



April 21, 2022

To,

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

**Scrip Code "543217" (Units) and Scrip Codes "960104", "960327", "973069", "973070" and "973754"
(Debentures)**

Subject: Quarterly Compliance Report on Corporate Governance for the quarter and year ended March 31, 2022

Dear Sir/Madam,

Pursuant to Regulation 15 (1A) and Regulation 27 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with BSE circular on '**Formats specifying disclosure of Corporate Governance by High value debt listed entities**' dated January 07, 2022, we are enclosing herewith the Quarterly Compliance Report on Corporate Governance in respect of Mindspace Business Parks REIT for the quarter and year ended March 31, 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: Narendra Rahalkar

Designation: Compliance Officer

Place: Mumbai

Encl: As above

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

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Report on Corporate Governance for the quarter ended March 31, 2022

1. Name of Listed Entity : **Mindspace Business Parks REIT ("Mindspace REIT")**
2. Quarter ending : **March 31, 2022**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive / Non-Executive / Independent / Nominee) &	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of members hips in Audit/ Stakeholder Committee (s) including this listed entity@ (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairpers on in Audit/ Stakehold er Committee held in listed entities including this listed entity@ (Refer Regulation 26(1) of Listing Regulation s)
Mr.	Deepak Ghaisas	DIN: 00001811	Independent	20-11-2019	-	-	25 months	19-11-1957	2	2	4	2
Ms.	Manisha Girotra	DIN: 00774574	Independent	20-11-2019	-	-	25 months	09-07-1969	2	2	1	-
Mr.	Bobby Parikh	DIN: 00019437	Independent	17-12-2019	-	-	24 months	30-04-1964	4	4	8	4
Mr.	Manish Kejriwal	DIN: 00040055	Independent	02-02-2022	-	-	2 months	08-11-1968	4	2	5	0
Mr.	Ravi C. Raheja	DIN: 00028044	Non-Executive - Non-	18-07-2019	-	-	Not Applicable	23-09-1971	3	0	8	1

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			Independe nt									
Mr.	Neel C. Raheja	DIN: 00029010	Non-Executive - Non-Independent	18-07-2019	-	-	Not Applicable	27-06-1974	3	0	7	-
Whether Regular Chairperson appointed - Yes												
Whether Chairperson is related to managing director or CEO - No												
<p>Note: <i>@ (1) In case a member of the audit / stakeholders' Relationship committee(s) also holds chairpersonship in the said committee(s), he / she is shown under both the categories i.e member as well as chairperson.</i></p> <p><i>(2) With respect to no. of memberships in audit/ stakeholders' relationship committee(s) and no. of post of chairperson in the said committee(s) held in listed entities, the membership(s) / chairpersonship(s) held by the Members of Governing Board of Mindspace REIT has been included.</i></p> <p>\$ PAN of any director would not be displayed on the website of Stock Exchange</p> <p>& For Board members who fit into more than one Category, all Categories are mentioned and separated by hyphen for the respective Board member</p> <p>* Filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>												

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Bobby Parikh	Chairperson- Independent member	17-12-2019	-
		Mr. Deepak Ghaisas	Independent member	17-12-2019	-
		Mr. Neel C. Raheja	Non-Executive Non- Independent member	17-12-2019	-
2. Nomination & Remuneration Committee	Yes	Mr. Bobby Parikh	Chairperson- Independent member	17-12-2019	-
		Ms. Manisha Girotra	Independent member	11-11-2020	-
		Mr. Ravi C. Raheja	Non-Executive Non- Independent member	17-12-2019	-
3. Risk Management Committee(if applicable)	Refer note below##				
4. Stakeholders’ Relationship Committee	Yes	Mr. Deepak Ghaisas	Chairperson- Independent member	17-12-2019	-
		Mr. Ravi C. Raheja	Non-Executive Non- Independent member	17-12-2019	-
		Mr. Neel C. Raheja	Non-Executive Non- Independent member	17-12-2019	-
\$For Board members who fit into more than one Category, all Categories are mentioned and separated by hyphen for the respective Board member ## Mindspace REIT is a high value debt listed entity pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 dated September 7, 2021. Accordingly, the applicability of formation of Risk Management Committee has arisen from September 7, 2021. However, pursuant to second proviso of sub regulation 1A of regulation 15 of the said regulations, Mindspace REIT shall endeavor to comply with ‘Formation of Risk Management Committee’.					

