



December 13, 2023

To,

The National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor,
Plot No. C/1, G- Block,
Bandra Kurla Complex,
Bandra (E), Mumbai- 400051.

BSE Limited

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

Scrip Symbol "MINDSPACE" (Units)

**Scrip Code "543217" (Units) and Scrip Code
"960327", "973069", "973070", "973754",
"974075", "974668" and "974882" and
"975068" (Debentures)**

Subject: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, please find enclosed the copy of Postal Ballot Notice dated December 12, 2023 along with the Explanatory Statement to seek the approval of the unitholders of Mindspace Business Parks REIT for the items set out below:

1. To approve aggregate borrowings of Mindspace Business Parks REIT and its Asset SPVs ("Mindspace REIT Group") from related parties (Axis Bank Limited, being the only related party from which Mindspace REIT Group has currently borrowed funds), in a financial year, not exceeding 20% of the total consolidated borrowings of Mindspace REIT Group.
2. To consider and approve amendment to the trust deed to provide for the nomination and appointment of unitholder director on the Board of Directors of the Manager by eligible unitholder(s).
3. To consider and approve amendment to the Investment Management Agreement to provide for the nomination and appointment of the unitholder nominee director on the Board of Directors of the Manager by eligible unitholder(s).

**K Raheja Corp Investment Managers Private Limited
(acting as the Manager to Mindspace Business Parks REIT)**

Corporate Identification Number (CIN): U68200MH2023PTC406104

Regd. Office: Raheja Tower, C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Phone: +91 – 22- 2656 4000 | www.mindspacereit.com



The above information shall also be made available at Mindspace REIT's website viz; <https://www.mindspacereit.com/home> under investor relations tab.

Please take the same on your record.

Thanking you,

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

Bharat Sanghavi
Company Secretary and Compliance Officer
Membership no.: A13157
Place: Mumbai
Encl: as Above

K Raheja Corp Investment Managers Private Limited
(acting as the Manager to Mindspace Business Parks REIT)
Corporate Identification Number (CIN): U68200MH2023PTC406104
Regd. Office: Raheja Tower, C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
Phone: +91 – 22- 2656 4000 | www.mindspacereit.com



Mindspace Business Parks REIT

(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, having registration number IN/REIT/19-20/0003)

Principal Place of Business: Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Mumbai – 400 051
 Tel: +91 6509 6234; Compliance Officer: Mr. Bharat Sanghavi
 E-mail: reitcompliance@mindspacereit.com; Website: www.mindspacereit.com

POSTAL BALLOT NOTICE

Dear Unitholder(s) of Mindspace Business Parks REIT,

Notice is hereby given to the unitholders of Mindspace Business Parks REIT ("**Mindspace REIT**") that pursuant to regulation 22(2) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, and as amended, from time to time) ("**REIT Regulations**"), the following resolutions are proposed for the approval of the unitholders of Mindspace REIT, through postal ballot by way of voting through electronic means:

ITEM NO. 1 :

To approve aggregate borrowings of Mindspace Business Parks REIT and its Asset SPVs ("Mindspace REIT Group**") from related parties (Axis Bank Limited, being the only related party from which Mindspace REIT Group has currently borrowed funds), in a financial year, not exceeding 20% of the total consolidated borrowings of Mindspace REIT Group:**

To consider and if thought fit, to pass the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(5)(a) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 ("**REIT Regulations**").

"RESOLVED THAT pursuant to Regulations 19 and 22 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, and the circulars, notifications, guidelines and clarifications issued thereunder ("**REIT Regulations**"), the trust deed of Mindspace Business Parks REIT ("**Mindspace REIT**") and other applicable law and upon recommendation of the Board of Directors ("**Board**") of K Raheja Corp Investment Managers Private Limited ("**Manager**") the consent of the Unitholders be and is hereby accorded to Mindspace REIT and its SPVs viz. Mindspace Business Parks Private Limited, Avacado Properties and Trading (India) Private Limited, Gigaplex Estate Private Limited, Horizonview Properties Private Limited, KRC Infrastructure and Projects Private Limited, Intime Properties Limited, Sundew Properties Limited and K. Raheja IT Park (Hyderabad) Limited ("**Asset SPVs**") and any other entity acquired by Mindspace REIT from time to time (collectively referred to as "**Mindspace REIT Group**"), to borrow funds from time to time from related parties (Axis Bank Limited, being the only related party from which Mindspace REIT Group has currently borrowed funds), in a financial year, not exceeding 20% of the total consolidated borrowings of Mindspace REIT Group.

RESOLVED FURTHER THAT any member on the Board of the Manager or the Chief Executive Officer or the Chief Financial Officer of 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 is necessary or to settle all matters arising out of and incidental thereto and also to execute all such agreements, letters, documents and other writings that may be required or deemed necessary, to give effect to the above resolution, including delegation of all or any of these powers and do all such acts and deeds as may be required and to take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Board, to be in the best interest of Mindspace REIT, as it may deem fit, without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board and/or its Committees including borrowings already incurred by Mindspace REIT Group from the related parties, be and are hereby approved, ratified and confirmed in all respect."

