



**TRANSCRIPT OF 1<sup>ST</sup> ANNUAL MEETING OF UNITHOLDERS OF  
MINDSPACE BUSINESS PARKS REIT**



**Mr. Rohit Bhase**

**Compliance Officer:** Good afternoon ladies and gentlemen. It is 02:00 pm of 29 June 2021, and it is time to commence the meeting. First and foremost, I wish good health to each one of you and to your kith and kin. I welcome you all to the first annual meeting of Mindspace Business Parks REIT, which is being held through video conferencing and audio-visual means.

Before we start the proceedings of the meeting, I would like to give you an overview of the process to participate in this meeting through video conferencing, and other audio-visual means. The facility to join this meeting through video conferencing and other audio-visual means has been made available for unitholders on a first-come-first-serve basis. The unitholders who have joined this meeting are kept on mute mode by the host to avoid any disturbance arising from background noise and to ensure smooth and seamless conduct of the meeting.

Before we proceed further, I would like to introduce the members of the Governing Board of K Raheja Corp Investment Managers LLP, acting as Manager to Mindspace Business Parks REIT who have joined this meeting –  
-Mr. Deepak Ghaisas, Independent member and Chairperson of the Governing Board, the Stakeholder's Relationship Committee and the Investment Committee and who shall also preside over this meeting as the Chairperson.

-Mr. Bobby Parikh, Independent Member and Chairperson of the Audit Committee and the Nomination and Remuneration Committee,

-Ms. Manisha Girotra, Independent Member, Mr. Alan Miyasaki, Non-Independent Member.

-Mr. Ravi Raheja, Non-Independent Member and

-Mr. Neel Raheja, Non-Independent Member.

With us we also have Mr. Vinod Rohira, Chief Executive Officer and Ms. Preeti Chheda, Chief Financial Officer of the Manager to Mindspace Business Parks REIT. Further, the representatives of Axis Trustee Services Limited, Trustee to Mindspace Business Parks REIT, Deloitte Haskins and Sells LLP, Statutory Auditors of Mindspace Business Parks REIT and Makarand Joshi and Co., Scrutinizers for this meeting are also present by video conferencing. The meeting will commence with the Chairperson addressing the unitholders of Mindspace Business Parks REIT. It will be followed by a presentation from Mr. Vinod Rohira, Chief Executive Officer, on the operational and financial performance of Mindspace Business Parks REIT for the financial year 2020-21. During this meeting, if a unitholder faces any technical issue, he may contact the helpline number mentioned in the Notice which is 040 7961 5205. I repeat the helpline number for resolving any technical issue is 040 7961 5205.



In case the unitholder is dialing from outside India, please add 91 as a prefix. Mindspace Business Parks REIT has engaged Kfin Technologies Private Limited for hosting this meeting through electronic means and for providing remote e-voting and e-voting facilities at this meeting. M/s. Makarand M Joshi and Co., practicing company secretaries, is appointed as the Scrutinizer by the Manager to scrutinize the remote e-voting and e-voting during the Meeting to ensure that the same is carried out in a fair and transparent manner. The Manager had fixed 28<sup>th</sup> May 2021 as the cut-off date for dispatch of Notice and Annual Report to the unitholders and accordingly, the Notice for this meeting and the Annual Report for the financial year 2020-21, along with the login and password for joining this meeting were sent on 4<sup>th</sup> June 2021, by electronic mode to those unitholders whose email ids were registered with the depositories and by courier to those unitholders whose email ids were not registered with the depositories. Notice and the Annual Report are also available on the website of Mindspace Business Parks REIT and the BSE limited and National Stock Exchange of India Limited.

The Manager had fixed 22<sup>nd</sup> June 2021 as the cut-off date for identifying the unitholders who shall be eligible to vote through remote e-voting facility and for participation and voting at this meeting. Accordingly, web links of Notice and Annual Report along with login and password for those joining this meeting were sent to those unitholders who did not hold units as on 28<sup>th</sup> May 2021, but became unitholders of Mindspace Business Parks REIT on 22<sup>nd</sup> June 2021. The same was dispatched by electronic mode to those unitholders whose email ids were registered with depositories and by courier to those unitholders whose email ids were not registered with the depositories. Further, Mindspace Business Parks REIT provided a facility for remote e-voting to its unitholders in respect of the business to be transacted at this meeting by electronic means, from 9:00 am on 25<sup>th</sup> June 2021 to 5:00 pm on 28<sup>th</sup> June 2021.