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* Yes / No</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12-11-2021	10-02-2022	Yes	6	4	89
<i>* to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter**</i>	<i>Whether requirement of Quorum met (details)* Yes / No</i>	<i>Number of directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee					
10-02-2022	Yes	3	2	12-11-2021	89
Nomination & Remuneration Committee					
-	-	-	-	-	-
Stakeholders' Relationship Committee#					
17-01-2022	Yes	3	1	18-10-2021	58
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
<i>**to be filled in only for the current quarter meetings</i>					

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <i>refer note below</i>
Whether prior approval of audit committee obtained	<p>Please see below.</p> <p>Mindspace Business Parks REIT ("Mindspace REIT") is registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 ("REIT Regulations"), having registration number IN/REIT/19-20/0003.</p> <p>Accordingly, it is required to abide by the REIT Regulations.</p> <p>Regulation 19 of the REIT Regulations sets out a comprehensive framework for related party transactions, including in relation to acquisition, sale, lease, investment and borrowing transactions with related parties. Unitholder approval requirements, voting requirements and disclosure requirements (including the issue of transaction documents) are also prescribed under Regulations 19 and 22 of the REIT Regulations.</p> <p>Accordingly, Mindspace REIT and K Raheja Corp Investment Managers LLP (acting as the Manager to Mindspace REIT) ("Manager") have complied with aforementioned regulation 19 of REIT regulations for the quarter and year ended March 31, 2022.</p> <p>Subject to further clarification from SEBI, Mindspace REIT will continue to comply with REIT Regulations.</p>
Whether shareholder approval obtained for material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk management committee –**Please see note below.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – **Yes, to the extent applicable**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes, to the extent applicable**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors- **Yes**. Any comments/ observations/advice of the board of directors may be mentioned here – **N.A.**

Note:

In respect of VI 2.d - *MindSpace REIT is a high value debt listed entity pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 dated September 7, 2021. Accordingly, the applicability of formation of Risk Management Committee has arisen from September 7, 2021. However, pursuant to second proviso of sub regulation 1A of regulation 15 of the said regulations, MindSpace REIT shall endeavor to comply with 'Formation of Risk Management Committee'.*

In respect of VI 3 and VI 4 – MindSpace REIT has ensured compliance as per applicable SEBI (Real Estate Investment Trusts) Regulations, 2014 and terms of reference adopted by the members of the Governing Board of Manager to MindSpace REIT, for the Board and Committees.

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

**Narendra Rahalkar
Compliance Officer**

ANNEXURE II

Submission by Mindspace Business Parks REIT ("Mindspace REIT") for the financial year ended 31st March, 2022 (for the whole of financial year):

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR: Please note that Regulation 46 is not applicable to Mindspace REIT, however Mindspace REIT has endeavoured to comply with the following requirements in accordance with its corporate governance framework		
a) Details of business	Yes	https://www.mindspacereit.com/about-us
b) Terms and conditions of appointment of independent directors	Yes	https://www.mindspacereit.com/the-manager
c) Composition of various committees of board of directors	Yes	https://www.mindspacereit.com/the-manager
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.mindspacereit.com/the-manager
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.mindspacereit.com/the-manager
f) Criteria of making payments to non-executive directors	N.A.	Being complied with as per the requirements under REIT Regulations. Further, Mindspace REIT voluntarily seeks unitholder approval for remuneration of the Governing Board of the Manager.
g) Policy on dealing with related party transactions	Yes	https://www.mindspacereit.com/investor-relations
h) Policy for determining 'material' subsidiaries	N.A.	As per provisions of Companies Act, a holding company is required to

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		<p>exercise or control more than one-half of the total voting power either at its own or together with one or more of its subsidiary companies, in its subsidiaries.</p> <p>However, as per REIT regulations, the REIT/holding companies (“Holdcos”) is required to hold or propose to hold not less than 50% of the equity share capital or interest of the special purpose vehicles (“SPVs”).</p> <p>Thus the structure of SPVs is different from that of a subsidiary.</p> <p>Further, REITs hold SPVs or Holdcos which in turn hold the underlying real estate assets that comprise the portfolio of a REIT. REITs typically do not have significant operations at the trust level and income and cash flows are primarily derived from the underlying SPVs and Holdcos.</p> <p>Accordingly, the concept of “material subsidiaries” is not applicable to REITs.</p>
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.mindspacereit.com/the-manager

