



## ANNEXURE

To,  
Mr. / Mrs. Ritobrata Mitra/Mandeep Kaur  
IDBI Trusteeship Services Ltd,  
Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai – 400 001

Dear Sir,

### **Sub: Quarterly Compliance Report for the Quarter ended September 30, 2021**

In compliance with the Securities and Exchange Board of India (SEBI) (Debenture Trustee) Regulations, 1993 as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) 2015, and Debenture Trust Deed(s) in respect of 10 year G-sec linked secured, listed, , senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non- convertible debentures (“**Debentures**”) issued by Mindspace Business Parks REIT (“**Mindspace REIT**” or “**Issuer**”) bearing ISIN No. **INE0CCU07041**, we furnish the required information for your needful.

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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](http://mindspacereit.com)**



Sr. No.	Particulars of Information/Documents																			
1.	<b>Regulatory Requirement:</b>	<b>Furnished Yes/No</b>																		
a.	<p>An updated list of Debenture holders registered in the Register of Debenture Holders in the following format:</p> <table border="1" data-bbox="322 491 1267 724"> <thead> <tr> <th colspan="5" data-bbox="322 491 1267 528">ISSUE-WISE PARTICULARS</th> </tr> <tr> <th data-bbox="322 528 568 624">Issue size (including ISIN No)</th> <th data-bbox="568 528 792 624">Name(s) of Debenture Holder</th> <th data-bbox="792 528 913 624">Address</th> <th data-bbox="913 528 1077 624">Contact No.</th> <th data-bbox="1077 528 1267 624">Email Id</th> </tr> </thead> <tbody> <tr> <td data-bbox="322 624 568 724">INR 375 crores ISIN No. <b>INE0CCU07041</b></td> <td data-bbox="568 624 792 724"></td> <td data-bbox="792 624 913 724"></td> <td data-bbox="913 624 1077 724"></td> <td data-bbox="1077 624 1267 724"></td> </tr> </tbody> </table>	ISSUE-WISE PARTICULARS					Issue size (including ISIN No)	Name(s) of Debenture Holder	Address	Contact No.	Email Id	INR 375 crores ISIN No. <b>INE0CCU07041</b>					<p>Yes.</p> <p>Details are captured in the weekly Benpos shared by Registrar and Transfer Agent(RTA) and the Benpos as on September 30, 2021, is enclosed herewith as <b>Annexure 1.</b></p>			
ISSUE-WISE PARTICULARS																				
Issue size (including ISIN No)	Name(s) of Debenture Holder	Address	Contact No.	Email Id																
INR 375 crores ISIN No. <b>INE0CCU07041</b>																				
b.	<p>Details of complaints/grievances in the following format. In case no complaints have been received, a confirmation thereof.</p> <table border="1" data-bbox="322 791 1527 1120"> <thead> <tr> <th colspan="6" data-bbox="322 791 1527 828">ISSUE-WISE PARTICULARS</th> </tr> <tr> <th data-bbox="322 828 555 1023">Issue size</th> <th data-bbox="555 828 748 1023">Nos. of Complaints/ Grievances pending for the previous quarter</th> <th data-bbox="748 828 940 1023">Nos. of Complaints/ Grievances Received during current quarter</th> <th data-bbox="940 828 1173 1023">Nos. of Complaints/ Grievances pending for the current quarter</th> <th data-bbox="1173 828 1317 1023">Resolved/ Unresolved</th> <th data-bbox="1317 828 1527 1023">Reason (if pending beyond 30days of receipt of grievance)</th> </tr> </thead> <tbody> <tr> <td data-bbox="322 1023 555 1120">INR 375 crores ISIN No. <b>INE0CCU07041</b></td> <td data-bbox="555 1023 748 1120" style="text-align: center;">0</td> <td data-bbox="748 1023 940 1120" style="text-align: center;">0</td> <td data-bbox="940 1023 1173 1120" style="text-align: center;">0</td> <td data-bbox="1173 1023 1317 1120" style="text-align: center;">0</td> <td data-bbox="1317 1023 1527 1120" style="text-align: center;">NA</td> </tr> </tbody> </table>	ISSUE-WISE PARTICULARS						Issue size	Nos. of Complaints/ Grievances pending for the previous quarter	Nos. of Complaints/ Grievances Received during current quarter	Nos. of Complaints/ Grievances pending for the current quarter	Resolved/ Unresolved	Reason (if pending beyond 30days of receipt of grievance)	INR 375 crores ISIN No. <b>INE0CCU07041</b>	0	0	0	0	NA	<p>No Compliant received with respect to said Debentures.</p> <p>Statement of Investor Complaints for the quarter ended on September 30, 2021, issued by Registrar and Transfer Agent (RTA) is enclosed herewith as <b>Annexure 2.</b></p>
ISSUE-WISE PARTICULARS																				
Issue size	Nos. of Complaints/ Grievances pending for the previous quarter	Nos. of Complaints/ Grievances Received during current quarter	Nos. of Complaints/ Grievances pending for the current quarter	Resolved/ Unresolved	Reason (if pending beyond 30days of receipt of grievance)															
INR 375 crores ISIN No. <b>INE0CCU07041</b>	0	0	0	0	NA															

