Corporate guarantee executed by MBPPL.

- e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1)	Secured	On Maturity	31 March 2021	On Maturity	30 June 2021

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 1 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

Note 4:

In March 2021, Mindspace Business Parks REIT issued 750 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 75,00,00,000 (Rupees seventy five crores only) with a coupon rate of 6.69% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 30 June 2021, with last coupon payment on the scheduled redemption date i.e. 17 May 2024. The tenure of the said NCD Series 2 is 38 months from 18 March 2021, being date of allotment.

NCD Series 2 was listed on BSE Limited on 22 March 2021.

Security terms

NCD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge being registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 151,460 Sq. Ft. or thereabouts in building no. 4 of Commerzone Yerawada together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 9,561 sq. mtrs on which the said building, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 2.

- b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.

- c) Corporate guarantee executed by MBPPL.

Redemption terms:

- a) NCD Series 1 are redeemable by way of bullet repayment at the end of 36 months from the date of allotment, i.e. 16 December 2023.
- b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March, 2021) until the scheduled redemption date.
- c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
- d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.



Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Redemption terms:

- a) NCD Series 2 are redeemable by way of bullet repayment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- b) Interest is payable on the last day of each financial quarter in a year (starting from 30 June, 2021) until the scheduled redemption date.
- c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
- d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.
- e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2)	Secured	Not Applicable	Not Applicable	On Maturity	30 June 2021

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 2 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

Other requirements as per SEBI circular (No. SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018) for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs).

Particulars	As at and for the year ended 31 March 2021
Security / Asset cover (MLD Series 1)(refer a below)	2.20
Security / Asset cover (NCD Series 1)(refer b below)	2.34
Security / Asset cover (MLD Series 2)(refer c below)	2.34
Security / Asset cover (NCD Series 2)(refer d below)	2.40
Debt-equity ratio (refer e below)	0.07
Debt-service coverage ratio (refer f below)	26.40
Interest-service coverage ratio (refer g below)	26.40
Net worth (₹ in million) (refer h below)	165,789

Formulae for computation of ratios are as follows basis Standalone Financial Statements:-

- a) Security / Asset cover ratio (MLD Series 1) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of MLDs + Interest accrued thereon)

b) Security / Asset cover ratio (NCD Series 1) = Lower of Fair value of the secured assets as on 31 March 2021 as computed by two independent valuers / (Outstanding principal amount of NCDs + Interest accrued thereon)

c) Security / Asset cover ratio (MLD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of MLDs + Interest accrued thereon)
- d) Security / Asset cover ratio (NCD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of NCDs + Interest accrued thereon)

e) Debt equity ratio = Borrowings / Total Equity

f) Debt Service Coverage Ratio = Earnings before interest, depreciation and tax/ (Interest expenses + Principal repayments made during the period)

g) Interest Service Coverage Ratio =Earnings before interest, depreciation and tax/ Interest expenses

h) Net worth = Corpus + Unit capital + Other equity
- Borrowings = Non current borrowings + Current borrowings + Current maturities of long-term borrowings + Interest accrued

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Movement of borrowings (secured)

Particulars	As at 31 March 2021	As at 31 March 2020
Opening Balance	-	-
Add: Drawdown made during the year	11,650	-
Less: Repayment during the year (Including Interest)	(189)	-
Add: Interest Expense for the year	226	-
Less: Transaction cost	(79)	-
Add: Unwinding trasaction cost for the year	4	-
Closing Balance	11,612	-

15 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Interest accrued but not due on debentures	185	-
Other payables to related party	8	-
	193	0

Current liabilities

16 TRADE PAYABLES

Particulars	As at 31 March 2021	As at 31 March 2020
Trade payable		
- Total outstanding dues to micro and small enterprises	-	-
-Total outstanding dues other than micro and small enterprises	13	-
	13	-

Notes:

- (i) All the trade payables are current in nature. The Trust's exposure to currency and liquidity risks related to trade payables is disclosed in note 32.
- (ii) The Trust does not have any dues of principal or interest to micro and small enterprises as at 31 March 2021 and 31 March 2020.

17 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Interest accrued but not due on debentures	2	-
Other liabilities		
- to related party*	17	49
- to others	-	-
	19	49

\* Expense of ₹ 17 million is payable to the Manager for Mindspace REIT Management Fees.

18 OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Statutory dues	6	-
	6	-

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 19 CURRENT TAX LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for Income Tax (Net of Advance Tax)	3	-
	<b>3</b>	<b>-</b>

## 20 INTEREST INCOME

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Interest income		
- on fixed deposits	1	-
- on loans given to SPVs (refer note 28)	788	-
	<b>789</b>	<b>-</b>

## 21 OTHER INCOME

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Guarantee Commission Fees	7	-
Net gains/(losses) on financial assets at fair value through profit or loss*	3	-
Gain on redemption of mutual fund units	2	-
	<b>12</b>	<b>-</b>

\* Gain on redemption of investment in preference shares invested in SPV.

## 22 OTHER EXPENSES

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Bank charges	1	-
Filing and stamping fees	3	15
Royalty Charges	1	8
Marketing and advertisement expenses	0	-
Brokerage Expenses	1	-
Miscellaneous expenses	1	-
	<b>7</b>	<b>23</b>

## 23 FINANCE COSTS

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Interest expense on debentures (refer note 14)	228	-
Interest expense on loans taken from SPV (refer note 28)	2	-
	<b>230</b>	<b>-</b>

## 24 TAX EXPENSE

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Current tax	5	-
	<b>5</b>	<b>-</b>

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Profit / (Loss) before tax	5,839	(49)
Domestic tax rate	42.74%	42.74%
Tax using the Mindspace REIT domestic tax rate	2,495	-
Effect of exempt incomes	(2,621)	-
Effect of non-deductible expenses	131	-
Tax expense	<b>5</b>	<b>-</b>

## 25 EARNINGS PER UNIT (EPU)

Basic EPU amounts are calculated by dividing the profit for the year attributable to unit holders by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit attributable to unit holders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The units of the Trust were allotted to Sponsor Group and Blackstone entities on 30 July 2020 and to the applicants of initial public offer on 4 August 2020.

The following reflects the profit and unit data used in the basic and diluted EPU computation

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Profit / (loss) after tax for calculating basic and diluted EPU	5,834	(49)
Weighted average number of Units (Nos)	397,555,169	Not Applicable
Earnings Per Unit		
- Basic (Rupees/unit)	14.67	Not Applicable
- Diluted (Rupees/unit)*	14.67	Not Applicable

\*Mindspace REIT does not have any outstanding dilutive units

## 26 MANAGEMENT FEES

### REIT Management Fees

Pursuant to the Investment Management Agreement dated 21 November 2019, the Manager is entitled to fees @ 0.5% of REIT Net Distributable Cash Flows which shall be payable either in cash or in units or a combination of both, at the discretion of the Manager. The fees has been determined for undertaking management of the REIT and its investments. The REIT Management fees accrued for the year ended 31 March 2021 are ₹ 34 million. There are no changes during the year in the methodology for computation of fees paid to the Manager.

## 27 ASSESSMENT OF POSSIBLE IMPACT RESULTING FROM COVID-19 PANDEMIC

Mindspace REIT has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations and carrying amounts of Loans given, Investments and other assets. Mindspace REIT, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Company. Mindspace REIT based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities Mindspace REIT will continue to monitor developments to identify significant impacts, if any, on the operations.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

28 RELATED PARTY DISCLOSURES

A Parties to Mindspace REIT as at 31 March 2021

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6		Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
10		Casa Maria Properties LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
11		Raghukool Estate Developement LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
12		Palm Shelter Estate Development LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
13		K. Raheja Corp Pvt. Ltd.	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Vinod Rohira

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
14		Inorbit Malls (India) Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha Ivory Properties & Hotels Pvt Ltd K Raheja Corp Private Limited	Ravi C. Raheja Neel C. Raheja Sunil Hingorani
15		Ivory Properties and Hotels Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Vinod Rohira Ramesh Valecha
16		K Raheja Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Vinod Rohira
17		Ivory Property Trust	Chandru L. Raheja Jyoti C. Raheja Ivory Properties & Hotels Pvt Ltd Ravi C. Raheja Neel C. Raheja (all are trustees)	-



Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
18		Genext Hardware & Parks Pvt. Ltd.	Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Chandru L. Raheja jointly with Jyoti C. Raheja, on behalf of the beneficiaries of Ivory Property Trust.	Ravi C. Raheja Neel C. Raheja Ramesh Valecha
19	Names of SPVs and their subsidiaries	1. Avacado Properties and Trading (India) Private Limited 2. Gigaplex Estate Private Limited 3. Horizonview Properties Private Limited 4. KRC Infrastructure and Projects Private Limited 5. Intime Properties Limited 6. Sundew Properties Limited 7. K. Raheja IT Park (Hyderabad) Limited 8. Mindspace Business Parks Private Limited. 9. Dices Realcon Private Limited. (upto 19 February 2021) 10. Educator Protech Private Limited (upto 19 February 2021) 11. Happy Eastcon Private Limited (upto 4 February 2021) 12. Sampada Eastpro Private Limited (upto 17 March 2021)		
20	Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP)	<b>Governing Board</b> Mr. Deepak Ghaisas Ms. Manisha Girotra Mr. Bobby Parikh Mr. Alan Miyasaki Mr. Ravi C. Raheja Mr. Neel C. Raheja <b>Key Managerial Personnel</b> Mr. Vinod Rohira Ms. Preeti Chheda		
21	Entities controlled/ jointly controlled by members of Governing Board.	Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Limited Sustain Properties Private Limited Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Limited Sundew Real Estate Private Limited Gencoval Strategic Services Private Limited Stemade Biotech Private Limited Hariom Infracilities Services Private Limited M/s Bobby Parikh & Associates		

\* only when acting collectively

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

B Transactions during the year	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Unsecured loans given to</b>		
Avacado Properties and Trading Pvt. Ltd.	4,498	-
Gigaplex Estate Private Limited	6,924	-
Horizonview Properties Pvt. Ltd.	4,490	-
Sundew Properties Limited	4,620	-
KRC Infrastructure and Projects Private Limited	2,080	-
Mindspace Business Parks Private Limited	4,070	-
<b>Unsecured loans taken from</b>		
Intime Properties Limited	150	-
<b>Investment in preference shares</b>		
Mindspace Business Parks Private Limited	334	-
<b>Redemption of investment in preference shares</b>		
Mindspace Business Parks Private Limited	337	-
<b>Unsecured loans repaid by</b>		
Avacado Properties and Trading Pvt. Ltd.	400	-
Gigaplex Estate Private Limited	2,104	-
Mindspace Business Parks Private Limited	1,300	-
Sundew Properties Limited	480	-
KRC Infrastructure and Projects Private Limited	1,220	-
<b>Unsecured loans repaid to</b>		
Intime Properties Limited	150	-
<b>Investment in equity share of SPVs</b>		
Avacado Properties and Trading (India) Private Limited	9,482	-
Gigaplex Estate Private Limited	13,121	-
Horizonview Properties Private Limited	0	-
KRC Infrastructure and Projects Private Limited	6,868	-
Intime Properties Limited	15,478	-
Sundew Properties Limited	33,722	-
K. Raheja IT Park (Hyderabad) Limited	25,618	-
Mindspace Business Parks Private Limited	48,814	-
<b>Trustee fee expenses</b>		
Axis Trustee Services Limited	2	-
<b>Dividend Income</b>		
Intime Properties Limited	925	-
Sundew Properties Limited	1,257	-
K. Raheja IT Park (Hyderabad) Limited	1,202	-
Mindspace Business Parks Private Limited	1,960	-
<b>Interest Income</b>		
Avacado Properties and Trading (India) Private Limited	205	-
Gigaplex Estate Private Limited	257	-
Horizonview Properties Private Limited	222	-
KRC Infrastructure and Projects Private Limited	19	-
Sundew Properties Limited	23	-
Mindspace Business Parks Private Limited	62	-
<b>Interest Expense</b>		
Intime Properties Limited	2	-
<b>Gain on Redemption of Preference Shares</b>		
Mindspace Business Parks Private Limited	3	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Royalty Charges</b>		
Anbee Constructions LLP	-	1
Cape Trading LLP	-	1
Mindspace Business Parks Pvt Ltd	-	1
Ivory Properties & Hotels Pvt Ltd	-	1
K. Raheja Pvt Ltd	-	1
K. Raheja Corp Pvt Ltd	-	2
<b>Reimbursement of Expenses</b>		
K Raheja Corp Investment Managers LLP*	61	41
*Includes fees paid to M/s Bobby Parikh & Associates amounting to ₹ 0.48 million for the year ended 31 March 2021 and ₹ 1 million for the year ended 31 March 2020.		
<b>Investment Management Fees</b>		
K Raheja Corp Investment Managers LLP	34	-
<b>Payment to Sponsor Group in relation to Offer for Sale</b>		
Chandru L Raheja	10	-
Jyoti C Raheja	1,139	-
Ravi C Raheja	1,180	-
Neel C Raheja	1,180	-
Genext Hardware & Parks Private Limited	958	-
Inorbit Malls (India) Private Limited	1,506	-
Ivory Properties And Hotels Private Limited	3,387	-
Ivory Property Trust	10,357	-
K. Raheja Corp Private Limited	4,304	-
K. Raheja Private Limited	2,852	-
<b>Guarantee commission fees from SPV</b>		
KRC Infrastructure and Projects Private Limited	6	-
Horizonview Properties Private Limited	1	-
<b>Guarantee commission fees to SPV</b>		
Sundew Properties Limited	0	0
Mindspace Business Parks Pvt Ltd	9	-
<b>Initial receipt from Co-sponsor - received</b>		
Anbee Constructions LLP	-	0
Cape Trading LLP	-	0
<b>Issue of Unit capital</b>		
Anbee Constructions LLP	9,736	-
Cape Trading LLP	9,736	-
Capstan Trading LLP	11,301	-
Casa Maria Properties LLP	11,301	-
Chandru L. Raheja	8,984	-
Genext Hardware & Parks Private Limited	7,274	-
Inorbit Malls (I) Private Limited	1,541	-
Ivory Properties & Hotels Private Limited	3,466	-
Ivory Property Trust	13,008	-
Jyoti C. Raheja	3,912	-
K Raheja Corp Private Limited	14,468	-
K Raheja Private Limited	2,918	-
Neel C. Raheja	5,845	-
Palm Shelter Estate Development LLP	11,301	-
Raghukool Estate Developement LLP	9,958	-
Ravi C. Raheja	5,846	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

C Closing Balances	As at 31 March 2021	As at 31 March 2020
<b>Particulars</b>		
<b>Unsecured loan receivable (non-current)</b>		
Mindspace Business Parks Private Limited	2,770	-
Avacado Properties and Trading (India) Private Limited	4,098	-
Gigaplex Estate Private Limited	4,820	-
KRC Infrastructure and Projects Private Limited	860	-
Sundew Properties Limited	4,140	-
Horizonview Properties Private Limited	4,490	-
<b>Investment in equity shares of SPVs</b>		
Avacado Properties and Trading (India) Private Limited	9,482	-
Gigaplex Estate Private Limited	13,121	-
Horizonview Properties Private Limited	0	-
KRC Infrastructure and Projects Private Limited	6,868	-
Intime Properties Limited	15,478	-
Sundew Properties Limited	33,722	-
K. Raheja IT Park (Hyderabad) Limited	25,618	-
Mindspace Business Parks Private Limited	48,814	-
<b>Interest receivable (non current)</b>		
Mindspace Business Parks Private Limited	16	-
Gigaplex Estate Private Limited	94	-
Sundew Properties Limited	11	-
Avacado Properties and Trading (India) Private Limited	84	-
<b>Interest receivable (current)</b>		
Mindspace Business Parks Private Limited	2	-
<b>Guarantee commission fees receivable (non current)</b>		
KRC Infrastructure and Projects Private Limited	7	-
Horizonview Properties Private Limited	1	-
<b>Other Financial Liabilities (non current)</b>		
Sundew Properties Limited	0	-
Mindspace Business Parks Private Limited	8	-
<b>Other Financial Liabilities (current)</b>		
K Raheja Corp Investment Managers LLP	17	49
<b>Co-Sponsor Initial Corpus</b>		
Anbee Constructions LLP	0	0
Cape Trading LLP	0	0
<b>Corporate guarantees outstanding</b>		
Horizonview Properties Private Limited	689	-

**Note:** Mindspace REIT is in process of executing the corporate guarantees given to the financial institutions amounting to ₹ 13,086 million as on balance sheet date for the loan facilities availed by the SPVs.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

29 DETAILS OF UTILIZATION OF PROCEEDS OF IPO ARE AS FOLLOWS:

Objects of the issue as per the prospectus	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Partial or full pre-payment or scheduled repayment of certain debt facilities of the Asset SPVs availed from banks/financial institutions (including any accrued interest and any applicable penalties/ premium)	9,000	9,300	Refer note
Purchase of Non Convertible Redeemable Preference Shares of MBPPL	334	334	-
General Corporate Purposes and REIT Issue Expenses	666	366	Refer note
<b>Total</b>	<b>10,000</b>	<b>10,000</b>	<b>-</b>

**Note:** ₹ 300 million is used in excess for providing loans to Asset SPVs for the purpose of repayment of debt facilities of the SPVs.

30 DETAILS OF UTILIZATION OF PROCEEDS OF DEBENTURES ARE AS FOLLOWS:

Objects of the issue as per the Issue memorandum	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Providing loans to the SPVs for meeting their construction related expenses, working capital or general corporate requirements, repayment of financial indebtness, general corporate purposes including payment of fees and expenses in connection with the Issue, acquisition of commercial properties or such other purposes as stipulated in the transaction documents.	11,500	11,498	2
<b>Total</b>	<b>11,500</b>	<b>11,498</b>	<b>2</b>

31 COMMITMENTS AND CONTINGENCIES

a) Contingent Liabilities

Mindspace REIT has provided corporate guarantees for loans availed by Horizonview and the outstanding amount is ₹ 689 million.

Mindspace REIT is in process of executing corporate guarantees as on balance sheet date for loans availed by SPVs amounting to ₹ 13,086 million.

b) Statement of capital and other commitments

- i) There are no capital commitments as at 31 March 2021 and 31 March 2020.
- ii) Mindspace REIT is committed to provide financial support to some of its SPVs to ensure that these entities operate on going concern basis and are able to meet their debts and liabilities as they fall due.

32 FINANCIAL INSTRUMENTS:

(a) The carrying value and fair value of financial instruments by categories are as below:

Particulars	Carrying value 31 March 2021	Fair Value 31 March 2021	Carrying value 31 March 2020	Fair Value 31 March 2020
<b>Financial assets</b>				
Fair value through profit and loss	-	-	-	-
Fair value through other comprehensive income	-	-	-	-
<b>Amortized cost</b>				
Loans	21,178	-	-	-
Cash and cash equivalents	2,938	-	0	-
Other financial assets	215	-	-	-
<b>Total assets</b>	<b>24,331</b>	<b>-</b>	<b>0</b>	<b>-</b>
<b>Financial liabilities</b>				
Fair value through profit and loss	-	-	-	-
Fair value through other comprehensive income	-	-	-	-
<b>Amortized cost</b>				
Borrowings	11,425	-	-	-
Other financial liabilities	212	-	49	-
Trade payables	13	-	-	-
<b>Total liabilities</b>	<b>11,650</b>	<b>-</b>	<b>49</b>	<b>-</b>

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

The management considers that the carrying amounts of above financial assets and financial liabilities approximate their fair values.

(b) Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

- a) recognized and measured at fair value
- b) measured at amortized cost and for which fair values are disclosed in the Standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, Mindspace REIT has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(c) Financial instruments

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2021:

Particulars	Total	Level 1	Level 2	Level 3
<b>Financial assets &amp; liabilities measured at fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2020:

Particulars	Total	Level 1	Level 2	Level 3
<b>Financial assets &amp; liabilities measured at fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(d) Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended 31 March 2021 and 31 March 2020.

the future contracted cashflows discounted at the current market rate.

(e) Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- i) The fair value of mutual funds are based on price quotations at reporting date.
- ii) The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.
- iii) The fair values of borrowings at fixed rates are considered to be equivalent to present value of

(f) Financial risk management

Mindspace REIT has exposure to following risks arising from financial instruments:

- Credit risk (refer note (a) below)
- Liquidity risk (refer note (b) below)
- Market risk (refer note (c) below)

(a) Credit risk

Credit risk is the risk of financial loss to Mindspace REIT if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Mindspace REIT receivables and other financial assets. The carrying amounts of financial assets represent the maximum credit exposure.

Mindspace REIT holds cash and cash equivalents with credit worthy banks of ₹ 2,938 millions as at 31



Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

March 2021 (2020: ₹ 0 mn). The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

As at the reporting date, there is no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying value of each financial asset on the Balance Sheet.

(b) Liquidity risk

Liquidity risk is the risk that Mindspace REIT will not be able to meet its financial obligations as they become due. Mindspace REIT manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to Mindspace REIT reputation.

Maturities of financial liabilities

The below table provides details of the undiscounted cash flow (principal and interest) of non-derivative financial liabilities of Mindspace REIT based on the remaining contractual maturities including estimated Interest payments:

Particulars	Carrying Value	Contractual cash flows				
		0-12 months	1-2 years	2-5 years	More than 5 years	Total
<b>31 March 2021</b>						
Borrowings	11,425	-	5,000	6,500	-	11,500
Trade payables	13	13	-	-	-	13
Estimated interest payment	-	179	553	987	-	1,719
Other financial liabilities	212	19	183	10	-	212
<b>Total</b>	<b>11,650</b>	<b>211</b>	<b>5,736</b>	<b>7,497</b>	<b>-</b>	<b>13,444</b>
<b>31 March 2020</b>						
Borrowings	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-
Other financial liabilities	49	49	-	-	-	49
<b>Total</b>	<b>49</b>	<b>49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>49</b>

(c) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – which will affect the Mindspace REIT income or the value of its holdings of financial instruments. Mindspace REIT is domiciled in India and has its income and other transactions in its functional currency i.e. Rupees. Accordingly Mindspace REIT is not materially exposed to any currency risk.

Foreign exchange risk

Majority of transitions entered into by Mindspace REIT are denominated in Indian Rupees. Accordingly, Mindspace REIT does not have any material foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Mindspace REIT is not exposed to any material interest rate risk since all its debts are at fixed interest rates.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Fixed rate instruments</b>		
Fixed rate borrowings	11,425	-
<b>Variable rate instruments</b>		
Financial assets	21,178	-

33 CAPITAL MANAGEMENT

Mindspace REIT objectives when managing capital are:

- a. to ensure Midnspace REIT’s ability to continue as a going concern.
- b. to provide adequate return to unitholders

The capital structure of the Midnspace REIT consists of net debt and total unit capital of the Midnspace REIT. Midnspace REIT manages its capital to ensure that the Midnspace REIT will be able to continue as going concern while maximizing the return to unitholders through an optimum mix of debt and equity within the overall capital structure. Mindspace REIT governing board reviews the capital structure of Mindspace REIT considering the cost of capital and the risks associated with each class of capital.

Mindspace REIT adjusted net debt to equity ratio as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
Gross debt	11,687	-
Less: Cash and Cash equivalents	(2,938)	-
Adjusted net debt	<b>8,748</b>	-
Total equity	165,789	-
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.05</b>	-

34 SEGMENT REPORTING

Mindspace REIT does not have any Operating segments as at 31 March 2021 and hence, disclosure under Ind AS 108, Operating segments has not been provided in the Standalone financial statements.

35 INITIAL DISCLOSURE TO BE MADE BY AN ENTITY IDENTIFIED AS A LARGE CORPORATE (ANNEXURE A)

Sr. No.	Particulars	Details
1	Name of the entity	Mindspace Business Parks REIT
2	CIN / SEBI Registration No.	CIN - Not applicable SEBI Registration No. - IN/REIT/19-20/0003
3	Outstanding borrowing of the entity as on 31 <sup>st</sup> March, 2021	₹ 11500 million (₹ Eleven thousand five hundred million only)
4	Highest Credit Rating During the previous FY along with name of the Credit Rating Agency	For Issuer: CRISIL CCR AAA/Stable, ICRA - AAA Stable For Non-Convertible Debentures: CRISIL AAA/Stable For Market Linked Debentures: CRISIL PP-MLD AAAr/Stable
5	Name of Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	BSE Limited ("BSE")

We confirm that the Mindspace Business Parks REIT is a 'Large Corporate' as per the applicability criteria given under the SEBI circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.

Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Annual Disclosure to be made by an entity identified as a Large Corporate (Annexure B1)

Sr. No.	Particulars	Details
1	Name of the Entity	Mindspace Business Parks REIT
2	CIN / SEBI Registration No:	CIN - Not applicable SEBI Registration No. - IN/REIT/19-20/0003
3	Report filed for FY:	2020-21

Details of the borrowings

Sr. No.	Particulars	As on 31 March 2021
i	Incremental borrowing done in FY (a)	11,500
ii	Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	2,875
iii	Actual borrowings done through debt securities in FY (c)	11,500
iv	Shortfall in the mandatory borrowing through debt securities, if any (d) = (b) – (c)	Nil
v	Reasons for shortfall, if any, in mandatory borrowings through debt securities	N.A.

36 DISTRIBUTIONS

The Governing Board of the Manager to the Trust, in their meeting held on 14 May 2021, has declared distribution to unitholders of ₹ 4.81 per unit which aggregates to ₹ 2,852 million for the quarter ended 31 March 2021. The distributions of ₹ 4.81 per unit comprises ₹ 4.44 per unit in the form of dividend and ₹ 0.37 per unit in the form of interest payment.

Along with distribution of ₹ 4.78 per unit for the quarter ended 31 December 2020, the cumulative distribution for the year ended 31 March 2021 aggregates to ₹ 9.59 per unit. The distribution of ₹ 9.59 per unit comprises ₹ 8.69 per unit in the form of dividend and ₹ 0.90 per unit in the form of interest payment.

37 “0” REPRESENTS VALUE LESS THAN ₹ 0.5 MILLION.

Independent Auditor’s Report

To The Unitholders of Mindspace Business Parks REIT

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of Mindspace Business Parks REIT (the “REIT”) and its subsidiaries (the “Special Purpose Vehicles”) (together referred to as the “Mindspace Group”), which comprise the Consolidated Balance Sheet as at March 31, 2021, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Unitholders’ Equity for the year then ended, Consolidated Statement of Net Assets at fair value as at March 31, 2021 and Consolidated Statement of Total Returns at fair value for the year then ended, Statement of Net Distributable Cash Flows of the REIT and each of its special purpose vehicles for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT regulations”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT Regulations and other accounting principles generally accepted in India, of the consolidated state of affairs of the Mindspace Group as at March 31, 2021, and its consolidated profit including other comprehensive income, its consolidated cash flows, its consolidated changes in unitholders’ equity for the year ended March 31, 2021, net assets at fair value as at March 31, 2021, total returns at fair value and the net distributable cash flows of the REIT and each of its special purpose vehicles for the year ended on that date and other financial information of the Group.

Key Audit Matter:

Fair Value of investment properties:

In accordance with REIT Regulations, the REIT discloses Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets and liabilities. As at March 31, 2021, fair value of total assets was ₹ 266,099 million, out of which fair value of investment properties was ₹ 256,508 million representing 96% of the fair value of total asset.

The fair value of investment properties is determined by an independent valuer using discounted cash flow method and mix of market approach and discounted cash flow method, as applicable.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SA) issued by Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Mindspace Group in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matters

- (i)

We draw attention to note 45 of the consolidated financial statements regarding freehold land and building thereon (Paradigm, Malad) held by special purpose vehicle, Avacado Properties and Trading (India) Private Limited which is presently under litigation. Pending the outcome of the proceedings and a final closure of the matter, no adjustments have been made in the consolidated financial statements. Our opinion is not modified in respect of this matter.
- (ii)

We draw attention to note 2 which describes the Basis of preparation of consolidated financial statements and note 20 which describes the presentation of “Unit Capital” as “Equity” instead of compound financial instrument to comply with the REIT Regulations.

Our opinion is not modified in respect of these matters.

Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matters to be communicated in our report.

Auditor’s Response:

Principal Audit Procedures Performed:

Our audit procedures related to the forecasted market rent, terminal capitalization rates and discount rate used to determine the fair value of investment properties included the following, among others:

- We obtained the independent valuer’s valuation reports to obtain an understanding of the source of information used by the independent valuer in determining these assumptions.

Key Audit Matter:

While there are several assumptions that are required to determine the fair value of investment properties; assumptions with the highest degree of estimate, subjectivity and impact on fair values are forecasted market rent, terminal capitalization rate and discount rate. Auditing these assumptions required a high degree of auditor judgement as the estimates made by the independent valuer contains significant measurement uncertainty.

Refer Statement of Net assets at fair value and Statement of total returns at fair value and note 6 – Investment Properties in the consolidated financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

- K. Raheja Corp Investment Manager LLP (the "Investment Manager") in its capacity as an Investment Manager is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Management of the Investment Manager (the "Management") is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows, consolidated changes in unitholders' equity of the Mindspace Group, net assets at fair value, total returns at fair value and the net distributable cash flows of the of the REIT and each of its special purpose vehicles in accordance with the requirements of the REIT regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations. The respective Board of Directors of the companies included in the Mindspace Group are responsible for maintenance of adequate accounting records for safeguarding the assets of the Mindspace Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

Auditor's Response:

- We tested the reasonableness of inputs shared by management with the independent valuer by comparing it to source information used in preparing the inputs.
- We evaluated the reasonableness of management's forecasted market rent by comparing it with sample of lease agreements for market rentals, and contractual lease escalations.
- With the assistance of our fair valuation specialist, we evaluated the reasonableness of forecasted market rent, terminal capitalization rates and discount rate by comparing it with market information such as recent market transactions for comparable properties, market surveys by property consultants and broker quotes, as applicable.

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Investment Manager of the REIT, as aforesaid.

In preparing the consolidated financial statements, the Governing Board of the Investment Manager and the respective Board of Directors of the companies included in the Mindspace Group are responsible for assessing the ability of the REIT and respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Governing Board of the Investment Manager along with respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The Governing Board and the respective Board of Directors of the companies included in the Mindspace Group are also responsible for overseeing the financial reporting process of the Mindspace Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Mindspace Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Mindspace Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Mindspace Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the REIT and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by REIT regulations, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Unitholders' Equity, and Statement of Net Distributable Cashflows of the REIT and each of its special purpose vehicles dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
- c) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT Regulations and other accounting principles generally accepted in India.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
(Firm's Reg. No. 117366W/W-100018)  
  
[Nilesh Shah](#)  
Partner  
(Membership No.49660)  
(UDIN: 21049660AAAABQ1855)

Place: Mumbai  
Date: 14-May-2021



Consolidated Balance Sheet

as at 31 March 2021

(All amounts in ₹ million unless otherwise stated)			
	Note	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	1,556	-
Capital work-in-progress		22	-
Investment property	6	194,579	-
Investment property under construction	7	15,317	-
Other intangible assets	8	1	-
<b>Financial assets</b>			
- Investments	9	18	-
- Other financial assets	10	1,927	-
Deferred tax assets (net)	11	1,543	-
Non-current tax assets (net)	12	1,064	-
Other non-current assets	13	957	-
<b>Total non-current assets</b>		<b>216,984</b>	<b>-</b>
<b>Current assets</b>			
Inventories	14	51	-
<b>Financial assets</b>			
- Trade receivables	15	214	-
- Cash and cash equivalents	16 A	3,539	0
- Other bank balances	16 B	123	-
- Other financial assets	17	1,129	-
Other current assets	18	511	-
<b>Total current assets</b>		<b>5,567</b>	<b>0</b>
<b>Total assets before regulatory deferral account</b>		<b>222,551</b>	<b>0</b>
Regulatory deferral account - assets		167	-
<b>Total assets</b>		<b>222,718</b>	<b>0</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Corpus	19	0	0
Unit Capital	20	162,839	-
Other equity	21	191	(49)
<b>Equity attributable to unit holders of the Mindspace REIT</b>		<b>163,030</b>	<b>(49)</b>
Non-controlling interest	62	9,104	-
<b>Total equity</b>		<b>172,134</b>	<b>(49)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	22	33,489	-
- Other financial liabilities	23	2,699	-
Provisions	24	28	-
Deferred tax liabilities (net)	25	258	-
Other non-current liabilities	26	524	-
<b>Total non-current liabilities</b>		<b>36,998</b>	<b>-</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	27	2,574	-
- Trade payables	28		-
- total outstanding dues of micro enterprises and small enterprises		52	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		813	-
- Other financial liabilities	29	9,172	49
Provisions	30	21	-
Other current liabilities	31	924	-
<b>Total current liabilities</b>		<b>13,556</b>	<b>49</b>
<b>Total equity and liabilities before regulatory deferral account</b>		<b>222,688</b>	<b>0</b>
Regulatory deferral account - liabilities		30	-
<b>Total equity and liabilities</b>		<b>222,718</b>	<b>0</b>
<b>Significant accounting policies</b>			
See the accompanying notes to the Consolidated Financial Statements	3		
	4-64		

As per our report of even date attached.

for Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

Nilesh Shah  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

Neel C. Raheja  
Member  
DIN: 00029010

Vinod N. Rohira  
Chief Executive Officer  
DIN: 00460667

Preeti N. Chheda  
Chief Financial Officer  
DIN: 08066703

Place: London  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Consolidated Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)			
	Note	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>INCOME AND GAINS</b>			
Revenue from operations	32	11,381	-
Interest	33	133	-
Other income	34	51	-
<b>Total Income</b>		<b>11,565</b>	<b>-</b>
<b>EXPENSES</b>			
Cost of work contract services		274	-
Cost of materials sold		2	-
Cost of power purchased		341	-
Employee benefits expense	35	115	-
Cost of property management services	36	191	-
Trustee fees		2	-
Valuation fees		9	-
Insurance expense		57	-
Audit fees		23	1
Management fees		316	-
Repairs and maintenance	37	416	-
Legal & professional fees		138	25
Impairment Loss	7	176	-
Other expenses	38	1,039	23
<b>Total Expenses</b>		<b>3,099</b>	<b>49</b>
<b>Earnings/(loss) before finance costs, depreciation and amortization, regulatory income / expense and tax</b>		<b>8,466</b>	<b>(49)</b>
Finance costs	39	1,707	-
Depreciation and amortization expense	40	1,964	-
<b>Profit/(loss) before rate regulated activities and tax</b>		<b>4,795</b>	<b>(49)</b>
Add: Regulatory income/ (expense) (net)		32	-
Add: Regulatory income/(expense) (net) in respect of earlier years		(33)	-
<b>Profit/(loss) before tax</b>		<b>4,794</b>	<b>(49)</b>
Current tax	41	1,033	-
Deferred tax charge	41	628	-
MAT credit (entitlement)	41	(216)	-
<b>Tax expense</b>		<b>1,445</b>	<b>-</b>
<b>Profit/(Loss) for the period/year</b>		<b>3,349</b>	<b>(49)</b>
<b>Profit/(Loss) for the period/year attributable to unit holders of Mindspace REIT</b>		<b>3,075</b>	<b>(49)</b>
<b>Profit for the period/year attributable to non-controlling interests</b>		<b>274</b>	<b>-</b>
<b>Other comprehensive income</b>			
A. (i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit liability/ (asset)		(0)	-
(ii) Income tax relating to above		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to above		-	-
<b>Other comprehensive income attributable to unit holders of Mindspace REIT</b>		<b>(0)</b>	<b>-</b>
<b>Other comprehensive income attributable to non controlling interests</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period/ year</b>		<b>3,349</b>	<b>(49)</b>
<b>Total comprehensive income /(loss) for the period / year attributable to unit holders of Mindspace REIT</b>		<b>3,075</b>	<b>(49)</b>
<b>Total comprehensive income for the period/year attributable to non controlling interests</b>		<b>274</b>	<b>-</b>
Earnings per unit	50		
Basic		7.74	Not Applicable
Diluted		7.74	Not Applicable
<b>Significant accounting policies</b>	3		
See the accompanying notes to the Consolidated Financial Statements	4-64		

\* Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Consolidated Statement of Profit and Loss with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

Nilesh Shah  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

Neel C. Raheja  
Member  
DIN: 00029010

Vinod N. Rohira  
Chief Executive Officer  
DIN: 00460667

Preeti N. Chheda  
Chief Financial Officer  
DIN: 08066703

Place: London  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

## Consolidated Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>A CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	4,794	(49)
Adjustments for:		
Depreciation and amortization expense	1,964	-
Finance costs	1,707	-
Interest income	(133)	-
Provision for doubtful debts (net)	11	-
Gain on redemption of preference shares	(3)	-
Gain on redemption of mutual fund units	(5)	-
Lease Rent	5	-
Liabilities no longer required written back	(40)	-
Inventory written off	1	-
Impairment Loss	176	-
<b>Operating profit/(loss) before working capital changes</b>	<b>8,477</b>	<b>(49)</b>
<b>Movement in working capital</b>		
Decrease in inventories	5	-
(Increase) in trade receivables	(272)	-
Decrease in other non-current financial assets	23	-
(Increase) in other current financial assets	(1,145)	-
Decrease in other non-current assets	14	-
Decrease in other current assets	19	-
Increase in other non current financial liabilities	136	-
Increase in other current financial liabilities	183	49
Increase in other current liabilities and provisions	114	-
Increase in regulatory deferral account (assets / liabilities)	0	-
Increase in trade payables	543	-
<b>Cash generated from operations</b>	<b>8,095</b>	<b>0</b>
Direct taxes paid net of refund received	(571)	-
<b>Net cash generated from operating activities (A)</b>	<b>7,525</b>	<b>0</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditure incurred on investment property and investment property under construction including capital advances, net of capital creditors	(3,555)	-
Purchase of property, plant and equipment and intangible assets	(30)	-
Investment in mutual fund	(9,612)	-
Proceeds from redemption of mutual fund	9,617	-
Movement in fixed deposits	(127)	-
Loans repayment received from body corporates	12,382	-
Purchase of Investments (Preference shares)	(334)	-
Interest received	1,526	-
<b>Net cash generated from investing activities (B)</b>	<b>9,867</b>	<b>-</b>

## Consolidated Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from external borrowings	3,542	-
Repayment of external borrowings	(34,785)	-
Proceeds from issue of units	10,000	-
Collection towards Offer For Sale	35,000	-
Payment to Sponsor Group and Blackstone entities in respect of Offer For Sale	(35,000)	-
Proceeds from issue of non-convertible debentures	11,500	-
Expenses incurred towards Initial Public Offering	(264)	-
Non-convertible debentures issue expenses	(70)	-
Proceeds from Corpus	-	0
Payment towards lease liabilities	(16)	-
Dividend paid (including tax)	(3,253)	-
Recovery Expense Fund Deposits	(1)	-
Finance costs paid	(1,697)	-
<b>Net cash (used in) from financing activities (C)</b>	<b>(15,044)</b>	<b>-</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>2,348</b>	<b>0</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>0</b>	<b>-</b>
<b>Cash and cash equivalents acquired due to asset acquisition (refer note 44)</b>	<b>(883)</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,465</b>	<b>0</b>
<b>Cash and cash equivalents comprises (refer note no. 16A &amp; 27)</b>		
Cash on hand	2	-
Balance with banks		
- on current accounts	3,060	0
- in escrow accounts	64	-
Deposit accounts with less than or equal to three months maturity	413	-
Less: Bank overdraft	(2,074)	-
<b>Cash and cash equivalents at the end of the year</b>	<b>1,465</b>	<b>0</b>
<b>Significant accounting policies (refer note 3)</b>		

### Note:

- The Trust has issued units in exchange for acquisition of assets during the period ended 30 September 2020. The same has not been reflected in Consolidated Statement of Cash Flows for the year ended 31 March, 2021 since these were non-cash transactions. (refer note 44)  
See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

\* Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Consolidated Statement of Cash Flow with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

**Nilesh Shah**  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

<b>Neel C. Raheja</b> Member DIN: 00029010	<b>Vinod N. Rohira</b> Chief Executive Officer DIN: 00460667	<b>Preeti N. Chheda</b> Chief Financial Officer DIN: 08066703
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Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
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# Consolidated Statement of changes in Unit holder's Equity

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

A. CORPUS

	Amount
Balance as on 18 November 2019*	-
Corpus received during the period**	0
Balance as on 31 March 2020	0
Balance as on 1 April 2020	0
Additions during the year	-
Closing balance as at 31 March 2021	0

\*\*Corpus received during the period ₹ 10,000 (Rupees Ten Thousand only)

B. UNIT CAPITAL

	Amount
Balance as on 18 November 2019*	-
Units issued during the period	-
Balance as at 31 March 2020	-
Balance as at 1 April 2020	-
Add: Units issued during the period (refer note 20)	163,080
Less: Issue expenses	(241)
Balance as at 31 March 2021	162,839

C. OTHER EQUITY

	Amount
Retained Earnings	
Balance as on 18 November 2019*	-
Loss for the period	(49)
Balance as at 31 March 2020	(49)
Balance as at 1 April 2020	(49)
Add: Profit / (loss) for the year	3,075
Add: Other comprehensive income	-
Less: Distribution to Unitholders for the quarter ended 31 December 2020**	(2,835)
Balance as at 31 March 2021	191

\*\* The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Mindspace REIT under the REIT Regulations.

Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

\* Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Consolidated Statement of changes in Unit holder's Equity with effect from said period ie 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's registration number: 117366W/W-100018

Nilesh Shah

Partner

Membership number: 49660

Place: Mumbai

Date: 14-May-2021

for and on behalf of the Governing Board of

K Raheja Corp Investment Managers LLP

(acting as the Manager to Mindspace Business Parks REIT)

Neel C. Raheja

Member

DIN: 00029010

Place: London

Date: 14-May-2021

Vinod N. Rohira

Chief Executive Officer

DIN: 00460667

Place: Mumbai

Date: 14-May-2021

Preeti N. Chheda

Chief Financial Officer

DIN: 08066703

Place: Mumbai

Date: 14-May-2021

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

A) Statement of Net Assets At Fair Value (Total)

S. No.	Particulars	As at 31 March 2021	
		Book Value*	Fair Value
A	Assets	222,718	266,099
B	Liabilities**	50,584	50,395
C	Net Assets (A-B)	172,134	215,704
D	Less: Non controlling interests	9,104	10,998
E	Net Assets attributable to Mindspace REIT (C-D)	163,030	204,706
F	No. of units	593,018,182	593,018,182
G	NAV (E/F)	274.92	345.19

\* as reflected in the Balance Sheet

\*\*excluding lease liabilities in Fair value

Measurement of fair values:

The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

Valuation technique

The fair value measurement for all of the Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress has been categorized as a Level 2 / Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

Notes:

1. Project wise break up of Fair value of Assets as at 31 March 2021 is as follows

Particulars	Fair value of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress	Other assets at book value	Total assets*
Intime	17,742	3,293	21,035
KRIT	27,386	6,306	33,692
Sundew	56,926	1,877	58,803
MBPPL			
MBPPL - Mindspace Airoli East	42,699	6,490	80,009
MBPPL - Mindspace Pocharam	2,746		
MBPPL - Commerzone Yerwada	19,606		
MBPPL - The Square, Nagar Road	8,468		
Gigaplex	36,474	289	36,763
Avacado			
Avacado - Mindspace Malad	9,569	2,699	16,173
Avacado - The Square, BKC	3,905		
KRC Infra	-		
KRC Infra - Gera Commerzone Kharadi	18,899	743	25,621
KRC Infra - Camplus	5,979		
Horizonview	6,993	255	7,248
Mindspace REIT	-	24,344	24,344
Less: Eliminations and Other Adjustments*		(37,589)	(37,589)
Total	257,392	8,707	266,099
Less: Non-controlling interest	(11,226)	(1,262)	(12,488)
Total attributable to owners	246,167	7,445	253,611

\* It includes eliminations primarily pertaining to inter company lending / borrowing and consolidation adjustments



# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- 2
- Other assets at book value excludes capital advances, unbilled revenue and finance lease receivable (which form part of fair valuation of the Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress).
- 3
- Gigaplex has made an application for denotification of a part of the SEZ into Non-SEZ. Therefore, the fair valuation has been computed by valuers considering that part as Non-SEZ unit.
- 4
- Power Deemed Distribution License operations in Gigaplex, MBPPL and KRC Infra have been valued by the valuer separately using Discounted Cash Flow method.
- 5
- Liabilities at book value for calculation of fair value of NAV, excludes lease liability (which is factored in fair valuation of the Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress).

**Significant accounting policies - refer note 3**  
See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a>	<a href="#">Vinod N. Rohira</a>	<a href="#">Preeti N. Chheda</a>
Member	Chief Executive Officer	Chief Financial Officer
DIN: 00029010	DIN: 00460667	DIN: 08066703

Place: London	Place: Mumbai	Place: Mumbai
Date: 14-May-2021	Date: 14-May-2021	Date: 14-May-2021

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

**B) Statement of Total Return at Fair Value (Attributable to unit holders of Mindspace REIT)**

Total Return - Attributable to unit holders of Mindspace REIT		For the year ended 31 March 2021
S. No.	Particulars	
A	Total comprehensive Income	3,076
B	Add: Changes in fair value not recognized in total comprehensive income (refer note below)	5,548
<b>C (A+B) Total Return</b>		<b>8,624</b>

**Notes:**

- 1
- Measurement of fair values:**  
The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.
- 2
- In the above statement, changes in fair value not recognized for the year ended 31 March 2021 have been computed based on the change in fair values from 31 July 2020 (30 July 2020 being the date of acquisition for SPVs) to 31 March 2021 adjusted for change in book value of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 31 July 2020 to 31 March 2021.
- 3
- For the purpose of determination of fair values of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress as at 31 July 2020 (30 July 2020 being the date of acquisition for SPVs), additions to Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 1 April 2020 to 31 July 2020 are added to fair value as on 31 March 2020 (as per summary valuation report dated 10 June 2020).

**Significant accounting policies - refer note 3**  
See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a>	<a href="#">Vinod N. Rohira</a>	<a href="#">Preeti N. Chheda</a>
Member	Chief Executive Officer	Chief Financial Officer
DIN: 00029010	DIN: 00460667	DIN: 08066703

Place: London	Place: Mumbai	Place: Mumbai
Date: 14-May-2021	Date: 14-May-2021	Date: 14-May-2021

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

NET DISTRIBUTABLE CASH FLOWS (NDCF) PURSUANT TO GUIDANCE UNDER PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

(i) Mindspace REIT Standalone

Sr. No.	Description	For the year ended 31 March 2021
1.	Cash flows received from Asset SPVs including but not limited to:	
	• interest	456
	• dividends (net of applicable taxes)	5,344
	• repayment of REIT Funding	-
	• proceeds from buy-backs/ capital reduction (net of applicable taxes)	-
	• redemption proceeds from preference shares or any other similar instrument	-
2.	Add: Proceeds from sale of investments, assets, sale of shares of Asset SPVs, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at Mindspace REIT level adjusted for the following: (3) & (4)	7,620
	• applicable capital gains and other taxes, if any	-
	• debts settled or due to be settled from sale proceeds	-
	• transaction costs	(50)
	• proceeds re-invested or planned to be reinvested in accordance with the REIT regulations	-
	• any acquisition	-
	• investments as permitted under the REIT regulations	-
	• lending to Asset SPVs	(7,570)
	as maybe deemed necessary by the Manager	
3.	Add: Proceeds from sale of investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest in accordance with the REIT Regulations, if such proceeds are not intended to be invested subsequently	-
4.	Add: Any other income received by Mindspace REIT not captured herein	2
5.	Less: Any other expenses paid by Mindspace REIT not captured herein	(72)
6.	Less: Any expense in the nature of capital expenditure at Mindspace REIT level	-
7.	Less: Net debt repayment / (drawdown), redemption of preference shares / debentures / any other such instrument / premiums / any other obligations / liabilities, etc., as maybe deemed necessary by the Manager	-
8.	Add/Less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager (5) & (6)	(24)
9.	Less: Interest paid on external debt borrowing at Mindspace REIT level	-
10.	Less: Income tax and other taxes (if applicable) at the standalone Mindspace REIT level	-
	Net Distributable Cash Flows (NDCF)	5,706

- Notes:**
1.

The Governing Board of the Manager to the Trust, in their meeting held on 14 May 2021, has declared distribution to unitholders of ₹ 4.81 per unit which aggregates to ₹ 2,852 million for the quarter ended 31 March 2021. The distributions of ₹ 4.81 per unit comprises ₹ 4.44 per unit in the form of dividend and ₹ 0.37 per unit in the form of interest payment.

Along with distribution of ₹ 4.78 per unit for the quarter ended 31 December 2020, the cumulative distribution for the year ended 31 March 2021 aggregates to ₹ 9.59 per unit. The distribution of ₹ 9.59 per unit comprises ₹ 8.69 per unit in the form of dividend and ₹ 0.90 per unit in the form of interest payment.
2.

Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.
3.

Lending to SPVs from fund raised at REIT level before 1 October 2020 has been excluded for the purpose of NDCF calculation.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

4.
- Repayment of REIT funding which is further lent to SPVs has been captured under “Liquidation of assets”
5.
- Lending to and repayment from SPVs within the same quarter has been adjusted under “Other Adjustments”
6.
- Borrowing from and repayment to SPVs within the same quarter has been adjusted under “Other Adjustments”

Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

Nilesh Shah  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

Neel C. Raheja  
Member  
DIN: 00029010

Vinod N. Rohira  
Chief Executive Officer  
DIN: 00460667

Preeti N. Chheda  
Chief Financial Officer  
DIN: 08066703

Place: London  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016  
ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016  
NET DISTRIBUTABLE CASH FLOWS (NDCF) PURSUANT TO GUIDANCE UNDER PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

For the year ended 31 March 2021 pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sr. No.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination (4)	Total
1.	Profit after tax as per Statement of profit and loss/income and expenditure (standalone) (A)	105	1,357	(606)	177	(28)	524	671	901	-	3,101
2.	Add: Depreciation and amortization as per Statement of profit and loss/income and expenditure	37	220	60	172	71	17	17	153	-	747
3.	Add/less: Loss/gain on sale of real estate assets	-	-	-	-	-	-	-	-	-	-
4.	Add: Proceeds from sale of real estate assets, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at the Asset SPV level adjusted for the following:	2,170	2,370	220	2,430	860	250	315	4,380	(1,925)	11,070
	• debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
	• transaction costs	-	-	-	-	-	-	-	-	-	-
	• proceeds re-invested or planned to be reinvested in accordance with the REIT Regulations	-	-	-	-	-	-	-	-	-	-
	• any acquisition	-	-	-	-	-	-	-	-	-	-
	• investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-	-	-
5.	Add: Proceeds from sale of real estate assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
6.	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	45	1	267	(11)	172	(9)	2	30	-	497
7.	Add: Cash flow received from Asset SPV and investment entity, if any including (applicable for Holdco only, to the extent not covered above): • repayment of the debt in case of investments by way of debt • proceeds from buy-backs/ capital reduction 8. Add: Interest on borrowings from Mindspace REIT 9. Add/less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager <sup>(2,3 &amp; 5)</sup> 10. Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Mindspace REIT), overheads, etc.	-	-	-	-	-	-	-	-	-	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sr. No.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination (4)	Total
11.	Less: Net debt repayment / (drawdown) / redemption of preference shares / debentures / any other such instrument / premiums / accrued interest / any other obligations / liabilities etc., to parties other than Mindspace REIT, as may be deemed necessary by the Manager	(2,086)	(2,136)	272	(1,817)	476	0	71	(3,420)	805	(7,835)
12.	Less: Proceeds to shareholders other than Mindspace REIT through buyback of shares/ capital reduction/ dividend paid on preference or equity capital, buyback distribution tax if any paid on the same, and further including buyback distribution tax, if applicable on distribution to Mindspace REIT <sup>(6)</sup>	-	-	-	-	-	(114)	(149)	(155)	-	(418)
Total Adjustments (B)		387	645	759	656	(12)	279	510	379	(1,120)	2,483
Net Distributable Cash Flows (C) = (A + B)		492	2,002	153	833	(40)	803	1,181	1,280	(1,120)	5,584

Note 1 : Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.

Note 2: Lending to and repayment from REIT within the same quarter has been adjusted under “Other Adjustments” .

Note 3: Borrowing from and repayment to REIT within the same quarter has been adjusted under “Other Adjustments” .

Note 4: For the purpose of eliminations, repayment of Inter SPV loans and repayment of loans from REIT (further lent to Asset SPVs) is considered.

Note 5: During the half year ended 31 March 2021, a total amount of ₹ 603 million has been booked in other adjustments pursuant to lease commencement of fit outs.

Note 6: As per Chapter V, clause 16(a) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time, the entity is required to distribute not less than 90% of net distributable cash flows of the entity to Mindspace REIT in proportion of its holding in the SPV subject to applicable provisions in the Companies Act, 2013. As per distribution policy adopted by the governing board of Mindspace REIT’s Manager (K Raheja Corp Investment Managers LLP), any proceeds to shareholders other than Mindspace REIT is reduced to arrive at net distributable cash flows (NDCF).

The above note has been prepared as per the distribution policy adopted by the governing board of Mindspace REIT’s Manager, which is forming part of the Final offer document of Mindspace REIT and does not represent amount available for declaring dividend as per section 123 of the Companies Act, 2013 read with Declaration and Payment of Dividend Rules 2014.

Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for Deloitte Haskins & Sells LLP Chartered Accountants Firm's registration number: 117366W/W-100018	for and on behalf of the Governing Board of K Raheja Corp Investment Managers LLP (acting as the Manager to Mindspace Business Parks REIT)
Nilesh Shah Partner Membership number: 49660 Place: Mumbai Date: 14-May-2021	Vinod N. Rohira Chief Executive Officer DIN: 00460667 Place: Mumbai Date: 14-May-2021
	Preeti N. Chheda Chief Financial Officer DIN: 08066703 Place: Mumbai Date: 14-May-2021



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

1 ORGANIZATION STRUCTURE

The consolidated financial statements ('Consolidated Financial Statements') comprise financial statements of Mindspace Business Parks Real Estate Investment Trust ('Mindspace Business Parks REIT/ Mindspace REIT), its SPVs Mindspace Business Parks Private Limited ('MBPPL'), Gigaplex Estate Private Limited ('Gigaplex'), Sundew Properties Limited ('Sundew') Intime Properties Limited ('Intime'), K. Raheja IT Park (Hyderabad) Limited ('KRIT'), KRC Infrastructure and Projects Private Limited ('KRC Infra'), Horizonview Properties Private Limited ('Horizonview'), Avacado Properties and Trading (India) Private Limited ('Avacado') (individually referred to as 'Special Purpose Vehicle' or 'SPV' and together referred to as 'Mindspace Business Parks Group'/'Mindspace Group'). The SPVs are companies domiciled in India.

Anbee Constructions LLP ('ACL') and Cape Trading LLP ('CTL') collectively known as (the 'Sponsors' or the 'Co-Sponsors') have set up the 'Mindspace Business Parks REIT' as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 18th November 2019 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 having registration number RN:IN/REIT/19-20/003. The

Trustee to Mindspace REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Mindspace REIT is K Raheja Corp Investment Managers LLP (the 'Investment Manager').

The objectives and principal activity of Mindspace REIT is to carry on the activity of a real estate investment trust, as permissible under the REIT Regulations, to raise funds through the REIT, to make Investments in accordance with the REIT Regulations and the Investment Strategy and to carry on the activities as may be required for operating the REIT, including incidental and ancillary matters thereto.

Mindspace REIT acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone entities in the SPVs on 30 July 2020. In exchange for these equity interests, the above shareholders have been allotted 55,66,54,582 Units of Mindspace Parks REIT issued at ₹ 275 each.

Mindspace REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 4 August 2020. All these units were subsequently listed on the Bombay Stock Exchange (BSE Limited) and National Stock Exchange (NSE) on 7 August 2020."

The brief activities and shareholding pattern of the SPVs are provided below:

Name of the SPV	Activities	Shareholding (in percentage) upto 30 July 2020	Shareholding (in percentage) as at 31 March 2021
MBPPL	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai), Pune and Pocharam (Hyderabad). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 9 April 2015.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (10.58%) Mrs. Jyoti C. Raheja jointly with Mr. Chandru L. Raheja (8.01%) Capstan Trading LLP (8.01%) Casa Maria Properties LLP (8.01%) Palm Shelter Estate Development LLP (8.01%) K. Raheja Corp Private Limited (6.47%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Anbee Constructions LLP (6.37%) Cape Trading LLP (6.37%) Raghukool Estate Developement LLP (5.26%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%) Others (3.17%)	Mindspace Business Parks REIT: 100%

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Shareholding (in percentage) upto 30 July 2020	Shareholding (in percentage) as at 31 March 2021
Gigaplex	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai).The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 19 April 2016.	K Raheja Corp Private Limited (58.90%) Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja (37.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (3.59%) Others (0.01%)	Mindspace Business Parks REIT: 100%
Sundew	The SPV is engaged in development and leasing/licensing of IT park, SEZ to different customers in Hyderabad.	Genext Hardware & Parks Private Limited (19.20%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11.00%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (9.97%) Casa Maria Properties LLP (5.85%) Raghukool Estate Developement LLP (5.85%) Capstan Trading LLP (5.85%) Palm Shelter Estate Development LLP (5.85%) Anbee Constructions LLP (5.23%) Cape Trading LLP (5.23%) Others (11.02%)	Mindspace Business Parks REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
Intime	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	Chandru Raheja jointly with Jyoti Raheja (23.98%) BREP Asia SG Pearl Holding (NQ) Pte Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11.00%) Casa Maria Properties LLP (6.12%) Raghukool Estate Developement LLP (6.12%) Capstan Trading LLP (6.12%) Palm Shelter Estate Development LLP (6.12%) Anbee Constructions LLP (5.47%) Cape Trading LLP (5.47%) Others (14.65%)	Mindspace Business Parks REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRIT	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11.00%) Palm Shelter Estate Development LLP (9.50%) Casa Maria Properties LLP (9.50%) Raghukool Estate Developement LLP (9.50%) Capstan Trading LLP (9.50%) Anbee Constructions LLP (8.50%) Cape Trading LLP (8.50%) Ivory Properties And Hotels Private Limited (8.22%) Chandru L. Raheja jointly with Jyoti C. Raheja (6.00%) Others (4.83%)	Mindspace Business Parks REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRC Infra	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) and Information Technology Parks. The SPV has its project in Kharadi Pune.The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Kharadi, Pune from 1 June 2019.	K Raheja Private Limited (42.50%) K Raheja Corp Private Limited (42.50%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%)	Mindspace Business Parks REIT: 100%
Horizonview	The SPV is engaged in development and leasing/licensing of IT park to different customers in Chennai.	Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Others (0.05%)	Mindspace Business Parks REIT: 100%

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Shareholding (in percentage) upto 30 July 2020	Shareholding (in percentage) as at 31 March 2021
Avacado	The SPV has developed an Industrial park for the purpose of letting out to different customers in Paradigm building at Malad-Mumbai and is being maintained and operated by the SPV. The SPV also has a commercial project in Bandra Kurla Complex, Mumbai.	Anbee Constructions LLP (13.18%) Cape Trading LLP (13.18%) Capstan Trading LLP (14.53%) Raghukool Estate Developement LLP (14.53%) Casa Maria Properties LLP (14.53%) Palm Shelter Estate Development LLP (14.53%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) Others (0.57%)	Mindspace Business Parks REIT: 100%

2 BASIS OF PREPARATION

The Consolidated Financial Statements of Mindspace Business Parks REIT comprise the Consolidated Balance Sheet as at 31 March 2021, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Statement of Cash Flow for the year ended 31 March 2021, the Statement of Changes in Unitholders Equity for the year ended 31 March 2021, the Statement of Net Distributable Cashflows of Mindspace Business Parks REIT and each of the SPVs for the year ended 31 March 2021, the Statement of Total Returns at Fair Value for the year ended 31 March 2021, the Statement of Net Assets at Fair Value as at 31 March 2021 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures. The Consolidated financial statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT regulations”); Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations (refer note 20 on presentation of “Unit Capital” as “Equity” instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The Consolidated Financial Statements were authorized for issue in accordance with the resolution passed by the Governing Board of the Manager on 14 May 2021.

Statement of compliance to Ind AS: These Consolidated Financial Statements for the year ended 31 March 2021 have been prepared in accordance with the REIT regulations; Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations as more fully described above and note 20 to the Consolidated financial statements.

Basis of Consolidation

Mindspace Business Parks Group consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of Mindspace Business parks REIT and its subsidiary SPVs as disclosed in note 1. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity’s returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The procedure for preparing Consolidated Financial Statements of Mindspace Business Parks Group are stated below:

- a)

The financial statements of Mindspace Business Parks Group are consolidated for like items and intragroup balances and transactions for assets and liabilities, equity, income, expenses and cash flows between entities of Mindspace Business Parks Group are eliminated in full upon consolidation.
- b)

Andhra Pradesh Industrial Infrastructure Corporation Limited, which is a shareholder in Intime, KRIT and Sundew have not agreed to exchange their equity interest in the SPVs (Intime, KRIT and Sundew), thus, Mindspace Business Parks REIT has recorded a non-controlling interests for these SPVs. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest proportionate share of the fair value of the acquiree’s identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests’ share of subsequent changes in equity.
- c)

The figures in the notes to accounts and disclosures have been Consolidated line by line and Inter-company transactions and balances

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- including unrealized profits are eliminated in full on consolidation.
- d)

MBPPL had applied to the MCA for striking of the name of the four subsidiaries Dices Realcon Pvt Ltd, Sampada Eastpro Pvt Ltd, Happy Eastcon Pvt Ltd, Educator Protech Pvt Ltd on 19 March 2019. The application was processed and the Ministry of Corporate Affairs vide order dated 10.02.2021, 17.03.2021, 04.02.2021, 19.02.2021 issued Notice of Strike off resulting in dissolution of the below four subsidiaries. Accordingly, actual write off of investment has been made in the financial year ending 31st March 2021 and consequently the provision for impairment loss made is reversed. Further, in view of the current status of striking off notice, no consolidation for subsidiaries is required.
- e)

Mindspace Business Parks Group holds 4% of the equity share capital of Stargaze Properties Private Limited, a company involved in the real estate development. Mindspace Business Parks Group is of the view that it is not able to exercise significant influence over Stargaze Properties Private Limited and hence it has not been accounted using equity method.

3 SIGNIFICANT ACCOUNTING POLICIES

- (a)

Functional and presentation currency

The Consolidated Financial Statements are presented in Indian rupees, which is Mindspace Business Parks Group’s functional currency and the currency of the primary economic environment in which Mindspace Business Parks Group operates. All financial information presented in Indian rupees has been rounded off to nearest million except otherwise stated.
- (b)

Basis of measurement

The Consolidated Financial Statements are on the historical cost basis, except for the following:

•

Certain financial assets and liabilities (refer accounting policy regarding financial instrument): measured at fair values;

•

Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan.
- (c)

Use of judgements and estimates

The preparation of the Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires

- management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.
- Estimated and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.
- Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements is included in the following notes:
- Presentation of “Unit Capital” as “Equity” in accordance with the REIT Regulations instead of compound instrument (note 20)
- Estimation of lease term for revenue recognition
- Estimation of useful life of property, plant and equipment and investment property
- Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used and income taxes.
- Impairment and Fair valuation of Investment Property, Investment property under construction, Property, plant and equipment and Capital work-in-progress
- Recognition and measurement of provisions for contingencies and disclosure of contingent liabilities (note 45)
- Applying the concentration test for acquisition made during the year.
- Mindspace Group has applied judgment in determining whether the acquisition of SPVs during the year are considered to be asset acquisitions or business combinations. Mindspace Group has also applied the optional concentration test available under Ind AS 103. Significant judgement involved in allocating the cost of the acquisition to the assets and liabilities acquired based upon their relative fair values determined by independent valuers at the acquisition date, and no goodwill is recognized. – refer note 44 on Asset acquisition.
- d)

Current versus non-current classification

Mindspace Business Parks Group presents assets and liabilities in the Consolidated Balance Sheet based on current/ non-current classification:

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Mindspace Business Parks Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Mindspace Business Parks Group has identified twelve months as its operating cycle.

(e) Measurement of fair values

Mindspace Business Parks Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Mindspace Business Parks Group has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, Mindspace Business Parks Group uses

observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

3.1 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract are measured initially at the fair value and in accordance with Ind AS 109 unless on a case to case basis company elects to account for financial guarantee as Insurance Contracts as specified under Ind AS 104.

3.2 Property, plant and equipment

- (a) **Recognition and measurement**  
Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is charged when the assets are ready for their intended use. Purchase price or construction cost is defined as any consideration paid or fair value of any other consideration given to acquire the asset.
- (b) **Subsequent expenditure**  
Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to Mindspace Business Parks Group. Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to Mindspace Business Parks Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

(c) Depreciation

Depreciation / amortization is provided using straight line method as per the useful life of the assets estimated by the management over the balance useful life. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Companies Act 2013, are listed in the table below. Depreciation on addition / deletion of property, plant and equipment made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)	
	Power assets	Other assets
Right to use - Leasehold land	Balance Lease term	-
Buildings*	75/90	-
Plant and machinery	15	15
Electrical installation*	15	15
Computers	3	3
Temporary Structure*	-	1
Office equipment*	4	4
Furniture and fixtures*	-	7
Vehicles*	-	5

\*For these class of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Companies Act, 2013.

- (1) Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.
- (2) Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition.
- (3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

(d) De-recognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Consolidated Statement of Profit and Loss.

(e) Capital work in progress

Property, plant and equipment under construction is disclosed as capital work in progress which is carried at cost less any recognized impairment losses. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid and expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under other non current assets as advances on capital account and capital work-in-progress respectively.

3.3 Intangible assets

- (a) **Recognition and measurement**  
An intangible asset is an identifiable non-monetary asset without physical substance. Intangible assets with finite useful lives that are acquired separately are initially measured at its cost and then carried at the cost less accumulated amortization and impairment, if any. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less impairment, if any.
- (b) **Subsequent expenditure**  
Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in the Consolidated Statement of Profit and Loss as incurred.
- (c) **Amortization**  
Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortization is recognized in the Consolidated Statement of Profit and Loss on a straight line method over the estimated useful lives of intangible assets, from the date that they are available for use.

Asset group	Estimated Useful Life (in years)
	Other assets
Computer Softwares	3
Trademarks	10



Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(d) De-recognition
An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal, gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Consolidated Statement of Profit and Loss when the asset is derecognized.

3.4 Investment property
(a) Recognition and measurement
Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by Mindspace Business Parks Group are classified as investment property.

Investment properties are initially recognized at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirement of Ind AS 16's requirements for cost model i.e. Cost less depreciation less impairment losses, if any. Depreciation is charged when the investment property is ready for its intended use. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project. Plant and machinery, furniture and fixtures, office equipment and electrical equipments which are physically attached to the commercial buildings are considered as part of investment property. Acquisitions and disposals are accounted for at the date of completion of acquisitions and disposals.

(b) Subsequent expenditure
Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to Mindspace Business Parks Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

(c) Depreciation
Depreciation / amortization is provided using straight line method as per the useful life of the assets estimated by the management over the balance useful life. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Companies Act 2013 and listed in the table below. Depreciation on addition / deletion of investment property made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

Asset group	Estimated Useful Life (in years)
Right to use - Leasehold land	Balance Lease term
Buildings*	75/90
Infrastructure and development	15
Roadwork*	15
Plant and machinery	15
Office equipment*	4
Furniture and fixtures*	7
Electrical installation*	15

\* For these class of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Companies Act, 2013.

Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition.

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

(d) Fair Value
Fair value of investment property is based on a valuation by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Statement of Net assets at Fair Value.

(e) De-recognition
An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss in the period in which the property is de-recognized.

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

(f) Investment properties under construction
Property that is being constructed for future use as investment property is accounted for as investment property under construction until assets are ready for their intended use.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment properties under construction represent the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

Advance paid for acquisition of investment property which are not ready for their intended use at each balance sheet date are disclosed under other non current assets as capital advance.

3.5 Impairment of assets
Mindspace Business Parks Group assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, Mindspace Business Parks Group estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the Consolidated Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Consolidated Statement of Profit and Loss.

3.6 Borrowing costs
Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the general borrowings. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost incurred by the SPVs on inter-company loans is continued to be capitalized only to the extent Mindspace Group has incurred external borrowing cost.

3.7 Inventories
(a) Measurement of inventory
Inventories comprise of building material and components. Contractual work in progress, in respect of third party customers, is classified as work in progress. Mindspace Business Parks Group measures its inventories at the lower of cost and net realizable value.

(b) Cost of inventories
The cost of inventories of building material and components and work in progress comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

(c) Net realizable value
Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.8 Revenue recognition
(a) Facility rentals
Revenue from property leased out under an operating lease is recognized over the lease term on a straight line basis, except where there is an uncertainty of ultimate collection.

(b) Revenue from works contractual services
Revenue from works contractual service is accounted for on the basis of completion of work as per the specification and agreement with the customer.

(c) Maintenance services
Maintenance income is recognized over a period of time for services rendered to the customers.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (d) **Revenue from power supply**  
Revenue from power supply is accounted for on the basis of billings to consumers and includes unbilled revenues accrued up to the end of the accounting year. Mindspace Business Parks Group determines surplus/deficit i.e. excess/ shortfall of aggregate gain over return on equity entitlement for the period in respect of its operations based on the principles laid down under the respective Tariff Regulations as notified by Maharashtra Electricity Regulatory Commission (MERC), on the basis of the tariff order issued by it. In respect of such surplus/deficit, appropriate adjustments as stipulated under the regulations are made during the period. Further, any adjustments that may arise on annual performance review by the MERC under the tariff regulations is made after the completion of such review.
- (e) **Finance Lease**  
For assets let out under finance lease, Mindspace Business Parks Group recognizes a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.
- (f) **Sale of surplus construction material and scrap**  
Revenue from sale of surplus construction material is recognized on transfer of risk and rewards of ownership which is generally on dispatch of material.
- 3.9 Recognition of dividend income, interest income:**

(i) Dividend income is recognized in profit or loss on the date on which Mindspace REIT group has right to receive payment is established.

(ii) Interest income is recognized on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

(iii) Delayed payment charges and interest on delayed payments are recognized, on time proportion basis, except when there is uncertainty of ultimate collection.

3.10 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income in which case, the current and deferred tax are also recognized in equity and other comprehensive income respectively.

- (a) **Current tax**  
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.
- (b) **Deferred tax**  
Deferred tax asset/liability is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured that are expected to apply to the period when the asset is realized or the liability is settled, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Mindspace Business Parks Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.
- Deferred tax is not recognized for:

  - Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
  - Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that Mindspace Business Park Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
- Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.
- For operations carried out under tax holiday period (80IA benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends. In the situations where one or more units of the Group are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.
- (c) **Minimum Alternate Tax (MAT)**  
MAT credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and shown as MAT credit entitlement under deferred tax assets. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

3.11 Earnings per unit (EPU):

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unit holders of Mindspace REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the

- weighted average number of units which could have been issued on the conversion of all dilutive potential units.
- Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per unit or increase loss per units are included.
- 3.12 Provisions, contingent liabilities and contingent assets**  
Provisions are recognized when Mindspace Business Parks Group has a present legal or constructive obligation as a result of a past event, it is probable that Mindspace Business Parks Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of Mindspace Business Parks Group.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

3.13 Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Consolidated Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the year-end and not covered by forward contracts, are translated at the year-end at the closing exchange rate and the resultant

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

exchange differences are recognized in the Consolidated Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

3.14 Leases

As a Lessor

Mindspace Business Parks Group enters into lease agreements as a lessor with respect to some of its investment properties.

Leases for which Mindspace Business Parks Group is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When Mindspace Business Parks Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of Mindspace Business Parks Group's net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on Mindspace Business Parks Group's net investment outstanding in respect of the leases.

As a Lessee

Mindspace Business Parks Group assesses whether a contract is or contains a lease, at inception of a contract. Mindspace Business Parks Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, Mindspace Business Parks Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined,

Mindspace Business Parks Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Consolidated balance sheet as Lease Liability.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Mindspace Business Parks Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever Mindspace Business Parks Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

and measured under Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets'. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. Mindspace Business Parks Group applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 3.4. Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Consolidated Statement of Profit and Loss.

3.15 Financial instruments

1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognized when Mindspace Business Parks Group becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Consolidated Statement of Profit and Loss.

2 Financial assets:

(a) Classification of financial assets:

- (i) Mindspace Business Parks Group classifies its financial assets in the following measurement categories:
  - those to be measured subsequently at fair value (either through other comprehensive income, or through the Consolidated Statement of Profit and Loss), and
  - those measured at amortized cost.
- (ii) The classification is done depending upon Mindspace Business Parks Group's business model for managing the financial assets and the contractual terms of the cash flows.
- (iii) For investments in debt instruments, this will depend on the business model in which the investment is held.

- (iv) Mindspace Business Parks Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Subsequent Measurement

(i) Debt instruments:

Subsequent measurement of debt instruments depends on Mindspace Business Parks Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which Mindspace Business Parks Group classifies its debt instruments:

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through the Consolidated Statement of Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through the Consolidated Statement of Profit and Loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Consolidated Statement of Profit and Loss.

(ii) Equity instruments:

Mindspace Business Parks Group subsequently measures all equity investments at fair value. There are two measurement categories into which Mindspace Business Parks Group classifies its equity instruments:



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless Mindspace Business Parks Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Investments in equity instruments at FVTOCI:

On initial recognition, Mindspace Business Parks Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Consolidated Statement of Profit and Loss on disposal of the investments, but is transferred to retained earnings.

(c) Impairment of financial assets:

Mindspace Business Parks Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, Mindspace Business Parks Group measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, Mindspace Business Parks Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(d) De-recognition of financial assets:

A financial asset is primarily de-recognized when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) Mindspace Business Parks Group has transferred its rights to receive cash flows from the asset; and

Mindspace Business Parks Group has transferred substantially all the risks and rewards of the asset, or

Mindspace Business Parks Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognized in Consolidated Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by the SPV is recognized as a separate asset or liability.

3 Financial liabilities and equity instruments

(a) Classification as debt or equity

Financial liabilities and equity instruments issued by Mindspace Business Parks Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of Mindspace Business Parks Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of Mindspace Business Parks Group's own equity instrument is recognized and deducted directly in equity. No gain or loss is recognized in the Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of Mindspace Business Parks Group's own equity instruments.

(c) Compound financial instruments

The component parts of compound financial instruments issued by Mindspace Business Parks Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of Mindspace Business Parks Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible instrument using the effective interest method.

(d) Financial Liabilities

• Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Consolidated Statement of Profit and Loss, or b) at amortized cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

Mindspace Business Parks Group's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through the Consolidated Statement of Profit and Loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Consolidated Statement of Profit and Loss. Amortized cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortized cost using the Effective Interest Rate method.

• Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in the Consolidated Statement of Profit and Loss when the liabilities are derecognized.

4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when

there is a currently enforceable legal right to offset the recognized amounts and there is an intention either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

3.16 Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, demand deposits, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.17 Statement of Cash flow

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of Mindspace Business Parks Group are segregated. For the purpose of the Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of Mindspace Business Parks Group's cash management.

As per para 8 of Ind AS 7 "where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. Bank overdraft, in the Consolidated Balance Sheet, is included as 'borrowings' under Financial Liabilities.

3.18 Employee benefits plan

Disclosure pursuant to Ind AS – 19 'Employee benefits'

(1) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognized in the year in which the employee rendered the related services. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the year.

(2) Long term employee benefits Defined contribution plans

Contributions to defined contribution schemes such as provident fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Mindspace Business Parks Group's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense. The above benefits are classified as defined contribution

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

schemes as Mindspace Business Parks Group has no further defined obligations beyond the monthly contributions.

Defined benefit plan

Mindspace Business Parks Group's gratuity benefit scheme is a defined benefit plan. Mindspace Business Parks Group has determined the gratuity liability based on internal calculation based on the number of years completed and last drawn basic salary as mentioned in the Payment of Gratuity Act, 1972. The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries / SPVs using the projected unit credit method. The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated Statement of Profit and Loss.

Other long term employee benefits - Compensated absences

Benefits under compensated absences are accounted as other long-term employee benefits. Mindspace Business Parks Group has determined the liability for compensated absences based on internal calculation which is determined on the basis of leave credited to employee's account and the last drawn salary. Mindspace Business Parks Group's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation / by SPVs using the projected unit credit method. Remeasurement is recognized in the Consolidated Statement of Profit and Loss in the period in which they arise. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability.

3.19 Statement of net assets at fair value

The disclosure of Statement of Net Assets at Fair Value comprises of the fair values of the real estate assets and facility management business as well as book

values of the total liabilities and other assets of all SPVs consolidated. The fair value of the real estate assets and facility management business are reviewed regularly by the independent property valuer taking into consideration market conditions existing at the reporting date, using generally accepted market practices. The independent valuer is leading independent appraiser with a recognized and relevant professional qualification and experience. Such independent appraisals are carried out on half yearly basis.

3.20 Statement of total returns at fair value

The disclosure of total returns at fair value comprises of the total Comprehensive Income as per the Consolidated Statement of Profit and Loss and Other Changes in Fair Value of investment property, investment property under construction, property, plant and equipment and capital work in progress where the cost model is followed which were not recognized in total Comprehensive Income.

3.21 Earnings before finance costs, depreciation and amortization, regulatory income / expense and tax

Mindspace Business Parks Group has elected to present earnings before interest, depreciation and amortization, regulatory income / expense and tax as a separate line item on the face of the Consolidated Statement of Profit and Loss. Mindspace Business Parks Group measures earnings before interest, depreciation and amortization, regulatory income / expense and tax on the basis of profit/(loss) from continuing operations.

3.22 Subsequent events

The Consolidated Financial Statements are adjusted to reflect events that occur after the reporting date but before the Consolidated Financial Statements are issued. The Consolidated Financial Statements have their own date of authorization, which differs from that of the financial statements of the entities which are part of Mindspace REIT group. Therefore, when preparing the Consolidated Financial Statements, management considers events up to the date of authorization of these financial statements.

3.23 Errors and estimates

Mindspace Business Parks Group revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Consolidated financial statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

3.24 Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in the Consolidated Statement of Profit and Loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated, and any equity-accounted investee is no longer equity accounted.

3.25 Segment Information

Primary segment information

The primary reportable segment is business segments.

Business segment

Mindspace Business Parks Group is organized into the two operating divisions - 'real estate', and 'power distribution', which are determined based on the internal organization and management structure of Mindspace Business Parks Group and its system of internal financial reporting and the nature of its risks and its returns. The Governing Board of the manager has been identified as the chief operating decision maker (CODM). CODM evaluates Mindspace Business Parks Group's performance, allocates resources based on analysis of various performance indicators of Mindspace Business Parks Group as disclosed below.

Real estate

Real estate comprises development of project/property under special economic zone (SEZ), information technology parks (IT parks) and other commercial project/building. After development of the project/property, the same is leased out to the different customers. Real Estate will also include Facilities Maintenance services received from tenants for common area maintenance (CAM) services. Mindspace Business Parks Group has its project/property in Mumbai, Hyderabad, Pune and Chennai. Mindspace Business Parks Group executes works contracts for construction of buildings based on customers specification and requirements.

Power distribution

The state power regulator has taken on record the SEZ developer MBPPL, Gigaplex, Sundew and KRC Infra as Deemed Distribution Licensee for Power. The approved SPV being Deemed Distributor, supplies power to customers within the notified SEZ.

Secondary segment information

Mindspace Business Parks Group's operations are based in India and therefore Mindspace Business Parks Group has only one geographical segment - India.

3.26 Non-controlling interests

Non-controlling interests represent the share of reserves and capital attributable to the shareholders of the SPVs who have not agreed to exchange their shares in the SPVs for units of Mindspace REIT and will not become the unitholders of Mindspace REIT. Below is the list of shareholders of the SPVs for whom non-controlling interest has been recognized. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

SPV	Shareholder	% Holding in SPV (As on reporting date)
KRIT	Andhra Pradesh Industrial Infrastructure Corporation Limited	11.0%
Intime	Andhra Pradesh Industrial Infrastructure Corporation Limited	11.0%
Sundew	Andhra Pradesh Industrial Infrastructure Corporation Limited	11.0%

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of Mindspace REIT and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance.

3.27 Cash distribution to unit holders

The Group recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Govering Board of the Manager. A corresponding amount is recognized directly in equity.

3.28 Applicability of new and revised Ind AS:

New and amended standards adopted by the Mindspace REIT.

Mindspace REIT has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2020:

- Definition of material - amendments to Ind AS 1 and Ind AS 8
- Definition of business - amendments to Ind AS 103
- Covid-19 related concessions - amendments to Ind AS 116

Consolidated Financial Statements  
for the year ended 31 March 2021

• Interest rate benchmark reform - amendments to Ind AS 109 and Ind AS 107

The amendments listed above except one related to Ind AS 103 (refer note 44), did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

3.29 Distribution Policy

The Net Distributable Cash Flows of Mindspace REIT are based on the cash flows generated from Mindspace REIT’s assets and investments.

In terms of the Distribution Policy and the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, in proportion of their shareholding in the Asset SPV, subject to applicable provisions of the Companies Act or the LLP Act. Presently, NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment, proceeds of

any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable law.

The Manager is required to and shall declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions (“REIT Distributions”) to the Unitholders. Such REIT Distributions shall be declared and made for every quarter of a Financial Year.

4 Pursuant to the share acquisition agreements entered between Mindspace REIT, Sponsor Group and Blackstone Entities for acquisition of the shares of the Asset SPVs held by the Sponsor Group and Blackstone Entities, the acquisition was effected on 30 July 2020. However, consolidation of the financials of these Assets SPVs has been done effective 1 August 2020 considering the impact of 1 day operation on the financial results is immaterial.

(All amounts in ₹ million unless otherwise stated)

Consolidated Financial Statements  
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

5 PROPERTY, PLANT AND EQUIPMENT  
Reconciliation of carrying amounts for the year ended 31 March 2021

Particulars	Power assets					Other assets					Total
	Right of use - Leasehold Land	Buildings	Plant and machinery	Electrical Installation	Right of use - Plant & Machinery	Plant and machinery	Electrical Installation	Office equipment	Computers	Furniture and fixtures	
Gross block (cost)											
At 18 November 2019	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2020	-	-	-	-	-	-	-	-	-	-	-
At 1 April 2020	-	-	-	-	-	-	-	-	-	-	-
Additions due to Asset acquisition	1	467	711	150	63	238	32	5	1	15	1,683
Additions during the year	-	-	-	-	-	26	2	-	0	(0)	28
Disposals	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	1	467	711	150	63	264	34	5	1	15	1,711
Accumulated depreciation											
At 18 November 2019	-	-	-	-	-	-	-	-	-	-	-
Charge for the period	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2020	-	-	-	-	-	-	-	-	-	-	-
At 1 April 2020	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	0	4	47	3	5	89	2	3	1	1	155
Disposals	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	0	4	47	3	5	89	2	3	1	1	155
Carrying amount (net)											
At 31 March 2020	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	1	463	664	147	58	175	32	2	0	14	1,556

Note: refer note 44 for Asset acquisition

MBPPL

(a) Power assets of MBPPL have been pledged as security against the borrowings. (Refer note 22)

(b) Leasehold land (power assets) of MBPPL is a part of land (admeasuring 198,997 sq mtrs. in Airoli, Navi Mumbai) which has been acquired on lease by MBPPL from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 31 July 2064. MBPPL has right to renewal of said lease for a further year of 99 years upon payment of premium as may be decided.