j) Email address for grievance redressal and other relevant details	Yes	https://www.mindspacereit.com/contact-us
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.mindspacereit.com/contact-us
l) Financial results	Yes	https://www.mindspacereit.com/investor-relations
m) Shareholding pattern	Yes	https://www.mindspacereit.com/investor-relations
n) Details of agreements entered into with the media companies and/or their associates	N.A.	There are no such agreements entered into with the media companies and/or their associates
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.mindspacereit.com/investor-relations
p) New name and the old name of the listed entity	N.A.	There is no change of name
q) Advertisements as per regulation 47 (1)	N.A.	Regulation 47 is not applicable to REITs
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.mindspacereit.com/investor-relations
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	The concept of “subsidiaries” is not applicable to REITs.
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	The relevant information as mentioned above has been uploaded on https://www.mindspacereit.com
b) Materiality Policy as per Regulation 30	Yes	https://www.mindspacereit.com/the-manager
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.mindspacereit.com/the-manager
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	<p>Mindspace REIT is registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the REIT Regulations, having registration number IN/REIT/19-20/0003.</p> <p>Accordingly, it is required to abide by the REIT Regulations and therefore the Governing Board of K Raheja Corp Investment Managers LLP, acting as Investment Manager to Mindspace REIT ("Manager") has been constituted as per the REIT Regulations.</p> <p>Accordingly, Mindspace REIT has complied with REIT Regulations in relation to Independent Board members for the quarter and year ended March 31, 2022.</p> <p>25(6) – Not Applicable as no such event occurred in the quarter and year ended March 31, 2022.</p>
Board composition	17(1), 17(1A) & 17(1B), 17(1C)	<p>17 (1) – Yes.</p> <p>17 (1A) - Not Applicable as no such event occurred in the quarter and year ended March 31, 2022.</p> <p>17 (1B) – Yes</p>

		17 (1C) - Not Applicable. This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Mindspace REIT has complied with regulation 10 (25) and 10 (28) of the REIT Regulations which requires Manager to place before the Board a report on activity and performance of REIT and ensure compliance with laws as may be applicable to REIT, respectively.
Plans for orderly succession for appointments	17(4)	This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Code of Conduct	17(5)	Complied with Code of Conduct as prescribed under Regulation 7 (d) of REIT Regulations.
Fees/compensation	17(6)	Being complied with as per the requirements under REIT Regulations. Further, Mindspace REIT voluntarily seeks unitholder approval for remuneration of the Governing Board of the Manager.
Minimum Information	17(7)	This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Compliance Certificate	17(8)	Mindspace REIT has complied with regulation 9 (3) of the SEBI REIT Regulations which requires Manager to submit

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		compliance certificate to trustee on a quarterly basis.
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	REIT Regulations do not have specific provision in respect of 'Special Business'. However, Mindspace REIT voluntarily annexes statement referred in this sub regulation to all the resolutions proposed to be transacted at the Annual Meeting of the unitholders of Mindspace REIT.
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Mindspace REIT has been qualified as a high value debt listed entity pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 dated September 7, 2021. Accordingly, the applicability of formation of Risk Management Committee has arisen from September 7, 2021. However, pursuant to second proviso of sub regulation 1A of regulation 15 of the said regulations, Mindspace REIT shall endeavor to comply with 'Formation of Risk
Meeting of Risk Management Committee	21 (3A), 21(3B), 21(3C)	

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		Management Committee'
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	<p>Please see below.</p> <p>Mindspace REIT is registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 ("REIT Regulations"), having registration number IN/REIT/19-20/0003.</p> <p>Accordingly, it is required to abide by the REIT Regulations.</p> <p>Regulation 19 of the REIT Regulations sets out a comprehensive framework for related party transactions, including in relation to acquisition, sale, lease, investment and borrowing transactions with related parties. Unitholder approval requirements, voting requirements and disclosure requirements (including the issue of transaction documents) are also prescribed under Regulations 19 and 22 of the REIT Regulations.</p> <p>Accordingly, REIT and REIT Managers have complied with aforementioned regulation 19 of REIT Regulations for the quarter and year ended March 31, 2022.</p>
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	
Approval for material related party transactions	23(4)	
Disclosure of related party transactions on consolidated basis	23(9)	