ITEM NO. 2:

To consider and approve amendment to the trust deed to provide for the nomination and appointment of unitholder nominee director on the Board of Directors of the Manager by eligible unitholder(s):

To consider and if thought fit, to approve the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times votes cast against the resolution) in accordance with the applicable Regulation, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014:

“RESOLVED THAT pursuant to Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, read with SEBI circular no SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023 and other circulars, notifications, guidelines and clarifications issued thereunder (**“REIT Regulations”**), the Indian Trusts Act, 1882, the trust deed of Mindspace Business Parks REIT (**“Mindspace REIT”**) and other applicable laws and regulations, if any, including any statutory modifications, amendments or reenactments thereof for the time being in force and to give effect to the regulatory changes and upon recommendation of the Board of Directors (**“Board”**) of K Raheja Corp Investment Managers Private Limited (**“Manager”**), the consent of the Unitholders be and is hereby accorded to amend the trust deed of Mindspace REIT entered into between Cape Trading LLP, Anbee Constructions LLP (**“Sponsors”**) and Axis Trustee Services Limited (**“Trustee”**) by executing an amendment to the trust deed to provide for the nomination and appointment of a unitholder nominee director on the Board of the Manager by eligible unitholder(s).

RESOLVED FURTHER THAT any member on the Board of the Manager or the Chief Executive Officer or the Chief Financial Officer of the Manager, be and are hereby severally authorized to inform all concerned, in such form and manner as may be required or is necessary or to settle all matters arising out of and incidental thereto and also to execute all such agreements, letters, documents and other writings that may be required or deemed necessary, to give effect to the above resolution, including delegation of all or any of these powers and do all such acts and deeds as may be required and to take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Board, to be in the best interest of Mindspace REIT, as it may deem fit, without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 3:

To consider and approve amendment to the Investment Management Agreement to provide for the nomination and appointment of the unitholder nominee director on the Board of Directors of the Manager by eligible unitholder(s):

To consider and if thought fit, to approve the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times votes cast against the resolution) in accordance with the Regulation 22(6)(e) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014:

“RESOLVED THAT pursuant to Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended read with SEBI circular no SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023 and other circulars, notifications, guidelines and clarifications issued thereunder (the **“REIT Regulations”**), the trust deed of Mindspace Business Parks REIT (**“Mindspace REIT”**) and other applicable laws and regulations, if any, including any statutory modifications, amendments or reenactments thereof for the time being in force and to give effect to the regulatory changes and upon recommendation of the Board of Directors (**“Board”**) of K Raheja Corp Investment Managers Private Limited (**“Manager”**), the consent of the Unitholders be and is hereby accorded to amend the Investment Management Agreement of Mindspace REIT entered into between Axis Trustee Services Limited (**“Trustee”**) and Manager by executing an amendment agreement to the Investment Management Agreement to provide for the nomination and appointment of a unitholder nominee director on the Board of the Manager by eligible unitholder(s).

RESOLVED FURTHER THAT any member on the Board of the Manager or the Chief Executive Officer or the Chief Financial Officer of the Manager, be and are hereby severally authorized to inform all concerned, in such form and manner as may be required or is necessary or to settle all matters arising out of and incidental thereto and also to execute all such agreements, letters, documents and other writings that may be required or deemed necessary, to give effect to the above resolution, including delegation of all or any of these powers and do all such acts and deeds as may be required and to take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Board, to be in the best interest of Mindspace REIT, as it may deem fit, without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and on behalf of Mindspace Business Parks REIT
(acting through its Manager, K Raheja Corp Investment Managers Private Limited)
(formerly known as K Raheja Corp Investment Managers LLP)**