Sundew

(a) In the year 2013, Sundew had applied to The Andhra Pradesh Electricity Regulatory Commission (APERC) for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in Sundew’s SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Telangana State Electricity Regulatory Commission (TSERC), the successor to APERC passed an order identifying Sundew as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain conditions including the maintenance of debt equity ratio of 70:30 for power distribution business.



Consolidated Financial Statements

for the year ended 31 March 2021

(b) Sundew has filed miscellaneous applications before TSERC seeking modification/clarification of its order under regulation 38 & 39 of TSERC (Conduct of business) Regulations 2015 read with Regulations 52(iv) and (v) of the APERC (Distribution License) Regulations, 2013. TSERC disposed off the application without giving any consideration to the modification/clarification application filed. Sundew has filed a separate appeal to Appellate Tribunal of Electricity (APTEL). The matter was heard by APTEL on 2 May 2019 and the case was dismissed on 27 September 2019. Sundew has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India. The Matter is pending before Hon'ble Supreme Court of India.

6 INVESTMENT PROPERTY

Reconciliation of carrying amounts for the year ended 31 March 2021

Particulars	Freehold Land	Right of use - Leasehold Land	Buildings	Infrastructure and development	Roadwork	Plant and machinery	Furniture and fixtures	Electrical installation	Total
Gross block (cost or deemed cost)									
At 18 November 2019	-	-	-	-	-	-	-	-	-
Additions during the period	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
At 31 March 2020	-	-	-	-	-	-	-	-	-
As at 1 April 2020	-	-	-	-	-	-	-	-	-
Additions due to Asset acquisition	70,424	26,206	88,720	3,421	29	5,214	70	888	194,972
Additions during the year	-	-	862	112	-	436	11	113	1,534
Disposals	-	-	-	-	-	-	-	-	-
At 31 March 2021	70,424	26,206	89,582	3,533	29	5,650	81	1,001	196,506
Accumulated amortization									
At 18 November 2019	-	-	-	-	-	-	-	-	-
Charge for the period	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
At 31 March 2020	-	-	-	-	-	-	-	-	-
As at 1 April 2020	-	-	-	-	-	-	-	-	-
Charge for the year	-	328	822	195	1	401	10	52	1,809
Disposals	-	-	-	-	-	-	-	-	-
Impairment Loss*	-	-	118	-	-	-	-	-	118
At 31 March 2021	-	328	940	195	1	401	10	52	1,927
Carrying amount (net)									
At 31 March 2020	-	-	-	-	-	-	-	-	-
At 31 March 2021	70,424	25,878	88,642	3,338	28	5,249	71	949	194,579

Note: refer note 44 for Asset acquisition

Investment Property has been pledged as security for borrowings. Refer note 22 for details.

SPVs has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer note 54 for future minimum lease payments in respect of these properties till the expiry of lease term.

(All amounts in ₹ million unless otherwise stated)

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Horizonview

Conveyance of the proportionate share in the land will happen upon handover of 22% of the proportionate share of the constructed area belonging to the landowner as per the Joint Development Agreement.

Gigaplex

Lease hold land under Gigaplex is a part of land (admeasuring 202,300 sq. mtrs. in Airoli, Navi Mumbai) which has been acquired on lease from Maharashtra Industrial Development Corporation ('MIDC').The lease is due to expire on 28 June 2102.Gigaplex has right of renewal of said lease for a period of 95 years upon payment of premium as may be decided.

MBPPL

Leasehold land (admeasuring 198,997 sq mtrs. in Airoli, Navi Mumbai) has been acquired on lease by MBPPL from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 31 July 2064. MBPPL has right to renewal of said lease for a further period of 99 years upon payment of premium as may be decided.

Amount recognized in Consolidated Statement of Profit and Loss for investment properties:

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Rental Income	10,766	-
Direct operating expenses arising from investment property that generated rental income	1,925	-

Fair value disclosures:

Particulars	Amount
Fair value as at 31 March 2021	256,508
Fair value as at 31 March 2020	-

Measurement of fair values of investment property

Fair value hierarchy:

The fair values of Investment Property, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

Valuation technique:

The fair value measurement for all of the Investment Property, Investment property under construction and Capital work-in-progress has been categorized as a Level 2 / Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

Consolidated Financial Statements  
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

7 INVESTMENT PROPERTY UNDER CONSTRUCTION

The breakup of investment property under construction comprises upcoming buildings in various parks. The SPV wise details are as follows:

Particulars	As at 31 March 2021
MBPPL*	2,203
Gigaplex	7,579
Sundew	656
KRIT	627
KRC Infra	4,122
Avacado	130
Horizonview	0
<b>Total</b>	<b>15,317</b>

**Note:** refer note 44 for Asset acquisition

Gigaplex

Gigaplex has land admeasuring 2,02,300 sq. mtrs. at Airoli, Navi Mumbai. Gigaplex has so far constructed 6 buildings for commercial purposes (SEZ & Non-SEZ), part of which has been let out. The lease of the land is due to expire on 28 June 2102. Gigaplex has right of renewal of said lease for a period of 95 years upon payment of premium as may be decided.

KRC Infra

The cost of construction and other related expenses incurred on building no. G1 for Gera Developments Private Limited is classified under IPUC as on 31 March 2021, since KRC Infra is in the process of finalizing the arrangement with Gera Developments Private Limited.

\*During the year ended 31 March 2021, an impairment loss of ₹ 176 million has been recognized in the Consolidated Statement of Profit and Loss against Mindspace Pocharam, Hyderabad held by MBPPL ('Property') and recorded as "Buildings" under Investment Property and Investment Property under construction in the financial statements of the Group. These assets are used in the Group's "Real estate" segment. The Group has determined this Property as Cash Generating Unit (CGU) of the Group for the purpose of Ind AS 36. The impairment charge arose due to vacancies at the Property and the Group's expectation of longer time to lease the vacant area against earlier estimates, as a result of the existing market conditions due to Covid – 19 pandemic. The recoverable amount of ₹ 2,746 million as at 31 March 2021 as being is the higher of value in use and the fair value of the Property as per Ind AS 36 is considered for impairment and has been determined at the level of the CGU. In determining the fair value of the property as at 31 March 2021, the Independent Valuer has discounted the cash flows at a rate of 12.25% on a pre-tax basis.

Consolidated Financial Statements  
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

8 OTHER INTANGIBLE ASSETS

Reconciliation of carrying amounts for the year ended 31 March 2021

Particulars	Trademarks
<b>Gross block</b>	
<b>At 18 November 2019</b>	-
Additions during the period	-
Disposals	-
<b>As at 31 March 2020</b>	-
<b>As at 1 April 2020</b>	-
Additions due to Asset acquisition*	0
Additions	1
Disposals	-
<b>At 31 March 2021</b>	<b>1</b>
<b>Accumulated amortization</b>	
<b>At 18 November 2019</b>	-
Charge for the period	-
Disposals	-
<b>As at 31 March 2020</b>	-
<b>As at 1 April 2020</b>	-
Charge for the year	0
Disposals	-
<b>At 31 March 2021</b>	<b>0</b>
<b>Carrying amount (net)</b>	
<b>At 31 March 2020</b>	-
<b>At 31 March 2021</b>	<b>1</b>

\*includes trademark and computer softwares (less than ₹ 0.5 million)

**Note:** refer note 44 for Asset acquisition

9 INVESTMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Financial assets</b>		
<b>Investments in equity instruments</b>		
<b>Unquoted equity shares measured at FVTOCI</b>		
2,000 equity shares of Stargaze Properties Private Limited, face value of ₹ 10 each fully paid-up (31 March 2020: Nil)	0	-
<b>Financial assets</b>		
<b>Unquoted Investment in Government Securities at amortized cost</b>		
25,000 7.61% 'Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	3	-
25,000 8.24% GOI 2027 Bond (Face value ₹ 100), (31 March 2020: Nil)	3	-
25,000 7.17% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	2	-
22,000 7.26% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	2	-
22,000 7.06% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	2	-
10,000 7.72% GOI 2055 Bond (Face value ₹ 100), (31 March 2020: Nil)	1	-
18,000 7.26% GOI 2029 Bond (Face value ₹ 100), (31 March 2020: Nil)	2	-
28,700 7.40% GOI 2055 Bond (Face value ₹ 100), (31 March 2020: Nil)	3	-
	<b>18</b>	-
<b>Investments measured at cost (gross)</b>	-	-
<b>Investments measured at fair value through profit or loss</b>	-	-
<b>Investments measured at fair value through other comprehensive income</b>	<b>0</b>	-
<b>Investments measured at amortized cost</b>	<b>18</b>	-
<b>Aggregate amount of impairment recognized</b>	-	-
<b>Aggregate amount of quoted investments and market value thereof</b>	-	-
<b>Aggregate amount of unquoted investments</b>	<b>18</b>	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

10 OTHER FINANCIAL ASSETS (NON CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Fixed deposits with banks*	201	-
Unbilled revenue	496	-
Finance lease receivable	712	-
Security deposits for development rights	6	-
Security deposits	506	-
Other receivables	6	-
	<b>1,927</b>	<b>-</b>

\*Includes fixed deposits with banks amounting to ₹ 199 million held as lien against loan availed to support debt servicing and bank guarantees.

11 DEFERRED TAX ASSETS (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred tax assets (net) (refer note 43)	1,543	-
	<b>1,543</b>	<b>-</b>

12 NON-CURRENT TAX ASSETS (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
Advance tax (net of provision for tax)	1,064	-
	<b>1,064</b>	<b>-</b>

13 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Capital advances	577	-
Advance to vendors	12	-
Balances with government authorities	24	-
Prepaid expenses	344	-
	<b>957</b>	<b>-</b>

14 INVENTORIES (VALUED AT LOWER OF COST AND NET REALIZABLE VALUE)

Particulars	As at 31 March 2021	As at 31 March 2020
Building materials and components	51	-
	<b>51</b>	<b>-</b>

15 TRADE RECEIVABLES

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured</b>		
Considered good	214	-
Credit impaired	62	-
Less: loss allowance	(62)	-
	<b>214</b>	<b>-</b>

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

16A CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2021	As at 31 March 2020
Cash on hand	2	-
Balances with banks		
- in current accounts	3,060	0
- in escrow accounts	64	-
- in deposit accounts with original maturity of less than three months	413	-
	<b>3,539</b>	<b>0</b>

16B OTHER BANK BALANCES

Particulars	As at 31 March 2021	As at 31 March 2020
Fixed deposits with maturity remaining upto twelve months*	123	-
	<b>123</b>	<b>-</b>

\*Includes fixed deposits with banks amounting to ₹ 122 million held as lien against loan availed to support debt servicing and bank guarantees.

17 OTHER FINANCIAL ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Interest receivable		
- on fixed deposits	2	-
Interest accrued but not due		
- from others	41	-
Security deposit for development rights	61	-
Security deposits	23	-
Fixed deposits with banks*	221	-
Unbilled revenue	526	-
Finance lease receivable	209	-
Other receivables		
- Considered good	46	-
- Credit impaired	1	-
Less: loss allowance	(1)	-
	<b>1,129</b>	<b>-</b>

\* fixed deposits with banks amounting to ₹ 221 million held as lien against loan availed to support debt servicing and bank guarantees.

18 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Deposit / advance for supply of goods and rendering of services	61	-
Balances with government authorities	206	-
Prepaid expenses	244	-
	<b>511</b>	<b>-</b>

19 CORPUS

Corpus	Amount
<b>As at 18 November 2020</b>	-
Corpus received during the period*	0
<b>As at 31 March 2020</b>	<b>0</b>
<b>As at 1 April 2020</b>	0
Additions during the year	-
<b>Closing balance as at 31 March 2021</b>	<b>0</b>

\* Corpus received during the previous period ₹ 10,000 (Rupees Ten Thousand only)



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

20 UNIT CAPITAL

A. Unit Capital	No.	Amount
As at 18 November 2020	-	-
Units issued during the year	-	-
As at 31 March 2020	-	-
As at 1 April 2020	-	-
Units issued during the year		
- pursuant to the initial public offer, issued, subscribed and fully paid-up in cash (refer note a (ii) below)	36,363,600	10,000
- in exchange for equity interest in SPVs (refer note a (iii) below)	556,654,582	153,080
Less: Issue expenses	-	(241)
Closing balance as at 31 March 2021	593,018,182	162,839

**Note:** Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

(a) Terms/rights attached to Units

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Governing Board of the Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Mindspace Business Parks REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Mindspace Business Parks REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Mindspace Business Parks REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unitholders’ funds have been presented as “Equity” in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders’ Equity when the distributions are approved by the Governing Board of Investment Manager.

- (ii) Initial Public Offering of 3,63,63,600 Units for cash at price of ₹ 275 per Unit aggregating to ₹ 10,000 million.
- (iii) Mindspace REIT has acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone Entities in the SPVs. The acquisition of equity interest in the SPVs has been done by issue of 55,66,54,582 Units of ₹ 275 each as per the table below.

Name of the SPV	Number of Units allotted for acquiring equity interest held by Sponsor Group and Blackstone entities in SPVs		
	Sponsor group	Blackstone Entities	Total
Avacado	29,304,371	5,171,359	34,475,730
Horizonview	364	64	428
KRC Infra	21,224,693	3,745,522	24,970,215
Gigaplex	47,334,745	372,113	47,706,858
Intime	46,789,935	9,484,426	56,274,361
Sundew	101,943,753	20,664,275	122,608,028
KRIT	77,443,859	15,698,080	93,141,939
Mindspace	150,855,361	26,621,662	177,477,023
Total number of Units issued	474,897,081	81,757,501	556,654,582

(b) Unitholders holding more than 5 percent Units in the Trust (other than Sponsor and Sponsor Group)

Name of the unitholder	As at 31 March 2021	
	No of Units	% holding
BREP Asia SG Pearl Holding (NQ) Pte Ltd	54,291,425	9.16%

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further the Trust has not issued any units for consideration other than cash from the date of incorporation till the balance sheet date, except as disclosed above.

21 OTHER EQUITY\*

Particulars	As at 31 March 2021	As at 31 March 2020
Reserves and Surplus		
Retained earnings	191	(49)
	191	(49)

\*Refer Consolidated Statement of changes in Unit holder’s equity for detailed movement in other equity balances.

Retained earnings:

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the year, the profit/loss after tax is transferred from the Consolidated Statement of Profit and Loss to the retained earnings account.

22 BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
Secured		
Terms loans		
- from banks / financial institutions (refer below notes)	22,064	-
Debentures		
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 1”) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (i))	4,975	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (ii))	1,981	-
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 2”) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (iii))	3,719	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (iv))	750	-
	33,489	-

Notes:

Repayment terms, rate of interest and security details

Gigaplex

**Note 1 Axis Bank:** Non current borrowings of ₹ 803 million; Current maturities of long-term debt of ₹ 78 million and Bank overdraft balance of ₹ 207 million.

(1) Nature of securities:

- (a) Exclusive EM/ RM (Equitable Mortgage/ Registered Mortgage) charge of Building No.1 along with Pari-Passu charge on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park), Navi Mumbai admeasurements, 202,300 Square Meters.
- (b) Exclusive charge on entire current assets (including receivables, moveable fixed assets and cash flows) and moveable fixed assets, both present and future, of Building No. 1.
- (c) Exclusive charge by way of hypothecation over;
- i) all the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower, in the contracts, agreements, clearances, loss protection covers, etc, pertaining to Building No.1.
- (ii) all the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower in any letter of credit, guarantee, performance bond provided by any counterparty to the Borrower, pertaining to Building No.1.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (iii) all the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower in the insurance contracts, policies, insurance proceeds, procured by the Borrower or procured by any of its contractors favouring the Borrower, pertaining to Building No.1.

(d) Exclusive charge over the Escrow Account of Building No.1.

(e) The above loan has been shown as secured loan, however the necessary charge in favour of lender is yet to be created.
- alongwith proportionate car parks, open space, amenities and undivided share of land (present and future) with all rights appurtenants there to along with right of way to be herein referred to as "Security Property".

(ii) together with first and exclusive charge by way of hypothecation on Current Assets, Movable Properties, Escrow Account, Receivables and Specific Assets related to above Security Property.

(iii) Guarantee from Mindspace Business Parks REIT.

(2) Terms for repayment:

The said loan shall be repaid in structured monthly installment, beginning from the end of the month of the date of first disbursement of rupee term loan. Current Rate of interest is 7.25% p.a. for term loans and 7.30% p.a. for Bank Overdraft.

**Note 2 Housing Development Finance Corporation Limited (HDFC):** Short term borrowings of ₹ 500 million from HDFC

(1) Nature of securities:

- Term loans from HDFC Limited are secured by
- a) Pari-Passu charge by way of registered mortgage on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park), Navi Mumbai admeasurements, 202,300 Square Meters.

b) Exclusive charge on receivables of all Buildings except Building No 1.

c) Exclusive charge on all Buildings except Building No 1.

d) The changes in securities terms on loan from HDFC compared to previous year are subject to no objection certificate from HDFC, which is pending as on 31 March 2021.

(2) Terms for repayment:

Principal outstanding limits reducing quarterly by variable amount from the 44th month till 72nd month or earlier at HDFC's option.The loan currently carries an interest rate of 8.50% p.a.

Horizonview

**Axis Bank:** Non current borrowings of ₹ 496 million and Bank Overdraft of ₹ 189 million.

(1) Nature of securities:

- (i) First and exclusive charge through registered mortgage over units comprising of leasable area of 4.68 lacs sq. ft. i.e. company's share in Tower 'B' located at Poonamallee Road, Porur, Chennai,

(2) Terms of repayment:

Bullet repayment at the end of the month after 36 months from the date of first disbursement. The Lender and the borrower have a put-call option on June 30, 2022 and June 30, 2023. Current Rate of interest for term loan is 7.20% and Bank Overdraft is at 7.25% p.a.

KRC infra

**The Hong Kong and Shanghai Banking Corporation Limited (HSBC):** Non current borrowings of ₹ 3,966 million; Current maturities of long-term debt of ₹ 206 million and Bank Overdraft of ₹ 886 million.

(1) Nature of securities:

- a) Exclusive registered mortgage over project Land & Building for R1 and Exclusive registered mortgage over project Land & Building for R4. SPV is in process of filing requisite forms for creation of charge for loan.

b) Exclusive charge over receivables of Building R1 and Exclusive charge over receivables of Building R4.

c) Fixed deposit pledged equivalent to 3 months interest and principal (Debt Service Reserve Account -DSRA).

(2) Terms of repayment:

Repayment in 110 instalments upto February 10, 2030. The loans carry an interest rate of 7.20% p.a and Bank Overdraft is also charged at 7.55% p.a.

MBPPL

**Note 1 Axis Bank:** Non current borrowings of ₹ 4,798 million; Current maturities of long-term debt of ₹ 294 million and Bank Overdraft of ₹ 397 million.

(1) Nature of securities:

- (a) Term loan and overdraft from Axis Bank Limited are secured by assignment of lease rent receivable and exclusive charge by way of equitable mortgage of property being all that piece and parcel of land together with the building No.1, 3 and 4 at Airoli constructed thereon.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- Exclusive 1st Charge over all the current assets, present and future, including Cash flow / rentals arising out of Building No. 1, 3 & 4. (Excluding the corresponding electricity receivables of Bldg. No. 1, 3 & 4.

Exclusive hypothecation charge on all the movable fixed assets of the property, both present and future.
- (2) Terms of repayment:

Term loan is repayable 168 monthly installments starting from 30 June 2018. Rate of interest is 7.50% p.a.

(1) Nature of securities:

- (b) Term loan and overdraft from Axis Bank Limited are secured by exclusive charge by way of mortgage of the building No. 2, 7, 8 & 9 (only floor no 6,7,8) alongwith undivided interest in the appurtenant land thereon at Mindspace Airoli East.

Exclusive charge on the future cash flows of lease rentals to be received from and out of the Building 2,7,8,9 (only floor no 6,7,8)."

(2) Terms of repayment:

Term loan is repayable 156 monthly installments starting from 27 March 2020. Rate of interest is 7.5% p.a.

**Note 2: The Hongkong and Shanghai Banking Corporation Limited (HSBC):** Non current borrowings of ₹ 3,132 million; Current maturities of long-term debt of ₹ 204 million and Bank Overdraft of ₹ 35 million

(1) Nature of securities:

- 1) All that piece and parcel of demarcated portion of the land admeasuring about 16,292 sq mtrs ("the Building No. 5-6 Portion") together with the building no. 5 and 6 consisting of stilt, 2 parking floors and 8 office floors constructed thereon having a chargeable area of about 0.85 mn sq. ft. which is constructed at Mindspace, Airoli.

2) First and exclusive charge on lease rentals from the tenants of building 5 and 6 at Mindspace, Airoli.

3) Debt Service Reserve Account (DSRA) of 2 equated monthly installments in the form of Deposit Under Lien.

(2) Terms of repayment:

Term loan is repayable in 120 ballooning monthly installments beginning from October 2018. The loan currently carries an interest rate of 7.20% p.a. and Bank Overdraft is currently at 7.55% p.a.

**Note 3 HDFC bank:** Non current borrowings of ₹ 1,551 million; Current maturities of long-term debt of ₹ 169 million and Bank Overdraft of ₹ 6 million

(1) Nature of securities:

- exclusive 1st charge and mortgage of Building No.11 together with undivided proportionate interest in the demarcated portion of the land on which the building no.9, 10, 11 and 12 are constructed at Airoli and exclusive 1st charge and mortgage of Building No. 14 together with demarcated portion of land on which the building no. 14 is constructed at Airoli.

- Exclusive 1st charge on the future cash flows of lease rentals to be received from Building 11 & 14

- Exclusive 1st charge on escrow account opened with HDFC Bank Limited for depositing lease rentals of Building 11 & 14

(2) Terms of repayment:

Term loan is repayable in 144 monthly installments. Rate of interest for term loan and overdraft is 7.3% p.a.

**Note 4 Kotak Mahindra bank:** Non current borrowings of ₹ 2,785 million; Current maturities of long-term debt of ₹ 269 million.

(1) Nature of securities:

- (a) (i) first and exclusive charge by way of registered mortgage on land admeasuring approx. 23,400 sq. meters located at Survey No. 35, Hissa No. 9+10+11+12B, Ahmednagar Road, Vadgaon Sheri, Pune - 411014 along with building/ structures constructed/to be constructed thereon admeasuring Approx. 4.63 lakh sq.ft of leasable carpet area and car parking's and on all the movable fixed assets in the building excluding those owned by the lessees;

(ii) Escrow of receivables from sale/lease/transfer of the property offered as security including all revenues generated from existing and future lessees of the property;

(iii) An amount equivalent to one months Debt Servicing obligation during the entire Tenure of the Facility shall be maintained in the (DSRA) maintained with KMBL at all times from the date of first disbursement. In case of shortfall in the DSRA, it shall be topped up within 7 business days by Borrower to Guarantor.
- (b) (i) First and exclusive charge by way of registered mortgage on land of 8355.09 sq. mtrs / 2.0645 acres excluding amenity Open Space

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- handed over to Pune Municipal Corporation (admeasuring 1253.26 sq.mtrs / 0.309 acres) located at Nagar Road, Vadgaon Sheri, Haveli, Pune, Maharashtra 411014;
- (ii) The Building known as (Trion IT Park) with total leasable chargeable area of approx. 187,020 sq.fts.;
- (iii) Hypothecation and Escrow of receivables from sale/lease/transfer of the Mortgaged Properties including all revenues being generated from existing and future lessees of the building being Trion IT Park; and
- (iv) The existing and future constructions, buildings, development potential of the plot, buildings, benefits, claims, rights, FSI/FAR, TDR and compensation available and to be available in future.

- (2) **Terms of repayment:**  
Term loan is repayable in 144 monthly installments starting from the month after date of first disbursement.Current rate of interest is 7.35% p.a.

KRIT  
**Note 1 Axis Bank:** Overdraft facility of ₹ 72 million

- (1) **Nature of securities:**
- a) Exclusive charge by way of equitable mortgage of Buildings 1A, 2B, 3B,4A&B, 5,7,8 including proportionate land parcel and buildings constructed thereon
- b) Exclusive charge on entire current assets (including receivables, moveable fixed assets and cash flows) and movable fixed assets, both present and future, pertaining to Buildings 1A, 2B, 3B,4A&B, 5,7,8
- c) First pari passu charge by way of hypothecation over
- i) all the rights, title, interest, benefits, claims and demands whatsoever, of the Borrower, in the Property Project contracts, agreements, clearances, loss protection covers, etc.
- ii) all the rights, title, interest, benefits, claim and demands whatsoever, of the Borrower in any letter of credit, guarantee, performance bond provided by any counterparty to the Borrower, pertaining to the subject property
- iii) all the rights, title, interest, benefits, claim and demands whatsoever, of the Borrower in the insurance contracts, policies, insurance proceeds, procured by the Borrower or procured by any of its contractors favoring the Borrower, pertaining to the Property subject

- d) Exclusive charge over the Escrow Account
- (2) **Terms of repayment:**  
Current rate of interest is 8.1% p.a.

Sundew  
**Note 1 The Hong Kong and Shanghai Banking Corporation Limited (HSBC):** Non current borrowings of 4,209 million; Current maturities of long-term debt of ₹ 264 million and Bank Overdraft of ₹ 91 million

- (1) **Nature of securities:**  
Term loan and Bank Overdraft from The Hongkong and Shanghai Banking Corporation Limited is secured by way of charge on all piece and parcel of land admeasuring 15,538.64 sq. mtrs (3.84 acres) together with the building no. 12C having built -up area of about 7.84 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further secured by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.12C bearing Survey no. 64 (part) situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad and also by a lien(including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any renewals thereof from time to time and further, secured by way of charge on all piece and parcel of land admeasuring about 12,008.46 sq. mtrs (2.96 acres) (de-notified SEZ Portion) together with the building no. 11 having built-up area of about 5.79 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.11 bearing Survey no. 64 (part) situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad.

- (2) **Terms of repayment:**  
Repayable in 120 monthly installments of varying amounts commencing from October 2018. The loan currently carries an interest rate of 7.20% p.a. and Bank Overdraft is currently at 7.55% p.a.

**Note 2 Standard Chartered Bank:** Non current borrowings of ₹ 324 million; Current maturities of long-term debt of ₹ 7 million

- (1) **Nature of securities:**  
Terms Loans and Bank Overdraft from Standard Chartered Bank is secured by way of equitable mortgage through deposit of title deeds, over the piece and parcel of the demarcated portion of the land admeasuring about 20,451.58 sq mtrs (5.05 acres) together with the building thereon (Building No. 20) having leasable area admeasuring about 9.06 Lacs sq.ft. bearing Survey No. 64 (part) being and situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad, First and exclusive charge by way of hypothecation over present and future receivables including the lease/rental income from the Mortgaged Properties (Receivables)

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (2) **Terms of repayment:**  
Repayable in 180 monthly installments. The loan currently carries an interest rate of 7.09% p.a.

Avacado  
**Note 1 ICICI Bank:** Overdraft facility of ₹ 191 million availed.

- (1) **Nature of securities:**  
Secured by way of exclusive charge by way of registered mortgage on all the piece & parcel of land located at Plot no. C-61, admeasuring approx. 3,818.19 square meters, G-Block, Bandra Kurla Complex, Bandra East, Mumbai together with the structure constructed thereon consisting of two basements and ground plus eight upper floors all collectively admeasuring 12,246.43 square meters along with any additional TDR and by way of exclusive charge on movable fixed, current assets and receivables both present and future associated with the Property.
- Current rate of Interest is 8.95% p.a.

- Mindspace REIT
- (i) In September 2020, Mindspace REIT issued 5,000 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures (“Market Linked Debentures / MLD Series 1”) having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only). The tenure of the said MLD Series 1 is 577 days from 29 September 2020, being date of allotment of the MLD Series 1 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 29 April 2022. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 30 March 2022. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 29 September 2020, the coupon rate will be 6.80% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of MLD Series 1, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 1 was listed on BSE Limited on 13 October 2020.

- (1) **Nature of securities:**  
MLD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 974,500 Sq. Ft. or thereabouts in buildings no. 6, 7 and 8 of Commerzone Yerawada (approx. 178,569 sq ft. in building no. 6, approx. 371,799 sq. ft. in building no. 7 and approx. 424,132 in building no. 8) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 25,313 sq. mtrs on which the said three building no. 6, 7 and 8, out of all those pieces and parcels of larger land are situate, lying and being in Village Yerawada, Taluka Haveli, District Pune (“Mortgaged Properties”) of MLD Series 1.
- b) A charge on the escrow account in which receivables of the Mortgaged Properties of MBPPL shall be received.
- c) Corporate guarantee executed by MBPPL.

- (2) **Terms of Repayment:**
- a) MLD Series 1 are redeemable by way of bullet payment at the end of 577 days from the date of allotment, i.e. 29 April 2022.
- b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 1 if the rating is downgraded to A+ . 2
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full (or as the case may be, in part), all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

- (ii) In December 2020, Mindspace Business Parks REIT issued 2,000 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures (“NCD Series 1”) having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 200,00,00,000 (Rupees two hundred crores only) with a coupon rate of 6.45% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 31 March 2021, with last coupon payment on the scheduled redemption date i.e. 16 December 2023. The tenure of the said NCD Series 1 is 36 months from 17 December 2020, being date of allotment.

This NCD Series 1 was listed on BSE Limited on 18 December 2020.



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (1) **Nature of securities:**  
NCD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 414,599 Sq. Ft. or thereabouts in buildings no. 1 and 5 of Commerzone Yerawada (approx. 43,200 sq. ft. in building no. 1 and approx. 371,399 in building no. 5) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 18,264 sq. mtrs on which the said two building no. 1 and 5, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 1.

b) A charge on the escrow account in which receivables of the Mortgaged Properties shall be received save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.

c) Corporate guarantee executed by MBPPL.
- (2) **Terms of Repayment:**

a) NCD Series 1 are redeemable by way of bullet repayment at the end of 36 months from the date of allotment, i.e. 16 December 2023.

b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March, 2021) until the scheduled redemption date.

c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.

d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

(iii) In March 2021, Mindspace REIT issued 3,750 10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") having face value
- of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 375,00,00,000 (Rupees three hundred seventy five crores only). The tenure of the said MLD Series 2 is 38 months from 18 March 2021, being date of allotment of the MLD Series 2 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 17 May 2024. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 16 April 2024. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 18 March 2021, the coupon rate will be 6.65% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of these MLD Series 2, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 2 was listed on BSE Limited on 22 March 2021.

(1) **Nature of securities:**  
MLD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

a) First and exclusive charge being created by way of equitable mortgage on the aggregate leasable area of approximately 13,71,442.16 Sq. Ft. or thereabouts in buildings no. 12A and Units of Building 12B of Madhapur, Hyderabad (approx. 12,69,140 sq. ft. in building no.12A and approx. 1,02,302 sq. ft in building no. 12B) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 29,842 sq. mtrs on which the said two building no.12A and 12B, out of all those pieces and parcels of larger land that are situated, lying and being in Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad ("Mortgaged Properties"), for MLD Series 2.

b) First ranking exclusive charge to be created by way of a hypothecation over the Hypothecated Properties of MLD Series 2.

c) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties of Sundew shall be received, save and except any common area maintenance charges payable to Sundew with respect to the maintenance of the mortgaged properties.

d) Corporate guarantee executed by Sundew.
- Consolidated Financial Statements
- for the year ended 31 March 2021
- (All amounts in ₹ million unless otherwise stated)
- (2) **Terms of Repayment:**

a) MLD Series 2 are redeemable by way of bullet payment at the end of 38 months from the date of allotment, i.e. 17 May 2024.

b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 2 if the rating is downgraded to A+.

c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

(iv) In March 2021, Mindspace Business Parks REIT issued 750 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 75,00,00,000 (Rupees seventy five crores only) with a coupon rate of 6.69% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 30 June 2021, with last coupon payment on the scheduled redemption date i.e. 17 May 2024. The tenure of the said NCD Series 2 is 38 months from 18 March 2021, being date of allotment.

NCD Series 2 was listed on BSE Limited on 22 March 2021.

(1) **Nature of securities:**  
NCD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

a) First and exclusive charge being registered by way of simple mortgage (including receivables

b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.

c) Corporate guarantee executed by MBPPL.

(2) **Terms of Repayment:**

a) NCD Series 2 are redeemable by way of bullet repayment at the end of 38 months from the date of allotment, i.e. 17 May 2024.

b) Interest is payable on the last day of each financial quarter in a year (starting from 30 June, 2021) until the scheduled redemption date.

c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.

d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:
- | Particulars   | Secured/<br>Unsecured | Previous due date                                    | Next due date                                    |
|---|-----------------------|--|--|
| 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") | Secured               | Principal - Not Applicable Interest - Not Applicable | Principal - On Maturity Interest - On Maturity   |
| Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1)   | Secured               | Principal - Not Applicable Interest - 31 March, 2021 | Principal - On Maturity Interest - 30 June, 2021 |
| 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") | Secured               | Principal - Not Applicable Interest - Not Applicable | Principal - On Maturity Interest - On Maturity   |
| Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2)   | Secured               | Principal - Not Applicable Interest - Not Applicable | Principal - On Maturity Interest - 30 June, 2021 |
- 236
- Annual Report 2020-21
- 237
- FINANCIAL STATEMENTS Consolidated

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

5. Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AA+/Stable" to MLD Series 1 & 2 and "CRISIL AAA/Stable" to the NCD Series 1 & 2 of the issuer / Mindspace REIT. Subsequently there is no change in the rating.

Other requirements as per SEBI circular (No. SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018) for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs).

Particulars	For the year ended 31 March 2021
Security / Asset cover (MLD Series 1) (refer a below)	2.20 times
Security / Asset cover (NCD Series 1) (refer b below)	2.34 times
Security / Asset cover (MLD Series 2) (refer c below)	2.34 times
Security / Asset cover (NCD Series 2) (refer d below)	2.40 times
Debt-equity ratio (refer e below)	0.22
Debt-service coverage ratio (refer f below)	1.59
Interest-service coverage ratio (refer g below)	4.96
Net worth (refer h below)	172,134

Formulae for computation of ratios are as follows basis consolidated financial statements (including non-controlling interest):-

- a) Security / Asset cover ratio (MLD Series 1) = Fair value of the secured assets as on 31 August 2020 as computed by independent valuers / (Outstanding principal amount of MLD Series 1 + Interest accrued thereon)
- b) Security / Asset cover ratio (NCD Series 1) = Lower of Fair value of the secured assets as on 30 November 2020 as computed by two independent valuers / (Outstanding principal amount of NCD Series 1 + Interest accrued thereon)
- c) Security / Asset cover ratio (MLD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of MLD Series 2 + Interest accrued thereon)
- d) Security / Asset cover ratio (NCD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuers / (Outstanding principal amount of NCD Series 2 + Interest accrued thereon)
- e) Debt equity ratio = Borrowings / Total equity
- f) Debt Service Coverage Ratio = Earnings before interest, depreciation and tax / (Interest expenses + Principal repayments made during the year\*)
- g) Interest Service Coverage Ratio = Earnings before interest, depreciation and tax / (Interest expenses {net of capitalization})
- h) Net worth = Total equity

Borrowings = Non current borrowings + Current borrowings + Current maturities of long-term borrowings + Interest accrued

\*Excludes bullet and full repayment of external borrowings.

## Movement of Borrowings (Secured):

Particulars	As at 31 March 2021	As at 31 March 2020
Opening balance	-	-
Add: Additions Due to Asset Acquisition	55,633	-
Add: Drawdown made during the year	15,042	-
Less: Repayment during the year	(34,785)	-
Less: Payment towards lease liabilities	(16)	-
Less: Interest paid during the year	(1,697)	-
Add: Interest Expense for the year	1,836	-
Less: Processing fees / transaction cost	(97)	-
Add: Unwinding processing fees / transaction cost	58	-
<b>Total</b>	<b>35,974</b>	<b>-</b>

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 23 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Security deposits	2,201	-
Retention money Payable		
- due to micro and small enterprises	76	-
- others	66	-
Interest Accrued but not due on debentures	185	-
Lease liabilities (refer note 59)	171	-
	<b>2,699</b>	<b>-</b>

## 24 PROVISIONS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Provision for employee benefits (refer note 55)</b>		
- gratuity	15	-
- compensated absences	13	-
	<b>28</b>	<b>-</b>

## 25 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred tax liabilities (net) (refer note 43)	258	-
	<b>258</b>	<b>-</b>

## 26 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Unearned rent	514	-
Other advance	10	-
	<b>524</b>	<b>-</b>

## 27 BORROWINGS (CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured:</b>		
<b>Loans repayable on demand</b>		
- overdraft from banks (refer note 22)	2,074	-
- Term loan from banks (refer note 22)	500	-
	<b>2,574</b>	<b>-</b>

## 28 TRADE PAYABLES

Particulars	As at 31 March 2021	As at 31 March 2020
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 56)	52	-
- total outstanding dues of creditors other than micro enterprises and small enterprises*	813	-
	<b>865</b>	<b>-</b>

\* Expense of ₹ 40 million is payable to the Manager for Management Fees. Refer note 63

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 29 OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
Current maturities of long-term debt (refer note 22)		
- from banks / financial institutions / non convertible debentures	1,491	-
Employees dues payable	0	-
Interest accrued but not due on loans from		
- banks / financial institutions	62	-
- debenture	17	-
Interest accrued and due	40	-
Security deposits	5,397	-
Retention dues payable		
- due to micro and small enterprises (refer note 56)	128	-
- others	146	-
Capital creditors		
- Due to micro and small enterprises (refer note 56)	501	-
- Others	1,255	-
Deposits from customers		
Lease liabilities (refer note 59)	18	-
Other liabilities*	117	49
	<b>9,172</b>	<b>49</b>

\*Expense of ₹ 17 million is payable to the Manager for Mindspace REIT Management Fees. Refer note 63

## 30 PROVISIONS (CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for employee benefits (refer note 55)		
- gratuity	3	-
- compensated absences	3	-
Provision for tax (net of advance tax & tax deducted at source)	15	-
	<b>21</b>	<b>-</b>

## 31 OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Unearned rent	254	-
Advances received from customers	441	-
Statutory dues	174	-
Other advances	50	-
Other payable	5	-
	<b>924</b>	<b>-</b>

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 32 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Sale of services</b>		
Facility rentals	9,024	-
Maintenance services	1,665	-
Revenue from works contract services	278	-
<b>Revenue from power supply</b>	<b>315</b>	<b>-</b>
<b>Other operating income</b>		
Interest income from finance lease	77	-
Sale of surplus construction material and scrap	20	-
Service connection and other charges	2	-
	<b>11,381</b>	<b>-</b>

## 33 INTEREST

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Interest income</b>		
- loans given to body corporates	22	-
- on fixed deposits	20	-
- on electricity deposits	13	-
- on Income-tax refunds	75	-
- others	3	-
	<b>133</b>	<b>-</b>

## 34 OTHER INCOME

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Gain on redemption of mutual fund units	5	-
Gain on redemption of preference shares	3	-
Foreign exchange gain (net)	1	-
Liabilities no longer required written back	40	-
Miscellaneous income	2	-
	<b>51</b>	<b>-</b>

## 35 EMPLOYEE BENEFITS EXPENSE\*

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Salaries and wages	105	-
Contribution to provident and other funds	5	-
Gratuity expenses	0	-
Compensated absences	5	-
	<b>115</b>	<b>-</b>

\*Employee benefits expenses majorly refers to employee benefit expenses of facilities maintenance services.



## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 36 COST OF PROPERTY MANAGEMENT SERVICES

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Housekeeping services	20	-
Façade cleaning	1	-
Engineering services	36	-
Security expenses	31	-
AMC expenses	64	-
Garden maintenance	3	-
Repair and maintenance	18	-
Consumables	16	-
Electricity consumption charges	2	-
	<b>191</b>	<b>-</b>

### 37 REPAIRS AND MAINTENANCE

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Repairs and maintenance:		
- building	232	-
- plant and machinery	168	-
- electrical installation	16	-
	<b>416</b>	<b>-</b>

### 38 OTHER EXPENSES

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Rent	5	-
Property tax	337	-
Royalty	1	8
Electricity, water and diesel charges	224	-
Travelling and conveyance	4	0
Rates and taxes	28	-
Business support fees	37	-
Brokerage and commission	127	-
Filing fees and stamping charges	16	15
Business promotion expenses/advertising expense	21	-
Bank Charges	6	-
Bad debts written off	4	-
Corporate Social Responsibility expenses	185	-
Provision for Doubtful Debts (expected credit loss allowance)	11	-
Foreign exchange loss (net)	0	-
Directors' sitting fees	2	-
Miscellaneous expenses	31	-
	<b>1,039</b>	<b>23</b>

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 39 FINANCE COSTS (NET OF CAPITALIZATION)

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Interest expense		
- on borrowings from banks and financial institutions	1,568	-
- debentures	228	-
- on lease liability	13	-
- on others	10	-
Accretion of interest on 0.001% non-cumulative redeemable preference shares	4	-
Unwinding of interest expenses on security deposits	188	-
Other finance charges	17	-
Less: Finance costs capitalized to investment property under construction	(321)	-
	<b>1,707</b>	<b>-</b>

### 40 DEPRECIATION AND AMORTIZATION

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Depreciation / amortization of property, plant and equipment	155	-
Depreciation / amortization of investment property	1,809	-
Amortization of intangible assets	0	-
Less: depreciation cost transferred to investment properties under construction	(0)	-
	<b>1,964</b>	<b>-</b>

### 41 TAX EXPENSE\*

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Current tax	1,033	-
Deferred tax charge	628	-
MAT credit entitlement	(216)	-
	<b>1,445</b>	<b>-</b>

\*refer note 43

### 42 SUBSEQUENT EVENTS

Gigaplex - Subsequent to the year ended 31 March 2021, the Company has repaid all outstanding secured loans of HDFC Limited.