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		Subject to further clarification from SEBI on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, REIT will continue to comply with REIT Regulations.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Under the REIT Regulations, special purpose vehicles are defined as per regulation 2 (1)(zs) (“SPVs”). The underlying real estate assets that comprise the portfolio of a REIT are held in the SPVs. REITs typically do not have significant operations at the trust level and income and cash flows are primarily derived from the underlying SPVs.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	<p>Accordingly, the concept of “material subsidiaries” is not relevant for REITs. Further, the SPVs held by REITs are typically private limited companies that are governed by applicable provisions of the Companies Act.</p> <p>Further the REIT Regulations require the REIT Manager, in consultation with the trustee of the REIT, to appoint such number of nominees on the board of directors of each SPV which are in proportion to the shareholding of the REIT in such SPV. Also, relevant restrictions/obligations for SPVs are already covered under REIT Regulations including unitholder approval for any sale of property, whether by the REIT or the SPV or for sale of shares or interest in the SPV by the REIT exceeding 10% of the value of REIT assets in a financial year.</p>

		Accordingly, Mindspace REIT has complied with REIT Regulations in relation to SPVs for the quarter and year ended March 31, 2022.
Annual Secretarial Compliance Report	24(A)	This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Alternate Director to Independent Director	25(1)	The concept of 'alternate directors' is not applicable to Manager of Mindspace REIT and Mindspace REIT pursuant to REIT Regulations.
Maximum Tenure	25(2)	Yes
Appointment / Re-appointment of independent director	25(2A)	Not Applicable. This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Regulation 4(2)(e)(iii) of REIT Regulations includes the concept of a Key Personnel where experience criteria is specifically laid out. Accordingly, confirmation in respect of compliance with code of conduct has been made by the members of the Governing Board and Key Personnel of Manager of Mindspace REIT pursuant to REIT Regulations.
Disclosure of Shareholding by Non-Executive Directors	26(4)	Omitted by SEBI (LODR) (second amendment) Regulations, 2015

ANNEXURE IV

Submission by Mindspace REIT for the six months ended March 31, 2022

Half year ending – 31st March, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.^{refer}

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during sixmonths	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entit ycontrolled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0

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Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

II. Affirmations: Not Applicable

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s)

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(including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

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

**Narendra Rahalkar
Compliance Officer**

Submission pursuant to Explanation (3) of sub regulation 1A of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Applicability	15	<p>15 (1) – Not Applicable as Mindspace Business Parks REIT (“Mindspace REIT”) is registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“REIT Regulations”), having registration number IN/REIT/19-20/0003 and accordingly the units issued by Mindspace REIT are not classified as ‘listed specified securities’.</p> <p>15(1A) – Yes</p> <p>15 (2) - Not Applicable</p> <p>15 (2A) – Not Applicable as no such event occurred during the quarter and year ended March 31, 2022</p> <p>15 (2B) - Not Applicable as no such event occurred during the quarter and year ended March 31, 2022</p> <p>15 (3) – Not applicable as provisions of Companies Act, 2013 are not applicable to K Raheja Corp Investment Managers LLP, Manager to Mindspace REIT.</p>
Definition of Control	16 (1)(a)	Being complied as per the REIT Regulations
Independent director(s) have been appointed	16(1)(b) & 25(6)	Mindspace REIT is registered in the Republic of

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Submission pursuant to Explanation (3) of sub regulation 1A of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
in terms of specified criteria of 'independence' and / or 'eligibility'		<p>India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the REIT Regulations, having registration number IN/REIT/19-20/0003.</p> <p>Accordingly, it is required to abide by the REIT Regulations and therefore the Governing Board of K Raheja Corp Investment Managers LLP, acting as Investment Manager to Mindspace REIT ("Manager") has been constituted as per the REIT Regulations.</p> <p>Accordingly, Mindspace REIT has complied with REIT Regulations in relation to Independent Board members for the quarter ended March 31, 2022.</p> <p>25(6) – Not Applicable as no such event occurred in the quarter ended March 31, 2022.</p>
Definition of Material Subsidiary	16(1) (c)	Under the REIT Regulations, special purpose vehicles are defined as per regulation 2 (1)(zs) (" SPVs "). The underlying real estate assets that comprise the portfolio of a REIT are held in the SPVs. REITs typically do not have significant