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2.	<u>Management Confirmations:</u>	Furnished Yes/No															
a.	<p>A Certificate cum Confirmation duly signed by a key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS/CFO to the effect that:-</p> <table border="1" data-bbox="324 440 1532 772"> <thead> <tr> <th colspan="5" data-bbox="324 440 1532 475">Interest/Principal (ISIN wise)</th> </tr> <tr> <th data-bbox="324 475 495 608">Issue size</th> <th data-bbox="495 475 719 608">ISIN No</th> <th data-bbox="719 475 981 608">Due date of redemption and/or interest (falling in the quarter)</th> <th data-bbox="981 475 1223 608">Paid/unpaid (date of payment, if paid, reasons if not paid)</th> <th data-bbox="1223 475 1532 608">Next due date for the payment of Interest / principal</th> </tr> </thead> <tbody> <tr> <td data-bbox="324 608 495 772">INR 375 crores</td> <td data-bbox="495 608 719 772">INE0CCU07041</td> <td data-bbox="719 608 981 772">Coupon if any to be paid on redemption date i.e. May 17, 2024</td> <td data-bbox="981 608 1223 772">NA</td> <td data-bbox="1223 608 1532 772">Coupon if any to be paid on redemption date i.e. May 17, 2024</td> </tr> </tbody> </table>	Interest/Principal (ISIN wise)					Issue size	ISIN No	Due date of redemption and/or interest (falling in the quarter)	Paid/unpaid (date of payment, if paid, reasons if not paid)	Next due date for the payment of Interest / principal	INR 375 crores	INE0CCU07041	Coupon if any to be paid on redemption date i.e. May 17, 2024	NA	Coupon if any to be paid on redemption date i.e. May 17, 2024	Yes, details provided in the adjacent table
Interest/Principal (ISIN wise)																	
Issue size	ISIN No	Due date of redemption and/or interest (falling in the quarter)	Paid/unpaid (date of payment, if paid, reasons if not paid)	Next due date for the payment of Interest / principal													
INR 375 crores	INE0CCU07041	Coupon if any to be paid on redemption date i.e. May 17, 2024	NA	Coupon if any to be paid on redemption date i.e. May 17, 2024													
b.	<u>Security and insurance<sup>1</sup>:</u>																
	i. Security Documents executed by the Issuer remain valid (including but not limited to the purpose of and as provided in Limitation Act 1963), subsisting and binding upon the Issuer	<u>Yes</u>															
	ii. The assets of the Issuer and of the guarantors, if any, which are available by way of security/cashflows/profits are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders	Yes. The asset cover certificate pursuant to Reg. 54(3) and Reg. 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated November 12, 2020 will be provided with the financial statements for the quarter and half															