MBPPL - Subsequent to the year ended 31 March 2021, the Company has repaid outstanding secured loans of ₹ 850 million to Kotak Mahindra Bank.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

43 TAX EXPENSE

(a) Reconciliation of income tax expense to the accounting profit

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit/(Loss) before tax	4,794	(49)
Enacted tax rate*	29.12%	42.74%
Tax expense using enacted tax rate	1,396	(21)
Reconciliation Items:		
Impact of differences in tax rate of SPVs	24	-
Tax Impact of Consolidation adjustments	55	-
Effect of tax holidays	(772)	-
Effect of non-deductible expenses	204	-
Effect of permanent disallowances	113	-
Adjustment of tax for prior years taken in current year	144	-
Unrecognized deferred tax asset**	249	-
Other Adjustments	32	21
Income tax (income) / expense	1,445	-

\* Enacted tax rate for the year ended 31 March 2021 is based on enacted tax rate applicable for majority of the SPVs.

\*\* Deferred tax assets have not been recognized as it is not probable that future taxable profits will be available against which these assets can be used

(b) The major components of deferred tax (liabilities) arising on account of timing differences are as follows:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
A. Deferred tax Liabilities:		
Deferred Tax Liabilities		
Impact of difference in carrying amount of Property, plant and equipment, Investment property and Intangible assets as per tax accounts and books.	354	-
On account of Income Computation Disclosure Standards (ICDS)	25	-
On Account of Ind AS Adjustments	17	-
Deferred Tax Asset		
On account of Unabsorbed Losses	133	-
Others	5	-
Net Deferred Tax Liabilities (As presented in Consolidated Balance Sheet)	258	-
B. Deferred tax Asset*:		
Deferred Tax Assets		
MAT Credit Entitlement	1,742	
On account of Unabsorbed Losses	266	-
Others	2	-
Deferred Tax Liabilities		
Impact of difference in carrying amount of Property, plant and equipment, Investment property and Intangible assets as per tax accounts and books.	314	-
On account of ICDS	26	-
On Account of Ind AS Adjustments	127	-
Net Deferred Tax Assets (As presented in Consolidated Balance Sheet)	1,543	-

\*The Group has recognized deferred tax assets as at 31 March 2021, considering the deferred tax liability on temporary differences that will reverse in the future and estimated taxable income for future years.

For Financial statements drawn for the year ending 31 March 2021, Mindspace Group have not considered the tax rate as per the New Tax Regime and recognized current tax and deferred tax under the existing tax regime.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

44 ASSET ACQUISITION

The Mindspace REIT entered into share acquisition agreements with shareholders of 8 Asset SPVs (refer note 1 under accounting policies for list of these SPVs) for acquisition of shares of the Asset SPVs in exchange for the units of Mindspace REIT. The acquisition was effected on 30th July 2020 ("Acquisition Date").

Requirements of Ind AS 103 apply to a transaction in which assets acquired and liabilities assumed constitute a business. However, para B7A and B7B of Ind AS 103 allow an optional concentration test to perform simplified assessment of whether acquired set of activities and assets is not a business. The consequence of the test is that if the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

REIT has opted to apply optional concentration test in respect of acquisition of these SPVs. Acquired SPVs are engaged in the business of real estate development and leasing. Major asset pool of these SPVs comprise of investment property and investment property under construction. Based on the assessment performed, management has determined that substantially all of the fair value of the gross assets acquired is concentrated in investment property and investment property under construction (including other assets which meet the definition of group of similar identifiable assets as per definition provided in para B7B of Ind AS 103 such as investment property, property, plant and equipment attached to these investment properties which cannot be physically removed and used separately from these investment properties, without incurring significant cost, or significant diminution in utility or fair value to either asset).

Accordingly, acquisition of these SPVs has been accounted as acquisition of group of assets not constituting a business and requirements in Ind AS 103 for business combination accounting has not been applied to this transaction. The REIT has accounted for the transaction as follows:

- a. Identified asset or liability initially measured at an amount other than cost and applied applicable standards for initial measurement of these assets and liabilities
- b. Plant and Machinery recognized at fair value as determined by an independent valuer
- c. Deducted from the gross transaction price of the group acquired, amount recognized in respect of items listed in point (a) and (b) above
- d. Allocated the residual transaction price to the remaining identifiable assets (i.e. Land and Buildings which are then being classified as Investment Property

and Investment property under construction) based on their relative fair values at the date of acquisition, arrived at by an independent valuer.

The transaction has not resulted in recognition of goodwill or bargain gain in the books of the REIT. Non-controlling interests in these subsidiaries have a present ownership interest and is entitled to a proportionate share of net assets upon liquidation. These non-controlling interests have been accounted at their fair value on the date of acquisition of the SPVs. For this purpose, fair value has been determined in accordance with Ind AS 113.

As consideration for the assets acquired, Mindspace REIT issued 556,654,582 units at unit price of ₹ 275 per unit totalling to ₹ 153,080 million. Mindspace REIT has also incurred directly attributable expenses in relation to the asset acquisition, amounting to ₹ 23 million, resulting in the total transaction price of ₹ 153,103 million. The following tables summarize the total transaction price, gross transaction price and the allocation of the transaction price.

Particulars	Amount (in million)
Purchase consideration	153,080
Acquisition costs	23
Total transaction price	153,103
Issue price per unit	275

Based on the above total transaction price and adjusted for the other assets and liabilities assumed, the gross transaction price is as follows:

Particulars	Amount (in million)
Total Transaction Price	153,103
Less: Other Assets	44,344
Add: Other Liabilities	91,570
Add: Non-Controlling Interest	9,247
Gross Transaction Price	209,576

Based on the above total transaction price and adjusting for the other assets and liabilities assumed, the gross transaction price is allocated as follows on the basis of the allocation explained above:

Particulars	Amount (in million)
Land – freehold and leasehold as part of Investment property	96,631
Building as part of Investment property	88,720
Investment property under construction	12,898
Property, plant and equipment and other assets	11,327
Total	209,576

General development costs amounting to ₹ 3,782 million was included as part of investment property under construction up to December 31, 2020. On review of

Consolidated Financial Statements  
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

classification, Management considers it appropriate to reclassify the same as part of Investment Property from the date of acquisition. Accordingly, it has now been reclassified as Investment Property to reflect the appropriate classification for the year ended 31 March 2021. Consequential impact on depreciation has been considered in the financial statements.

Further reclassified leasehold land of MBPPL (Airoli) amounting to ₹ 3,578 million from Freehold land during the year.

Depreciation on leasehold land, building, plant & machinery and other assets has been calculated on the above allocated amounts based on the balance useful lives of these assets as per the accounting policy.

45 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Contingent liabilities</b>		
Claims not acknowledged as debt in respect of		
- Income-Tax matters (Refer note 1 below) excluding interest	936	-
- Service-Tax matters (Refer note 2 below)	332	-
- Customs duty matters (Refer note 3 below)	25	-
- Stamp duty	65	-
- Bank guarantees to Telangana State Pollution Control Board	33	-
<b>Capital commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for (Refer note 4 below)	4,986	-

Notes:

- 1 (a) Gigaplex -An appeal has been filed for A.Y. 2010-11 before CIT(A) against the penalty order raising demand of ₹ 3 million and the appeal is pending. The company has paid 20% (₹ 0.6 million) with a request to keep the demand in abeyance. As per Income tax website, there is no demand outstanding.
- (b) KRIT - Contingent liability of ₹ 933 million related to AY 2012-13 to AY 2018-19 for which company has filed appeals before CIT(A) against orders under section 143(3) / 143(3) read with section 153A of the Act contesting the disallowance of deduction under section 80IA of the Income Tax Act, 1961. The company is hopeful of a favourable outcome for these Assessment Years. In case of unfavourable decisions in appeal for AY 2012-13 and AY 2018-19, the tax would be payable under normal tax and hence, MAT credit currently available with the Company will no longer be available. As a result, in addition to above contingent liability, the Company would require to pay additional tax of ₹ 326 million w.r.t. AY 2019-20 and AY 2020-21 (These years are not under litigation) because during these years the Company has utilized the MAT credit availed during AY 2012-13 to AY 2018-19.  
  
For AY 2009-10 and AY 2010-11, Income tax cases on 80IA disallowances are pending with Hon'ble HC of Telangana based on appeal filed by the department against the ITAT - Hyderabad order, which were in favour of the Company. Future Cash outflow in respect of above, if any, is determinable only on receipt of judgements / decisions pending with relevant authorities.
- (c) Avacado - Contingent liability of ₹ 33 million was created in preceding FY 2019-20 relating to AY 2015-16 to AY 2017-18 for which CIT(A) appeals were filed against order under section 143(3) read with 153A of the Income Tax Act,1961 on account of 14A and 80IA disallowances. The appeals are disposed of by CIT(A) in current FY 2020-21 in favour of the company and hence contingent liability is Nil as at 31 March 2021.

2	SPVs		
	<b>Particulars</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
	MBPPL	92	-
	Sundew	2	-
	Intime	41	-
	KRIT	189	-
	Avacado	8	-
		<b>332</b>	<b>-</b>

Consolidated Financial Statements  
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

MBPPL: The SPV has received show cause and demand notices for inclusion in taxable value amounts received as reimbursement of electricity and allied charges and demand service tax there on of ₹ 92 million. SPV has filled appropriate replies to the show cause and demand notices.

Sundew: Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 2 million and Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services ₹ 0 million. SPV has filed an appeals with CESTAT and matter is pending.

Intime: Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 21 million and Demand for Service tax on electricity and water and irregular availment of credit of service tax paid on input services ₹ 20 million. SPV has filed an appeals with CESTAT and matter is pending.

KRIT: Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 96 million and Demand for Service tax on electricity and water and irregular availment of credit of service tax paid on input services ₹ 93 million. SPV has filed an appeals with CESTAT and matter is pending.

Avacado: The SPV has received an order dated 31 January 2018 pronounced by the Commissioner (Appeals),

- 4 The SPV wise details of capital commitments are as follows:

SPVs	As at 31 March 2021	As at 31 March 2020
MBPPL	404	-
Gigaplex	938	-
Sundew	434	-
KRC Infra	2,640	-
Horizonview	167	-
KRIT	301	-
Avacado	102	-
	<b>4,986</b>	<b>-</b>

- 5 Avacado

a) A Suit has been filed in the year 2008 by Nusli Neville Wadia (Plaintiff) against Ivory Properties and Hotels Private Limited (Ivory) & Others which includes the Company as one of the Defendants inter alia in respect of the land and the 'Paradigm' Industrial Park building of the Company. The Plaintiff has prayed against the Company and the said Ivory restraining them from carrying out further construction or any other activity on the land (on which the building Paradigm is constructed), demolition and removal of the structures on the said land, appointment of a Court Receiver in respect of the said land and Paradigm building, declaring the MOUs / Agreements

confirming the service tax demand of ₹ 7 million (excluding applicable interest and penalty thereon) on renting of immovable property services provided to tenants during the period April 2008 to March 2011. The Company has filed an Appeal before the Customs, Central Excise & Service Tax Appellate Tribunal. The matter is pending adjudication.

For the subsequent period April 2011 to September 2011, the Company has received a Show Cause cum Demand Notice dated 22 October 2012 alleging non-payment of service tax of ₹ 1 million (excluding applicable interest and penalty thereon) on renting of immovable property services provided to tenants. The Company has filed its detailed reply on 24 December 2012. No further correspondence has been received in this case.

For both the above matters, the Company has filed applications in Form SVLDRS-1 under the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019. The Company has received SVLDRS-3 with service tax demand in respect of above matters. The Company has not accepted the demand and is evaluating the further course of action.

- 3 Customs duty demand at the time of debonding of assets from the Software Technology Parks of India scheme (STPI) for Intime ₹ 16 million and KRIT ₹ 9 million

entered into by the Company with Ivory and the Plaintiff as voidable and having been avoided and rescinded by the Plaintiff and to be delivered up and cancelled, restraining from alienating, encumbering or parting with possession of structures and restraining from dealing with, creating fresh leases / licenses or renewing lease / license in respect of the said Paradigm building and from receiving or recovering any rent / license fee / compensation in respect of the said leases / licenses, depositing all the rents in the Court, etc. The Court has not granted any ad-interim relief to the Plaintiff. The Company has filed its reply to the said Suit denying



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

the allegations and praying that no interim relief be granted to the Plaintiff. The Company in its reply has also taken up a plea that issue of limitation should be decided as a preliminary issue before any interim relief could be granted to the Plaintiff. Pursuant to the Plaintiff's application for expedited hearing of the case, the Hon'ble High Court Bombay vide an Order dated 19/09/2013 and 20/09/2013 framed the issue of limitation under section 9 (A) of Code of Civil Procedure to be tried as to jurisdiction for the maintainability of the suit and directed the Plaintiff to file an affidavit in lieu of examination in chief of the first witness on or before 17/10/2013. Pursuant to the Plaintiff's SLP in the Supreme Court challenging the Orders of the Hon'ble High Court dated 19/09/2013 and 20/09/2013, the Hon'ble Supreme Court vide its Order dated 08/10/2013 stayed the operation of the aforesaid Orders and further proceedings in the High Court Suit No. 414 of 2008. Thereafter the Hon'ble Supreme Court by its Order dated 25 August 2015 has referred the said SLP to a three Judge Bench to be posted along with SLP (C) No. 22438 of 2015. The SC by its Order dated 12.12.2018 disposed off the said SLP as infructuous in view of deletion of Section 9A of the Civil Procedure Code by the Maharashtra Act 61 of 2018 on 29.10.2018. In view of the subsequent amendment by the State of Maharashtra to the said provisions, pursuant to the Petitioners application to restore the SLP by cancelling the Order dated 12.12.2018, by Judgement dated 4.10.2019, three Judge Bench of the SC held that u/s 9A CPC (Maharashtra) question of limitation cannot be decided as a preliminary issue as to jurisdiction. The SLP, application for interim relief and the High court Suit are pending for the final hearing.

Based on an advice obtained from an independent legal counsel, the management is confident that the Company will be able to suitably defend and the impact, if any, on the Ind AS financial statements can be determined on disposal of the above Petition and accordingly, Ind AS Financial statements of the company have been prepared on a going concern basis.

Further, the Plaintiff, through his advocates & solicitors, had addressed letter dated 13 February, 2020 including to Mindspace REIT, the Manager, the Trustee, the Sponsors, Avacado, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Ivory Properties and KRCPL, expressing his objection to the proposed Offer and any actions concerning the building Paradigm located at Mindspace Malad project. The allegations and averments made by the Plaintiff have been responded and denied by the addressees, through their advocates & solicitors. No further correspondence has been received.

- b) Pursuant to the levy of service tax on renting of immovable properties given for commercial use, retrospectively with effect from 1 June 2007 by the Finance Act, 2010, some of the lessees to whom the Company has let out its premises, have based on a legal advice, challenged the said levy and, inter-alia, its retrospective application and withheld payment of service tax to the Company, based on certain judicial pronouncements and stay orders granted by appropriate High Courts from time to time. Further in this regard the Hon'ble Supreme Court has passed an interim order dated 14th October, 2011 in Civil appeal nos. 8390, 8391-8393 of 2011 and in compliance of which, such lessees have deposited with appropriate authority in 3 installments, 50% of the amount such service tax not so paid by them upto 30 September 2011 and have furnished surety for the balance 50% of the amount of service tax and which amount has also been deposited by them with the authorities. Further as per Hon'ble Supreme Court's Order dated 5th April 2018 in Civil Appeal No. (s) 4487/2010, the matter is deferred until disposal of the issues pending before the nine judges Bench in Mineral Area Development Authority and others.

In view of the above and subject to the final orders being passed by the Hon'ble Supreme Court in the aforesaid appeals, there may be a contingent liability on the Company in respect of interest payable on account of the delayed payment of service tax, which amount would be recoverable from the respective lessees by the Company.

6 KRC Infra

In respect of the Company's project at Village Kharadi, Pune, a special civil suit is filed. The suit filed by Ashok Phulchand Bhandari against Balasaheb Laxman Shivale and 29 others in respect of inter alia an undivided share admeasuring 44.15 Ares out of the land bearing S. No 65 Hissa No. 3 for declaration, specific performance, injunction and other reliefs. Neither Gera Developments Private Limited nor KRC Infrastructure and Projects Private Limited is a party to the aforementioned suit and neither of them have filed any intervention application. There are no orders passed in the matter affecting the suit lands or the development thereof or restraining the transfer or development of the aforesaid land in any manner whatsoever. Ashok Phulchand Bhandari's application to add legal representatives of deceased Defendant No.1 has been allowed. The matter is currently pending.

7 MBPPL

- a) Pursuant to the demerger and vesting of the Commerzone Undertaking of K Raheja Corp Pvt Ltd. (KRCPL), in the Company MBPPL, the company MBPPL is the owner to the extent of 88.16 %

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

undivided right title and interest in the land bearing S. No 144, 145 Yerawada, Pune which is comprised in the said Undertaking. "Shrimant Chhatrapati Udayan Raje Bhosale ("the Plaintiff") has filed a Special Civil Suit bearing No.133 of 2009 in the Court of Civil Judge, Senior Division Pune against the erstwhile land Owner Shri Mukund Bhavan Trust (who had entrusted development rights to MBPPL) and the State of Maharashtra, claiming to be the owner of the said land. The Hon'ble Court was pleased to reject the Application for amendment of plaint filed by the Plaintiff and allow the Third Party Applications on 14.11.2016. The Plaintiff has filed two writ petitions bearing Nos. 4415/2017 and 4268/2017 in the Bombay High Court challenging the aforesaid orders passed on 14.11.2016. The matter was transferred to another Court for administrative reasons and adjourned on several occasions for compliance of the order by the Plaintiff. On 5th March 2018 the Advocate for the Plaintiff filed a purshis on record stating that since he does not have any instructions in the matter from the Plaintiff, the Vakalatnama is being withdrawn by him and the matter was posted on 20th March 2018. On 20th March 2018 the Hon'ble Court was pleased to adjourn the matter till 22nd June 2018 since the Advocate for the Plaintiff had withdrawn the Vakalatnama and the Plaintiff was not represented by any Advocate. Writ Petition Nos. 4415/2017 and 4268/2017 filed in the Hon'ble Bombay High Court challenging the orders dated 14th November 2016 by Shrimant Chatrapati Udayanraje Bhosale against Shri. Mukund Bhavan Trust and others came up for hearing on 28 November 2017 wherein the Advocate for the Petitioner undertook to serve the copy of the petition on the Respondent No. 2 i.e. State of Maharashtra and the Hon'ble High Court was pleased to adjourn the same till 16.01.2018, 26.02.2018, 22.06.2018. On 22.06.2018 the Advocate for the Defendant No. 1 filed a purshis stating that the Defendant No. 1 (a) expired matter was further adjourned till 24.10.18, 26.11.18, 21.12.18, 01.02.2019, 25.03.2019 and 15.04.2019, 18.06.2019, 27.08.2019, 19.09.2019. On 19.09.2019 the matter has been stayed by the Hon'ble Court and further posted on 11.11.2019 for compliance of the order dated 14.11.2016 by the Plaintiff. The matter has been stayed under Sec 10 of Code of Civil Procedure. On 07.04.2020 the matter has been further adjourned till 11.06.2020. On 11.06.2020 the matter was further adjourned till 11.09.2020 and the same has now been further adjourned till 04.12.2020. On 04.12.20 the matter was further adjourned till 24.02.21 and is now posted on 17.04.21. Both the Writ Petitions were posted on 21.09.18, 11.10.18, 22.10.18 and further posted on 10.06.19 for Admission. The matters came on board on 20.06.2019, 14.11.2019, 15.01.2019 and 21.02.2019. As per the CMIS Writ Petition No.

- 4415/2017 was last posted on 27.03.2020 and is yet not listed. As per the CMIS Writ Petition No. 4268/2017 was last posted on 27.03.2020 and thereafter on 23.07.20 for Admission and is yet not listed. In the management's view, as per legal advice, considering the matter and the facts, no provision for any loss / liability is presently required to be made.
- b) Maharashtra State Electricity Distribution SPV Limited (MSEDCL) had sent a letter and subsequently, a show cause notice as to why the K. Raheja Corp Pvt. Ltd. (KRCPL) (of which the Commerzone Undertaking is demerged in the SPV MBPPL) should not be penalized for alleged laying of cable without obtaining proper permission from the Pune Municipal Corporation (PMC) and levied a penalty of ₹ 23 million on MBPPL. MBPPL has adequately responded to such allegations. Pune Municipal Corporation has issued to MSEDCL (with a copy to MBPPL and Panchashil Corporate Park Pvt. Ltd. (Panchasil) stating that the penalty has been waived however, since there has been a violation of PMC approved trenching policy the penalty of ₹ 5 million is to be paid by Panchasil and MBPPL. MBPPL has received letter from MSEDCL addressed to MBPPL and Panchashil to pay penalty charges of ₹ 5 millions and complete the balance cable laying work on priority by observing rules and regulations of MSEDCL with due permission from PMC. MSEDCL sent a letter to Panchashil and MBPPL providing the bifurcation of penalty of ₹ 5 millions and requesting Panchashil and MBPPL to make the payment at the earliest. MBPPL has sent a reply letter informing MSEDCL that MBPPL is not liable to pay penalty of ₹ 3 million and in respect of the penalty of ₹ 2 millions, MBPPL and Panchashil are both jointly liable to pay the same. MBPPL has further requested MSEDCL to confirm on the same to enable MBPPL and Panchashil to discuss/negotiate on the same. It is learnt that Panchshil made the payment of ₹ 5 million as penalty charges to MSEDCL and completed the work of laying cable. No provision is considered necessary at this stage.
- c) The Company is subject to other legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.
- d) MBPPL received a communication (alleged reminder) from Pune Municipal Corporation (PMC) demanding an amount of ₹ 157 million allegedly due from MBPPL based on objections by internal audit report of Pune Municipal Corporation. MBPPL, has submitted a letter denying all allegation of PMC, as

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

		MBPPL has not been served with any document referred to the said PMC letter. Subsequently MBPPL addressed one more communication stating that MBPPL would be in a position to submit their reply upon receipt of the details of amount demanded as per their reply submitted which states that if any principal outstanding is due/recoverable, MBPPL agrees to make the said payment and sought detailed clarification on the interest amount.			will not be asked to infuse further cash to maintain its 11% stake.
8	Intime, Sundew and KRIT		9	Gigaplex	Regular Civil Suit had been filed before the Hon. Civil Judge (J.D) Vashi at Central Business District by an Education Society ("the Plaintiff") who is claiming rights in existing school structure, claiming its area as 500 square meters and its existence since more than 30 years, seeking an injunction not to dispossess him. The Company has filed its reply opposing the Plaintiff's prayers. After hearing the parties, the Hon'ble Judge at the Vashi Court had rejected the Plaintiff's Injunction Application by Order dated 20.08.18 (Order). Thereafter the Plaintiff has filed an appeal in Thane District Court. The Plaintiff's Appeal filed in Thane District Court is still pending, it's next date is on 12.04.2021. In management view, the estimate of liability arising out of the same is remote, no provision has been taken.
		The Company had acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRIT. The said land is in lieu of the employment opportunities to be generated by KRIT and others.	10	KRIT	A Writ petition has been filed against the Company in the High Court of Judicature of Andhra Pradesh at Hyderabad with respect to specific use of the land admeasuring 4,500 square yards, earmarked as plot 18. Pursuant to it, the Court has passed an Order for no construction activity upon the triangular piece of 2 acres 40 cents of land earlier identified at the time of allotment as 'Common Facility Centre' in the software layout. until further orders of the Court. IALA and APIIC have filed affidavits opposing the writ petition, confirming the allotment and rights of KRIT in the Suit Land, and for vacating the Stay Order. The matter is pending before the Court. Greater Hyderabad Municipal Corporation ("GHMC") had filed an application in the Court for clarification that the Stay Order does not preclude GHMC from acquiring a portion of 0.14 acres (approximately 567 square meters) for road widening. Subsequently, GHMC has acquired the portion of land and constructed the road. The matter is pending for disposal by the High Court. Based on the facts of the case, the management does not expect any liability and is of the opinion that no provision needs to be made.
		The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part, continues to be retained by KRIT as at 31 March 2021.			
		During the year ended 31 March 2016, Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has returned the original Bank Guarantees to KRIT and also confirmed to the bank that TSIIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognized towards the price of the plot of land.			
	b)	An unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by KRIT. Losses incurred by the Government/TSIIC in its JV Company, if any, will be paid in full by K Raheja Corp Pvt Ltd and it has furnished to the JV Company in writing agreeing and admitting liability to make such payment to Government/TSIIC.	11	Horizonview	W.S. Industries (India) Limited ("WSIIL") has filed a writ petition before the Madras High Court against the District Revenue Officer, Thiruvallur ("DRO") and P. Jeyapal S/o R. Perumalsamy ("Jeyapal") seeking directions for quashing a notice dated May 25, 2017 issued by the DRO and Additional District Judge ("Notice"). The Notice was issued by the DRO cum Additional District Judge on a complaint presented by Jeyapal alleging that lands were handed over to WSIIL on certain conditions, and instead of using such lands for common purpose, WSIIL has been using the lands for commercial purpose. WSIIL
		The shareholding pattern of the Government/TSIIC in the JV Company and the Company will not change as a result of conversion from Private to Public, the Government / TSIIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIIC			

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	is the erstwhile owner of the land, a portion of which was subsequently sold and transferred by WSIIL to certain entities. Horizonview has been granted development rights over such land. The Madras High Court, by its order dated June 5, 2017, has granted interim stay. The matter is pending before the Madras High Court. Neither RPIL Signalling Systems Limited (the present owner of the land at Porur being developed by Horizonview Properties Private Limited) nor Horizonview Properties Private Limited is a party to the aforementioned suit.	has been determined to meet the ongoing costs of the Investment Manager to undertake the services provided to the SPVs.
46	ASSESSMENT OF POSSIBLE IMPACT RESULTING FROM COVID-19 PANDEMIC	Property Management fees for the year ended 31 March 2021 amounts to ₹ 242 million (31 March 2020: ₹ Nil). There are no changes during the year in the methodology for computation of fees paid to the Manager.
	The Mindspace Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations of the Mindspace Group and carrying amounts of property, plant and equipment, Investment Property, Inventories, receivables and other assets. The Mindspace Group, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Mindspace Group. The Mindspace Group based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities the Management will continue to monitor developments to identify significant impacts, if any, on the Mindspace Group's operations.	Support Management fees for the year ended 31 March 2021 amounts to ₹ 40 million (31 March 2020: ₹ Nil). There are no changes during the year in the methodology for computation of fees paid to the Manager.
47	MANAGEMENT FEES	
	Property Management Fee	
	Pursuant to the Investment Management Agreement dated 29 June 2020 as amended, the Manager is entitled to fees @ 3% of the total rent (lease and fitout) per annum of the relevant property in respect to operations, maintenance and management of the SPVs, as applicable. The fees	REIT Management Fees
		Pursuant to the Investment Management Agreement dated 21 November 2019, Investment Manager is entitled to fees @ 0.5% of REIT Net Distributable Cash Flows which shall be payable either in cash or in Units or a combination of both, at the discretion of the Investment Manager. The fees has been determined for undertaking management of the REIT and its investments. The REIT Management fees accrued for the year ended 31 March 2021 is ₹ 34 million. There are no changes during the year in the methodology for computation of fees paid to the Investment Manager.

48 DETAILS OF UTILIZATION OF PROCEEDS OF IPO ARE AS FOLLOWS:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Partial or full pre-payment or scheduled repayment of certain debt facilities of the Asset SPVs availed from banks/financial institutions (including any accrued interest and any applicable penalties/ premium)	9,000	9,300	Refer note
Purchase of Non Convertible Redeemable Preference Shares of MBPPL	334	334	-
General Corporate Purposes and REIT Issue Expenses	666	366	Refer note
Total	10,000	10,000	-

Note: ₹ 300 million is used in excess for providing loans to Asset SPVs for the purpose of repayment of debt facilities of the SPVs.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

49 DETAILS OF UTILIZATION OF PROCEEDS OF DEBENTURES ARE AS FOLLOWS:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Providing loans to the SPVs for meeting their construction related expenses, working capital or general corporate requirements, repayment of financial indebtness, general corporate purposes including payment of fees and expenses in connection with the Issue, acquisition of commercial properties or such other purposes as stipulated in the transaction documents.	11,500	11,498	2

50 EARNINGS PER UNIT (EPU)

Basic EPU amounts are calculated by dividing the profit for the period attributable to Mindspace REIT by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit attributable to Mindspace REIT by the weighted average number of units outstanding during the year. The Units of the Trust were allotted to Sponsor Group and Blackstone entities on 30 July 2020 and to the applicants of intial public offer on 4 August 2020.

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Profit/ (loss) after tax for calculating basic and diluted EPU attributable to Mindspace REIT	3,075	(49)
Weighted average number of units (no. in million)	398	-
<b>Earnings Per Unit</b>		
- Basic (Rupees/unit)	7.74	Not Applicable
- Diluted (Rupees/unit)*	7.74	Not Applicable

\* Mindspace REIT does not have any outstanding dilutive units

51 IND AS 115 DISCLOSURES

Note 1: Reconciliation of revenue from operations recognized in the Consolidated Statement of Profit and Loss with Revenue from contracts with customers

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Revenue from contracts with customers</b>		
Maintenance services	1,665	-
Revenue from works contract services	278	-
Other operating income	22	-
Revenue from power distribution	315	-
<b>Sub Total (A)</b>	<b>2,280</b>	-
Facility rentals	9,024	-
Interest income from finance lease	77	-
<b>Sub Total (B)</b>	<b>9,101</b>	-
<b>Revenue from operation (A + B)</b>	<b>11,381</b>	-

Note 2: Contract Balances

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Contract Assets</b>		
Trade Receivables	126	-
Unbilled revenue	56	-
<b>Contract Liabilities</b>		
Trade Payables	13	-
Advance for maintenance	33	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

52 NET OPERATING INCOME (NOI)

The Mindspace REIT entered into share purchase agreement with Sponsor group and Blackstone entities of Asset SPVs for acquisition of the shares of the SPVs held by such shareholders in exchange for the units of Mindspace REIT (refer note 44). Acquisition of these SPVs has been accounted as acquisition of group of assets based on the concertation test permitted as per Companies (Indian Accounting Standards) Amendment Rules, 2020 and accordingly, requirements in Ind AS 103 for business combination accounting are not applicable to this transaction.

The revenue and expenses pertaining to these SPVs have been consolidated from 1 August 2020 and therefore these consolidated financial statements include results of these SPVs from 1 August 2020 to 31 March 2021 only. As the transaction is being accounted as asset acquisition and not a business combination, the proforma information is not required to be disclosed per Indian Accounting Standards applicable to the transaction. However, considering these proforma information to be relevant to the investors, the Governing Board has decided to provide following additional 'proforma' information to represent an approximate measure of the performance of the Mindspace REIT group for the year ended 31 March 2021 and 31 March 2020, as if the acquisition had occurred on 1 April 2019 following the analogy from disclosures required in Ind AS 103 for 'Business Combinations'.

The following proforma financial information has been prepared by combining the historical results of all the SPVs for the respective periods after making adjustment for intra group transactions and unrealized profits, if any. The proforma financial information is presented solely for informational purposes and is not indicative of the results of operations that would have been achieved if the acquisition of SPVs had taken place on 1 April 2019 or of results that may occur in the future.

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Proforma Revenue from operations	16,680	17,660
Proforma direct operating expenses*	2,939	5,403
<b>Net operating income</b>	<b>13,741</b>	<b>12,257</b>

\* direct operating expenses are repairs and maintenance - buildings, repairs and maintenance plant and machinery, repairs and maintenance electrical installation, property tax, insurance expense, cost of material sold, cost of power purchased and power operation & maintenance expenses)

53 FINANCIAL INSTRUMENTS

Fair values and risk management

A Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

31 March 2021	Note	Carrying amount			
		FVTPL	FVTOCI	Amortized cost	Total
<b>Financial assets at amortized cost</b>					
Investments - non-current	9	-	0	18	18
Other financial assets - non current	10	-	-	1,927	1,927
Trade Receivables	15	-	-	214	214
Cash and cash equivalents	16 A	-	-	3,539	3,539
Bank Balances other than covered in Cash and Cash Equivalents	16 B	-	-	123	123
Other financial assets	17	-	-	1,129	1,129
<b>Total</b>		<b>-</b>	<b>0</b>	<b>6,950</b>	<b>6,950</b>
<b>Financial liabilities at amortized cost</b>					
Borrowings - non current	22	-	-	33,489	33,489
Borrowings - current	27	-	-	4,065	4,065
Security deposits	23 and 29	-	-	7,598	7,598
Trade payables	28	-	-	865	865
Other financial liabilities - non current	23	-	-	498	498
Other financial liabilities - current	29	-	-	2,284	2,284
<b>Total</b>		<b>-</b>	<b>-</b>	<b>48,799</b>	<b>48,799</b>



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

31 March 2020	Note	Carrying amount			
		FVTPL	FVTOCI	Amortized cost	Total
Financial assets at amortized cost					
Investments - non-current	9	-	-	-	
Other financial assets - non current	10	-	-	-	
Trade Receivables	15	-	-	-	-
Cash and cash equivalents	16 A	-	-	0	0
Bank Balances other than covered in Cash and Cash Equivalents	16 B	-	-	-	-
Other financial assets	17	-	-	-	-
Total		-	-	0	0
Financial liabilities at amortized cost					
Borrowings - non current	22	-	-	-	-
Borrowings - current				-	
Other financial liabilities - non current	23	-	-	-	-
Trade payables	28	-	-	-	-
Other financial liabilities	29	-	-	49	49
Total		-	-	49	49

Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

- a) recognized and measured at fair value
- b) measured at amortized cost and for which fair values are disclosed in the Standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, Mindspace REIT has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Financial instruments

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2021:

Particulars	Total	Level 1	Level 2	Level 3
Financial assets & liabilities measured at fair value				
Investment in equity shares	0	-	-	0

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2020:

Particulars	Total	Level 1	Level 2	Level 3
Financial assets & liabilities measured at fair value				
Investment in equity shares	-	-	-	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Financial instruments measured at fair value	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Financial Assets			
Investment in equity shares	Discounted cash flow approach	Discount rate determined as weighted average cost of capital (WACC)	Increase/decrease of 5% or so in the discount rate would result in decrease/increase in the fair value*

\* holding all other variables constant

Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended 31 March 2021 and 31 March 2020.

Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- i) The fair value of mutual funds are based on price quotations at reporting date.
- ii) The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.
- iii) The fair values of borrowings at fixed rates are considered to be equivalent to present value of the future contracted cashflows discounted at the current market rate.
- iv) Security deposits accepted are measured at fair value based on the discounted cash flow method considering the discount rate determined as the average borrowing rate.

B Financial risk management

The Mindspace Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

i. Credit risk

Credit risk is the risk of financial loss to the Mindspace Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Mindspace Group's receivables and other financial assets. The carrying amounts of financial assets represent the maximum credit exposure.

Trade receivables

The Mindspace Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Mindspace Group grants credit terms in the normal course of business.

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Summary of the Mindspace Group's exposure to credit risk by age of the outstanding from various customers is as follows:		
	As at 31 March 2021	As at 31 March 2020
Within credit period of 7 days	102	-
Past due - More than 8 days and upto 365 days	136	-
Past due - More than 365 days	38	-
	276	-
Less: Provision for bad and doubtful debts	62	-
	214	-

Cash and cash equivalents

The Mindspace Group holds cash and cash equivalents with credit worthy banks of ₹ 3,539 million as at 31 March 2021 (2020: ₹ 0 million). The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

Other financial assets

Other financial assets which includes finance lease receivable are measured at amortized cost. Credit risk related to these financial assets is managed by monitoring the recoveries of such amounts on regular basis.

ii. Liquidity risk

Liquidity risk is the risk that the Mindspace Group will not be able to meet its financial obligations as they become due. The Mindspace Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Mindspace Group's reputation.

Exposure to liquidity risk

The table below provides details of the undiscounted cash flow (principal and interest) of non-derivative financial liabilities of the Mindspace Group based on the remaining contractual maturities:

Particulars	1 year or less	1-2 years	2-5 years	More than 5 years	Total	Carrying amount
As at 31 March 2021:						
Non-interest bearing						
Trade payables	865	-	-	-	865	865
Security deposit	5,122	718	2,073	259	8,172	7,525
Other financial liabilities	2,429	192	138	23	2,782	2,782
Interest bearing - Variable Interest Rate						
Borrowings	2,856	3,030	12,823	5,569	24,278	24,055
Estimated interest payment	1,575	2,188	4,583	1,745	10,090	-
Bank Overdraft	2,074	-	-	-	2,074	2,074
Interest bearing - Fixed Interest Rate						
Borrowings	-	5,000	6,500	-	11,500	11,425
Security deposit (Power)	73	-	-	-	73	73
	14,994	11,128	26,117	7,596	59,835	48,799
As at 31 March 2020:						
Non-interest bearing						
Trade payables	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-
Other financial liabilities	49	-	-	-	49	49
Interest bearing - Variable Interest Rate						
Borrowings	-	-	-	-	-	-
Interest bearing - Fixed Interest Rate						
Borrowings	-	-	-	-	-	-
	49	-	-	-	49	49

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Financing arrangements:

The Mindspace Group had access to the following undrawn borrowing facilities at the end of the reporting year:

	As at 31 March 2021	As at 31 March 2020
Floating rate term loan		
Expiring within one year	2,000	-
Expiring beyond one year	402	-

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Mindspace Group's income or the value of its holdings of financial instruments. The Mindspace Group is domiciled in India and has its income and other transactions in its functional currency i.e. Rupees. Accordingly the Mindspace Group is not materially exposed to any currency risk. Also the Mindspace Group does not hold any equity investments, accordingly the Mindspace Group is not exposed to any equity price risk

Foreign exchange risk

The Mindspace Group undertakes transactions denominated in foreign currencies; consequently,exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. The carrying amounts of the Mindspace Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are Nil.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Mindspace Group is exposed to interest rate risk because it borrows fund at variable interest rate from banks and financial institution. Total borrowings at variable interest rate is ₹ 26,129 million and at fixed interest rate is ₹ 11,425 million.

	As at 31 March 2021	As at 31 March 2020
Particulars		
Fixed rate borrowings	11,425	-
Variable rate borrowings	26,129	-
Total Borrowings	37,554	-

Interest rate sensitivity - variable rate borrowings

The below table mentions the impact of increase or decrease in the interest rates of variable rate borrowings on Consolidate Statement of Profit and Loss.

	Impact on Profit & Loss	
	Year ended 31 March 2021	Year ended 31 March 2020
Particulars		
Interest Rate increase by 50bps*	131	-
Interest Rate decrease by 50bps*	(131)	-

\* holding all other variables constant

C Capital Management

The Mindspace Group's objectives when managing capital are:

- a. to ensure Midnspace Group's ability to continue as a going concern.
- b. to provide adequate return to unitholders.

The capital structure of the Mindspace Group consists of net debt and total equity of the Mindspace Group. The Mindspace Group manages its capital to ensure that the Mindspace Group will be able to continue as going concern while maximizing the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Mindspace Group's management reviews the capital structure of the Mindspace Group considering the cost of capital and the risks associated with each class of capital.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## The Mindspace Group's adjusted net debt to equity ratio as follows

Particulars	As at 31 March 2021	As at 31 March 2020
Gross debt	37,858	-
Less: Cash and cash equivalents	(3,539)	(0)
Adjusted net debt	34,319	(0)
Total equity	172,134	(49)
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.20</b>	<b>Not Applicable</b>

## 54 DISCLOSURE IN RESPECT OF LEASES

### A Finance lease

#### 1. Brief description of the leasing arrangements

The Mindspace Group's leasing arrangement represents the Fit-outs or interior work completed for the customers which have been classified as Finance lease. The lease terms are generally for the period of five years where substantially all the risks and rewards of ownership are transferred to the lessee. The Mindspace Group records disposal of the property concerned and recognizes the subsequent interest in the finance lease. No contingent rent is receivable. The Mindspace Group's obligation under finance lease is secured by the lessor's title to the leased asset.

#### 2. Components of finance lease receivable

Particulars	As at 31 March 2021	As at 31 March 2020
Gross investment	1,314	-
Unearned finance income	392	-
Net investment	921	-
Unguaranteed residual values	-	-
<b>Gross investment in lease</b>		
Not later than one year	350	-
One to five years	893	-
Later than five years	71	-

#### 3. The finance leases are receivable as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Present value of minimum lease payments</b>		
Not later than one year	209	-
One to five years	662	-
Later than five years	50	-
	<b>921</b>	<b>-</b>

### B Operating leases

#### 1. Brief description of the leasing arrangements

The Mindspace Group's leases its investment property under non cancellable operating lease for a term of 12 to 120 months. Initial direct costs incurred on these leasing transactions have been recognized in the Statement of profit and loss over the year of lease term. The lease arrangements with the customers have varied terms, escalation clauses and renewal rights. On renewal, the terms of the leases are re-negotiated. During the period, an amount of ₹ 9,024 millions (2020: ₹ Nil) lease income has been recognized in the Consolidated Statement of Profit and Loss. The following are the disclosures in respect of non-cancellable operating leases entered into during the year:

In the capacity as a lessor	As at 31 March 2021	As at 31 March 2020
<b>Future minimum lease related receivables under non-cancellable operating leases at the year end:</b>		
Not later than one year	5,317	-
Later than one but not later than five years	10,129	-
Later than five years	72	-

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 55 DISCLOSURE PURSUANT TO IND AS - 19 'EMPLOYEE BENEFITS'

### a) Defined contribution plans

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Employer's Contribution to Provident Fund	6	-

### b) Defined benefit plans

#### i. General description

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity (Unfunded)	
	As at 31 March 2021	As at 31 March 2020
Defined Benefit Obligation at beginning of the year	-	-
Additions due to Asset Acquisition	6	-
Interest cost	1	-
Current service cost	2	-
Liability transferred In/Acquisitions	13	-
Actuarial gain on obligations due to change in financial assumption	(1)	-
Actuarial loss on obligations due to change in experience	(1)	-
Benefit paid directly by the employer	(1)	-
Past service cost	(2)	-
Defined Benefit Obligation at the end of the year	18	-

### Fair value of Planned Assets

The Mindspace Group does not have any plan assets and consequently, disclosures related to the plan assets have not been given.