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		<p>operations at the trust level and income and cash flows are primarily derived from the underlying SPVs.</p> <p>Accordingly, the concept of “material subsidiaries” is not relevant for REITs. Further, the SPVs held by REITs are private limited companies that are governed by applicable provisions of the Companies Act.</p> <p>Further the REIT Regulations require the REIT Manager, in consultation with the Trustee of the REIT, to appoint such number of nominees on the board of directors of each SPV which are in proportion to the shareholding of the REIT in such SPV.</p> <p>Also, relevant restrictions /obligations for SPVs are already covered under REIT Regulations including unitholder approval for any sale of property, whether by the REIT or the SPV or for sale of shares or interest in the SPV by the REIT exceeding 10% of the value of REIT assets in a financial year.</p> <p>Accordingly, Mindspace REIT has complied with REIT Regulations in relation to SPVs for</p>

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		the quarter ended March 31, 2022.
Definition of Senior Management	16(1) (d)	Regulation 4(2)(e)(iii) of REIT Regulations includes the concept of a Key Personnel where experience criteria is specifically laid out. Accordingly, Mindspace REIT has complied with REIT Regulations in relation to Key Personnel for the quarter ended March 31, 2022.
Board composition	17(1), 17(1A) 17(1B) & 17(1C)	17 (1) – Yes. 17 (1A) - Not Applicable as no such event occurred in the quarter and year ended March 31, 2022. 17 (1B) – Yes. 17 (1C) - Not Applicable. This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Mindspace REIT has complied with regulation 10 (25) and 10 (28) of the REIT Regulations which requires Manager to place before the Board a report on activity and performance of REIT and ensure compliance with laws as may be applicable to REIT, respectively.
Plans for orderly succession for	17(4)	This requirement is currently not prescribed

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Appointments		under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Code of Conduct	17(5)	Complied with Code of Conduct as prescribed under Regulation 7 (d) of REIT Regulations.
Fees/compensation	17(6)	Being complied with as per the requirements under REIT Regulations. Further, Mindspace REIT voluntarily seeks unitholder approval for remuneration of the Governing Board of the Manager.
Minimum Information	17(7)	This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Compliance Certificate	17(8)	Mindspace REIT has complied with regulation 9 (3) of the SEBI REIT Regulations which requires Manager to submit compliance certificate to trustee on a quarterly basis.
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	REIT Regulations do not have specific provision in respect of 'Special Business'. However, Mindspace REIT voluntarily annexes statement referred in this sub regulation to all the resolutions proposed to be transacted at the Annual Meeting of the unitholders of

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		Mindspace REIT.
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee	18 (3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Chairperson of the Nomination and Remuneration Committee may be present at the Annual General Meeting to answer queries	19 (3)	Yes.
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Chairperson of the Stakeholders' Relationship Committee shall be present at the Annual General Meeting to answer to answer queries	20(3)	Yes.
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of the Stakeholders' Relationship Committee	20(4)	Yes

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Composition and role of Risk Management Committee	21(1),(2),(3)	MindSpace REIT has been qualified as a high value debt listed entity pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 dated September 7, 2021. Accordingly, the applicability of formation of Risk Management Committee has arisen from September 7, 2021. However, pursuant to second proviso of sub regulation 1A of regulation 15 of the said regulations, MindSpace REIT shall endeavor to comply with 'Formation of Risk Management Committee'
Meeting of Risk Management Committee	21(3A), 21(3B), 21(3C), 21 (4), 21(5), 21(6)	
Vigil Mechanism	22 (1) & (2)	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Please see below.
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	MindSpace REIT is registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 ("REIT Regulations"), having registration number IN/REIT/19-20/0003.
Approval for material related party Transactions	23(4)	
Disclosure of related party transactions on consolidated basis	23(9)	

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		<p>Accordingly, it is required to abide by the REIT Regulations.</p> <p>Regulation 19 of the REIT Regulations sets out a comprehensive framework for related party transactions, including in relation to acquisition, sale, lease, investment and borrowing transactions with related parties. Unitholder approval requirements, voting requirements and disclosure requirements (including the issue of transaction documents) are also prescribed under Regulations 19 and 22 of the REIT Regulations.</p> <p>Accordingly, REIT and REIT Managers have complied with aforementioned regulation 19 of REIT Regulations for the quarter ended March 31, 2022.</p> <p>Subject to further clarification from SEBI on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, REIT will continue to comply with REIT Regulations.</p>
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Under the REIT Regulations, special purpose vehicles are defined as per regulation 2 (1)(zs) (“SPVs”). The underlying real estate assets that comprise the portfolio of a REIT are held in the
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5), (6) & (7)	