Since this meeting is being held through video conferencing or other audio-visual means and as the resolutions mentioned in the Notice convening this meeting have already been put to vote through remote e-voting, there will not be any proposing or seconding of the resolutions. Similarly, the facility for appointment of proxy and voting by show of hands by unitholders will also not be available for this meeting. Now I request the Chairperson to grant instructions for activating e-voting for unitholders who are present at this meeting and who have not yet cast their votes using remote e-voting facility.

**Mr. Deepak Ghaisas**  
**Chairperson**

: Sure, right. I approve and authorize the commencement of the e-voting during the meeting, which shall remain open till 15 minutes after the conclusion of proceedings of this meeting.



**Mr. Rohit Bhase**

**Compliance Officer:** Thank you, Sir. I request the Chairperson to take over and conduct the proceedings.

**Mr. Deepak Ghaisas**

**Chairperson** : Thank you. A very warm Good afternoon. Welcome to the first annual meeting of unitholders of Mindspace Business Parks REIT.

I would like to begin by wishing good health to each of you and your families.

In line with the new normal Mindspace Business Parks REIT has arranged to conduct this annual meeting through video conference. And we confirm that the same is in compliance with the regulations circular issued by the Security and Exchange Board of India for real estate investment trusts.

Since the notice, annual report and the financial statements for the financial year 31st March 2021 are already circulated to the unitholders. The same shall be taken as read.

It has been little less than a year since Mindspace REIT got listed and I take pride in saying that we delivered a resilient performance in financial year 2021 and remain confident about the long-term prospects of the business. Our successful listing on the bourses in August 2020, amidst the pandemic, with the marquee global investors, as our unitholders reflect the trust and confidence that unitholders have placed in us. We raised INR 45 billion through the issuance which saw an overwhelming subscription of 13 times.

While Covid 19 pandemic has disrupted the business environment globally, as also domestically. I am confident that India will witness, newer opportunities and optimize each of them till the situation returns to normalcy.

Given the unique proposition that India offers for quality office space complemented the technology talent pool and the country is set to benefit from the long-term trends. Our sponsors are part of the K Raheja Corp group, which has over four decades of legacy in building large scale, real estate portfolios in the country, and a record of creating a strong micro markets via building mixed-use of ecosystems backed by the experienced Management Team of Mindspace REIT is to navigate these challenges and grow.

Our prudent approach to capital deployment coupled with our ability to generate free cash gives us a comfortable headroom for the growth and enables us to create a long-term sustainable value for the unitholders, governance, and sustainability continues to remain our focus areas in delivering long-term performance.



We believe the medium to long-term potential of Grade A office space remains intact. Having witnessed strong performance and robust hiring by Indian technology companies who are key demand drivers of office space. At Mindspace REIT, we are committed to provide an integrated business ecosystem that enables tenants to leverage a skilled talent pool and cost arbitrage to achieve their business goals.

Our tenants are some of the large corporates and we remain committed to delivering the long-term and sustainable value to them.

As on March 31, 2021, our portfolio housed 82.9% foreign multinational companies with 35% of our gross contracted rentals coming from fortune 500 companies. A strong relationship with our tenants cultivated over the years helped us to lease three and a half million square feet to 44 tenants during financial year 2021 amidst the pandemic times.

With regard to our financial performance for the financial year 2021, our revenue from operations and net operating income on a performance basis stood at 16.3 billion and 13.7 billion respectively, representing a growth of 5.1% and 12.1% on year on year basis. In the financial year 2021, we optimized our operating costs leading to increased net operating income margins. We also achieved a substantial reduction of over 200 bps on our cost of borrowing from 9.2% in March 2020 to 7.1% in March 21. This helped us keep our distribution in line with our projections, despite the leasing headwinds. For half-year of 2021 we distributed rupees 5.7 billion that is 9.59% per unit, which translates into the annualized distribution year of 7% on the issue price. We have strategically moved towards creating a mix of fixed costs and variable costs debt in the portfolio with 30% total outstanding debt as on 31st March 2021, being fixed costs. We shall pursue opportunities to finance some of our existing debt to further optimise our overall cost, cost of that our net debt of two market values stands at 14% as on March 31 2021, and low gearing equips us with the significant financial flexibility to pursue value, accretive growth opportunities.