Particulars	Gratuity (Unfunded)	
	Year ended 31 March 2021	Year ended 31 March 2020
Expenses recognized		
Current service cost	2	-
Interest Cost	1	-
Return on Plan Asset	-	-
Net Cost	3	-

Particulars	Gratuity (Unfunded)	
	Year ended 31 March 2021	Year ended 31 March 2020
Expenses recognized in the Other Comprehensive Income (OCI)		
Actuarial loss on obligations due to change in experience/ financial assumptions	(0)	-
Interest Cost	-	-
Return on Plan Asset	-	-
Net Cost	(0)	-

Actuarial Assumptions	Gratuity (Unfunded)	
	Year ended 31 March 2021	Year ended 31 March 2020
Discount Rate (per annum)	5.58% - 7.00%	-
Expected rate of return on Plan Assets (per annum)	-	-
Rate of escalation in salary (per annum)	6.06% - 10.00%	-
Rate of employee turn over	2.00% - 42.00%	-

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.



Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

c) Sensitivity Analysis

Table with 3 columns: Particulars, Year ended 31 March 2021, Year ended 31 March 2020. Rows include Projected benefit obligation on current assumptions and various delta effects of percentage changes in discounting, salary increase, and employee turnover.

56 DUE TO MICRO AND SMALL SUPPLIERS

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises.
Amounts due to micro, small and medium enterprises (MSME) as at 31 March 2021 was ₹ 757 million (2020: ₹ Nil). The information regarding MSMED has been determined to the extent such parties have been identified on the basis of information available with the Mindspace Group.

Table with 3 columns: Particulars, Year ended 31 March 2021, Year ended 31 March 2020. Rows include Principal amount and interest, amount of interest paid, amount of interest due, and amount of interest accrued.

57 The REIT acquired the SPVs by issuing units to the erstwhile shareholders of the SPVs on July 30, 2020. The results of the SPVs have been consolidated accordingly from such date and hence the numbers for the previous year ended March 31, 2020 are not comparable.

58 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

There is no offsetting financial assets and financial liabilities as at 31 March 2021 and 31 March 2020.

59 DISCLOSURE IN RESPECT OF LEASE (IND AS 116):

Mindspace Group as lessee:
Applying Ind AS 116, for all leases, the Mindspace Group:
a) recognizes right-of-use assets and lease liabilities in the statement of financial position, initially measured at the present value of future lease payments;
b) recognizes depreciation on right-of-use assets and interest on lease liabilities in the Consolidated Statement of Profit or Loss; and
c) separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the statement of cash flows.
Under Ind AS 116, right-of-use assets are tested for impairment in accordance with Ind AS 36 Impairment of Assets. This replaces the previous requirement to recognize a provision for onerous lease contracts.

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

The following are the restrictions or covenants imposed by lessor:
Avacado - The Company shall not sell the leased asset or part thereof without the consent of MMRDA.

Amounts recognized in the Consolidated Statement of Profit and Loss

Table with 3 columns: Particulars, For the year ended 31 March 2021, For the year ended 31 March 2020. Rows include Depreciation expense on right-of-use assets and Interest expense on lease liabilities.

Maturity analysis of Lease liability

Table with 3 columns: Particulars, For the year ended 31 March 2021, For the year ended 31 March 2020. Rows include Not later than 1 year, Later than 1 year and not later than 5 years, and Later than 5 years.

The total cash outflow for leases amount to ₹ 16 million.

60 REGULATORY DEFERRAL ACCOUNT

Table with 3 columns: Particulars, Year ended 31 March 2021, Year ended 31 March 2020. Rows include Regulatory deferral account - Liability, Total (A), Regulatory deferral account - Asset, and Total (B).

Rate Regulated Activities
As per the Ind AS-114 'Regulatory Deferral Accounts' the business of electricity distribution is a Rate Regulated activity wherein the regulators determine Tariff to be charged from consumers based on prevailing regulations in place.

The Multi Year Tariff (MYT) Regulations issued by respective State Regulators is applicable to the Mindspace Group's power distribution business. According, to these regulations, the regulators shall determine tariff in a manner in which the Mindspace Group can recover its fixed and variable costs including assured rate on return approved equity base, from its consumers. The Mindspace Group determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in respective MYT Regulations.

Reconciliation of Regulatory Assets/Liabilities of power distribution business as per Rate Regulated Activities is as follows:

Table with 3 columns: Particular, Year ended 31 March 2021, Year ended 31 March 2020. Rows include Opening Regulatory Assets net of (Liabilities), Add:- Additions due to asset acquisition, Regulatory Income / (Expense) during the year as per MERC order, and various components of Power Purchase Cost and Other Expenses.

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

61 SEGMENT INFORMATION

The Mindspace Group is organized into the two operating divisions - 'real estate' and 'power distribution', which are determined based on the internal organization and management structure of the Mindspace Group and its system of internal financial reporting and the nature of its risks and its returns. The Governing Board of the manager has been identified as the chief operating decision maker (CODM). CODM evaluates the Mindspace Group's performance, allocates resources based on analysis of various performance indicators of the Group as disclosed below.

Primary segment information

The primary reportable segment is business segment.

Real estate

Real estate comprises development and management of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The Group has its project/properties in Mumbai, Hyderabad, Pune and Chennai for development and management of commercial SEZ and IT parks.

Power distribution

The state power regulator has taken on record the SEZ developer MBPPL, Gigaplex and KRC Infra as Deemed Distribution Licensee for Power. The approved SPVs being Deemed Distributor, supplies power to customers within the notified SEZ.

31 March 2021

Particulars	Real estate	Power distribution	Unallocable	Inter segment elimination	Total
Segment revenue	11,045	460	-	(124)	11,381
Segment result	7,158	3	(729)	-	6,433
Finance cost	188	1	1,519	-	1,707
Employee benefit expenses	83	-	33	-	115
Interest income	22	0	111	-	133
Other income	0	-	51	-	51
Profit / (Loss) before tax	6,910	2	(2,118)	-	4,794
Tax	-	-	1,445	-	1,445
Profit / (Loss) after tax	6,910	2	(3,563)	-	3,349
Other Information					
Segment assets	214,065	1,712	6,941	-	222,718
Segment liabilities	10,923	1,321	38,340	-	50,584
Capital expenditure	4,234	0	-	-	4,234
Depreciation & amortization	1,910	54	-	-	1,964

Secondary segment information

Mindspace Group's operations are based in India and therefore the Group has only one geographical segment - India.

Segment accounting policies are in line with accounting policies of the Mindspace Group. In addition, the following specific accounting policies have been followed for segment reporting:

Segment revenue includes income directly attributable to the segment.

Revenue and expenses directly attributable to segments are reported under respective reportable segment.

Revenue and expenses which are not attributable or allocable to segments have been disclosed under 'Unallocable'.

Borrowings and finance cost of the Group which are not attributable or allocable to segments are considered as 'Unallocable' and disclosed under 'Unallocable'.

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

SPV wise revenue from major customers:

Entity	For the year ended	
	31 March 2021	31 March 2020
MBPPL	439	-
Gigaplex	704	-
Sundew	329	-
Intime	552	-
KRIT	1,025	-
KRC Infra	903	-
Horizionview	8	-
Avacado	383	-

62 NON-CONTROLLING INTEREST

Name of the entity	For the year ended 31 March 2021			
	Net assets		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated total comprehensive income	Amount
Parent				
Mindspace Business Parks REIT	94.7%	163,030	91.8%	3,075
SPVs				
Intime Properties Limited	1.1%	1,865	2.0%	67
K. Raheja IT Park (Hyderabad) Limited	1.8%	3,099	2.4%	81
Sundew Properties Limited	2.4%	4,140	3.8%	126
Consolidated net assets/ Total comprehensive income	100%	172,134	100%	3,349

The following table summarizes the financial information relating to SPVs which have material Non-controlling interest.

(i) Intime Properties Limited

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Non-current assets	17,664	-
Current assets	95	-
Non-current liabilities	(107)	-
Current liabilities	(696)	-
Net assets	16,956	-
NCI holdings	11.0%	-
Carrying amount of Non-controlling interests	1,865	-

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total comprehensive income for the year	605	-
Attributable to Non-controlling interest		
Total comprehensive income for the year	67	
Cash flows from/ (used in):		
Operating activities	59	-
Investing activities	58	-
Financing activities	(116)	-
Net increase/ (decrease) in cash and cash equivalents	1	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

(ii) K. Raheja IT Park (Hyderabad) Limited		
Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Non-current assets	29,165	-
Current assets	121	-
Non-current liabilities	(198)	-
Current liabilities	(917)	-
Net assets	28,171	-
NCI holdings	11.0%	-
Carrying amount of Non-controlling interests	3,099	-
Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total comprehensive income for the year	739	-
Attributable to Non-controlling interest		
Total comprehensive income for the year	81	-
Cash flows from:		
Operating activities	73	-
Investing activities	69	-
Financing activities	(150)	-
Net decrease in cash and cash equivalents	(8)	-
(iii) Sundew Properties Limited		
Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Non-current assets	48,910	-
Current assets	407	-
Non-current liabilities	(9,337)	-
Current liabilities	(2,357)	-
Net assets	37,623	-
NCI holdings	11.0%	-
Carrying amount of Non-controlling interests	4,140	-
Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total comprehensive income for the year	1,149	-
Attributable to Non-controlling interest		
Total comprehensive income for the year	126	-
Cash flows from/ (used in):		
Operating activities	140	-
Investing activities	652	-
Financing activities	(759)	-
Net increase in cash and cash equivalents	33	-
Total carrying amount of NCI	9,104	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

63 RELATED PARTY DISCLOSURES				
A. Parties to Mindspace REIT as at 31 March, 2021				
Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6	(refer note below)	Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
10		Casa Maria Properties LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
11		Raghukool Estate Developement LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
12		Palm Shelter Estate Development LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
13		K. Raheja Corp Pvt. Ltd.	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Vinod Rohira



Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
14		Inorbit Malls (India) Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha Ivory Properties & Hotels Pvt Ltd K Raheja Corp Private Limited	Ravi C. Raheja Neel C. Raheja Sunil Hingorani
15		Ivory Properties and Hotels Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Vinod Rohira
16		K Raheja Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Vinod Rohira
17		Ivory Property Trust	Chandru L. Raheja Jyoti C. Raheja Ivory Properties & Hotels Pvt Ltd Ravi C. Raheja Neel C. Raheja (all are trustees)	-

Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
18		Genext Hardware & Parks Pvt. Ltd.	Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Chandru L. Raheja jointly with Jyoti C. Raheja, behalf of Ivory Property Trust	Ravi C. Raheja Neel C. Raheja Ramesh Valecha
19	Names of SPVs	1. Avacado Properties and Trading (India) Private Limited 2. Gigaplex Estate Private Limited 3. Horizonview Properties Private Limited 4. KRC Infrastructure and Projects Private Limited 5. Intime Properties Limited 6. Sundew Properties Limited 7. K. Raheja IT Park (Hyderabad) Limited 8. Mindspace Business Parks Private Limited. 9.Dices Realcon Private Limited. (upto 19 <sup>th</sup> February, 2021) 10.Educator Protech Private Limited (upto 19 <sup>th</sup> February, 2021) 11.Happy Eastcon Private Limited (upto 4 <sup>th</sup> February, 2021) 12.Sampada Eastpro Private Limited (upto 17 <sup>th</sup> March, 2021)		
20	Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP)	<b>Governing Board</b> Mr. Deepak Ghaisas Ms. Manisha Girotra Mr. Bobby Parikh Mr. Alan Miyasaki Mr. Ravi C. Raheja Mr. Neel C. Raheja <b>Key Managerial Personnel</b> Mr. Vinod Rohira Ms. Preeti Chheda		
21	Entities controlled/ jointly controlled by members of Governing Board.	Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Limited Sustain Properties Private Limited Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Limited Sundew Real Estate Private Limited M/s Bobby Parikh and Associates Gencoval Strategic Services Pvt Ltd Stemade Biotech Private Limited Hariom Infracilities Services Private Limited		

\* only when acting collectively

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

B. Related parties with whom the transactions have taken place during the year

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Project Management Fees</b>		
K Raheja Corp Investment Managers LLP	282	-
<b>Investment Management Fees</b>		
K Raheja Corp Investment Managers LLP	34	-
<b>Trustee fee expenses</b>		
Axis Trustee Services Limited	2	-
<b>Legal &amp; professional fees</b>		
M/s Bobby Parikh and Associates	7	-
<b>Interest income</b>		
Ivory Property Trust	19	-
<b>Rent expense</b>		
Genext Hardware & Parks Pvt. Ltd.	8	-
<b>Royalty Charges</b>		
Anbee Constructions LLP	-	1
Cape Trading LLP	-	1
Ivory Properties & Hotels Private Limited	-	1
K. Raheja Private Limited	-	1
K. Raheja Corp Private Limited	-	2
<b>Sitting Fees</b>		
Neel C Raheja	0	-
Ravi C Raheja	0	-
Vinod N. Rohira	0	-
Preeti Chheda	0	-
<b>Loan repaid</b>		
Ivory Property Trust	3150	-
<b>Reimbursement of Expenses</b>		
K Raheja Corp Investment Managers LLP*	61	41
*Includes fees paid to M/s Bobby Parikh & Associates amounting to ₹ 0.48 million for the year ended 31 March 2021 and ₹ 1 million for the year ended 31 March 2020.		
<b>Payment to Sponsor Group companies in relation to Offer for Sale</b>		
Chandru L Raheja	10	-
Jyoti C Raheja	1,139	-
Ravi C Raheja	1,180	-
Neel C Raheja	1,180	-
Genext Hardware & Parks Private Limited	958	-
Inorbit Malls (India) Private Limited	1,506	-
Ivory Properties And Hotels Private Limited	3,387	-
Ivory Property Trust	10,357	-
K. Raheja Corp Private Limited	4,304	-
K. Raheja Private Limited	2,852	-
<b>Initial receipt from Co-sponsor - received</b>		
Anbee Constructions LLP	-	0
Cape Trading LLP	-	0
<b>Issue of Unit capital</b>		
Anbee Constructions LLP	9,736	-
Cape Trading LLP	9,736	-
Capstan Trading LLP	11,301	-
Casa Maria Properties LLP	11,301	-
Chandru L. Raheja	8,974	-
Genext Hardware & Parks Private Limited	6,294	-

Consolidated Financial Statements
for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Inorbit Malls (I) Private Limited	1,541	-
Ivory Properties & Hotels Private Limited	3,466	-
Ivory Property Trust	2,410	-
Jyoti C. Raheja	2,745	-
K Raheja Corp Private Limited	10,064	-
K Raheja Private Limited	2,918	-
Neel C. Raheja	4,637	-
Palm Shelter Estate Development LLP	11,301	-
Raghukool Estate Developement LLP	9,958	-
Ravi C. Raheja	4,637	-

C. Balances

Particulars	As on 31 March 2021	As on 31 March 2020
<b>Other Receivable</b>		
Vinod N Rohira	0	-
<b>Trade Payables</b>		
K Raheja Corp Investment Managers LLP	40	-
M/s Bobby Parikh and Associates	0	-
<b>Sitting Fees Payable</b>		
Neel C.Raheja	0	-
Ravi C.Raheja	0	-
Preeti Chheda	0	-
<b>Other Financial Liabilites</b>		
K Raheja Corp Investment Managers LLP	17	49
<b>Security Deposit</b>		
K. Raheja Corp Pvt. Ltd.	2	-
<b>Co-Sponsor Initial Corpus</b>		
Anbee Constructions LLP	0	0
Cape Trading LLP	0	0

64 “0” REPRESENTS VALUE LESS THAN ₹ 0.5 MILLION.

**Disclaimer**

*This report is prepared exclusively for the benefit and use of K Raheja Corp Investment Managers LLP ( "Recipient" or "Entity" or "Manager") and / or its associates and, other than publication in offering document(s) and advertisement related materials prepared for the disclosure of valuation of assets forming part of the portfolio of Mindspace Business Parks REIT ("Mindspace REIT"), in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges. The Entity is the investment manager to Mindspace Business Parks REIT, a Real Estate Investment Trust under the Securities and Exchanges Board of India (Real Estate Investment Trust), 2014 and amended till date ("SEBI REIT Regulations"). The Manager may share the report with its appointed advisors for any statutory or reporting requirements, in connection with the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT. Neither this report nor any of its contents may be used for any other purpose other than the purpose as agreed upon in the Letter of Engagement ("LOE") dated 21 September 2020 without the prior written consent of the Valuer.*

*The information in this report reflects prevailing conditions and the view of Valuer as of this date, all of which are, accordingly, subject to change. In preparation of this report, the accuracy and completeness of information shared by the Manager has been relied upon and assumed, without independent verification, while applying reasonable professional judgment by the Valuer.*

*This report has been prepared upon the express understanding that it will be used only for the purposes set out in the LOE dated 21 September 2020. The Valuer is under no obligation to provide the Recipient with access to any additional information with respect to this report unless required by any prevailing law, rule, statute or regulation.*

*This report should not be deemed an indication of the state of affairs of the real estate financing industry nor shall it constitute an indication that there has been no change in the business or state of affairs of the industry since the date of preparation of this document*

## Summary Valuation Report: Portfolio of Mindspace Business Parks REIT

Date of Valuation: 31 March 2021

Date of Report: 8 May 2021

Submitted to:

K Raheja Corp Investment Managers LLP



Contents

1	Instruction.....	3
1.1	Instructing Party .....	3
1.2	Purpose and Date of Valuation .....	4
1.3	Reliant Parties .....	4
1.4	Limitation of liability .....	5
1.5	Professional Competency of The Valuer .....	6
1.6	Disclosures .....	7
1.7	Assumptions, Disclaimers, Limitations & Qualifications to Valuation .....	9
2	Valuation Approach and Methodology.....	12
2.1	Purpose of Valuation .....	12
2.2	Basis of Valuation .....	12
2.3	Valuation Approach .....	12
2.4	Valuation Methodology .....	14
2.5	Information Sources .....	17
3	Valuation Summary.....	18
3.1	Assumptions, Disclaimers, Limitations & Qualifications.....	19
4	Subject Properties .....	20
4.1	Mindspace Madhapur (Sundew Properties Ltd), Hyderabad .....	20
4.2	Mindspace Madhapur (K Raheja IT Park (Hyderabad) Ltd), Hyderabad .....	23
4.3	Mindspace Madhapur (Intime Properties Ltd), Hyderabad.....	27
4.4	Mindspace Airoli East, Mumbai Region .....	30
4.5	Mindspace Airoli West, Mumbai Region .....	35
4.6	Paradigm Mindspace Malad, Mumbai Region .....	40
4.7	The Square, BKC, Mumbai Region .....	43
4.8	Commerzone Yerwada, Pune .....	46
4.9	Gera Commerzone Kharadi, Pune.....	49
4.10	The Square, Nagar Road, Pune .....	55
4.11	Commerzone Porur, Chennai.....	58
4.12	Mindspace Pocharam, Hyderabad.....	61

1 Instruction

1.1 INSTRUCTING PARTY

K Raheja Corp Investment Managers LLP (hereinafter referred to as “the Instructing Party” or “the Client”), in its capacity as the Manager of the Mindspace Business Parks REIT (Mindspace REIT), has appointed Mr. Shubhendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017 (hereinafter referred as the “Valuer”), in order to undertake the valuation of properties comprising commercial office real estate assets located across Mumbai, Hyderabad, Pune and Chennai as well as incidental or ancillary activities including a facility management business and power distribution facility (together herein referred as “Subject Properties”, as mentioned below):

S. No.	Location	Leasable area (Million sq. ft.)
1	Mindspace Madhapur, Hyderabad	10.6
2	Mindspace Airoli East, Navi Mumbai	6.8
3	Mindspace Airoli West, Navi Mumbai	5.1
4	Paradigm Mindspace Malad, Mumbai	0.7
5	The Square, BKC, Mumbai	0.1
6	Commerzone Yerwada, Pune	1.7
7	Gera Commerzone Kharadi, Pune	2.6
8	The Square, Nagar Road, Pune	0.8
9	Commerzone Porur, Chennai	0.8
10	Mindspace Pocharam, Hyderabad	1.0

The Subject Properties comprise land for future development a part of which may be considered for sale. The same have been valued separately.

The exercise has been carried out in accordance with the instructions (Caveats & Limitations) detailed in Section 1.7 of this report. The extent of professional liability towards the Client is also outlined within these instructions.

## 1.2 PURPOSE AND DATE OF VALUATION

The purpose of this valuation is to estimate the value of the Subject Properties as part of the portfolio of Mindspace REIT for the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges and for accounting purposes. In addition, other documents in relation to the regulatory filings such as publicity material, research reports, presentations and press releases will also be prepared, wherein copies, summary or extracts of the valuation report are intended to be included.

## 1.3 RELIANT PARTIES

The reliance on this report is extended to the Manager, REIT and other parties including the trustee of REIT, debenture trustee(s), stock exchanges, unitholders of REIT, Securities and Exchange Board of India ("SEBI"), credit rating agencies, lenders of the REIT and/or its special purpose vehicles or any other person within or outside India as the Manager may deem fit for the purpose as highlighted in this report (valuation). The Valuer, however, would extend no liability to such reliant parties save and except for gross and willful negligence.

The valuation exercise is conducted strictly and only for the use of the parties as stated above who need to rely on such valuation ("Reliant Party") and for the Purpose specifically stated. The Instructing Party shall make all reliant parties aware of the terms and conditions of the agreement under which this exercise is being undertaken and take due acknowledgements to the same effect

## 1.4 LIMITATION OF LIABILITY

- The Valuer has provided the services exercising due care and skill but does not accept any legal liability arising from negligence or otherwise to any person in relation to possible environmental site contamination or any failure to comply with environmental legislation which may affect the value of the properties. Further, the Valuer shall not accept liability for any errors, misstatements, omissions in the report caused due to false, misleading or incomplete information or documentation provided to him by the Instructing Party.
- The Valuer's maximum aggregate liability for claims arising out of or in connection with the Valuation, under this contract shall not exceed the professional indemnity insurance obtained by it. As on the date of this report, the professional indemnity insurance maintained by the Valuer is for INR 50 Million (Rupees Fifty Million Only).
- In the event that any of the Manager, REIT and other parties including the trustee of REIT, debenture trustee(s), stock exchanges, unitholders of REIT, Securities and Exchange Board of India ("SEBI"), credit rating agencies, lenders of the REIT and/or its special purpose vehicles or any other person within or outside India as the Manager may deem fit in connection with the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, be subject to any claim ("Claim Parties") in connection with, arising out of or attributable to the Valuation, the Claim Parties will be entitled to require the Valuer, to be a necessary party/ respondent to such claim and the Valuer shall not object to his inclusion as a necessary party/respondent. However, the legal cost with respect to appointment of lawyers by the Valuer as a respondent/defendant shall be borne by the Client. If the Valuer, as the case may be, does not co-operate to be named as a necessary party/ respondent to such claims or co-operate in providing adequate/ successful defence in defending such claims, the Claim Parties jointly or severally will be entitled to initiate a separate claim against the Valuer in this regard and his liability shall extend to the value of the claims, losses, penalties, costs and liabilities incurred by the Claim Parties.
- The Valuer is neither responsible for any legal due diligence, title search, zoning check, development permissions and physical measurements nor undertake any verification/validation of the zoning regulations/development controls etc.

## 1.5 PROFESSIONAL COMPETENCY OF THE VALUER

Mr. Shubhendu Saha, the Valuer for the Subject Property is registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of The Companies (Registered Valuers and Valuation) Rules, 2017 since 15 May 2019. He completed his Bachelor in Planning from the School of Planning and Architecture, New Delhi in 1997 and Master in Management Studies from Motilal Nehru National Institute of Technology, Allahabad in 1999.

Mr. Saha has more than 20 years of experience in the domain of urban infrastructure and real estate advisory. He was the national practice head of Valuation Advisory services of DTZ International Property Advisers Private limited (now known as Cushman and Wakefield Property Advisers Private Limited), a leading International Property Consulting firm in India, from 2009 to 2015. He also led the business solutions and consulting services for the property management business of Cushman and Wakefield India Private Limited from 2015 to 2017. In early part of his career, he worked with renowned organisations like ICRA Limited, Copal Research (now known as Moody's Analytics) and National Council of Applied Economic Research. His last employment was with PwC as Director Real Estate Advisory before he started his practice as an independent valuer.

As the leader of valuation services business at DTZ, Mr. Saha authored India specific guidelines of the RICS Valuation Standards ("Red Book") for financial accounting, taxation and development land, which became part of the 7th edition of Red Book. He undertook valuation of India's first listed portfolio of healthcare assets at Singapore Stock Exchange as a Business Trust and led numerous valuation exercises for multiple private equity/real estate funds, financial institutions, developers and corporates across asset classes of commercial, retail, residential and hospitality. His clientele included Air India, HDFC, Religare Health Trust, Duet Hotels, DLF, RMZ, Embassy Group, Citibank, Tishman Speyer, IL&FS, HSBC, IDFC, Ascendas India etc.

## 1.6 DISCLOSURES

The Valuer declares that:

- He is eligible to be appointed as a valuer in terms of Regulation 2(1)(zz) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (REIT) (Amendment) Regulations, 2016 with the valuation exercise having been conducted and valuation report prepared in accordance with aforementioned regulations.
- He is not an associate of Anbee Constructions LLP and Cape Trading LLP (referred to as the "Sponsors"), the Instructing Party or Axis Trustee Services Limited (the Trustee for the MindSPACE REIT).
- He is registered with the Insolvency and Bankruptcy Board of India (IBBI) as registered valuer for asset class Land and Building under the provisions of the Companies (Registered Valuer and Valuation) Rules, 2017.
- He has more than a decade's experience in leading large real estate valuation exercises comprising investment portfolios of various real estate funds, trusts and corporates comprising diverse assets like residential projects, retail developments, commercial office buildings, townships, industrial facilities, data centres, hotels, healthcare facilities and vacant land and therefore has adequate experience and qualification to perform property valuations at all times.
- He has not been involved in acquisition or disposal within the last twelve months of any of the properties valued under this summary valuation report.
- He has educational qualifications, professional knowledge and skill to provide competent professional services.
- He has sufficient key personnel with adequate experience and qualification to perform property valuation.
- He is not financially insolvent and has access to financial resources to conduct his practice effectively and meet his liabilities.
- He has adequate and robust internal controls to ensure the integrity of the valuation report.
- He is aware of all statutes, laws, regulations and rules relevant to this valuation exercise.
- He has conducted the valuation exercise without any influence, coercion or bias and in doing so rendered high standards of service, ensured due care, and exercised due diligence and professional judgment.
- He has acted independently and with objectivity and impartiality in conducting this valuation exercise.
- The valuation exercise that has been undertaken is impartial, true and fair to his best understanding and knowledge, and in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2016 and subsequent amendments.
- He or any of his employees involved in valuing the assets of the REIT have not invested nor shall invest in the units of MindSPACE REIT or in securities of any of the Subject



Properties being valued till the time he is designated as Valuer and not less than six months after ceasing to be the Valuer of the REIT.

- He has discharged his duties towards Mindspace REIT in an efficient and competent manner, utilising his professional knowledge, skill and experience in best possible way to conduct the valuation exercise.
- He has conducted the valuation of the Subject Properties with transparency and fairness and rendered, at all times, high standards of service, exercise due diligence, ensure proper care and exercised independent professional judgment.
- He has not and shall not accept any remuneration, in any form, for conducting valuation of any of the Subject Properties of Mindspace REIT from any person or entity other than Mindspace REIT or its authorised representatives.
- He has no existing or planned future interest in the Client, Trustee, Manager, Mindspace REIT, the Sponsors to Mindspace REIT, or their representative Sponsor Groups or the Special Purpose Vehicles (“SPVs”) and the fee for this valuation exercise is neither contingent upon the values reported nor on success of any of the transactions envisaged or required as part of the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges.
- The valuation reported is not an investment advice and should not be construed as such, and specifically he does not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Client or the SPVs.
- He shall, before accepting any assignment from any related party to Mindspace REIT, disclose to Mindspace REIT, any direct or indirect consideration which the Valuer may have in respect of such assignment
- He shall disclose to the Trustee of Mindspace REIT, any pending business transaction, contracts under negotiations and other arrangements with the Instructing Party or any other party whom the Mindspace REIT is contracting with or any other factors which may interfere with his ability to give an independent and professional conduct of the valuation exercise; as on date the Valuer has no constraints towards providing an independent professional opinion on the value of any of the Subject Properties.
- He has not and shall not make false, misleading or exaggerated claims in order to secure or retain his appointment.
- He has not and shall not provide misleading opinion on valuation, either by providing incorrect information or by withholding relevant information.
- He has not accepted this instruction to include reporting of the outcome based on a pre-determined opinions and conclusions required by Mindspace REIT.
- The valuation exercise has been conducted in accordance with internationally accepted valuation standards as required by SEBI (REIT) Regulations and The Companies (Registration of Valuers and Valuation) Rules, 2017.
- He notes that there are encumbrances, however, no options or pre-emptions rights in relation to the assets based on the title report prepared by Hariani & Co. and Wadia Ghandy & Co., Veritas Legal (hereinafter collectively referred to as “Legal Counsel”).

## 1.7 ASSUMPTIONS, DISCLAIMERS, LIMITATIONS & QUALIFICATIONS TO VALUATION

While the Valuation Report has been prepared independently by the Valuer, the report and this summary is subject to the following:

- a. The valuation exercise is based on prevailing market dynamics as on the date of valuation without taking into account any unforeseeable event or developments which could impact the valuation in the future.
- b. The outbreak of COVID-19, declared by the World Health Organisation as a Global Pandemic on the 11th March 2020, and has continued to impact many aspects of daily life and the global economy. Individual markets have reacted differently to the COVID-19 outbreak, aftermath and further waves. Travel, movement and operational restrictions have been implemented by many countries. In some cases, lockdowns have been applied to varying degrees and to reflect further waves of COVID-19. The pandemic and the measures taken to tackle COVID-19 continue to affect economies and real estate markets globally. In India as well, the government has adopted similar measures to contain the spread of Covid-19 which has caused business disruption impacting the economic activity. Although these may imply a new stage of the crisis, they are not unprecedented in the same way as the initial impact. As per WHO, there are more than 250 COVID-19 vaccine candidates at different stages of trials. COVID-19 vaccine in India was launched on 16 January 2021. This was initially deployed to essential services workers and senior citizens. The coverage has now been expanded to people aged 18 years and above and with increased coverage in subsequent months, it can reasonably be expected that disruptions caused by the pandemic would subside in the coming year. The commercial real estate sector has so far shown reasonable resilience to the disruptions caused by Covid-19. With the gained intelligence about the pandemic and rapid progress witnessed in the development and deployment of the vaccine, we expect the corporates to resume their operations from their respective office spaces, as the situation starts to stabilize soon. This is expected to be followed by the demand for commercial office spaces, which have been vacated due to pandemic over the last year, to come back and then the demand for additional commercial office spaces is expected to arise, as the deferred corporate decision-making starts to materialize. Therefore, we expect slow recovery in the demand for commercial real estate in short-mid term before the demand resumes its long-term trajectory.
- c. The valuation exercise is not envisaged to include all possible investigations with respect to the Subject Properties and wherein certain limitations to the investigations and inspections carried out are identified so as to enable the Reliant Party/Parties to undertake further investigations wherever considered appropriate or necessary prior to reliance. The Valuer is not liable for any loss occasioned by a decision not to conduct further investigation or inspections.
- d. Assumptions, being an integral part of any valuation exercise, are adopted as valuation is a matter of judgment and many parameters utilized to arrive at the valuation opinion

may fall outside the scope of expertise or instructions of the Valuer. The party relying on this report accepts that the valuation contains certain specific assumptions and acknowledge and accept the risk that if any of the assumptions adopted to arrive at the valuation estimates turns out to be incorrect, there may be a material impact on the valuations.

- e. The valuation exercise is based on the information shared by the Instructing Party or the Client, which has been assumed to be correct and used to conduct the valuation exercise. In case of information shared by any third party and duly disclosed in the report, the same is believed to be reasonably reliable, however, the Valuer does not accept any responsibility should those prove not to be so.
- f. Any statement regarding any future matter is provided as an estimate and/or opinion based on the information known at the date of this report. No warranties are given regarding accuracy or correctness of such statements.
- g. Any plan, map, sketch, layout or drawing included in this report is to assist reader in visualizing the relevant property and are for representation purposes only, with no responsibility being borne towards their mathematical or geographical accuracy.
- h. Except as disclosed by the Client, it is assumed that the Subject Properties are free from any encroachments and available on the date of valuation.
- i. For the purpose of this valuation exercise, reliance has been made on the Title Reports prepared by the Legal Counsels for each of the Subject Properties and no further enquiries have been made with authorities in this regard. It is understood that the Subject Properties have encumbrances, disputes and claims, however, the Valuer does not have the expertise or the purview to verify the veracity or quantify these encumbrances, disputes or claims. For the purpose of this valuation exercise, it is assumed that respective Subject Properties have clear and marketable titles.
- j. The current zoning of the Subject Properties has been assessed on the basis of review of various documents including title reports shared by the Instructing Party and the current land use maps publicly available. The same has been considered for the purpose of this valuation exercise. Additionally, it is also assumed that the development on the Subject Properties adheres/would adhere to the development regulations as prescribed by the relevant authorities. No further enquiries have been made with the competent jurisdictional authorities to validate the legality of the same.
- k. The total developable/developed area, leasable area, site/plot area considered for this valuation exercise is based on the Architect's Certificate shared by the Instructing Party and the same has been checked against the approvals/layout plans/building plans provided by the Client. However, no additional verification and physical measurement for the purpose of this valuation exercise has been undertaken.
- l. In absence of any information to the contrary, it is assumed that there are no abnormal ground conditions nor archaeological remains present which might adversely affect the current or future occupation, development or value of the Subject Properties and the Subject Properties are free from any rot, infestations, structural or latent defect; no

currently known deleterious or hazardous materials or suspect techniques are used in construction or subsequent alterations or additions to the property and comments made in the property details do not purport to express an opinion about an advice upon the conditions of uninspected parts and should be taken as making an implied representation or statement about such parts.

- m. It is also stated that this is a valuation report and not a structural survey.
- n. Unless specifically disclosed in the report, no allowances are made with respect to any existing or proposed local legislation relating to taxation on realization of the sale value of the Subject Properties.
- o. Given the evolving and maturing real estate markets in India, comparable evidences, if any or market quotes provided has been limited to basic details such as area of asset, general location, price/rate of transaction or sale and any other specific details that are readily available in public domain only shall be shared. Any factual information such as tenants' leasable area, lease details such as, rent, lease/rent commencement and end dates, lock-in period, rent escalation terms etc. with respect to Subject Properties is based on the documents/information shared by the Client/Instructing Party and the same has been adopted for the purpose of this valuation exercise. While few lease deeds have been reviewed on a sample basis, the Valuer does not take any responsibility towards authenticity of the rent rolls shared by the Client. Any change in the aforementioned information will have an impact on the valuation estimates and, in that case, the same would need to have a relook. The relevant information sources are mentioned in section 2.5.
- p. All measurements, areas and property age quoted/mentioned in the report are approximate.
- q. The Valuer is not an advisor with respect to any tax, regulatory or legal matters regarding the proposed transaction. No investigation or enquiries on the holding entity or any SPV's claim on the title of the Subject Properties has been made and the same is assumed to be valid based on the information shared by the Client/Instructing Party. No consideration shall be / has been given to liens or encumbrances against them. Therefore, no responsibility is assumed for matters of a legal nature.
- r. Kindly note that quarterly assessment of cash flows has been undertaken for the purpose of this valuation exercise.

## 2 Valuation Approach and Methodology

### 2.1 PURPOSE OF VALUATION

The purpose of this valuation exercise is to estimate the value of the Subject Properties as part of the portfolio of Mindspace REIT for the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges and for accounting purposes.

### 2.2 BASIS OF VALUATION

Given the purpose of valuation as mentioned above, the valuation exercise has been carried out to estimate the “Market Value” of the Subject Properties in accordance with the IVSC International Valuation Standards issued on 31 July 2019, effective from 31 January 2020.

Market Value is defined as ‘The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.’

### 2.3 VALUATION APPROACH

The basis of valuation for the Subject Property being Market Value, the same may be derived by any of the following approaches:

#### 2.3.1 Market Approach

In ‘Market Approach’, the Subject Property is compared to similar properties that have actually been sold in an arms-length transaction or are offered for sale (after deducting for value of built-up structure located thereon). The comparable evidence gathered during research is adjusted for premiums and discounts based on property specific attributes to reflect the underlying value of the property.

#### 2.3.2 Income Approach

The income approach is based on the premise that value of an income - producing asset is a function of future benefits and income derived from that asset. There are two commonly used methods of the income approach in real estate valuation namely, direct capitalization and discounted cash flow (DCF).

##### i. *Income Approach - Direct Capitalization Method*

Direct capitalization involves capitalizing a ‘normalized’ single - year net income estimated by an appropriate yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

##### ii. *Income Approach - Discounted Cash Flow Method*

Using this valuation method, future cash flows from the property are forecasted using precisely stated assumptions. This method allows for the explicit modelling of income associated with the property. These future financial benefits are then discounted to a present-day value (valuation date) at an appropriate discount rate. A variation of the Discounted Cash Flow Method is mentioned below.

##### iii. *Income Approach - Discounted Cash Flow Method using Rental Reversion*

The market practice in most commercial/ IT developments involves contracting tenants in the form of pre-commitments at sub-market rentals to increase attractiveness of the property to prospective tenants. Such benefits are typically extended to anchor tenants. Additionally, there are instances of tenants paying above-market rentals for certain properties as well (primarily owing to market conditions at the time of contracting the lease). In order to arrive at a unit value for these tenancies, we have considered the impact of such sub/above market leases on the valuation of the Subject Property.

***For the purpose of the valuation of Subject Properties (other than the portions of future development area part or whole of which may be considered for sale), Income Approach - Discounted Cash Flow Method using Rental Reversion has been adopted.***



## 2.4 VALUATION METHODOLOGY

In case of Subject Properties there are instances where the contracted rents are significantly different from prevailing rents in the concerned micro-market where the specific Subject Property is located, either because the rents prevailing at the time of executing the leases have been significantly different or discounts were given to large/anchor tenants.

Since the real estate industry is dynamic and is influenced by various factors (such as existing supply, demand for spaces, quality of spaces available in the market, overall health of the economy, existing rentals, future growth plans, etc.) at a particular point in time, negotiated rents may tend to move away from the prevalent market rents over a period of time.

It has also been witnessed that the market rents for some properties or micro-markets increase or decrease at a rate significantly different from those agreed to in initial leases. These factors reinforce the need to review each of these leases in isolation to assess the intrinsic value of the property under review.

Given the purpose and the nature of Subject Properties involved, the valuation of the commercial office assets has been undertaken using the Discounted Cash Flows method using Rental Reversion, for Facilities Management as well as Power Distribution, Discounted Cash Flow method has been adopted and for portions of future development area part of or whole of which may be considered for sale, Market Approach has been adopted. Further the following steps have been adopted as part of the valuation exercise, which have been elaborated in the detailed full valuation report ("Valuation Report").

### 2.4.1 Asset-specific Review:

- i. As the first step to the valuation of the asset, the rent rolls (and the corresponding lease deeds on a sample basis) were reviewed to identify tenancy characteristics for the asset. As part of the rent roll review, major tenancy agreements belonging to tenants with pre-committed area were reviewed on a sample basis.
- ii. For anchor/large tenants, adjustments on marginal rent or additional lease-up timeframe have been adopted upon lease reversion.
- iii. Title certificates, architect certificates and other related documents as mentioned in earlier sections of the report were reviewed for validation of area details, ownership interests of the Subject Property.
- iv. Physical site inspections were undertaken to assess the current status of the Subject Properties.

### 2.4.2 Micro-market Review:

For the purpose of the valuation exercise, reliance has been placed on the market report prepared by Cushman & Wakefield (CWI), who has been appointed by the Client as an independent consultant to carry out industry and market research. Accordingly, the review was carried out in the following manner:

- i. An assessment of the site and surroundings has been undertaken with respect to the prevailing activities, market dynamics impacting the values and the current use of the respective properties vis-à-vis its locational context, etc. of commercial office assets. Analysis of the micro-market was undertaken primarily based on the findings of the industry/market report prepared by Cushman & Wakefield and readily available information in public domain to ascertain the transaction activity of commercial/IT office space. The analysis entailed review of comparable assets in terms of potential competition (both completed and under-construction/future developments), comparable recent lease transactions witnessed in the micro-market along with the historical leasing and re-leasing history within the asset over the last 2-3 years, if available. This was undertaken to assess the market rent (applicable rental for the micro-market where the asset is located) and achievable market rent (Valuer's view on achievable rent for the Subject Properties for leasing vacant spaces as well as upon re-leasing).
- ii. Valuer also analysed the historical leasing within the asset for anchor tenants to identify the discount that is extended to such tenants at the time of fresh leasing or lease renewals. Rent roll and sample of lease deeds of large anchor-tenants were analysed and applicable adjustments to marginal rent was estimated for individual leases. For other tenants occupying relatively large space within the Subject Properties, it is assumed that the leases shall revert to marginal rents (duly adjusted from the date of valuation) following the expiry of the lease, factoring appropriate re-leasing time.