<sup>1</sup> applicable for secured debentures

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		<p>year ended September 30, 2021, which will be approved by the Governing Board of the Issuer at its ensuing meeting.</p> <p>Since, financial information of the Issuer is price sensitive information, the same will be shared once it is approved</p>										
	<p>iii. Delay or Failure to create security (if any), with detailed reasons for delay or default in security creation and the time lines within which the same shall be created</p>	<p>Issuer had sought extension 30(thirty) Business Days from the aforesaid timelines mentioned in the Debenture Trust Deed i.e. up to August 3, 2021 and the majority of debenture holders have granted the same.</p> <p>The said security was created and perfected within the extended timelines sought by the Issuer.</p>										
	<p>iv. The Secured Assets have been insured against all risks as prescribed in the Prospectus/Information Memorandum of the captioned Debentures and Security Documents thereof</p>	<p>Yes, Secured Assets have been insured against major risks.</p>										
	<p>v. All the Insurance policies obtained are valid, enforceable and cover the risks as required under the Information Memorandum/Debenture Trust Deed, and are endorsed in favour of Debenture Trustee as 'Loss Payee'. The premium in respect of the following insurance policies have been paid.</p> <table border="1"> <thead> <tr> <th>Issue Size</th> <th>Policy No.</th> <th>Coverage (Rs.)</th> <th>Period &amp; expiry date</th> <th>Status of Endorsement</th> </tr> </thead> <tbody> <tr> <td>Rs. 375 Crore</td> <td>2112202243797903000</td> <td>Rs.13,530,322,820/ -</td> <td>May 22, 2021 To May 21, 2022</td> <td>Endorsed</td> </tr> </tbody> </table>	Issue Size	Policy No.	Coverage (Rs.)	Period & expiry date	Status of Endorsement	Rs. 375 Crore	2112202243797903000	Rs.13,530,322,820/ -	May 22, 2021 To May 21, 2022	Endorsed	<p>Yes and same is enclosed herewith as <b>Annexure 3.</b></p>
Issue Size	Policy No.	Coverage (Rs.)	Period & expiry date	Status of Endorsement								
Rs. 375 Crore	2112202243797903000	Rs.13,530,322,820/ -	May 22, 2021 To May 21, 2022	Endorsed								

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c.	Statutory:	Yes/No
	i. The Issuer has complied with and is in compliance with the provisions of the REIT Regulations, the extant SEBI Regulations and the terms and conditions of the captioned Debentures and there is no event of default which has occurred or continuing or subsisting as on date. If no, please specify details.	<u>Yes</u>
	ii. Whether there is any breach of covenant / terms of the debenture issues in terms of the Information Memorandum and DTD. If yes, please specify date of such breach occurred, the details of breach of covenant and remedial action taken by the Company along with requisite documents.  Any additional covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof	<u>No</u>
	iii. There is no major change in composition of its Board of Directors, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Changes if any to be disclosed along with copies of intimation made to the stock exchanges)	There is no change in composition of Governing Board of the Issuer
	iv. any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Issuer	<u>No</u>
	v. Change, if any, in the nature and conduct of the business by the Issuer	<u>No</u>
	vi. Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any	<u>No</u>
	vii. Proposals, if any placed before the board of directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any	<u>No</u>

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	viii. Disclosures, if any made to the stock exchange in terms of Regulation 30 or Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have a bearing on the Debentures or on the payment of interest or redemption of the Debentures	Regulation 30 is not applicable to the Issuer. No disclosure has been made under Regulation 51 (2) which may have a bearing on the Debentures or on the payment of interest or redemption of the Debentures.
	ix. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures.	<u>Yes</u>
d.	Others:	<b>Yes/No</b>
	i. Details of revisions in the credit rating (if any)( <b>to be attached</b> );	There is no change in the Credit rating re-affirmed by CRISIL Ratings Limited vide letter dated July 14, 2021 and same is enclosed herewith as <b>Annexure 4</b>
	ii. Details of Corporate Debt Restructuring (if any);	<u>None</u>
	iii. Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	<u>No</u>
	iv. Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	<u>No</u>
	v. Details of one time settlement with any bank (if any);	<u>No</u>
	vi. Details of Reference to Insolvency or a petition (if any) filed by any creditor	<u>Not Applicable</u>
	vii. Confirmation that a functional website containing, amongst others, the following information is maintained by the Company:- <ul style="list-style-type: none"> <li>• email address for grievance redressal and other relevant details;</li> <li>• name of the debenture trustees with full contact details;</li> </ul>	<u>Yes except Debenture Redemption Reserve as the same is not applicable to REIT.</u>