ESG or environmental, social and governance, integration, are necessary steps for the future. At Mindspace REIT we have invested in building environmental, social, and governance which is ESG centric ecosystem, integrating it into the business assets, operations and culture. Delivering sustainable development and operations we adopt the latest technology and systems and implement resource efficiency across our parks. We undertake a detailed sustainability assessment program to improve construction efficiency. The study covers climate effects on indoor air quality, wind, study sun path analysis, natural daylight analysis, and more. Also, optimize the lifecycle of materials through sustainable materials management system where materials are reused more productively over the lifecycle. All buildings



that we are developing in the portfolio are LEED certified green buildings, which have a keen focus on energy and water conservation, indoor air quality and waste management. In 2020, Mindspace REIT became the first real estate entity in India to pledge its commitment to the climate group, EV 100, transitioning to 100% electricity, electric mobility by 2030. We currently provide 950 electric vehicles charging stations at our business parks and see that number move north. I'm also happy to share that just last week, we took another leap, becoming India's first real estate entity to join climate groups re 100, committing to transitioning to 100% renewable electricity use by 2050 in a phased manner. Our initiative aligned with those of climate group and our continuous efforts to build a sustainable ecosystem for our tenants. Each of these commitments also enable us to encourage a large tenant base to consider the sustainability levers for their own businesses. We have a current installed capacity of approximately 1.8 megawatts of rooftop solar and are working towards transitioning to source 100 GWh power generated by renewable energy sources annually.

At Mindspace REIT we are driven by the three R's - reduce, recycle and reuse. In our operations, with regards to waste management 80 to 100% of the construction waste generated is reused, reducing burden on the city dumping grounds. Wet waste is composted and converted into manure and is used for landscaping within the business parks. Horticulture waste is used as mulching material to reduce water consumption and increase soil fertility. All non-compostable waste is sent to the State Pollution Control Board (SPCB) approved recyclers.

To conserve water lower wastage is ensured to reduce sewage volumes and water bills and reduced dependency on municipal water. More recent projects have seen interventions through IOT and sensors to monitor quality of the recycled and treated water, rainwater harvesting, water recycling reuse of treated water for gardening and low flow fixtures are only some of the interventions. To provide our tenants with better air quality we regularly measure it to the achieved significant health and financial benefits. We deliver 30% more fresh air than mandated by ASHRAE 62.1 standard across our green buildings. At Mindspace REIT we also rejuvenate landmarks that are iconic and make for public recreation spaces. For instance, we undertook the complete makeover of Hyderabad's iconic Durgam Cheruvu Lake in partnership with the local government and continue to ensure its upkeep. The lake has been converted from an algae ridden one to a beautiful attraction replete with jogging tracks, kids play corners, yoga corners, cycling paths, and more.

At Mindspace REIT, we relentlessly strive to maximize our positive social impact by integrating and internalizing community services into business operations. We undertake initiatives in the space of education and



empowerment with our NGO partners, Deeds Public Charitable Trust and Room to Read India, for effective implementation of our CSR pursuits. We are also working closely with local government and NGOs through multiple interventions to fight COVID-19. We have assisted with provisions for oxygen concentrators, medical equipment, and consumables for weaker sections of the communities. Mindspace REIT also recognizes key stakeholders – Our last mile labourers. During the pandemic, we ensured availability of quality food, adequate medical aid, and sanitized living spaces across our sites. I would also like to highlight here that we invest in their overall welfare. 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 secure while their parents are at work. To enable this, we have partnered with NGO Mumbai mobile creches, which provides day care facilities along with the quality education, mid-day meals, and health care for the children.

Accountability, fairness, and transparency with all the stakeholders are the guiding principles of the governance. At Mindspace Business Parks REIT we aim at creating sustainable and long-term value for stakeholders. The governing board oversees the implementation of strategies, conducts periodic reviews vis a vis a set objective, and suggests course correction, in the case of deviations. The ESG efforts amalgamates to create a more equitable and sustainable business model, an ecosystem that is good for the business and the generations to come. Our objective is to maximize unitholders returns in the form of regular distribution and unit price appreciation by enhancing our portfolio value. Our able, dynamic leadership team has the capability to adapt to this ever-changing environment and to deliver sustainable business performance. I express my deepest gratitude to the governing board members for their contribution and governance insights, our unitholders for their trust, and the confidence. Our employees for their consistent delivery, the challenging backdrop of our customers, vendors, and each of stakeholder for their support. Last but not the least, I thank the labour force at our projects, who have played an instrumental role in helping us craft the magnanimous portfolio. I seek your continued support and look forward to continuing this journey and in creating long-term sustainable value for our stakeholders. Now

I request Mr. Vinod Rohira to make a short presentation on the performance of the Mindspace Business Parks REIT for financial year 2020-21.