## 2.4.3 Cash Flow Projections:

- i. The cash flows for the operational and under-construction/future development area have been projected separately to arrive at their respective value estimates.
- ii. Net operating income (NOI) has primarily been used to arrive at the value of the commercial office assets. The following steps were undertaken to arrive at the value for operational and under-construction/ future development areas respectively.

The projected future cash flows from the property are based on existing lease terms for the operational area till the expiry of the leases or re-negotiation, whichever is earlier, following which, the lease terms have been aligned with market rents achievable by the Subject Properties. For vacant area and under-construction/ future development area, the achievable market rent-led cash flows are projected factoring appropriate lease-up time frame for vacant/under-construction/future development area. These cash flows have been projected for 10-year duration from the date of valuation and for 11th year (for assessment of terminal value based on NOI). These future cash flows are then discounted to present-day value (valuation date) at an appropriate discount rate.

For each lease, principally, the following steps have been undertaken to assess the rent over a 10-year time horizon:

**Step 1:** Projecting the rental income for identified tenancies up to the period of lease expiry, lock-in expiry, escalation milestones, etc. whichever is applicable. In the event of unleased spaces, market-led rent is adopted with suitable lease-up time.

**Step 2:** Generating a market led rental income stream for identified tenancies for the time period similar to the cash flows drawn in the aforementioned step.

**Step 3:** In the event the escalated contracted rent is higher than the achievable market rent by 15%, the contracted terms are ignored, and the terms are reverted to market. In the event the escalated contracted rent is below 115% of the achievable rent, the contracted terms are adopted going forward until the next lease review/ renewal. Intent of this step is to project the rental income for respective leases until lease expiry as well as post expiry.

**Step 4:** Computing the monthly rental income projected as part of Step 3 and translating the same to a quarterly income (for the next 10 years and NOI of the 11th year – considered for calculation of terminal value).

- iii. Recurring operational expenses, fit-out income (if any – the same has not been included in the NOI for the purpose of arriving at the terminal value by capitalisation) and vacancy provision have been adopted in-line with prevalent market dynamics. In addition, appropriate rent-free periods have been adopted during lease roll-overs to consider potential rent-free terms as well as outflows towards brokerage. For all commercial office assets, operational revenues and expenses of the respective assets are reviewed to understand the recurring, non-recurring, recoverable and non-recoverable expenses and accordingly estimate the margins on the common area maintenance income which accrues as cash inflows to the Subject Properties.

- iv. The net income on quarterly basis have been projected over the next 10 years and the one year forward NOI (for 11th year) as of end of year 10 has been capitalized to assess the terminal value of the development. The quarterly net cash flows over the next 10 years along with the terminal value estimated at the end of year 10 have been discounted at a suitable discount rate to arrive at the net present value of the cash flows accruing to the commercial office assets through this approach.
- v. For the purpose of valuing the Power Distribution service to the tenants, the cash flows have been projected on the basis of profit margins allowed by the Maharashtra Electricity Regulatory Commission in its latest tariff order for respective power distribution licenses covering the control period from 2020-21 to 2024-25. Thereafter, the same principles have been adopted to project the cash flows till the remaining period of licence for distributing power to tenants/operators by the concerned entity.
- vi. The Facilities Management Services which are planned to be commenced in KRC Infrastructure and Projects Private Limited from the 1<sup>st</sup> day of the quarter following the listing. For the purpose of valuation, its assumed that the Facilities Management Services will commence effective October 1, 2020 and have been valued based on the proposed terms of the Facility Management Services to be entered into with the SPVs and the current revenue profile projected to capture the addition of new areas getting constructed and improvement of overall occupancies of the Subject Properties keeping normalised EBITDA margins through the projected years and estimating the terminal value using an appropriate earnings multiple, thereafter discounting the cash flows using appropriate discount rate. Deferment of commencement of Facilities Management Services beyond October 1, 2020 would result in suitable adjustments to the valuation.

## 2.5 INFORMATION SOURCES

Property related information relied upon for the valuation exercise have been provided to the Valuer by the Client and the market data provided by Cushman and Wakefield, unless otherwise mentioned. The documents provided has been assumed to be a true copy of the original. The rent rolls have been cross checked with the lease deeds on a sample basis only to ensure its correctness.

### 3 Valuation Summary

The following table highlights the summary of the market value of each of the Subject Properties which is part of the Mindspace REIT as on 31 March 2021.

S. No.	Asset Name and Location	Leasable area (Million sq ft) <sup>1</sup>	Market Value (in INR Million) <sup>2</sup>			REIT Ownership
			Completed	Under-Construction	Total	
1	Mindspace Madhapur, Hyderabad	Completed – 10.0 Under-construction/ Future development – 0.6	89,468	1,360	90,828	89%
2	Mindspace Airoli East, Mumbai Region	Completed- 4.7 Under-construction/ Future development – 2.1 <sup>3</sup>	40,849	1,850	42,699	100%
3	Mindspace Airoli West, Mumbai Region	Completed – 3.5 Under-construction/ Future development – 1.7	28,720	7,754	36,474	100%
4	Paradigm Mindspace Malad, Mumbai Region	Completed - 0.7	9,569	-	9,569	100%
5	The Square, BKC, Mumbai Region	Completed – 0.1	3,905	-	3,905	100%
6	Commerzone Yerwada, Pune	Completed – 1.7	19,606	-	19,606	100%
7	Gera Commerzone Kharadi, Pune	Completed – 1.3 Under-construction/ Future development – 1.3	13,360	5,539	18,899	100%
8	The Square, Nagar Road, Pune	Completed - 0.7 Under-construction/ Future development – 0.1	8,115	354	8,468	100%
9	Commerzone Porur, Chennai	Completed – 0.8	6,993	-	6,993	100%
10	Mindspace Pocharam, Hyderabad	Completed - 0.4 Under-construction/ Future development – 0.6	1,177	1,568	2,746	100%
<b>Sub-Total</b>			<b>221,762</b>	<b>18,425</b>	<b>240,187</b>	
11	Facility Management Business		5,327	652	5,979	
<b>Total</b>			<b>227,090</b>	<b>19,077</b>	<b>246,167</b>	

<sup>1</sup> Based on Architect's Certificate, Rent Rolls, Lease Deeds/Leave and License Agreements

<sup>2</sup> Value is for 100% ownership interest in the Subject Property except for Mindspace Madhapur, Hyderabad where value is for 89% ownership (excluding 11% ownership by TSIIIC)

<sup>3</sup> While the park has aggregate development potential of 2.1 msf, Mindspace REIT has currently formulated development plans for 0.9 msf (including High Street), and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation

#### 3.1 ASSUMPTIONS, DISCLAIMERS, LIMITATIONS & QUALIFICATIONS

This Summary Valuation Report is provided subject to a summary of assumptions, disclaimers, limitations and qualification detailed throughout this Report which are made in conjunction with those included within the sections covering various assumptions, disclaimers, limitations and qualifications within the detailed Valuation Report. Reliance on this report and extension of the liability of the Valuer is conditional upon the reader's acknowledgement of these statements. This valuation is for the use of the parties mentioned in Section 1.3 of this Summary Valuation Report

Prepared by

(Shubhendu Saha)  
IBBI/RV/05/2019/11552



4 Subject Properties

4.1 MINDSPACE MADHAPUR (SUNDEW PROPERTIES LTD), HYDERABAD

4.1.1 Property Name

Mindspace Madhapur (Sundew) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

4.1.2 Address

Mindspace, Cyberabad, Survey Number 64 (part), Next to VSNL Bldg, Hitech City, Madhapur Village, Hyderabad - 500081, Telangana, India

4.1.3 Land/Plot Area

Based on the review of Title Report/Architect’s Certificate (Dated: 17 June 2020) (for Sundew Properties Limited), it is understood that the total land area of the Subject Property is approximately 40.3 acres.

4.1.4 Brief Description

Mindspace Madhapur (Sundew) forming part of Mindspace IT Park located in Madhapur, comprises of SEZ and Non-SEZ buildings. The Subject Property has two components i.e. a completed component and an under-construction component. The completed buildings are building 11, 12A, 12B, 12C, 14, 12D and 20. The under- construction building is Building 22 (Hotel building).

Of the total seven completed buildings, six are SEZs and one is a non-SEZ building (Building 11). The IT park has food courts, gaming zone and other amenities.

Building 22 is an under-construction hotel property and did not receive the occupancy certificate by 31 March 2021. The property received the occupancy certificate on 6 May 2021.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at Mindspace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

4.1.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has completed and operational buildings collectively admeasuring approximately 5.6 million sq.

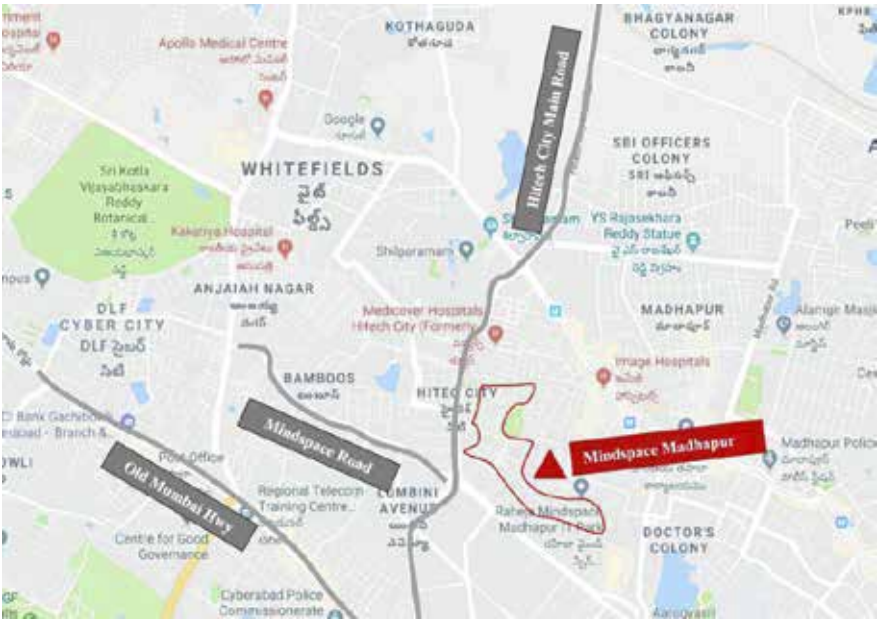
ft. of leasable area. Six operational buildings namely Buildings 12A, 12B, 12C, 14, 12D and 20 are SEZs and one operational building (Building 11) and another under-construction building (Building 22 – Hotel building) are Non-SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 11	590,271	Non-SEZ	Completed
Building 12A	856,837	SEZ	Completed
Building 12B	668,727	SEZ	Completed
Building 12C	786,257	SEZ	Completed
Building 14	529,307	SEZ	Completed
Building 20	910,385	SEZ	Completed
Building 12D	1,246,518	SEZ	Completed
Building 22	127,398	Non- SEZ	Under-construction
<b>Total</b>	<b>5,715,701</b>		

Source: Architect’s Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

4.1.6 Location Map



## 4.1.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2021-22
Current Effective Rent	INR/sq ft/mth	53
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgradation Capex: 270 Building 12D <sup>1</sup> : 605 Building 12D <sup>1</sup> (Fitout): 419 Under-construction (Bldg 22): 123
Expected Completion	Qtr, Year	Upgradation: Q2 FY 2022-23 Building 12D (Fitout): Q2 FY 2021-22 Building No. 22: Q1 FY 2021-22
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development) <sup>2</sup>	%	11.75

Note:

<sup>1</sup> Building 12D CAPEX represents pending payment of INR 605 Million. Capital Expenditure of INR 419 Million is planned for tenant specific fitouts for Building 12D. Fitout rent is being charged to the tenant against the same and is also accounted for in the cashflows.

<sup>2</sup> Building 22, which has already been pre-leased to Chalet hotels, is already complete and work on the services have also progressed significantly with the lessee having started its share of internal finishes and fit-outs. It is designated as under construction in accordance with the SEBI (REIT) regulations as it had not received the Occupancy Certificate as on 31 March 2021, however, it has received the Occupancy Certificate as on 6 May 2021, making the risk profile of the building similar to a completed building

## 4.1.8 Market Value

The market value of the full ownership interest of Mindspace REIT in the Subject Property as on 31 March 2021 is as follows:

NR 50,664 Million<sup>1</sup>  
(Indian Rupees Fifty Billion Six Hundred and Sixty-Four Million Only)

Note:

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

## 4.2 MINDSPACE MADHAPUR (K RAHEJA IT PARK (HYDERABAD) LTD), HYDERABAD

## 4.2.1 Property Name

Mindspace Madhapur (K Raheja IT Park (Hyderabad) Ltd ) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

## 4.2.2 Address

Mindspace Cyberabad, Next to VSNL Building Survey Number 64 (part), APIIC Software Unit Layout, Hitech City, Madhapur Village, Madhapur 500081, Telangana, India

## 4.2.3 Land/Plot Area

Based on the review of Title Report/ Architect's Certificate (Dated: 17 June 2020) (for K Raheja IT Park (Hyderabad) Private Limited), it is understood that the total land area of the Subject Property is approximately 48 acres.

## 4.2.4 Brief Description

Mindspace Madhapur (K Raheja IT Park (Hyderabad) Ltd ), forming part of Mindspace IT Park located in Madhapur has two components i.e. a completed component and land for future development. The completed buildings are 1A, 1B, 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10. Land for future development measures approximately 1.8 acres.

All of the total 11 completed buildings are Non-SEZ buildings. The IT park has food court, land scape area, Amphitheatre and other amenities.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at Mindspace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

## 4.2.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has ready and operational as well as future development buildings collectively admeasuring approximately 3.2 million sq. ft. of leasable area. Subject property buildings 1A, 1B, 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10 are Non-SEZ buildings. The Subject Property also has land for future development admeasuring approximately 1.8 acres with development potential of approximately 0.5 million sq. ft.

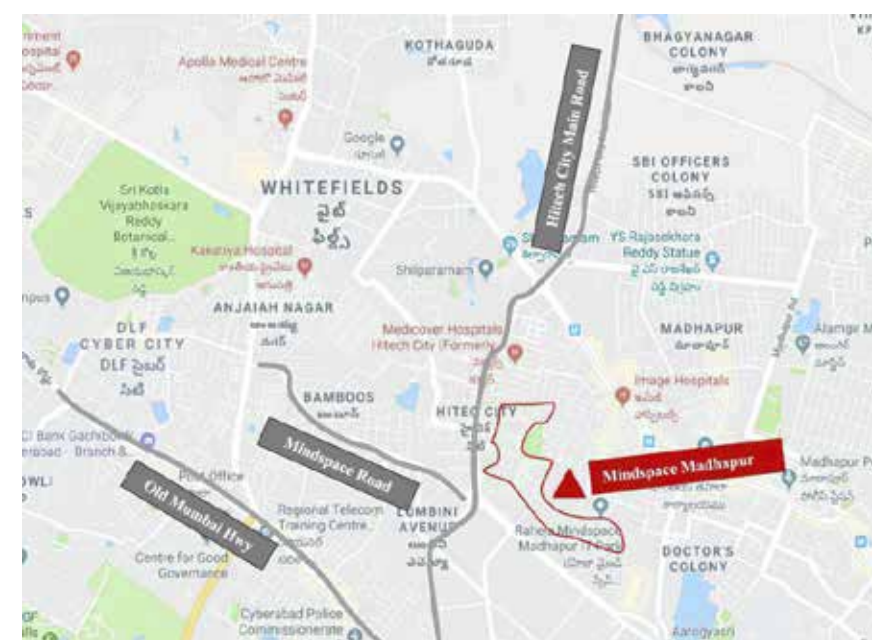
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1A	180,463	Non-SEZ	Completed
Building 1B	180,461	Non-SEZ	Completed
Building 2A	267,992	Non-SEZ	Completed
Building 2B	415,392	Non-SEZ	Completed
Building 3A	178,293	Non-SEZ	Completed
Building 3B	204,934	Non-SEZ	Completed
Building 4A&B	430,528	Non-SEZ	Completed
Building 5A	113,665	Non-SEZ	Completed
Building 7	190,889	Non-SEZ	Completed
Building 8	172,728	Non-SEZ	Completed
Building 10	337,289	Non-SEZ	Completed
Additional Development Potential	500,000	Non-SEZ	Future Development
Amenities*	5,297	Non-SEZ	Completed
<b>Total</b>	<b>3,177,931</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

\* Note: Amenities include Kiosks (678 sq.ft.) and Vantage Café (4,619 sq.ft.)

## 4.2.6 Location Map



## 4.2.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q4 FY 2022-23
Current Effective Rent	INR/sq ft/mth	52
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 560
Expected Upgrade Completion	Qtr, Year	Upgradation: Q1 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10



4.2.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 24,373 Million<sup>1</sup>

(Indian Rupees Twenty-Four Billion Three Hundred and Seventy-Three Million Only)

Note:

<sup>1</sup>. The valuation presented is for 89% interest in the Subject Property.

The above value includes the market value of land for future development based on the weighted average of market comparable and Discounted Cash Flow methods, admeasuring approximately 1.8 acres

4.3 MINDSPACE MADHAPUR (INTIME PROPERTIES LTD), HYDERABAD

4.3.1 Property Name

Mindspace Madhapur (Intime) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

4.3.2 Address

Mindspace Cyberabad, Survey Number 64 (part), Next to VSNL Building, Hitech City, Madhapur Village, Hyderabad, - 500081, Telangana, India

4.3.3 Land/Plot Area

Based on the review of Title Report/ Architect’s Certificate (Dated: 17 June 2020) (for Intime Properties Limited), it is understood that the total land area of the Subject Property is approximately 9 acres.

4.3.4 Brief Description

Mindspace Madhapur (Intime), forming part of Mindspace IT Park located in Madhapur, comprises of three completed and operational buildings spread across approximately 9 acres of land. The IT Park has food court, land scape area, open auditorium and other amenities. All three buildings are non-SEZ buildings.

The Subject Property is well connected to major locations in the city via road and rail network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at Mindspace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

4.3.5 Statement of Assets

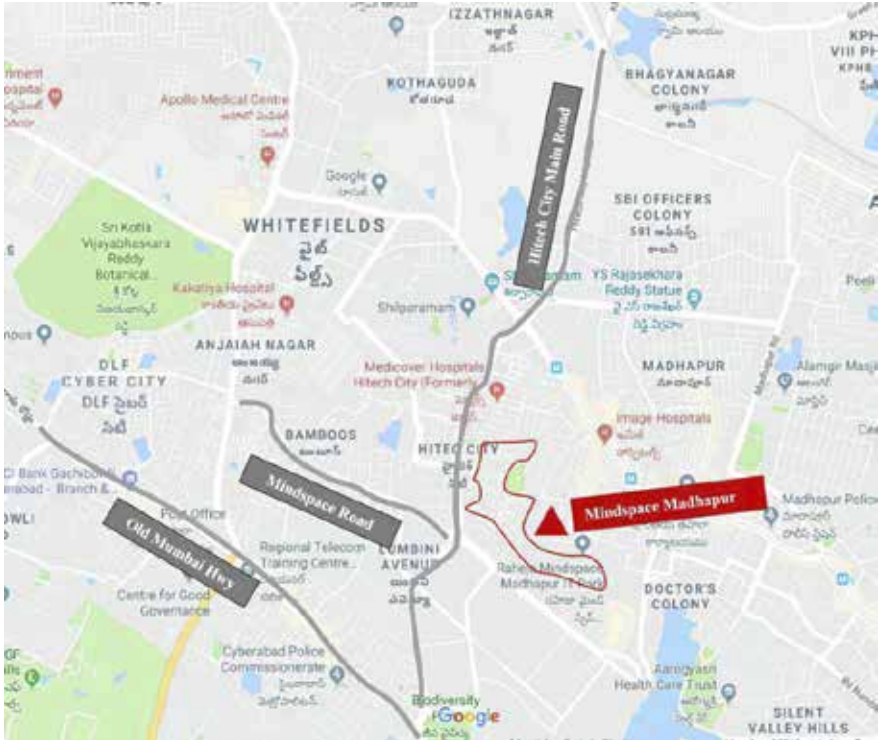
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has completed and operational buildings collectively admeasuring approximately 1.7 million sq. ft. of leasable area. Subject property buildings 5B, 6 and 9 are Non-SEZ buildings.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 5B	245,977	Non-SEZ	Completed
Building 6	388,543	Non-SEZ	Completed
Building 9	1,095,357	Non-SEZ	Completed
<b>Total</b>	<b>1,729,877</b>		

Source: Architect’s Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

4.3.6 Location Map



4.3.7 Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 31/03/2021)		
Lease Completion	Qtr, Year	Q3 FY 2021-22
Current Effective Rent	INR/sq ft/mth	56
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 63
Expected Upgrade Completion	Qtr, Year	Q4 FY 2021 - 22
Other Financial Assumptions		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

4.3.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 15,790 Million <sup>1</sup>

(Indian Rupees Fifteen Billion Seven Hundred and Ninety Million Only)

Note:  
<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

4.4 MINDSPACE AIROLI EAST, MUMBAI REGION

4.4.1 Property Name

Mindspace Airoli East is a commercial office development located within the Thane Belapur Road micro-market at Airoli, Navi Mumbai, Mumbai Region in the state of Maharashtra.

4.4.2 Address

MIDC Plot No. 3, Kalwa Trans Thane Creek Industrial Area, Mindspace, Opp. Airoli Station, Airoli, Navi Mumbai 400708

4.4.3 Land/Plot Area

Based on the review of Title Report/Architect’s Certificate (Dated: 15 June 2020) (for Mindspace Business Park Private Limited), it is understood that the total land area of the Subject Property is approximately 50 acres.

4.4.4 Brief Description

Subject property comprises operational and completed buildings 1, 2, 3, 4, 5&6, 7, 8, 9, 10, 11, 12, 14 and future development Building 15 and High Street. While the park has aggregate development potential of 2.1 msf, Mindspace REIT has currently formulated development plans for 0.9 msf (including High Street), and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation.

The Subject property, which are part of Mindspace IT park located in Airoli East, Navi Mumbai, is spread over 50 acres comprising SEZ and future Non-SEZ office space. It enjoys good accessibility and connectivity with other parts of the city. The Subject Property also has a High Street, club house which has F&B outlets of Dominos, Faasos, Jumbo King on the ground floor. The Subject Property also has a gaming zone for employees.

4.4.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s certificates (Dated: 15 June 2020), etc., shared by the Client, the Subject Property has ready and operations buildings collectively admeasuring approximately 4.7 million sq. ft. of Leasable Area. All the ready buildings are SEZ. The future development buildings (Building 15 & High Street/Retail) are proposed to be Non- SEZ buildings admeasuring approximately 0.8 million sq. ft. and 0.05 million sq. ft. of leasable area respectively.

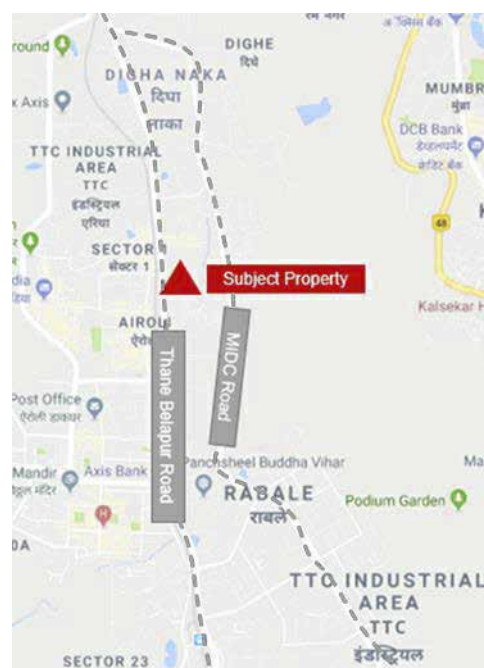
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	353,852	SEZ	Completed
Building 2	344,370	SEZ	Completed
Building 3	354,404	SEZ	Completed
Building 4	349,433	SEZ	Completed
Building 5&6	862,389	SEZ	Completed
Building 7	345,376	SEZ	Completed
Building 8	295,423	SEZ	Completed
Building 9	359,847	SEZ	Completed
Building 10	366,319	SEZ	Completed
Building 11	353,159	SEZ	Completed
Building 12	371,972	SEZ	Completed
Building 14	344,247	SEZ	Completed
Club House	5,331	SEZ	Completed
Building 15	800,000	Non-SEZ	Future Development
Retail Space (High Street)	50,000	Non-SEZ	Future Development
<b>Total</b>	<b>5,556,122</b>		

Source: Architect’s Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/ Leave and License Agreements



## 4.4.6 Location Map



## 4.4.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2022-23
Current Effective Rent	INR/sq ft/mth	52
Achievable Market Rent	INR/sq ft/mth	58
Parking Charges	INR/bay/mth	1,500
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade <sup>1</sup> Capex: 1,450 Future Development: 4,300
Expected Completion	Qtr, Year	Building 15- Q4 FY 2024-25 High Street- Q3 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

Note:

<sup>1</sup> Includes capex for Upgrade, Development of High Street / Retail space. It also includes warm-shell conversion of Building 7 as assumed by the Valuer.

## 4.4.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, Mindspace Business Parks Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators /traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

## 4.4.9 Valuation Approach for Power Distribution Services

Mindspace Business Parks Private Limited (SPV) submitted the detailed tariff petition to Maharashtra Electricity Regulatory Commission ("MERC" or the "Commission"), who determined the tariff that may be charged to the customers/operators within the Subject property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising primarily of annual depreciation on investment, interest expenses on notional debt and return on equity.

## 4.4.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely as pass through.

## 4.4.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions for in accordance with the Commission order dated 30 March 2020:

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	489
Accumulated Depreciation YTD FY20	INR Million	-112
Notional Equity (30% of GFA)	INR Million	147
Notional Debt as on March 2020 (70% of GFA)	INR Million	342
Depreciation rate (Straight Line Method)	% pa	5.3%
Remaining License Period	Years	12
WACC	%	10.5%

## 4.4.12 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 42,699 Million  
(Indian Rupees Forty-Two Billion Six Hundred and Ninety-Nine Million Only)

The above value includes the Market Value of land for future development (which may be considered for sale) based on market comparables, admeasuring 1.76 acres with available FSI of 15,092 sqm as on 31 March 2021, as mentioned hereunder:

INR 218 Million  
(Indian Rupees Two Hundred and Eighteen Million Only)

## 4.5 MINDSPACE AIROLI WEST, MUMBAI REGION

## 4.5.1 Property Name

Mindspace Airoli West is a commercial office development located within the Thane Belapur Road micro-market at Airoli, Navi Mumbai, Mumbai Region in the state of Maharashtra.

## 4.5.2 Address

Plot IT - 5, Airoli Knowledge Park, Airoli and Dighe Special Economic Zone, Thane – 400710

## 4.5.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for Gigaplex Estate Private Limited), it is understood that the total land area of the Subject Property is approximately 50 acres.

## 4.5.4 Brief Description

Subject property comprises operational and completed buildings 1, 2, 3, 4, 5,6, under construction building 9 and Future Development Building 8 and Building 10, which are part of Gigaplex IT park located in Airoli West, Navi Mumbai. Gigaplex is spread over 50 acres comprising of SEZ and Non-SEZ office space. It enjoys good accessibility and connectivity with other parts of the city. The Subject Property also has two operational food courts namely Megabite and Gigabite. There are 3 private dining rooms (PDRs) also available to the employees with a seating capacity of 10 to 15 people. The park also offers day-care facilities to the employees.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 3-4 kms from Airoli Railway Station
- Approximately 5-6 kms from Thane Railway Station
- Approximately 7-8 kms from Eastern Express Highway
- Approximately 22-23 kms from Mumbai International Airport

## 4.5.5 Statement of Assets

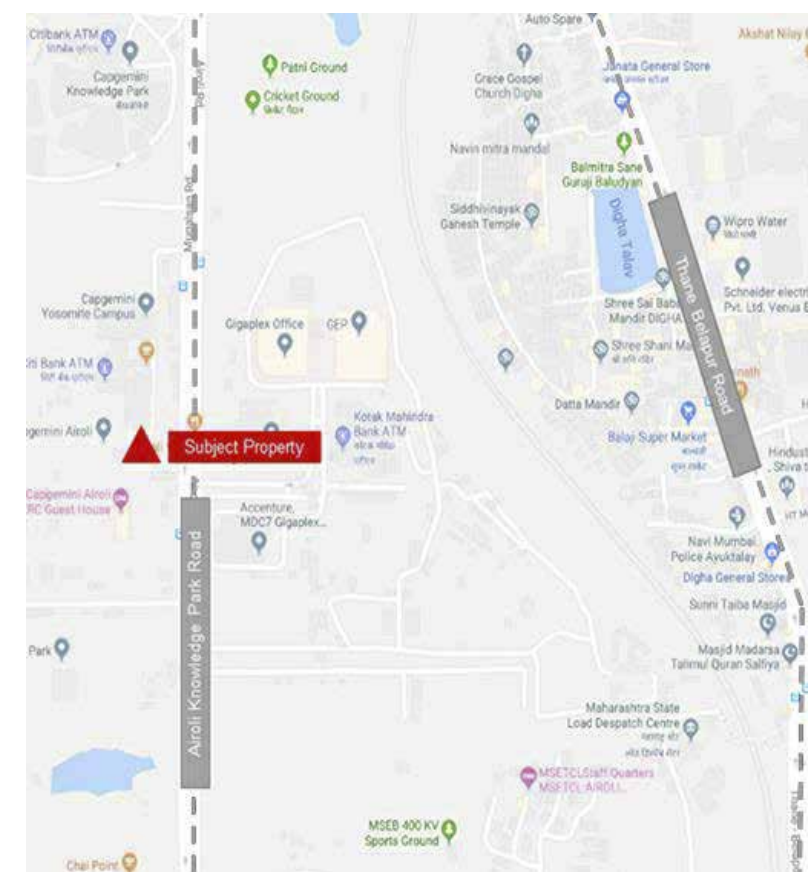
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020) etc. shared by the Client, the Subject Property has ready and operations buildings collectively admeasuring approximately 3.5 million sq. ft. of leasable area. Out of the total six completed buildings, five are SEZs whereas one building is a non-SEZ building. The under-construction building (Building 9) is an SEZ building presently admeasuring approximately ~1 million sq. ft. of leasable area. However, application has been made to de-notify this building from SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	409,661	Non-SEZ	Completed
Building 2	715,271	SEZ	Completed
Building 3	740,153	SEZ	Completed
Building 4	831,730	SEZ	Completed
Building 5	374,635	SEZ	Completed
Building 6	391,777	SEZ	Completed
Centre Court	796	SEZ	Completed
Building 9	1,033,590	Non-SEZ	Under-construction
Building 8	315,110	Data Center	Future Development
Building 10	315,110	Data Center	Future Development
<b>Total</b>	<b>5,127,833</b>		

Source: Architect's Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

## 4.5.6 Location Map



## 4.5.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q4 FY 2024-25
Current Effective Rent	INR/sq ft/mth	56
Achievable Market Rent	INR/sq ft/mth	54
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under-construction <sup>1</sup> : 1,259 Future Development (Bldg 8 & Bldg 10): 3,575 Under-construction (Bldg 9): Q4 FY 2021-22
Expected Completion	Qtr, Year	Future Development (Bldg 8): Q3 FY 2022-23 Future Development (Bldg 10): Q3 FY 2024-25
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

<sup>1</sup> Total Remaining Capital Expenditure includes the pending payments of INR 4 Million relating to Building 4 and remaining capital expenditure of INR1,255 Million for Building 9.

## 4.5.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution



Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, Gigaplex Estate Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators/traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

4.5.9 Valuation Approach for Power Distribution Services

Gigaplex Estate Private Limited (SPV) submitted the detailed tariff petition to Maharashtra Electricity Regulatory Commission (“MERC” or the “Commission”), who determined the tariff that may be charged to the customers/operators within the Subject property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising annual depreciation on investment, interest expenses on notional debt and return on equity.

4.5.10 Valuation Methodology for Power Distribution Services

Referring to the Commission’s latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

- Step 1:** Amount of approved Gross Fixed Assets (“GFA”) is considered.
- Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.
- Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.
- Step 4:** Power procurement, operational and maintenance expenses are allowed completely pass through.

4.5.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions in accordance with the Commission order dated 30 March 2020:

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	297
Accumulated Depreciation YTD FY20	INR Million	-37
Notional Equity (30% of GFA)	INR Million	89
Notional Debt as on March 2020 (70% of GFA)	INR Million	208
Depreciation rate (Straight Line Method)	% pa	5.3%
Remaining License Period	years	18
WACC	%	10.50

4.5.12 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 36,474 Million

(Indian Rupees Thirty-Six Billion Four Hundred and Seventy-Four Million Only)

The above value includes the market value of land for future development (which may be considered for sale) based on market comparables, admeasuring approximately 9.08 acres with available FSI of 30,025 sqm as on 31 March 2021, as mentioned hereunder:

INR 548 Million

(Indian Rupees Five Hundred and Forty-Eight Million Only)

4.6 PARADIGM MINDSPACE MALAD, MUMBAI REGION

4.6.1 Property Name

Paradigm Towers in Mindspace Malad is a commercial office building located within the Malad-Goregaon micro-market at Malad (West) in the Mumbai Region.

4.6.2 Address

Paradigm S NO 1460 A/18 Mindspace Link Road, Mindspace, Malad (West), Mumbai, Maharashtra 400064

4.6.3 Land/Plot Area

Based on the review of Title Report/Architect’s Certificate (Dated: 15 June 2020) (for Avacado Properties and Trading India Private Limited), it is understood that the total land area of the Subject Property is approximately 4.2 acres.

4.6.4 Brief Description

Paradigm Towers in Mindspace, Malad West is a Grade A, IT Park located in Malad West, Mumbai, within Malad-Goregaon micro market which is home to a number of IT and commercial establishments by prominent developers like K Raheja Corp, Nirlon, Oberoi etc. The micro market is strategically located in Mumbai with social infrastructure like Goregaon Sports Club, Infinity Mall, Inorbit Mall, etc. which are in close proximity to the Subject Property. The IT Park comprises of two Non-SEZ buildings and houses prominent tenants such as J.P Morgan Services India Pvt. Ltd., First Source Solutions Ltd., Tech Mahindra, etc.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from Malad Railway Station
- Approximately 3-4 kms from Goregaon Railway Station
- Approximately 3-4 kms from Western Express Highway
- Approximately 12-13 kms from Mumbai International Airport

4.6.5 Statement of Assets

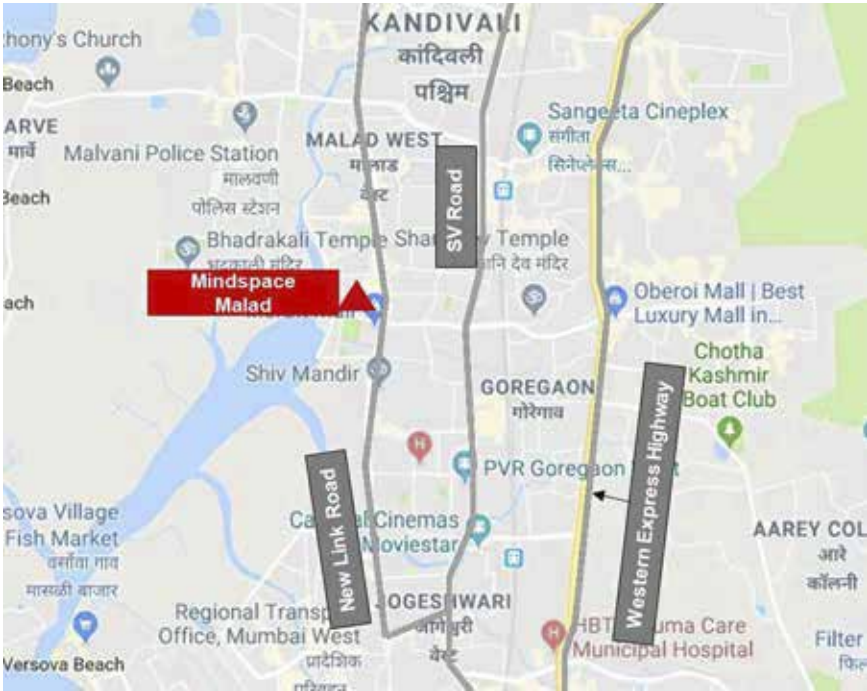
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s certificates (Dated: 15 June 2020) etc. shared by the Client, the Subject Property has ready buildings collectively admeasuring approximately 0.7 million sq. ft. of leasable area.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	383,251	IT Park	Completed
Building 2	345,282	IT Park	Completed
<b>Total</b>	<b>728,533</b>		

Source: Architect’s Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

4.6.6 Location Map



## 4.6.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/ 2021)</b>		
Lease Completion	Qtr, Year	Q2 FY 2021-22
Current Effective Rent	INR/sq ft/mth	91
Achievable Market Rent	INR/sq ft/mth	86
Parking Charges	INR/bay/mth	5,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex <sup>1</sup> : 198
Expected Completion	Qtr, Year	Q3 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

Note:

<sup>1</sup> In addition to the Upgrade CAPEX, we have provisioned for bareshell to warmshell conversion CAPEX (valued at INR 145 mn) which has been adjusted to the warmshell property value

## 4.6.8 Market Value

The market value of the full ownership interest in the Subject Property, as on 31 March 2021, is as follows

INR 9,569 Million  
(Indian Rupees Nine Billion Five Hundred and Sixty-Nine Million Only)

## 4.7 THE SQUARE, BKC, MUMBAI REGION

## 4.7.1 Property Name

The Square is a commercial office building located in the Bandra Kurla Complex micro market, Mumbai Region in the state of Maharashtra.

## 4.7.2 Address

C-61, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051

## 4.7.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 11 June 2020) (for Avacado Properties & Trading (India) Pvt. Ltd.), it is understood that the total land area of the subject property is approximately 0.9 acres.

## 4.7.4 Brief Description

The Square is a Grade A building located in G Block, Bandra Kurla Complex, Mumbai, which used to be corporate headquarters of Citigroup in Mumbai. The Subject Property was acquired in August 2019. The building has ground plus 8 floors and a terrace with two levels of basement parking. The Subject Property is accessible from the Bandra Kurla Complex Link Road and is currently unoccupied.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2 kms from Kurla Railway Station (Central Railway)
- Approximately 3 kms from Western Express Highway
- Approximately 4 kms from Bandra Railway Station (Western Railway)
- Approximately 5 kms from Eastern Express Highway
- Approximately 7 kms from Mumbai International Airport



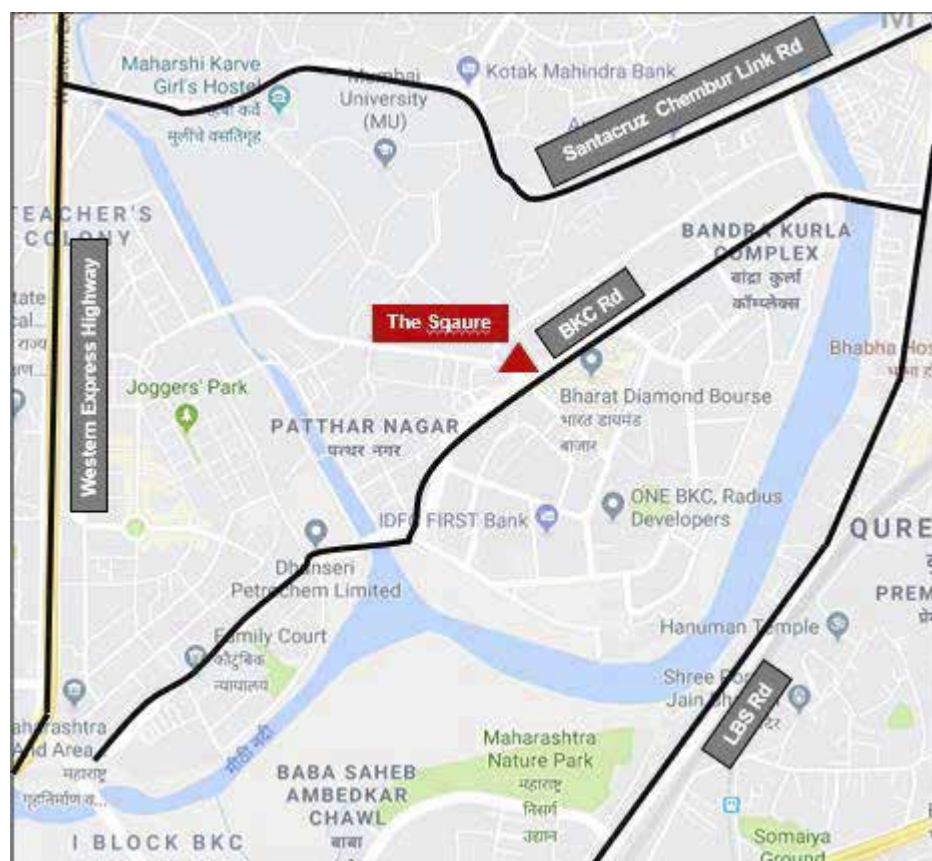
## 4.7.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 11 June 2020) etc. shared by the Client, the Subject Property has ready and non-operational building admeasuring approximately 0.1 million sq. ft. of leasable area. Details of the Subject Property are mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
The Square, BKC	115,000	Commercial	Completed

Source: Architect's Certificate (Dated: 11 June 2020)

## 4.7.6 Location Map



(Map not to Scale)

## 4.7.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q4 FY 2021-22
Current Effective Rent	INR/sq ft/mth	260
Achievable Market Rent	INR/sq ft/mth	260
Parking Charges	INR/bay/mth	N.A.
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 155
Expected Completion	Qtr, Year	Q2 FY 2021-22
<b>Other Financial Assumptions</b>		
Cap Rate	%	7.75
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.7.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows:

INR 3,905 Million  
(Indian Rupees Three Billion Nine Hundred and Five Million Only)

#### 4.8 COMMERZONE YERWADA, PUNE

##### 4.8.1 Property Name

Commerzone is a commercial office development located within the Secondary Business District East (SBD East) micro-market at Yerwada, Pune in the state of Maharashtra.