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		<p>SPVs. REITs typically do not have significant operations at the trust level and income and cash flows are primarily derived from the underlying SPVs.</p> <p>Accordingly, the concept of “material subsidiaries” is not relevant for REITs. Further, the SPVs held by REITs are typically private limited companies that are governed by applicable provisions of the Companies Act.</p> <p>Further the REIT Regulations require the REIT Manager, in consultation with the trustee of the REIT, to appoint such number of nominees on the board of directors of each SPV which are in proportion to the shareholding of the REIT in such SPV.</p> <p>Also, relevant restrictions/obligations for SPVs are already covered under REIT Regulations including unitholder approval for any sale of property, whether by the REIT or the SPV or for sale of shares or interest in the SPV by the REIT exceeding 10% of the value of REIT assets in a financial year.</p> <p>Accordingly, Mindspace REIT has complied with REIT Regulations in relation to SPVs for</p>

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		the quarter ended March 31, 2022.
Annual Secretarial Compliance Report	24(A)	This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Alternate Director to Independent Director	25(1)	The concept of 'alternate directors' is not applicable to Manager of Mindspace REIT and Mindspace REIT pursuant to REIT Regulations.
Maximum Tenure	25(2)	25 (2) – Yes
Appointment of Independent Directors	25(2A)	Not Applicable. This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Meeting of independent directors	25(3) & (4)	Yes
Liability of Independent Director and Resignation of Independent Director	25 (5) & (6)	25(5) – Yes 25(6) – Not Applicable. This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10) & 25 (12)	Yes
No independent director, who resigns from a listed entity, shall be appointed as an executive	25 (11)	Not applicable, This requirement is currently not prescribed under the REIT Regulations.

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
/ whole time director on the board of the listed entity, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.		However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Regulation 4(2)(e)(iii) of REIT Regulations includes the concept of a Key Personnel where experience criteria is specifically laid out. Accordingly, confirmation in respect of compliance with code of conduct has been made by the members of the Governing Board and Key Personnel of Manager of Mindspace REIT pursuant to REIT Regulations.
Disclosure of Shareholding by Non- Executive Directors	26(4)	Omitted by SEBI (LODR) (second amendment) Regulations, 2015
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	26 (2) – Yes 26 (5) – Complied by Key Personnel pursuant to REIT regulations. 26 (6) - Not Applicable as no such event occurred for the quarter ended March 31, 2022.
Agreement by key managerial personnel or director or promoter of a listed entity for compensation or profit sharing in connection	26(6)	Not applicable. This requirement is currently not prescribed under the REIT Regulations. However, Mindspace REIT shall comply with this upon necessary clarifications from SEBI.

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
with dealings in the securities of such listed entity		
The listed entity may, at its discretion, comply with requirements as specified in Part E of Schedule II	27 (1)	Yes
Submission of quarterly compliance report on corporate governance	27 (2) (a)	Yes.
Details of all material related party transactions to be disclosed	27 (2) (b)	<p>Please see below.</p> <p>Mindspace REIT is registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“REIT Regulations”), having registration number IN/REIT/19-20/0003.</p> <p>Accordingly, it is required to abide by the REIT Regulations.</p> <p>Regulation 19 of the REIT Regulations sets out a comprehensive framework for related party transactions, including in relation to acquisition, sale, lease, investment and</p>

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
		<p>borrowing transactions with related parties. Unitholder approval requirements, voting requirements and disclosure requirements (including the issue of transaction documents) are also prescribed under Regulations 19 and 22 of the REIT Regulations.</p> <p>Accordingly, REIT and REIT Managers have complied with aforementioned regulation 19 of REIT Regulations for the quarter ended March 31, 2022.</p> <p>Subject to further clarification from SEBI, REIT will continue to comply with REIT Regulations.</p>
Signing of the compliance report on corporate governance	27 (2)(c)	Yes. The said report is being filed with the stock exchange and signed accordingly for the quarter ended March 31, 2022

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

Narendra Rahalkar
Compliance Officer
Place: Mumbai