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	<ul style="list-style-type: none"> <li>the information, report, notices, call letters, circulars, proceedings, etc., concerning non-convertible redeemable preference shares or non-convertible debt securities;</li> <li>all information and reports including compliance reports filed by the Company;</li> <li>Debenture redemption reserve</li> <li>Default by issuer to pay interest or redemption amount [if any]</li> <li>failure to create a charge on the assets [if any]</li> <li>revision in rating assigned to the NCDs [if any]</li> </ul>	
4.	<b><u>Copies of the following information/documents (to be attached) (all fields mandatory):-</u></b>	<b>Furnished Yes/No</b>
a.	<p>Asset cover Certificate<sup>2</sup> in the format of Annexure A of the SEBI Circular dated 12.11.2020.</p> <p>For Secured NCDs, cases which are secured by way of book debts / receivables, the company shall mandatorily provide asset cover certificate including covenant compliance confirmation on half yearly basis (in the format of Annexure A of the SEBI Circular dated 12.10.2020) from the Statutory Auditor of the Company. Covenant would include financial and non-financial covenants. This is a requirement as per Regulation 15(1)(t) of the SEBI (DT) Regulation as amended on 8th Oct, 2020.</p> <p><del>In case of Unsecured NCD / bond issues, please furnish the certificate of Statutory Auditor (in the format as provided in Annexure A (Table II) and Part C of SEBI Circular dated Nov 12, 2020), on half yearly basis for maintenance of asset cover including compliance with all the covenants, in respect of listed non-convertible debt securities from the Issuers.</del></p>	<p>Asset Cover Certificate will be provided along with the financial statements for the quarter and half year ended September 30, 2021, which will be approved by Governing Board of the Issuer at its ensuing meeting.</p> <p>Since, Financial information of the Issuer is price sensitive information, the same will be shared once it is approved at the Governing Board meeting.</p>
b.	A statement of value of pledged securities <sup>3</sup> , if any / applicable	Not Applicable

<sup>2</sup> To be submitted within 30 days from the end of each quarter. To be submitted in the format as provided under Annexure A of the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020.

<sup>3</sup> To be submitted within 30 days from the end of each quarter as per the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020.

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c.	A statement of value of Debt Service Reserve Account or any other form of security <sup>4</sup> if any / applicable	Statement of value of Debt Service Reserve Account is not applicable.  Asset Cover Certificate will be provided along with the financial statements for the quarter and half year ended September 30, 2021, which will be approved by Governing Board of the Issuer at its ensuing meeting.  Since, Financial information of the Issuer is price sensitive information, the same will be shared once it is approved at the Governing Board meeting.
d.	Net worth certificate of personal guarantors [if any] <sup>5</sup> if any / applicable	<u>Not Applicable</u>
e.	Any breach of covenant during the last quarter. If yes, please furnish the details of the breach occurred along with the steps taken by the Company.	<u>No</u>
f.	Certified True Copy of quarterly and year-to-date standalone financial results <sup>6</sup>	Certified true copy of quarterly and half yearly standalone financial statements will be approved by Governing Board at its ensuing meeting.  Since, Financial information of the Issuer is price sensitive information, the same will be shared once it is approved at the Governing Board Meeting.

<sup>4</sup> To be submitted within 30 days from the end of each quarter as per the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020.

<sup>5</sup> To be submitted within 30 days from end of the second and fourth quarter as per the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020

<sup>6</sup> Regulation 33(3) (a) of SEBI LODR Regulations –applicable only if the Company has its equity shares listed of Stock Exchange

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g.	Copy of the un-audited or audited financial results <sup>7</sup>	Certified true copy of quarterly and half yearly standalone financial statements will be approved by Governing Board at its ensuing meeting.  Since, Financial information of the Issuer is price sensitive information, the same will be shared once it is approved at the Governing Board Meeting.
h.	Periodical reports from lead bank regarding progress of the Project	<u>Not Applicable</u>
i.	Copy of the Insurance Policies duly endorsed in favour of the Debenture Trustee as 'Loss Payee'	Yes, the same is enclosed herewith as <b>Annexure 3.</b>
j.	Details of initiation of forensic audit (by whatever name called) in respect of the Company, and copies of the disclosures made by the Company to the Stock Exchange in this regard.	No such audit initiated
k.	a one-time certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed toward the proposed end-uses	As per statutory auditor's certificate dated July 13, 2021 the funds are completely utilized. Hence Not applicable for quarter ended September 30, 2021

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

**Name: Preeti Chheda  
Designation: Chief Financial Officer & Compliance Officer**

<sup>7</sup> Regulation 52(1) of SEBI LODR Regulations – To be submitted within forty five days from the end the second and fourth quarter and on the same day the information is submitted to stock exchanges.

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