##### 4.8.2 Address

Commerzone, Samrat Ashok Path, Off Airport Road, Yerwada, Taluka Haveli, Dist. Pune, Maharashtra 411006

##### 4.8.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated:31 March 2020) (for Mindspace Business Parks Private Limited), it is understood that the total land area of the Subject Property is approximately 25.7 acres.

##### 4.8.4 Brief Description

Commerzone is a Grade A, IT Park located in Yerwada, Pune, comprising a total of eight IT office buildings and one Amenity building. Amongst all the buildings in the campus, six IT office buildings and the amenity building are part of the Subject Property, except some areas within these six buildings. The Amenity building houses an operating school under the brand name VIBGYOR and is an independent building with exclusive access outside the campus of Commerzone.

The Subject Property is spread out over ~25.7 acres of land parcel. Located in Yerwada, the Subject Property enjoys good frontage and has a relatively flat topography with no significant variations in the height of the land. Further, basis our perusal of the site map provided by the client, we noted that the land plot is regular in shape.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 4-5 kms from Viman Nagar Chowk
- Approximately 4-5 kms from International Airport Pune
- Approximately 6-7 kms from Pune Railway Station
- Approximately 9-10 kms from Shivajinagar
- Approximately 10-11 kms from Pune University

##### 4.8.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated:31 March 2020) etc. shared by the Client, the Subject Property has ready and operational buildings collectively admeasuring approximately 1.7 million sq. ft. of leasable area across the IT Office and amenity buildings.

S. No.	Building No.	Units held by the SPV
1	Building 1	GF-1, GF -3 and 302
2	Building 4	201, 301, 501, 602, 603, 701, 702
3	Building 5	Entire Building
4	Building 6	201, 202, 301, 501 (part), 701, 702
5	Building 7	Entire Building
6	Building 8	Entire Building

In addition to the above, the undivided rights, title and interest in the following assets are also part of the Subject Property

- The total Amenity Plot
- The total Utility Areas and Internal Roads;
- The total Open Spaces;

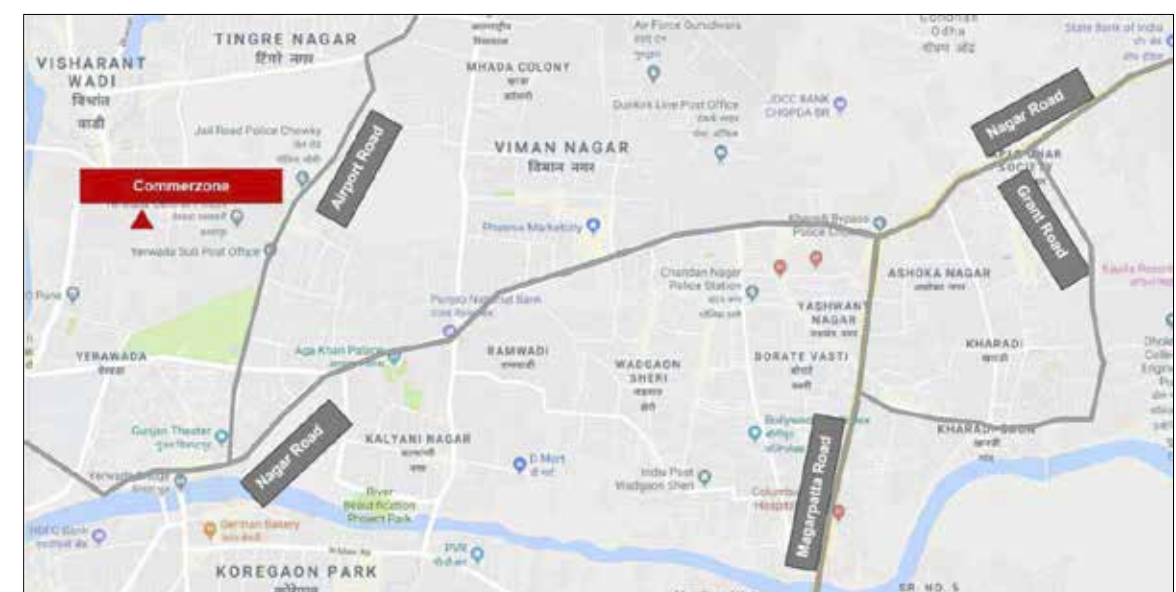
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.) <sup>1</sup>	Usage type	Status
Building 1	43,200	Non-SEZ	Completed
Building 4	207,460	Non-SEZ	Completed
Building 5	371,399	Non-SEZ	Completed
Building 6	178,569	Non-SEZ	Completed
Building 7	372,858	Non-SEZ	Completed
Building 8	424,132	Non-SEZ	Completed
Amenity Building	79,521 <sup>1</sup>	Non-SEZ	Completed
<b>Total</b>	<b>1,677,139</b>		

Source: Architect's Certificate (Dated:31 March 2020), Rent Rolls, Lease Deeds//Leave and License Agreements

<sup>1</sup>. Area under full ownership of Mindspace REIT

##### 4.8.6 Location Map



## 4.8.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	N.A.
Current Effective Rent	INR/sq ft/mth	60
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	N.A.
Expected Completion	Qtr, Year	N.A.
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.8.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows:

INR 19,606 Million

(Indian Rupees Nineteen Billion Six Hundred and Six Million Only)

*Note: The above-mentioned value includes proportionate undivided ownership in the Amenity Plot, Utility Areas and Internal Roads and total open spaces of the Entire Campus.*

## 4.9 GERA COMMERZONE KHARADI, PUNE

## 4.9.1 Property Name

Gera Commerzone is an IT office development located within the Secondary Business District East (SBD East) micro-market at Kharadi, Pune in the state of Maharashtra.

## 4.9.2 Address

Gera Commerzone, Kharadi, S.No. 65 at Kharadi, Tal, Haveli, Pune, Maharashtra 411006

## 4.9.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated:31 March 2020) (for KRC Infrastructure and Projects Private Limited), it is understood that the total land area of the Subject Property is approximately 25.8 acres.

## 4.9.4 Brief Description

Gera Commerzone is a Grade A, SEZ and IT Park located in Kharadi Pune. Gera Commerzone campus is planned to house a total of six buildings. Amongst all the buildings in the campus, one under-construction building, one future development building and two completed buildings are part of the Subject Property.

**Completed Building – Building 3 & 6**

Buildings 3 and 6 which are operational SEZ buildings, admeasure ~ 1.3 Million sq. ft. of leasable area. Building 3 (2B+G+12) is currently fully occupied and Building 6 (4B+G+13) is partially occupied.

**Under-Construction –**

Buildings 4 and 5 (4B+G+13 each) which are IT buildings, admeasure ~1.3 Million sq. ft. of leasable area. Building 5 is under construction with 4 basements, the podium floor and three floors completed and casting of 4th floor in progress. Building 4 is currently vacant land with portion of excavation completed.

The entire campus has common parking and has a podium floor. Podium floor will house all the common amenities for the six buildings in the campus.

The Subject Property is spread out over approximately 26 acres of land parcel. Located on the Grant road, it enjoys good frontage. Further, basis the perusal of the site map provided by the client; it has been observed that the plot is slightly irregular in shape.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from Nagar Road
- Approximately 8-9 kms from Pune International Airport
- Approximately 11-12 kms from Pune Railway Station



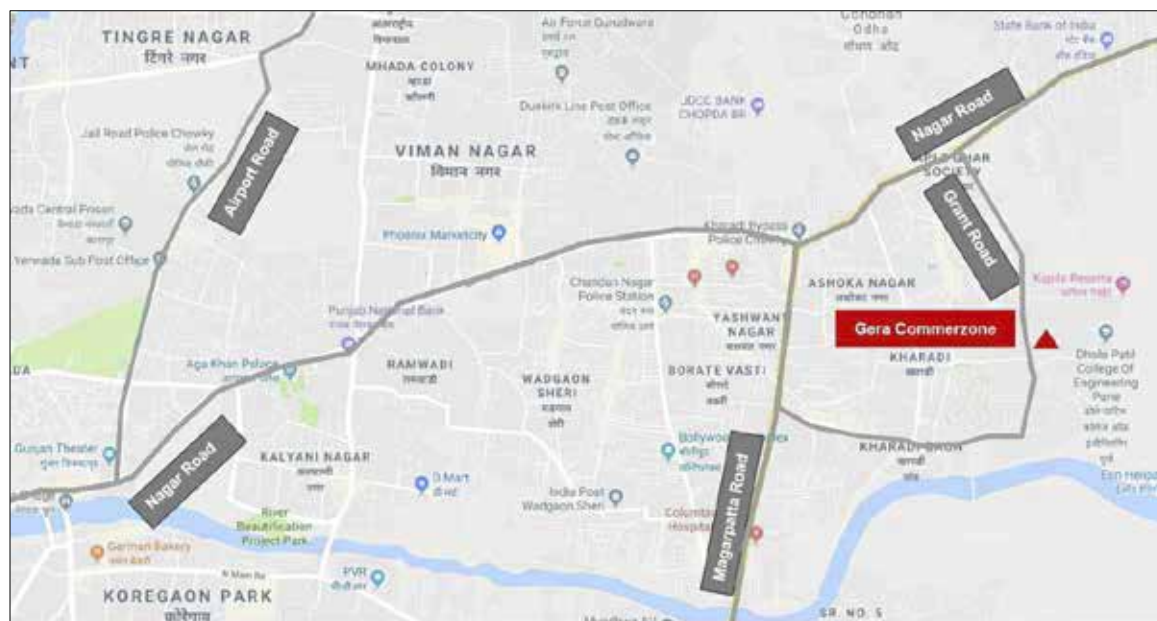
## 4.9.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated:31 March 2020) etc. shared by the Client, the Subject Property has under-construction and future buildings only, admeasuring approximately 2.6 million sq. ft. of leasable area. The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 3 (Plot 65)	531,373	SEZ	Completed
Building 4 (Plot 65)	605,500	Non-SEZ	Future Development
Building 5 (Plot 65)	675,617	Non-SEZ	Under-construction
Building 6 (Plot 65)	753,094	SEZ	Completed
<b>Total</b>	<b>2,565,584</b>		

Source: Architect's Certificate (Dated: 31 March 2020), Rent Rolls, Lease Deeds/Lease and License Agreement

## 4.9.6 Location Map



(Map not to Scale)

## 4.9.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q1 FY 2024-25
Current Effective Rent	INR/sq ft/mth	71
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	N.A.
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under Construction <sup>1</sup> : 1,935 Future Development (Building 4): 2,756
Expected Completion	Qtr, Year	Under Construction (Building 5): Q1 FY 2022-23 Future Development (Building 4): Q3 FY 2023-24
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

Note: In addition to above mentioned construction cost:

1. Total Remaining Capital Expenditure includes the pending payments of INR 120 Million relating to Building 6 and construction cost of building 5.
2. The construction cost of Building 1 (INR 1,731 million) is loaded on buildings 5 and 4 apportioned to the area of respective building.
3. Cost to be incurred towards approvals/premiums of INR 645 million is loaded on the buildings 5 and 4 in accordance to the construction timelines.
4. Cost of INR 190 million against MLCP (Multi-Level Car Park) is loaded on the Buildings 5 and 4 in accordance to the construction timelines
5. Construction cost is including the PSS (Project Support Services) cost and General Development (GD) cost.
6. Cost of INR 73 million towards general development is planned to be incurred

## 4.9.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, KRC Infrastructure and Projects Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators/traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

## 4.9.9 Valuation Approach for Power Distribution Services

The detailed tariff petition submitted to Maharashtra Electricity Regulatory Commission (MERC or the Commission), by two of the SPVs, namely Gigaplex Estate Private Limited and Mindspace Business Parks Private Limited has been taken as the basis on which KRC Infrastructure and Projects Private Limited is expected to file its tariff petition. The Commission in those petitions determined the tariff that may be charged to the

customers/operators within the Subject Property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising annual depreciation on investment, interest expenses on notional debt and return on equity.

#### 4.9.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely pass through.

#### 4.9.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions for proposed license in line with Commission's order for Kharadi, Pune.

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	146
Notional Equity (30% of GFA)	INR Million	-4
Notional Debt as on March 2020 (70% of GFA)	INR Million	44
Depreciation rate (Straight Line Method)	% pa	5.3
Remaining License Period	years	22
WACC	%	10.50

#### 4.9.12 Market Value

The market value of the economic interest of Mindspace REIT in the Subject Property comprising only Plot 65 (excluding Facilities Management Services), as on 31 March 2021, is as follows

INR 18,899 Million

(Indian Rupees Eighteen Billion Eight Hundred and Ninety-Nine Million Only)

*Note: The above-mentioned value includes the undivided ownership share in the common facilities and infrastructure of the entire campus.*

#### 4.9.13 Facilities Management Services

KRC Infrastructure and Projects Private Limited has planned to commence facility management business from the 1<sup>st</sup> day of the quarter following the listing of Mindspace REIT. For the purpose of valuation, it is assumed that the Facilities Management Services has commenced effective October 1, 2020 to provide such services to the Subject Properties within the portfolio as well as properties with ownership interests of/owned by third parties within the same parks as the Subject Properties of the Portfolio (as mentioned in the following table). Deferment of commencement of Facilities Management Services beyond October 1, 2020 would result in suitable adjustments to the valuation. Facility management services include housekeeping services, management of MEP equipment, façade cleaning, security expenses, repair and maintenance, maintenance of common areas etc. Service charges are levied on a cost plus mark-up basis to the SPVs owned by REIT, which has ownership interest in the Subject Properties.

The facilities management services business shall operate under the brand name CAMPLUS and shall manage the existing operational buildings / area in the Portfolio. In addition, area under-construction/ future development shall also be managed by KRC Infrastructure and Projects Private Limited on completion.

#### 4.9.14 Key Assumptions

Existing Operational Building which will be under facility management	Total area of ~24.8 million sq ft. as at (March 31, 2021) Mix of SEZ and non SEZ building.	The revenue of facility management is linked to the expense for such facility plus mark up, the growth in the revenues from existing tenants are in line with the inflation expectation of 5%.
Expansion in Existing business and Buildings under construction	Total area of ~3.3 million sq ft.	For future development/proposed buildings, revenue and margins of existing properties is considered as a base to compute the projected cash flows of new buildings. Growth in revenue is linked to the improvement in occupancy plus 5% revenue growth from existing tenants. Initially those buildings are likely to have lower margins due to lesser occupancy.

For the purpose of arriving at terminal year income multiple, Indian and International comparable companies listed on various stock exchanges were studied. It was observed that International companies with primary business of facility/property management trade at 10 - 13 times EV/EBITDA multiple. However, there are very limited comparable facility management listed companies. There is only listed comparable company, which offers facility management services in India including security services, cash logistic etc. Given the fact that facility/property management business is limited to Subject Properties within the portfolio as well as properties with ownership interests of/owned by third parties within the same parks as the Subject Properties of the portfolio, we have considered the EV/EBITDA multiple of 13x to compute the exit value post 10 years of cashflows. For the purpose of discounting the future cash flows, a Weighted Average Cost of Capital (WACC) of 11.75% has been used.

#### 4.9.15 Market Value of Facility Management Services

The market value of the full ownership interest in the facility/property management business, as on 31 March 2021 is as follows:

INR 5,979 Million

(Indian Rupees Five Billion Nine Hundred and Seventy-Nine Million Only)

#### 4.10 THE SQUARE, NAGAR ROAD, PUNE

##### 4.10.1 Property Name

The Square is a commercial office development located within the Secondary Business District East (SBD East) micro-market at Nagar Road, Pune in the state of Maharashtra.

##### 4.10.2 Address

The Square, Ahmednagar Road, Village Vadgaon Sheri, Taluka Haveli, District Pune, Maharashtra, 411014

##### 4.10.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 31 March 2020) (for Mindspace Business Parks Private Limited), it is understood that the total land area of the Subject Property is approximately 10.1 acres.

##### 4.10.4 Brief Description

The Subject Property, a Grade A IT Park, comprises of two blocks, an IT building and a building that was a mall earlier and is now being used as commercial office space - the Mall block. The main entrance to the Subject Property is from Nagar Road. Further, the IT building is also facilitated with a separate gate which is accessible from the lane connecting Nagar Road.

#### Completed Buildings – IT Building and Mall Block (Completed Portion)

The ready/operational buildings collectively admeasure ~0.7 million sq. ft. of leasable area. The Mall Block is located at the entrance of the Subject Property and the IT building is located behind the Mall Block.

#### Under-Construction/Redevelopment (U/C) – Mall Block (Partial)

Part of the Mall Block admeasuring ~0.06 million sq. ft. of leasable area is currently under redevelopment. This area under redevelopment was earlier used as multiplex facility and now getting converted to commercial office space after making suitable alterations and refurbishments and thus categorised as under-construction/redevelopment.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 1 km from Viman Nagar Chowk
- Approximately 4-5 kms from International Airport Pune
- Approximately 7-8 kms from Pune Railway Station
- Approximately 10-11 kms from Shivajinagar
- Approximately 11-12 kms from Pune University



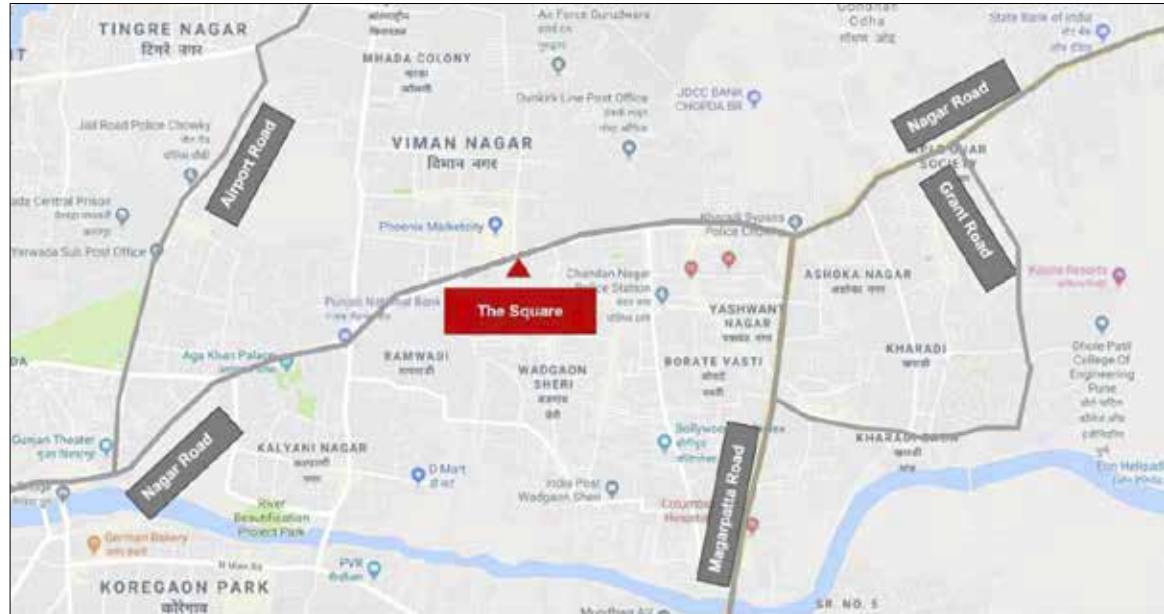
4.10.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s certificates (For Completed Portion - Dated: 31 March 2020; Mall Block (U/C) – Dated: 31 March 2021) etc. shared by the Client, the Subject Property has two ready and operational buildings collectively admeasuring approximately 0.7 million sq. ft. of leasable area. The building wise break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
IT Building	187,020	Non-SEZ	Completed
Mall Block (Completed)	521,382	Non-SEZ	Completed
Mall Block (U/C)	58,196	Non-SEZ	Under - Construction
<b>Total</b>	<b>766,598</b>		

Source: Architect’s Certificate (Completed Portion - Dated: 31 March 2020; Mall Block (U/C) – Dated: 31 March 2021), Rent Rolls, Lease Deeds/Leave and License Agreements

4.10.6 Location Map



(Map not to Scale)

4.10.7 Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 31/03/2021)		
Lease Completion	Qtr, Year	Q3 FY2021-22
Current Effective Rent	INR/sq ft/mth	65
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	2,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Under Construction <sup>1</sup> : 288
Expected Completion	Qtr, Year	Q4 FY2021-22
Other Financial Assumptions		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

<sup>1</sup> Total Remaining Capital Expenditure includes the pending payments of INR 288 million for redevelopment of Mall Block (U/C) area.

4.10.8 Market Value

The market value of the full ownership interest in the Subject Property, as on 31 March 2021, is as follows

INR 8,468 Million  
(Indian Rupees Eight Billion Four Hundred and Sixty- Eight Million Only)

4.11 COMMERZONE PORUR, CHENNAI

4.11.1 Property Name

Commerzone Porur is a commercial office development located within the South West micro-market at Porur, Chennai in the state of Tamil Nadu.

4.11.2 Address

The address of the Subject property is No. 111/168, Mount Poonamalle Road, Porur, Chennai – 600116

4.11.3 Land/Plot Area

Based on the review of Title Report/Architect’s Certificate (Dated: 17 June 2020) (for Horizonview Properties Private Limited), it is understood that the total land area of the subject property is approximately 6.1 acres.

4.11.4 Brief Description

The Subject Property is a completed IT Park named "Commerzone" spread across a land area of the approximately 6.1 acres consisting of two Towers. The economic interest of the Mindspace REIT in the Subject property is approximately 0.8 million sq. ft., The other amenities in the park include crèche, gym, food court, etc.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from MIOT International Hospital
- Approximately 11-12 kms from Chennai International Airport
- Approximately 7-8 kms from Guindy Metro Station
- Approximately 22-23 kms from MGR Central Railway station

4.11.5 Statement of Assets

Based on the review of various documents like title reports, lease deeds, Architect’s certificates (Dated: 17 June 2020) etc. shared by the Client, the Subject Property consists of two towers collectively admeasuring approximately 0.8 million sq. ft. of leasable area. `The building wise break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.) (Mindspace REIT Share) <sup>1</sup>	Usage type	Status
Tower A&B	809,794	Non-SEZ	Under-construction

Source: Architect’s Certificate (Dated: 17 June 2020)

1. As informed by the Client

4.11.6 Location Map



(Map not to Scale)

## 4.11.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q2 FY 2022-23
Current Effective Rent	INR/sq ft/mth	N. A
Achievable Market Rent	INR/sq ft/mth	63
Parking Charges	INR/bay/mth	2,500
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Finishing Works: 362
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.11.8 Market Value

The market value of the economic interest of Mindspace REIT in the Subject Property, as on 31 March 2021 is as follows;

INR 6,993 Million  
(Indian Rupees Six Billion Nine Hundred and Ninety-Three Million Only)

*Note: The above-mentioned value includes the undivided ownership share in the common facilities and infrastructure of the entire campus.*

## 4.12 MINDSPACE POCHARAM, HYDERABAD

## 4.12.1 Property Name

Mindspace Pocharam is a commercial office development located within the Peripheral East micro-market in Hyderabad in the state of Telangana.

## 4.12.2 Address

Mindspace Pocharam, Survey Nos. 2/1 (part), 2/2 (part), 2/3 (part), 2/4 (part), 6, 7, 8, 9 and 10 (part) Pocharam Village, Ghatkesar Mandal, Medchal Malkajigiri, Telangana

## 4.12.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for Mindspace Business Parks Private Limited), it is understood that the underlying land area of the Subject Property is approximately 66.5 acres.

## 4.12.4 Brief Description

Mindspace, located in Pocharam, Hyderabad is an SEZ property and has three components i.e. one operational building, one under-construction building and approximately 59.0 acres of land for future development. Building 8 is an operational building while Building 9 is under-construction building.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 1 km from Hyderabad – Warangal National Highway (NH-202)
- Approximately 3 km from Outer Ring Road at Ghatkesar
- Approximately 25 km from Secunderabad Railway Station
- Approximately 55 km from Shamshabad International Airport



4.12.5 Statement of Assets

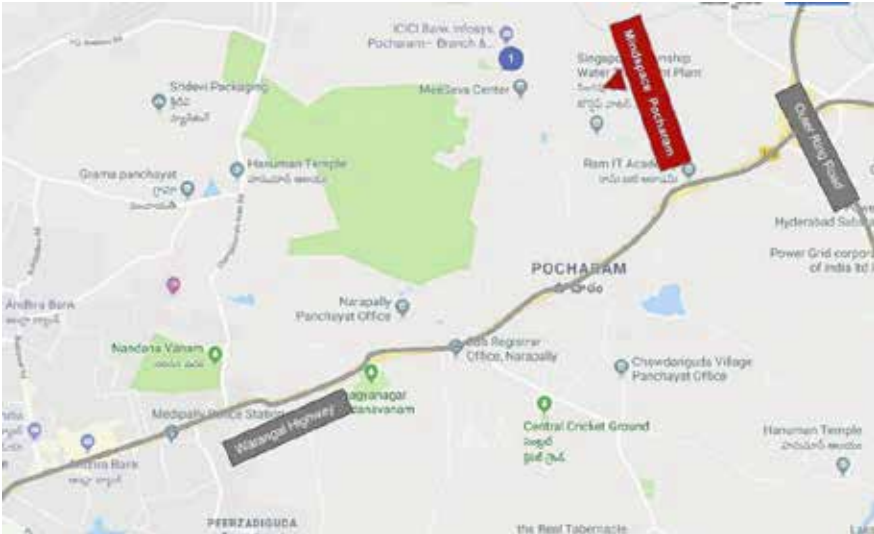
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect’s Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has one operational building and one under-construction building collectively admeasuring approximately 0.6 million sq. ft. of leasable area. In addition to these two buildings, the Subject Property has approximately 59.0 acres of land for future development. There is a potential to develop approximately 0.4 million sq. ft. of leasable area in the area which is expected to continue as SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 8	377,422	SEZ	Completed
Building 9	192,681	SEZ	Under-construction
Future Development Building	429,897	SEZ/Non-SEZ	Future Development
<b>Total</b>	<b>1,000,000</b>		

Source: Architect’s Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

4.12.6 Location Map



4.12.7 Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 31/03/2021)		
Lease Completion	Qtr, Year	Q3 FY 2023-24
Current Effective Rent	INR/sq ft/mth	21
Achievable Market Rent	INR/sq ft/mth	22
Parking Charges	INR/bay/mth	2,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Under-construction: 55
Expected Completion	Qtr, Year	Q2 FY 2022 - 2023
Other Financial Assumptions		
Cap Rate	%	8.50
WACC (Complete/Operational)	%	12.25
WACC (Under-construction/Future Development)	%	13.60

4.12.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows:

INR 2,746 Million <sup>1</sup>  
(Indian Rupees Two Billion Seven Hundred and Fifty-Six Million Only)

Note:  
<sup>1</sup> Future development is being valued as market value of underlying land

The above value includes the market value of land for future development based on market comparables, admeasuring approximately 59.0 acres as on 31 March 2021, as mentioned hereunder:

INR 1,204 Million  
(Indian Rupees One Billion Two Hundred and Four Million Only)

The above value of land for future development includes approximately 40.0 acres land parcel valued at INR 816 Million (Indian Rupees Eight Hundred and Sixteen Million Only), which may be considered for sale.

Glossary

MINDSPACE REIT RELATED TERMS

Term	Description
Asset SPVs	Collectively, Avacado, Gigaplex, Horizonview, Intime, KRIT, KRC Infra, MBPPL and Sundew
Avacado	Avacado Properties and Trading (India) Private Limited
Genext	Genext Hardware & Parks Private Limited
Gigaplex	Gigaplex Estate Private Limited
Horizonview	Horizonview Properties Private Limited
IDBI	Industrial Development Bank of India
Inorbit Malls	Inorbit Malls (India) Private Limited
Intime	Intime Properties Limited
Ivory Properties	Ivory Properties and Hotels Private Limited
KRC	K Raheja Corp
KRC Infra	KRC Infrastructure and Projects Private Limited
KRCPL	K Raheja Corp Private Limited
KRIT	K.Raheja IT Park (Hyderabad) Limited
Manager	K Raheja Corp Investment Managers LLP
Magna	Magna Warehousing & Distribution Private Limited
MBPPL	Mindspace Business Parks Private Limited
Mindspace Business Parks Group	Collectively, Mindspace REIT and the Asset SPVs
Mindspace REIT	Mindspace Business Parks REIT
Mindspace REIT Assets	The Portfolio, and such other assets as may be held by Mindspace REIT from time to time in accordance with the REIT Regulations and applicable law
Portfolio	Assets which will be directly or indirectly owned by Mindspace REIT prior to listing in terms of the REIT Regulations
RPIL	RPIL Signalling Systems Limited
Shoppers Stop	Shoppers Stop Limited
Sponsor Group	Collectively, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L Raheja, Mrs. Jyoti C. Raheja, the Sponsors, Capstan, Casa Maria, Genext, KRCPL, Palm Shelter, Raghukool and Ivory Property Trust
Sponsors	ACL and CTL
Stargaze	Stargaze Properties Private Limited
Summary Valuation Report	Summary valuation report issued by the Valuer in relation to Mindspace REIT, as included in this Annual Report
Sundew	Sundew Properties Limited
Trion	Trion Properties Private Limited
Trustee	Axis Trustee Services Limited
Valuer	Mr. Shubhendu Saha, MRICS, registered as a valuer with IBBI for the asset class 'Land and Building' under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017

TECHNICAL, INDUSTRY RELATED AND OTHER TERMS

Term	Description
Base Rent (psf per month)	Base Rentals for the specified period occupied area* monthly factor
Base Rentals (₹)	Rental income contracted from the leasing of Occupied Area. It does not include fit-out rent, maintenance services income, car park income and others
Committed Area	Completed Are a which is unoccupied but for which letter of intent / agreement to lease have been signed
Committed Occupancy (%)	(Occupied Area + Committed Area) divided by Completed Area
Completed Area (sf)	Leasable Area for which occupancy certificate has been received; Completed Area comprises Occupied Area, Committed Area and Vacant Area
Facility Rentals	The sum of base rents, (adjusted for Ind AS adjustments) fit-out rents, car park and others (kiosks, signage, ATMs, towers, promotional events etc.) from each of the Asset SPVs, as applicable, and reflected as “facility rentals” in the financial statements of the relevant Asset SPVs or the Holdco, as applicable
Fit Out Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs, the rent, fees or any other compensation for any fit-outs invoiced by the Asset SPVs as provided in the agreements for letting out of the premises in the properties of the Asset SPVs

Term	Description
Future Development Area (sf)	Leasable Area of an asset that is planned for future development, as may be permissible under the relevant rules and regulations, subject to requisite approvals as may be required, and for which internal development plans are yet to be finalized and applications for requisite approvals required under law for commencement of construction are yet to be received
GCC	Global Capability Centre
Grade-A	A development type whose tenant profile primarily includes multinational corporations. The development should also include adequate ceiling height, 24x7 power back-up, supply of telephone lines, infrastructure for access to internet, central air-conditioning, spacious lobbies, circulation areas, good lift services, sufficient parking facilities and should have centralized building management and security systems.
Gross Contracted Rentals (₹)	Gross Contracted Rentals is the sum of Base Rentals and fit-out rent invoiced from Occupied Area that is expected to be received from the tenants pursuant to the agreements entered into with them
In-place Rent (psf per month)	Base Rent for a specified month
Leasable Area (sf)	Square footage that can be leased to a tenant for the purpose of determining a tenant's rental obligations.
Maintenance services expense	Repairs and maintenance expenses on building, plant and machinery, electrical installations incurred by assets to provide common area maintenance (CAM) services to the tenants or third parties, if any, located within the assets
Maintenance services income	Revenue received/receivable from tenants for the common area maintenance (CAM) services provided as per the terms of agreement with the tenants, and also includes revenue from common area maintenance services provided to third parties, if any, located within the assets
Market Rent (psf per month)	Manager’s estimate of Base Rent that can be expected from leasing of the asset to a tenant
Market Rentals	Market Rent multiplied by the applicable leasable area adjusted for area efficiency basis current market practice assumed to be occupied by or assigned to tenants pursuant to the relevant new lease(s)/ license(s), for a specified period
Market Value	Market Value as determined by the Valuer as of March 31, 2021. This includes the market value of the Portfolio and the facility management division. Facility Management Division has commenced its operations in KRC Infra from October 01, 2020.
Msf	million square feet
NDCF	Net distributable cash flow
Net Operating Income (NOI)	Net Operating Income calculated as revenue from operations less: direct operating expenses (which includes maintenance service expenses, cost of work contract services, property tax, insurance expense, cost of materials sold, cost of power purchased and power-O&M expenses)
Occupancy (%)	Occupied Area/ Completed Area
Occupied Area (sf)	Completed Area for which lease agreements / leave and license agreements have been signed with tenants
Pre-Leased Area or Pre-Committed Area	Under Construction Area for which letter of intent / agreement to lease/ lease deed/ leave and license agreement has been entered into with prospective tenants
Psf	Per square feet
Re-leasing spread	Refers to the change in Base Rent between new and expiring leases, expressed as a percentage
Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs, the aggregate of the leave and license fees, lease rent, rent, car park charges or any other compensation by whatever name called which is the income of the Asset SPVs on account of letting out in any manner of the premises comprised in the properties of the Asset SPVs
Same Store Committed Occupancy	Represents Committed Occupancy for the Portfolio for areas where occupancy certificate was received on or before March 31, 2020
Total Leasable Area	Total Leasable Area is the sum of Completed Area, Under Construction Area and Future Development Area
Total Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs, collectively, the Rent and the Fit Out Rent
Under Construction Area (sf)	Leasable Area where construction is ongoing and / or the occupancy certificate is yet to be obtained
Vacant Area	Completed Area which is unoccupied and for which no letter of intent / lease agreement / leave and license agreement has been signed
WALE	Weighted Average Lease Expiry based on area. Calculated assuming tenants exercise all their renewal options post expiry of their initial commitment period

ABBREVIATIONS

Term	Description
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act 1981
APIIC	Andhra Pradesh Industrial Infrastructure Corporation Limited, a government company registered under the Companies Act and wholly owned by the Government of Andhra Pradesh, India. Consequent upon Telangana State Industrial Infrastructure Corporation Limited (TSIIC) (a Government of Telangana Undertaking) becoming a shareholder and member of Sundew, Intime and KRIT, the references to APIIC shall be substituted for TSIIC
BSE	BSE Limited
CCI	Competition Commission of India
CCPS	Compulsorily Convertible Preference Shares
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CER	Corporate Environment Responsibility
CGWA	Central Ground Water Authority
CFA	Chartered Financial Analyst
CIDCO	City & Industrial Development Corporation of Maharashtra Limited
CLB	Company Law Tribunal
Companies Act	Companies Act, 2013 (as amended from time to time), to the extent in force pursuant to the notification of the Notified Sections along with rules prescribed therein
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Competition Act	Competition Act, 2002
CPA	Certified Public Accountant
CSR	Corporate Social Responsibility
Cr. PC	Criminal Procedure Code
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
DIN	Director Identification Number
EEA	European Economic Area
EIA Notification	The Environment Impact Assessment Notification, 2006
FAR	Floor Area Ratio
FBIL	Financial Benchmark India Private Limited
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	The Foreign Exchange Management Act, 1999
FEMA Regulations	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year or Fiscal or FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FMCG	Fast-Moving Consumer Goods
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
Hazardous Waste Rules	Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
HUF	Hindu Undivided Family
IBBI	Insolvency and Bankruptcy Board of India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IITT	Integrated IT Township
Ind AS	Companies (Indian Accounting Standards) Rules, 2015, notified on February 19, 2015 by the MCA, including any amendments or modifications thereto
Indian GAAP	Previously generally accepted accounting principles in India that were notified by the MCA under the Companies (Accounting Standards) Rules, 2006, and amended pursuant to the relevant provisions of the Companies Act
Indian GAAS	Generally Accepted Auditing Standards in India
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology

Term	Description
IT Park	Information Technology Park
ITES	Information Technology Enabled Services
Land Acquisition Act	Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013
LLP	Limited Liability Partnership
LLP Act	The Limited Liability Partnership Act, 2008 along with rules prescribed therein
Maharashtra IT Policy	The Maharashtra Information Technology and Information Technology Enabled Services (IT/ITeS) Policy – 2015
MahaRERA	Maharashtra Real Estate Regulatory Authority
MCA	Ministry of Corporate Affairs
MCGM	Municipal Corporation of Greater Mumbai
MCLR	Marginal Cost of funds based Lending Rate
MIDC	Maharashtra Industrial Development Corporation
MMR	Mumbai Metropolitan Region
MMRDA	Mumbai Metropolitan Region Development Authority
MoEF	Ministry of Environment, Forests and Climate Change
MPCB	Maharashtra Pollution Control Board
MRICS	Member of Royal Institution of Chartered Surveyors
NAREDCO	National Real Estate Development Council
NBFC	Non-Banking Financial Company
NCLT	National Company Law Tribunal
NCRPS	Non-Cumulative Redeemable Preference Shares
NDCF	Net Distributable Cash Flow
NEFT	National Electronic Funds Transfer
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
PAN	Permanent Account Number
PLR	Prime Lending Rate
PMC	Pune Municipal Corporation
RBI	Reserve Bank of India
Registration Act	The Registration Act, 1908
REIT	Real Estate Investment Trust
REIT Regulations	Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
RERA	The Real Estate (Regulation and Development) Act, 2016
RICS	The Royal Institution of Chartered Surveyors
ROFO	Right of First Offer
₹/Rupees/INR/₹	Indian Rupees
SEAC	State Expert Appraisal Committee
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Debenture Trustee Regulations	The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Guidelines	Circular dated December 19, 2016 on Guidelines for public issue of units of REITs issued by SEBI as amended by circular dated January 15, 2019, circular dated December 26, 2016 on Disclosure of Financial Information in Offer Document for REITs issued by SEBI, circular dated December 29, 2016 on Continuous Disclosures and Compliances by REITs issued by SEBI, circular dated January 18, 2018 on participation by Strategic Investor(s) in InvITs and REITs issued by the SEBI, Circular dated April 23, 2019 on Guidelines for determination of allotment and trading lot size for Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) and any other circulars, guidelines and clarifications issued by SEBI under the REIT Regulations, from time to time
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Securities Act	U.S. Securities Act of 1933
SEIAA	State Environment Impact Assessment Authority
SEZ	Special Economic Zone
SEZ Act	Special Economic Zones Act, 2005



Term	Description
SPV	Special Purpose Vehicle
TDS	Tax deducted at source
TSIIC	Telangana State Industrial Infrastructure Corporation Limited (a Government of Telangana Undertaking)
TNRERA	The Tamil Nadu Real Estate Regulatory Authority
TNRRRLTA	Tamil Nadu Regulation of Rights and Responsibilities of Landlords and Tenants Act, 2017
TSPCB	Telangana State Pollution Control Board
ULC Act	Urban Land Ceiling Act, 1976
ULC Repeal Act	Urban Land (Ceiling and Regulation) Act, 1999
UPSI	Unpublished Price Sensitive Information
USD/US\$	United States Dollar
VCFs	Venture Capital Funds as defined in and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Water Act	Water (Prevention and Control of Pollution) Act, 1974

## Notes

[illegible]

## Notes



## Mindspace Business Parks REIT

Principal place of business  
Raheja Tower, Level 8, Block 'G',  
C-30, Bandra Kurla Complex,  
Mumbai - 400 051

Tel: +91-22-2656 4000  
Fax: +91 22 2656 4747

Website  
[www.mindspacereit.com](http://www.mindspacereit.com)



**Schedule V**  
**Resolutions (Board and Shareholder) for appointment of auditor**

*[annexed separately]*

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE SECOND ANNUAL MEETING (“AM”) OF THE UNITHOLDERS OF MINDSPACE BUSINESS PARKS REIT (“MINDSPACE REIT”) HELD ON WEDNESDAY, JUNE 29, 2022 AT 03:30 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)**

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**APPOINTMENT OF STATUTORY AUDITORS FOR A PERIOD OF 5 YEARS I.E. TILL THE FINANCIAL YEAR ENDING MARCH 31, 2027:**

**“RESOLVED THAT** pursuant to Regulations 10, 13 and 22 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications and guidelines issued thereunder (the **“REIT Regulations”**), and other applicable rules and regulations, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Unitholders hereby appoint Deloitte Haskins & Sells LLP, Chartered Accountants, bearing firm registration no. 117366W/W 100018, as the Statutory Auditors of Mindspace REIT in terms of the REIT Regulations for a term of 5 years i.e. till the financial year ending March 31, 2027, at such remuneration as agreed/to be agreed between the Board and the Statutory Auditors of Mindspace REIT.

**RESOLVED FURTHER THAT** Members of the Governing Board, Chief Executive Officer, Chief Financial Officer and Compliance Officer of K Raheja Corp Investment Managers LLP (the **“Manager”**) be and are hereby severally authorized on behalf of Mindspace REIT to inform all concerned, in such form and manner as may be required or to settle all matters arising out of and incidental thereto and sign and execute all documents and writings that may be required, on behalf of the Manager and do all such acts, deeds, things and matters as may be required or take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Governing Board, to be in the best interest of Mindspace REIT, as it may deem fit.”