**Mr. Vinod Rohira**

**Chief Financial Officer:** Thank you, Chairperson Sir. Good afternoon, everyone. Our Chairperson has covered most of the points that I'm going to take up right now. But I still want to just give you a brief snapshot of how we saw the year. It was right in the middle of the pandemic when we listed and we got an overwhelming response. Our issue was in and we were like Chairperson sir mentioned more



than 13 times oversubscribed. Thanks to the overwhelming support of our investors. Thank you very much for that. Our portfolio as you all may be aware, the 30.2 million square feet spread across four micro markets Mumbai, Pune, Hyderabad and Chennai with an in-place rent of about 55.9 rupees per square foot and a market valuation of 246 billion with a 92.3% market value worth of completed assets. Our debt today is just 14% of our NAV, which gives us a lot to grow in the near future. Then is a quick snapshot highlight of amongst the significantly challenging years in recent history for commercial real estate. We managed to lease 3.5 million square feet of real estate and added close to 44 new tenants in this year during the pandemic. We were able to distribute 5687 million with a 7% distribution yield as promised. While Chairperson sir has touched upon the sustainability aspect, a lot of initiatives taking place to ensure we continue to take a leadership position in that direction. A quick snapshot overview of the leasing that we just mentioned to you about 2.14 millions square feet was released, and 1.33 million square feet was added as a new area with new tenants with a vacant area leasing of seven lakh square feet, and the leases signed across 44 tenants. So here is a very healthy combination of our existing tenants growing with us and new tenants participating in joining our group of valued tenants in our portfolio. We continued to deliver a sustainable financial performance coupled with very low leverage across debt being 38 billion, we are just 14% of our NAV. And our weighted average cost of debt has come down from 9.2 to 7.1. We distributed 9.59 per unit as a distribution of 7% yield to our investors on the issue price for the period from October to March 2021. With this, I end my presentation and I hand it over back to you Chairperson sir.

**Mr. Deepak Ghaisas  
Chairperson**

: All unitholders may now note that the Mindspace REIT had extended a facility to its unitholders who would like to express their views to ask questions during the meeting by registering themselves for the same.

Further unitholders were also granted a facility to pose their queries on annual report or notice before the date of the meeting. The said facilities were available from 9:00 am on June 25 to 5:00 pm on June 27 2021. Since no such registrations or queries are received from the unitholders, we may continue with the further proceedings of the meeting. However, in case any questions are posed by the unitholders through 'ask the question' facility, then the management would respond to such questions or queries after the meeting is over, over the email to the respective unitholders.

In case any further clarifications are required, the unitholders can reach out to the compliance officer or investors relation cell of Mindspace Business Parks REIT. I request Rohit to appraise the unit holders with resolutions in the notice of this meeting.





**Mr. Rohit Bhase**

**Compliance Officer:** Thank you, sir. The report of statutory auditors for the financial year ended 31<sup>st</sup> March, 2021 does not contain any qualification, observation or comment which may have an adverse effect on the functioning of Mindspace Business Parks REIT. Accordingly, the said report is not required to be read out before the meeting. Now I would like to apprise the unitholders present at this meeting about the resolutions proposed in the notice for the unitholder's approval by a simple majority -

Resolution at item number 1: To consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of Mindspace Business Parks REIT as that and for the financial year ended March 31, 2021, together with the report of statutory auditors their own for the financial year ended March 2021 and the report on the performance of Mindspace Business Parks REIT.

Resolution at item number 2: To consider, approve and adopt the valuation report issued by Mr. Shubendhu the value for the valuation of a portfolio of Mindspace Business Parks REIT as at March 31 2021.

Resolution at item number 3: To consider, approve and ratify appointment of the value of for the financial year 2020- 21 to 2022- 23.

Resolution at item number 4: To consider and ratify the appointment of Statutory auditors for the financial year 2021-22.

And resolution at item number 5: To consider and approve remuneration payable to the members of the Governing Board.

The Proceedings of the meeting along with the consolidated results of the remote e-voting and e-voting during the meeting will be announced within 48 hours from the conclusion of the meeting and the said results along with the scrutinizer's report will be intimated to the stock exchanges as per the applicable law and would also be placed on the website of Mindspace Business Parks REIT and K-fin Technologies Private Limited. Further, the transcript of this meeting shall also be made available on the website of Mindspace Business Parks REIT. Now, I offer a vote of thanks to the Chair on behalf of all the unitholders and members of the governing board present at the meeting. Thank you Deepak sir.

**Mr. Deepak Ghaisas**

**Chairperson** : Sure. The voting facility will remain open for next 15 minutes to enable unitholders to cast their vote, who have not yet cast their vote on the resolutions and who are otherwise not barred from doing so. Further, I authorize the Compliance Officer to accept, acknowledge and counter sign



the Scrutinizers report in connection with the Meeting and declare the results of the voting in accordance with the requirements prescribed under the applicable laws. So I take this opportunity to thank all the unitholders for taking their time out to join this meeting. I thank all board members present on the board, and other invitees for attending the meeting. With this along with other members of the Governing Board and key manager personnel would like to conclude and leave this meeting. Please take care of yourself. Get yourself vaccinated, stay home and stay safe. Thank you very much.