**//Certified to be true//**

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

**Preeti Chheda  
Chief Financial Officer**

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING NO. 12 (1<sup>ST</sup> MEETING OF THE FINANCIAL YEAR 2022-23) OF THE GOVERNING BOARD ("BOARD") OF K RAHEJA CORP INVESTMENT MANAGERS LLP ("MANAGER") HELD ON THURSDAY, MAY 12, 2022, AT 4.30 P.M. (IST) AT RAHEJA TOWER, BLOCK 'G', C-30, BANDRA KURLA COMPLEX, MUMBAI - 400 051.**

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- a. **RE-APPOINTMENT OF DELOITTE HASKINS & SELLS LLP, STATUTORY AUDITORS OF MINDSPACE BUSINESS PARKS REIT FOR A PERIOD OF 5 YEARS I.E., TILL THE FINANCIAL YEAR ENDING ON MARCH 31, 2027:**
- b. **STATUTORY AUDIT FEES OF DELOITTE HASKINS & SELLS LLP, STATUTORY AUDITORS OF MINDSPACE BUSINESS PARKS REIT, FOR THE FINANCIAL YEAR 2022-23:**

**"RESOLVED THAT** subject to the approval of the Unitholders, in consultation with Axis Trustee Services Limited and considering the recommendation of the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants, ("**DHS**") bearing firm registration no. 117366W/W 100018, be and is hereby reappointed as the Statutory Auditors of Mindspace Business Parks REIT for a further period of 5 years i.e. till the financial year ending on March 31, 2027, to interalia carryout the activities as the auditor of Mindspace Business Parks REIT under the REIT Regulations and the applicable laws.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Audit Committee and in consultation with Axis Trustee Services Limited, the aggregate audit fees of Rs. 2,02,50,000/- (Rupees Two Crores Twenty Five Lacs Only), to be paid to Deloitte Haskins & Sells LLP, Statutory Auditors of Mindspace Business Parks REIT and the Asset SPVs for the limited review / audit of the quarterly, half yearly / annual standalone and consolidated financials of the Asset SPVs and Mindspace Business Parks REIT for the financial year 2022-23.

**RESOLVED FURTHER THAT** the Board hereby approves, payment of one-time additional fee of Rs.10,00,000/- (Rupees Ten Lacs Only) for the financial year 2021-2022 for the additional effort involved in audit of the financials due to revised reporting and disclosure requirements under Schedule III of Companies Act, 2013 and CARO rules.

**RESOLVED FURTHER THAT** any member of the Board or Chief Executive Officer or Chief Financial Officer or Compliance Officer of the Manager be and is hereby severally authorised to do all such act, deeds and things as may be considered necessary to give effect to the above resolutions.

**RESOLVED FURTHER THAT** a copy of this resolution, certified to be true by any member of the Board or Chief Executive Officer or Chief Financial Officer or Compliance Officer of the Manager, be provided to the concerned authorities or such other persons as may be required."

**//Certified to be true//**

**For and on behalf of K Raheja Corp Investment Managers LLP**



**(acting as the Manager to Mindspace Business Parks REIT)**

**Preeti Chheda**  
**Chief Financial Officer**

**Schedule VI**  
**FORMAT OF APPLICATION FORM**  
**Mindspace Business Parks REIT**

**Registered Office:** Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

Phone: +91 2656 4000; Fax: +91 22 2656 4747; Website: [www.mindspacereit.com](http://www.mindspacereit.com)

**Corporate Office:** Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

Phone: +91 2656 4000; Fax: +91 22 2656 4747; Website: [www.mindspacereit.com](http://www.mindspacereit.com)

**APPLICATION FORM FOR PRIVATE PLACEMENT OF SENIOR, LISTED, RATED,  
SECURED, NON CUMULATIVE, TAXABLE, TRANSFERABLE, REDEEMABLE, NON-  
CONVERTIBLE DEBENTURES OF FACE VALUE OF INR 1000,000 (INDIAN RUPEES  
ONE MILLION) EACH (THE "DEBENTURES") ON A PRIVATE PLACEMENT BASIS  
(THE "ISSUE")**

Date of Application: \_\_\_\_\_, 2022

Dear Sir/Madam,

We have received, read, reviewed and understood all the terms and conditions contained in the private placement memorandum dated \_\_\_\_\_ ("**Private Placement Memorandum**").

Now, therefore, we hereby agree to subscribe to such number of Debentures as mentioned hereunder in this application form, subject to the terms of issue of Debentures as specified in the Private Placement Memorandum, and the Debenture Trust Deed executed by and between Mindspace Business Parks REIT (**Issuer**) acting through its Investment Manager, K Raheja Corp Investment Manager LLP and Catalyst Trusteeship Limited dated \_\_\_\_\_ ("**Debenture Trust Deed**"). We undertake to make payment for the subscription of the Debentures in the manner provided in the Debenture Trust Deed and the Private Placement Memorandum. We undertake that we will sign all such other documents and do all such other acts, if any, that may be reasonably required to be done on our part to enable us to be registered as the holder(s) of the Debentures which may be allotted to us.

We authorise you to place our name(s) on the Register of Debenture Holders of the Issuer that may be maintained in the depository system and to register our address(es) as given below.

The certified true copies of (i) Board resolution / letter of authorization, and (ii) specimen signatures of authorised signatories of the applicants, are enclosed herewith.

Capitalised terms, unless defined herein shall have the meaning given to the term in the Debenture Trust Deed and/or the Private Placement Memorandum, as the context may require.

The details of the application are as follows:

	<i>In Figures</i>	<i>In words</i>	Date:
No. of Debentures			FOR OFFICE USE ONLY
Amount (Rs)			Date of receipt of Application Sl. No:

<b>Name of Applicant</b>	
<b>Occupation/Business</b>	
<b>Nationality</b>	
<b>Complete address</b>	
<b>Phone number</b>	
<b>Email</b>	
<b>PAN</b>	
<b>IT Circle/Ward/District</b>	
<b>Bank account details</b>	

I/We the undersigned, want to hold the Debentures of the Issuer in the dematerialised form. Details of my/our Beneficiary Account are given below:

<b>DEPOSITORY NAME</b>	<b>NSDL ( )</b>	<b>CDSL ( )</b>
<b>DEPOSITORY PARTICIPANT NAME</b>		
<b>DP-ID</b>		
<b>BENEFICIARY ACCOUNT NUMBER</b>		

Yours faithfully,

For \_\_\_\_\_

(Name and Signature of Authorised Signatory)

Enclosures: (i) Board resolution / letter of authorization

(ii) specimen signatures of authorised signatories of the applicants



## INSTRUCTIONS

1. Application must be completed in full BLOCK LETTERS IN ENGLISH except in case of signature. Applications, which are not complete in every respect, are liable to be rejected.
2. Signatures should be made in English.
3. The Debentures are being issued at par to the face value. Full amount has to be paid on application per Debenture applied for. Applications for incorrect amounts are liable to be rejected. Face Value: INR 1000,000 (Indian Rupees one million only) each.
4. Money orders or postal orders will not be accepted. The payments can be made by NEFT/RTGS, the details of which are given below. Payment shall be made from the bank account of the person subscribing. In case of joint-holders, monies payable shall be paid from the bank account of the person whose name appears first in the application.
5. No cash will be accepted.
6. The applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ward/District.
7. Applications under power of attorney/relevant authority:  
  
In case of an application made under a power of attorney or resolution or authority to make the application a certified true copy of such power of attorney or resolution or authority to make the application and the memorandum and articles of association and/or bye-laws of the investor must be attached to the application form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason therefore. Further any modifications / additions in the power of attorney or authority should be notified to the Issuer at its registered office. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.
8. An application once submitted cannot be withdrawn. The applications should be submitted during normal banking hours at the office mentioned below:  
  
Address: Raheja Tower, Level 8, Block 'G', Plot No. C-30, Bandra Kurla Complex, Bandra (East) Mumbai 400051
9. The applications would be scrutinised and accepted as per the terms and conditions specified in this Private Placement Memorandum.
10. Any application, which is not complete in any respect, is liable to be rejected.
11. The investor / applicant shall apply for the Debentures in electronic, i.e., dematerialised form only. Applicants should mention their Depository Participant's name, DP-ID and Beneficiary Account Number in the application form. In case of any discrepancy in the information of Depository/Beneficiary Account, the Issuer shall be entitled to not credit the beneficiary's demat account pending resolution of the discrepancy.
12. The applicant is requested to contact the office of the Issuer as mentioned above for any clarifications.

13. Over and above the aforesaid terms and conditions, the Debentures, if any issued under this Private Placement Memorandum, shall be subject to the Private Placement Memorandum, the Debenture Trust Deed and also be subject to the provisions of the constitutional documents of the Issuer.
14. Payments must be made by RTGS to the Bank Account (ICCL):

Beneficiary Name	INDIAN CLEARING CORPORATION LTD
Name of Beneficiary Bank	ICICI Bank
Account number of Beneficiary Bank	ICCLEB
IFSC Code of Beneficiary Bank	ICIC0000106

**Schedule VII**  
**Details of Mortgaged Immoveable Properties**

**Building No. 12D Property**

(a) Unit No.201 and 301 admeasuring 1,37,059 square feet carpet area or thereabouts on the 2<sup>nd</sup> and 3<sup>rd</sup> floor, (b) Unit No. 401 admeasuring 41,026 square feet carpet area or thereabouts on the 4<sup>th</sup> floor, (c) Unit No. 402 admeasuring 27,251 square feet carpet area or thereabouts on the 4<sup>th</sup> floor, (d) Unit No. 501 admeasuring 68,300 square feet carpet area or thereabouts on the 5<sup>th</sup> floor, (b) Unit No. 601 admeasuring 63,846 square feet carpet area or thereabouts on the 6<sup>th</sup> floor, (b) Unit No. 701 admeasuring 41,073 square feet carpet area or thereabouts on the 7<sup>th</sup> floor, (b) Unit No. 702 admeasuring 27,356 square feet carpet area or thereabouts on the 7<sup>th</sup> floor, (b) Unit No. 801 admeasuring 67,908 square feet carpet area or thereabouts on the 8<sup>th</sup> floor, (b) Unit No. 902 admeasuring 28,910 square feet carpet area or thereabouts on the 9<sup>th</sup> floor, (b) Unit No. 1001 admeasuring 51,759 square feet carpet area or thereabouts on the 10<sup>th</sup> floor, (b) Unit No. 1101 admeasuring 32,799 square feet carpet area or thereabouts on the 11<sup>th</sup> floor, (b) Unit No. 1002 admeasuring 18,527 square feet carpet area or thereabouts on the 10<sup>th</sup> floor, (b) Unit No. 1102, 1201 & 1301 admeasuring 1,73,652 square feet carpet area or thereabouts on the 11<sup>th</sup>, 12, and 13<sup>th</sup> floors (“**Building 12D**”) (and the common areas, usage and access rights appurtenant to the aforementioned units of Building 12D) situated on a notionally demarcated land admeasuring approximately 17414.77 square metres (equivalent to 4.30 acres), forming part of a portion of land admeasuring 14.02 hectares equivalent to 34.64 acres or thereabout declared as SEZ Land from and out of the larger piece of land bearing Survey no. 64(part), lying, being and situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, which sub-plot is bounded today as follows:

On or towards the North by :	Neighbours property / open space.
On or towards the South by :	By 30 mts wide road
On or towards the East by :	Neighbours property / open space
On or towards the West by :	Building 12C



**Schedule VIII**  
**Unit-holding pattern of the Issuer**

*[Allotment history of the Issuer and detailed unitholding pattern of the Issuer annexed separately]*



July 20, 2022

To,

**The National Stock Exchange of India Ltd.**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G- Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai- 400051.

**Unit Scrip Symbol : "MINDSPACE"**

**BSE Limited**

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

**Unit Scrip Code : "543217"**

**Debenture Scrip Code(s): "960104"  
"960327", "973069", "973070" and  
"973754"**

**Subject: Unitholding Pattern as on the quarter ended June 30, 2022.**

Dear Sir/Madam,

Pursuant to Paragraph 2 of Annexure B to SEBI Circular No. CIF/IMD/DF/146/2016 dated December 29, 2016 for continuous disclosures and compliances by REITs read with Paragraph 7 of SEBI Circular SEBI/HO/DDHS/DDHS/CIR/P/2020/44 dated March 23, 2020, we are enclosing herewith the Unitholding Pattern of Mindspace Business Parks REIT as on the quarter ended June 30, 2022.

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**

**Place: Mumbai**

**Encl: As above**

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**K Raheja Corp Investment Managers LLP**

**LLP Identification Number (LLPIN): AAM-1179**

**Regd. Office: Raheja Tower, plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai – 400 051**

**Phone: +91 – 22- 2656 4000 | mindspacereit.com**

## Unit Holding Pattern as on June 30, 2022

Category	Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held
<b>(A)</b>	<b>Sponsor(s) / Manager and their associate/ related parties and Sponsor Group</b>						
<b>(1)</b>	<b>Indian</b>						
(a)	Individuals / HUF	6,97,76,271	11.77	0	0.00	3,25,27,465	46.62
(b)	Central/State Govt.	0	0.00	0	0.00	0	0.00
(c)	Financial Institutions/Banks	0	0.00	0	0.00	0	0.00
(d)	Any Other						
1	Trust	38,78,777	0.65	0	0.00	0	0.00
2	Bodies Corporates	30,12,42,033	50.80	14,82,54,546	49.21	15,42,73,263	51.21
	<b>Sub- Total (A) (1)</b>	<b>37,48,97,081</b>	<b>63.22</b>	<b>14,82,54,546</b>	<b>39.55</b>	<b>18,68,00,728</b>	<b>49.83</b>
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non Resident Indians / Foreign Individuals)	0	0.00	0	0.00	0	0.00
(b)	Foreign government	0	0.00	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investors	0	0.00	0	0.00	0	0.00
(e)	Any Other (Specify)	0	0.00	0	0.00	0	0.00
	<b>Sub- Total (A) (2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total unit holding of Sponsor &amp; Sponsor Group (A) = (A)(1)+(A)(2)</b>	<b>37,48,97,081</b>	<b>63.22</b>	<b>14,82,54,546</b>	<b>39.55</b>	<b>18,68,00,728</b>	<b>49.83</b>

K Raheja Corp Investment Managers LLP

LLP Identification Number (LLPIN): AAM-1179

Regd. Office: Raheja Tower, plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Phone: +91 – 22- 2656 4000 | mindspacereit.com



Category	Category of Unit holder	No. of Units held	As a % of Total Outstanding Units
<b>(B)</b>	<b>Public Holding</b>		
<b>(1)</b>	<b>Institutions</b>		
(a)	Mutual Funds	12,31,612	0.21
(b)	Financial Institutions/Banks	0	0.00
(c)	Central/State Govt.	0	0.00
(d)	Venture Capital Funds	0	0.00
(e)	Insurance Companies	65,79,764	1.11
(f)	Provident/pension funds	6,97,880	0.12
(g)	Foreign Portfolio Investors	13,00,98,329	21.94
(h)	Foreign Venture Capital investors	0	0.00
(i)	Any Other (specify)		
1	Bodies Corporates	0	0.00
2	Alternative Investment Funds	36,91,745	0.62
	<b>Sub- Total (B) (1)</b>	<b>14,22,99,330</b>	<b>24.00</b>
<b>(2)</b>	<b>Non-Institutions</b>		
(a)	Central Government/State Governments(s)/President of India	0	0.00
(b)	Individuals	5,34,99,707	9.02
(c)	NBFCs registered with RBI	11,45,200	0.19
(d)	Any Other (specify)		
1	Trusts	38,400	0.01
2	Non Resident Indians	26,28,925	0.44
3	Clearing Members	66,323	0.01
4	Bodies Corporates	1,84,43,216	3.11
	<b>Sub- Total (B) (2)</b>	<b>7,58,21,771</b>	<b>12.79</b>
	<b>Total Public Unit holding (B) = (B)(1)+(B)(2)</b>	<b>21,81,21,101</b>	<b>36.78</b>
	<b>Total Units Outstanding (C) = (A) + (B)</b>	<b>59,30,18,182</b>	<b>100.00</b>

**K Raheja Corp Investment Managers LLP**

**LLP Identification Number (LLPIN): AAM-1179**

**Regd. Office: Raheja Tower, plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai – 400 051**

**Phone: +91 – 22- 2656 4000 | mindspacereit.com**

### Sponsors Unitholding

Category	Name of the Sponsors	No. of Units Held	As a % of Total Out-standing Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held
1	Anbee Constructions LLP	3,54,04,890	5.97	3,54,04,890	100.00	2,52,03,273	71.19
2	Cape Trading LLP	3,54,04,890	5.97	3,54,04,890	100.00	2,52,03,273	71.19

### Sponsor Group Unitholding

Category	Name of the Sponsors#	No. of Units Held	As a % of Total Out-standing Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held
1	Ravi Chandru Raheja	27,06,534	0.46	0	0.00	0	0.00
2	Neel Chandru Raheja	1,11,38,069	1.88	0	0.00	0	0.00
3	Chandru Lachmandas Raheja	3,26,34,433	5.50	0	0.00	3,25,27,465	99.67
4	Jyoti Chandru Raheja	1,48,65,700	2.51	0	0.00	0	0.00
5	Capstan Trading LLP	4,10,95,719	6.93	3,63,49,047	88.45	0	0.00
6	Casa Maria Properties LLP	4,68,20,719	7.90	4,10,95,719	88.00	0	0.00
7	Palm Shelter Estate Development LLP	4,10,95,719	6.93	0	0.00	2,71,90,548	66.16
8	Raghukool Estate Developement LLP	4,19,37,069	7.07	0	0.00	1,77,31,322	42.28
9	Genext Hardware & Parks Private Limited	2,28,86,731	3.86	0	0.00	2,28,86,731	100.00
10	K Raheja Corp Private Limited	3,65,96,296	6.17	0	0.00	3,60,58,116	98.53
11	Chandru Lachmandas Raheja*	38,78,777	0.65	0	0.00	0	0
12	Sumati Ravi Raheja	84,31,535	1.42	0	0.00	0	0

# Sponsor group holding is mentioned on first name basis

\*held for and on behalf of Ivory Property Trust

**K Raheja Corp Investment Managers LLP**

**LLP Identification Number (LLPIN): AAM-1179**

**Regd. Office: Raheja Tower, plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai – 400 051**

**Phone: +91 – 22- 2656 4000 | mindspacereit.com**

PUBLIC HOLDING MORE THAN 1% OF TOTAL OUTSTANDING UNITS			
Category	Name of the Unitholder	No. of Units Held	As a % of Total Outstanding Units
1	PLATINUM ILLUMINATION A 2018 TRUST	5,43,75,000	9.17
2	CAPITAL INCOME BUILDER	2,14,91,600	3.62
3	GOVERNMENT OF SINGAPORE	1,83,27.386	3.09
4	SMALLCAP WORLD FUND INC	90,00,000	1.52



**Schedule IX**

**Due Diligence Certificate issued by the Debenture Trustee**

*[annexed separately]*

CTL/22-23/2360

(Annexure A)

**DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM**  
**(Applicable for Secured and Unsecured Issuances)**

To,

The Manager,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street,  
Mumbai – 400 001

Dear Sir / Madam,

**SUB.: Issue of 5000 Senior Listed Rated Secured Non cumulative Taxable Transferable Redeemable Non-Convertible Debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each aggregating upto Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) on private placement basis by Mindspace Business Parks REIT.**

We, the debenture trustee(s) to the above-mentioned forthcoming issue state as follows:

- 1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
- 2) On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications:

We confirm that:

- a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued.
- b) The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).
- c) The Issuer has made all the relevant disclosures about the security and its continued obligations towards the holders of debt securities.
- d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document or private placement memorandum/ information memorandum and all disclosures made in the offer document or private placement memorandum/ information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.



- e) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.
- f) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document or private placement memorandum/ information memorandum and given an undertaking that debenture trust deed would be executed before filing of listing application.
- g) All disclosures made in the draft offer document or private placement memorandum/ information memorandum with respect to the debt securities are true, fair and adequate to enable the investors to make a well-informed decision as to the investment in the proposed issue.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

**Place: Mumbai**

**Date: July 20, 2022**



**For Catalyst TrusteeShip Limited**

For CATALYST TRUSTEESHIP LIMITED

*pradip*  
Authorised Signatory

**Authorised Signatory**





**Schedule X**  
**Related Party Transactions of the Issuer**

*[annexed separately]*

**MINDSPACE BUSINESS PARKS REIT**  
**RN:IN/REIT/19-20/003**  
**Notes to the Condensed Standalone Financial Statements**  
(all amounts in Rs. million unless otherwise stated)

**31 Related party disclosures**

**A Parties to Mindspace REIT as at 31 March 2022**

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja Ms. Sumati Raheja (w.e.f. 1 October 2021)	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6		Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Ms. Sumati Raheja (w.e.f. 30 September 2021)	-	-
10		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
11		Casa Maria Properties LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
12		Raghukool Estate Developement LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
13		Palm Shelter Estate Development LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
14		K. Raheja Corp Pvt. Ltd.	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja  Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja  Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja  Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja  Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Ramesh Ranganthan(Appoi nted w.e.f. 7th July, 2021) Sunil Hingorani(Appointe d w.e.f. 7th July, 2021) Vinod N. Rohira (Cessation w.e.f 7th July, 2021)

**MINDSPACE BUSINESS PARKS REIT****RN:IN/REIT/19-20/003****Notes to the Condensed Standalone Financial Statements****(all amounts in Rs. million unless otherwise stated)****31 Related party disclosures****A Parties to Mindspace REIT as at 31 March 2022**

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
18	<b>Sponsors Group</b>	Ivory Property Trust	Chandru L. Raheja Jyoti C. Raheja Ivory Properties & Hotels Pvt Ltd Ravi C. Raheja Neel C. Raheja (all are trustees)	-
19		Genext Hardware & Parks Pvt. Ltd.	Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja  Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Chandru L. Raheja jointly with Jyoti C. Raheja, on behalf of the beneficiaries of Ivory Property Trust.	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Ramesh Ranganathan(w.e.f. 20th April, 2021)
20	<b>Names of SPVs and their subsidiaries</b>	1. Avacado Properties and Trading (India) Private Limited 2. Gigaplex Estate Private Limited 3. Horizonview Properties Private Limited 4. KRC Infrastructure and Projects Private Limited 5. Intime Properties Limited 6. Sundew Properties Limited 7. K. Raheja IT Park (Hyderabad) Limited 8. Mindspace Business Parks Private Limited. 9. Dices Realcon Private Limited. (upto 19 February 2021) 10.Educator Protech Private Limited (upto 19 February 2021) 11.Happy Eastcon Private Limited (upto 4 February 2021) 12.Sampada Eastpro Private Limited (upto 17 March 2021)		
21	<b>Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP )</b>	<b>Governing Board</b> Mr. Deepak Ghaisas Ms. Manisha Girotra Mr. Bobby Parikh Mr. Alan Miyasaki (resigned w.e.f. 27 December 2021) Mr. Manish Kejriwal (appointed w.e.f. 2 February 2022) Mr. Ravi C. Raheja Mr. Neel C. Raheja		
		Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited (till 24 December 2021)		



**MINDSPACE BUSINESS PARKS REIT**  
**RN:IN/REIT/19-20/003**  
**Notes to the Condensed Standalone Financial Statements**  
(all amounts in Rs. million unless otherwise stated)

**31 Related party disclosures**

**A Parties to Mindspace REIT as at 31 March 2022**

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
22	Entities controlled/jointly controlled by members of Governing Board.	Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Sustain Properties Private Limited  Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Sundew Real Estate Private Limited Gencoval Strategic Services Private Limited  Stemade Biotech Private Limited Hariom Infrafacilities Services Private Limited M/s Bobby Parikh & Associates		
* only when acting collectively				

**MINDSPACE BUSINESS PARKS REIT****RN:IN/REIT/19-20/003****Notes to the Condensed Standalone Financial Statements**

(all amounts in Rs. million unless otherwise stated)

**31 Related party disclosures****B Transactions during the period**

	For the quarter ended 31 March 2022** (Audited)	For the quarter ended 31 December 2021 (Unaudited)	For the quarter ended 31 March 2021 (Audited)	For the half year ended 31 March 2022 (Audited)**	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)	For the year ended 31 March 2021 (Audited)
<b>Unsecured loans given to</b>							
Avacado Properties and Trading Pvt. Ltd.	25	20	2,170	45	150	195	4,498
Gigaplex Estate Private Limited	1,708	500	2,430	2,208	3,160	5,368	6,924
Horizonview Properties Pvt. Ltd.	5,092	150	20	5,242	750	5,992	4,490
Sundew Properties Limited	400	350	650	750	-	750	4,620
KRC Infrastructure and Projects Private Limited	1,520	1,020	730	2,540	2,260	4,800	2,080
Mindspace Business Parks Private Limited	3,750	1,000	2,360	4,750	4,190	8,940	4,070
K. Raheja IT Park (Hyderabad) Limited	266	100	-	366	200	566	-
<b>Unsecured loans taken from</b>							
Intime Properties Limited	-	-	150	-	-	-	150
<b>Investment in preference shares</b>							
Mindspace Business Parks Private Limited	-	-	-	-	-	-	334
<b>Redemption of investment in preference shares</b>							
Mindspace Business Parks Private Limited	-	-	-	-	-	-	337
<b>Unsecured loans repaid by</b>							
Avacado Properties and Trading Pvt. Ltd.	160	90	420	250	150	400	400
Gigaplex Estate Private Limited	650	500	740	1,150	2,760	3,910	2,104
Horizonview Properties Pvt. Ltd.	4,610	150	230	4,760	680	5,440	-
Mindspace Business Parks Private Limited	1,430	1,250	370	2,680	2,290	4,970	1,300
Sundew Properties Limited	400	350	-	750	3,390	4,140	480
KRC Infrastructure and Projects Private Limited	400	650	-	1,050	1,390	2,440	1,220
K. Raheja IT Park (Hyderabad) Limited	120	100	-	220	-	220	-
<b>Unsecured loans repaid to</b>							
Intime Properties Limited	-	-	150	-	-	-	150
<b>Investment in equity share of SPVs</b>							
Avacado Properties and Trading (India) Private Limited	-	-	-	-	-	-	9,482
Gigaplex Estate Private Limited	-	-	-	-	-	-	13,121
Horizonview Properties Private Limited	-	-	-	-	-	-	0
KRC Infrastructure and Projects Private Limited	-	-	-	-	-	-	6,868
Intime Properties Limited	-	-	-	-	-	-	15,478
Sundew Properties Limited	-	-	-	-	-	-	33,722
K. Raheja IT Park (Hyderabad) Limited	-	-	-	-	-	-	25,618
Mindspace Business Parks Private Limited	-	-	-	-	-	-	48,814
<b>Trustee fee expenses</b>							
Axis Trustee Services Limited	1	1	1	1	1	2	2
<b>Dividend Income</b>							
Intime Properties Limited	401	445	418	845	953	1,798	925
Sundew Properties Limited	445	489	561	935	1,317	2,252	1,257
K. Raheja IT Park (Hyderabad) Limited	623	757	534	1,380	1,308	2,688	1,202
Avacado Properties and Trading (India) Private Limited	500	180	1,150	680	180	860	-
Mindspace Business Parks Private Limited	620	720	-	1,340	1,400	2,740	1,960

**MINDSPACE BUSINESS PARKS REIT****RN:IN/REIT/19-20/003****Notes to the Condensed Standalone Financial Statements**

(all amounts in Rs. million unless otherwise stated)

**31 Related party disclosures****B Transactions during the period**

	For the quarter ended 31 March 2022** (Audited)	For the quarter ended 31 December 2021 (Unaudited)	For the quarter ended 31 March 2021 (Audited)	For the half year ended 31 March 2022 (Audited)**	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)	For the year ended 31 March 2021 (Audited)
<b>Interest Income**</b>							
Avacado Properties and Trading (India) Private Limited	69	73	91	142	154	297	205
Gigaplex Estate Private Limited	106	98	111	203	203	407	257
Horizonview Properties Private Limited	87	84	87	171	169	340	222
KRC Infrastructure and Projects Private Limited	50	40	2	90	52	141	19
Sundew Properties Limited	17	17	2	34	118	152	23
Mindspace Business Parks Private Limited	112	88	16	200	128	329	62
K. Raheja IT Park (Hyderabad) Limited	6	4	-	10	0	10	-
<b>Interest Expense</b>							
Intime Properties Limited	-	-	2	-	-	-	2
<b>Gain on Redemption of Preference Shares</b>							
Mindspace Business Parks Private Limited	-	-	-	-	-	-	3
<b>Reimbursement of Expenses</b>							
K Raheja Corp Investment Managers LLP*	3	3	12	9	4	13	61
*Includes fees paid to M/s Bobby Parikh & Associates amounting to Rs. 2.50 million for the year ended 31 March 2022 and Rs 0.48 million for the year ended 31 March 2021.							
<b>Investment Management Fees</b>							
K Raheja Corp Investment Managers LLP	16	16	17	32	32	64	34
<b>Payment to Sponsor Group in relation to Offer for Sale</b>							
Chandru L Raheja	-	-	0	-	-	-	10
Jyoti C Raheja	-	-	1	-	-	-	1,139
Ravi C Raheja	-	-	1	-	-	-	1,180
Neel C Raheja	-	-	1	-	-	-	1,180
Genext Hardware & Parks Private Limited	-	-	1	-	-	-	958
Inorbit Malls (India) Private Limited	-	-	1	-	-	-	1,506
Ivory Properties And Hotels Private Limited	-	-	2	-	-	-	3,387
Ivory Property Trust	-	-	6	-	-	-	10,357
K. Raheja Corp Private Limited	-	-	2	-	-	-	4,304
K. Raheja Private Limited	-	-	2	-	-	-	2,852



**MINDSPACE BUSINESS PARKS REIT****RN:IN/REIT/19-20/003****Notes to the Condensed Standalone Financial Statements**

(all amounts in Rs. million unless otherwise stated)

**31 Related party disclosures****B Transactions during the period**

	For the quarter ended 31 March 2022** (Audited)	For the quarter ended 31 December 2021 (Unaudited)	For the quarter ended 31 March 2021 (Audited)	For the half year ended 31 March 2022 (Audited)**	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)	For the year ended 31 March 2021 (Audited)
<b>Guarantee commission fees from SPV</b>				-			
KRC Infrastructure and Projects Private Limited	1	1	-	2	0	2	6
Horizonview Properties Private Limited	1	0	-	1	1	0	1
Sundew Properties Limited	1	4	-	6	0	6	-
Mindspace Business Parks Pvt Ltd	1	0	-	1	0	2	-
<b>Guarantee commission fees to SPV</b>							
Sundew Properties Limited	-	-	0	-	4	4	0
Mindspace Business Parks Pvt Ltd	-	-	1	-	-	-	9
Gigaplex Estate Private Limited	7	-	-	7	-	7	-
<b>Issue of Unit capital</b>							
Anbee Constructions LLP	-	-	-	-	-	-	9,736
Cape Trading LLP	-	-	-	-	-	-	9,736
Capstan Trading LLP	-	-	-	-	-	-	11,301
Casa Maria Properties LLP	-	-	-	-	-	-	11,301
Chandru L. Raheja	-	-	-	-	-	-	8,984
Genext Hardware & Parks Private Limited	-	-	-	-	-	-	7,274
Inorbit Malls (I) Private Limited	-	-	-	-	-	-	1,541
Ivory Properties & Hotels Private Limited	-	-	-	-	-	-	3,466
Ivory Property Trust	-	-	-	-	-	-	13,008
Jyoti C. Raheja	-	-	-	-	-	-	3,912
K Raheja Corp Private Limited	-	-	-	-	-	-	14,468
K Raheja Private Limited	-	-	-	-	-	-	2,918
Neel C. Raheja	-	-	-	-	-	-	5,845
Palm Shelter Estate Development LLP	-	-	-	-	-	-	11,301
Raghukool Estate Developement LLP	-	-	-	-	-	-	9,958
Ravi C. Raheja	-	-	-	-	-	-	5,846
<b>Non cash transactions</b>							
Corporate Guarantee extended to Sundew Properties Limited towards Debentures	-	-	-	-	4,000	4,000	-
Corporate Guarantee extended to- Gigaplex Estate Private Limited towards	5,000	-	-	5,000	-	5,000	-

\*\*after Ind AS Adjustments

**MINDSPACE BUSINESS PARKS REIT****RN:IN/REIT/19-20/003****Notes to the Condensed Standalone Financial Statements**

(all amounts in Rs. million unless otherwise stated)

**31 Related party disclosures****C Closing Balances**

	As at	As at
Particulars	31 March 2022	31 March 2021
<b>Unsecured loan receivable (non-current)*</b>		
Mindspace Business Parks Private Limited	6,340	2,770
Avacado Properties and Trading (India) Private Limited	1,723	4,098
Gigaplex Estate Private Limited	3,848	4,820
KRC Infrastructure and Projects Private Limited	3,220	860
Sundew Properties Limited	750	4,140
Horizonview Properties Private Limited	5,042	4,490
K. Raheja IT Park (Hyderabad) Limited	346	-
<b>Unsecured loan receivable (current)</b>		
Mindspace Business Parks Private Limited	400	-
Avacado Properties and Trading (India) Private Limited	2,170	-
Gigaplex Estate Private Limited	2,430	-
<b>Investment in equity shares of SPVs</b>		
Avacado Properties and Trading (India) Private Limited	9,482	9,482
Gigaplex Estate Private Limited	13,121	13,121
Horizonview Properties Private Limited	0	0
KRC Infrastructure and Projects Private Limited	6,868	6,868
Intime Properties Limited	15,478	15,478
Sundew Properties Limited	33,722	33,722
K. Raheja IT Park (Hyderabad) Limited	25,618	25,618
Mindspace Business Parks Private Limited	48,814	48,814
<b>Interest receivable (non-current)*</b>		
Mindspace Business Parks Private Limited	52	16
Gigaplex Estate Private Limited	19	94
Sundew Properties Limited	150	11
KRC Infrastructure and Projects Private Limited	16	-
K. Raheja IT Park (Hyderabad) Limited	6	-
Avacado Properties and Trading (India) Private Limited	-	84
Horizonview Properties Private Limited	-	-
<b>Interest receivable (current)</b>		
Mindspace Business Parks Private Limited	45	2
Gigaplex Estate Private Limited	272	-
Avacado Properties and Trading (India) Private Limited	243	-
<b>Guarantee commission fees receivable (non-current)</b>		
KRC Infrastructure and Projects Private Limited	8	7
Horizonview Properties Private Limited	1	1
Sundew Properties Limited	6	-
Mindspace Business Parks Pvt Ltd	2	-
<b>Other Financial Liabilities (non-current)</b>		
Sundew Properties Limited	5	0
Mindspace Business Parks Private Limited	1	8
Gigaplex	8	-
<b>Other Financial Liabilities (current)</b>		
K Raheja Corp Investment Managers LLP	28	17
Mindspace Business Parks Private Limited	8	-
M/s Bobby Parikh & Associates	0	-
<b>Co-Sponsor Initial Corpus</b>		
Anbee Constructions LLP	0	0
Cape Trading LLP	0	0
<b>Corporate guarantees outstanding</b>		
Horizonview Properties Private Limited	1,140	689
Mindspace Business Parks Private Limited	1,903	-
Sundew Properties Limited	7,315	-
KRC Infrastructure and Projects Private Limited**	6,170	-
<b>Corporate guarantee extended by Sundew towards debentures</b>		
Sundew Properties Limited	3,750	3,750
<b>Corporate guarantee extended by MBPPL towards debentures</b>		
Mindspace Business Parks Private Limited	7,750	7,750
<b>Corporate guarantee extended by GIGAPLEX towards debentures</b>		
Gigaplex Estate Private Limited	5,000	-

\*after Ind AS Adjustments

\*\*Corporate guarantee given by Mindspace REIT for Rs. 6,170 for the loan facility availed by KRC Infrastructure and Projects Private Limited is under process of execution as at period ended 31 March 2022.

## **Annexure I**

### **I. Material litigation and regulatory actions pending involving Mindspace REIT and the Asset SPV**

*As of June 30, 2022, Mindspace REIT does not have any pending criminal matters or regulatory actions against it, or any material civil/ commercial litigation pending involving it.*

*For the purpose of pending civil/ commercial litigation against Mindspace REIT and the Asset SPV, such matters where value exceeds 1% of the consolidated profit after tax of Mindspace REIT as of June 30, 2022) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Mindspace REIT, have been disclosed. In addition to the above, pending civil/ commercial proceedings by Mindspace REIT or the Asset SPVs which are considered material by the Manager have been disclosed.*

#### **A. Sundew Properties Private Limited (“Sundew”)**

##### **(i) Title litigation and irregularities**

1. The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur (“**Tribunal**”) had, by letter dated August 27, 2009, sought information from Sundew under Section 8(2) of to the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 (“**APLRAC**”) in respect of the entire land parcel at Mindspace Madhapur (Sundew). The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated September 5, 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the aforesaid letter dated August 27, 2009. Sundew has filed a detailed response on September 30, 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to KRIT which was a joint venture company with APIIC, (b) the land was vested in Sundew by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not “land” covered under the APLRAC. The Tribunal issued a final notice to Sundew in January 2012 requesting Sundew to submit a declaration for full and correct particulars of the lands held by Sundew. In September 2009, Sundew also submitted a copy of the order dated August 9, 2012, which was passed by the Hon’ble High Court of Andhra Pradesh (“**High Court**”) in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

##### **(ii) Criminal Matters**

There are no pending criminal matters against Sundew.

##### **(iii) Regulatory actions**

1. KRIT had proposed a rights issue of shares in which Andhra Pradesh Industrial Infrastructure Corporation (“**APIIC**”) (now, TSIIC) abstained from subscribing to the rights shares. Consequently, upon closure of the rights issue subscription by the other shareholders of KRC group, the stake of APIIC in KRIT reduced from 11%. Thereafter, upon demerger of certain undertakings of KRIT into Intime and Sundew, the APIIC’s stake reduced in each of these entities instead of what it was initially at 11%. Such rights issue of shares was undertaken in compliance with applicable law and agreement between the parties, and after KRIT had waited over one year for APIIC to decide.

Subsequently, APIIC / GoAP disputed such dilution of their stake in KRIT, Intime and Sundew, which led to an inquiry by Vigilance and Enforcement Department of GoAP against the Government Officials and correspondingly, KRIT. APIIC issued a letter dated July 10, 2012 to KRIT, referring to a report of vigilance and enforcement department (“**VED Report**”) in relation to the Mindspace Madhapur project. Subsequently, the equity stake of APIIC was restored to 11% in KRIT, Intime and Sundew together with compensating APIIC for any loss of corporate benefits in the intervening period. The VED Report alleged certain irregularities, which include alleging a financial loss to APIIC and GoAP pursuant to sale of the land to its sister concerns and sale of constructed area, at a nominal price, dilution of 11% equity stake of APIIC and loss of immovable asset base to APIIC due to the dilution of equity.



KRIT denied such irregularities, violations or financial loss caused to APIIC /GoAP. While denying the loss alleged by APIIC, KRIT, Intime and Sundew provided a joint undertaking dated February 14, 2014 to APIIC *inter alia* undertaking (i) to pay the amounts to APIIC in respect of APIIC's claim of losses, due to any differences in values pertaining to the sale transactions in Mindspace Madhapur project; (ii) that payments shall be made by KRIT within 30 days of receipt of such written demand from APIIC; and (iii) that KRIT shall be bound by the decision of APIIC and comply with the same within the stipulated timelines.

KRIT has further provided an undertaking dated October 24, 2016 to APIIC, *inter alia* undertaking to pay losses incurred by Government of Telangana /APIIC as per the VED Report and to maintain the agreed shareholding of the Government of Telangana or APIIC in KRIT, Intime and Sundew post conversion of KRIT to public limited company and the Government of Telangana/ APIIC will not be required to infuse additional funds to maintain its equity stake in KRIT, Intime and Sundew.

While KRIT has attempted to make payments to the extent of the loss incurred by APIIC along with interest, by letter dated April 23, 2019, APIIC has confirmed to KRIT that it will be informed about the quantum of the amount to be paid, once the quantum of loss is determined by an independent third party appointed for such purpose. KRCPL, by way of its letter dated December 9, 2019, has undertaken that it shall assume any financial liability that KRIT, Intime or Sundew may incur in this behalf.

(iv) *Material civil/commercial litigation*

1. Sundew filed an application before the then Andhra Pradesh Electricity Regulatory Commission (now Telangana State Electricity Regulatory Commission ("TSERC")) on March 10, 2014 requesting TSERC to take on record the 'deemed distribution licensee' status of Sundew for the development, operation and maintenance of SEZ at Madhapur, Hyderabad. TSERC passed an order dated February 15, 2016 ("**TSERC Order**") identifying Sundew as a deemed distribution licensee for a period of 25 years with effect from April 1, 2016 subject to *inter alia* Sundew obtaining capital infusion from its promoters before March 31, 2016. Sundew filed an application dated March 16, 2016 ("**Interlocutory Application**") before TSERC seeking modification of condition in respect of equity infusion and extension of time to comply with the same. TSERC passed an order dated August 4, 2016 directing compliance with TSERC Order and denying extension of time and also directed the existing licensee to continue the power supply till September 30, 2016. TSERC, by its letter dated September 22, 2016, has granted extension of time to continue power supply till the state transmission utility grants network connectivity and open access. Aggrieved, Sundew filed a petition ("**Review Petition**") before TSERC on August 26, 2016, seeking *inter alia* review of the order dated August 4, 2016. Additionally, Sundew also filed an appeal to the Appellate Tribunal for Electricity ("**APTEL**") challenging the TSERC Order and in relation to the conditions imposed by TSERC which was dismissed on September 27, 2019. The matter is currently pending before the TSERC with respect to the review petition filed by Sundew. Aggrieved by the order dated September 27, 2019, Sundew has also filed a civil appeal on November 15, 2019 before the Supreme Court of India. By an order dated February 22, 2021 passed in the civil appeal, the Supreme Court of India directed TSERC to hear the pending applications/ petitions filed by Sundew before TSERC, to list the matter for final hearing and granted liberty to the parties to file their written note of arguments. The matter before TSERC is listed for hearing on August 11, 2022. The matter is pending before the Supreme Court of India.