Sd/-

Bharat Sanghavi

Company Secretary and Compliance Officer
Membership No.: ACS No. 13157

Place: Mumbai

Date: December 12, 2023

NOTES

1. The relevant explanatory statement pursuant to the provisions of Securities and Exchange Board of India (Real Estate Investment Trusts), Regulations, 2014 setting out the material facts and reasons, in respect of the resolution included in this notice of postal ballot and such business proposed to be transacted, is annexed herewith as **Annexure A**.
2. Regulation 22(2) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 permits voting on any matter requiring approval of Unitholders to be done through Postal Ballot.
3. Unitholders may note that in accordance with the circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI dated December 9, 2020, only the unitholders whose email Ids are updated with the depository would be able to cast their vote through remote e-voting facility. Unitholders whose email Ids are not registered are therefore requested to update their email Id with their depository in order to cast vote through remote e-voting facility or contact Kfin Technologies Limited, (**Kfin**), the registrar and transfer agent.
4. The Postal Ballot Notice is being sent to the Unitholders whose names appear on the Register of Members / Beneficial Owners as received from the depositories and whose email addresses are registered with the depository participants, through the Registrar and Transfer Agent, as on **Friday, December 8, 2023** ("Cut-off Date"). The voting rights of a Unitholder shall be in proportion to their Unitholding, as on the Cut-Off Date.
5. K Raheja Corp Investment Managers Private Limited ("**KRCIMPL**"), on behalf of Mindspace Business Parks REIT ("**Mindspace REIT**"), is providing a facility to the Unitholders to exercise their right through remote e-voting on all of the items of business specified in the accompanying Postal Ballot Notice. The remote e-voting period commences at 09:00 A.M IST on Thursday, December 14, 2023 and ends at 05:00 P.M IST on Friday, January 12, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Kfin upon expiry of the aforesaid period.
6. During this period, only those Unitholders whose names are recorded in the Register of Members / Beneficial Owners maintained by the depositories as on the Cut-off Date i.e., December 8, 2023, will be entitled to cast their votes by remote e-voting. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently or cast vote again. A person who is not a Unitholder as on the said Cut-off Date will not be entitled to vote and should treat this Postal Ballot Notice for information purpose only.
7. A copy of this notice of postal ballot is available on the website of Mindspace Business Parks REIT viz <https://www.mindspacereit.com>, and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
8. KRCIMPL, on behalf of Mindspace REIT, has engaged the services of Kfin for the purpose of providing remote e-voting facility to the Unitholders. The resolution assented to by the requisite majority of Unitholders shall be deemed to have been passed, on the last date specified for voting i.e., Friday, January 12, 2024. Instructions for remote e-voting is enclosed herewith as **Annexure B**.
9. Relevant documents referred to in the accompanying Postal Ballot Notice, are open for inspection by the Unitholders, by sending a request to reitcompliance@mindspacereit.com with the following details: name, demat account number and e-mail id.
10. Unitholders are requested to address all correspondence, to the Registrar and Transfer Agent, KFin Technologies Limited (Unit: Mindspace Business parks REIT), Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana, India.
11. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Friday, January 12, 2024. Further, the resolutions passed by the Unitholders through Postal Ballot shall be deemed to have been passed as if they are passed at an Extra-Ordinary Meeting of the Unitholders.
12. The Scrutinizer shall immediately after scrutinizing the votes cast by remote e-voting, make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same forthwith to the Chairperson of the Board of Directors of KRCIMPL or a person authorized by him in writing, who shall countersign the same.
13. The results of the Postal Ballot shall be declared by the Chairperson of the Board of Directors of KRCIMPL or any person duly authorized by the Chairperson of the Board of Directors of KRCIMPL, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before Tuesday, January 16, 2024.
14. The results declared along with the Scrutinizer's report shall be placed on Mindspace REIT's website <https://www.mindspacereit.com> and on the website of KFIN (<https://evoting.kfintech.com>) within two (2) working days of the resolutions being passed. The results will be simultaneously forwarded to BSE and NSE.

ANNEXURE A

EXPLANATORY STATEMENT

Item No 1 :

To approve aggregate borrowings of Mindspace Business Parks REIT and its Asset SPVs (“Mindspace REIT Group”) from related parties (Axis Bank Limited, being the only related party from which Mindspace REIT Group has currently borrowed funds), in a financial year, not exceeding 20% of the total consolidated borrowings of Mindspace REIT Group

Mindspace Business Parks REIT (“**Mindspace REIT**”) and its SPVs viz. Mindspace Business Parks Private Limited, Avacado Properties and Trading (India) Private Limited, Gigaplex Estate Private Limited, Horizonview Properties Private Limited, KRC Infrastructure and Projects Private Limited, Intime Properties Limited, Sundew Properties Limited and K.Raheja IT Park (Hyderabad) Limited (the “**Asset SPVs**”, together with the Mindspace REIT, referred to as the “**Mindspace REIT Group**”) have been availing various banking facilities including but not limited to term loans and overdraft facilities from Axis Bank Limited, promoter of the trustee to Mindspace REIT, Axis Trustee Services Limited (“**Trustee**”) in the ordinary course of business and as a part of its treasury management.

As per Regulation 19(5)(b)(ii) of the REIT Regulations, the value of the funds borrowed from related parties, in a financial year, shall not exceed 10% of the total consolidated borrowings of the Mindspace REIT Group, unless an approval from the unitholders is obtained prior to entering into any such subsequent transaction with any related party, in the manner as specified in Regulation 22 of REIT Regulations.

As of September 30, 2023, Mindspace REIT Group has borrowed an aggregate INR 5327.70 million from Axis Bank Limited. Given the active banking relationship that Mindspace REIT Group has with Axis Bank Limited, it may undertake further borrowings from Axis Bank Limited for efficient treasury management.

In view of the above and to provide the operational flexibility to Mindspace REIT Group and to continue uninterrupted loan/ funding facilities from Axis Bank Limited in the normal course of business and for efficient treasury management, consent from the unitholders of Mindspace REIT is being sought to undertake borrowing from related parties (Axis Bank Limited, being the only related party from which Mindspace REIT Group has currently borrowed funds), in a financial year, not exceeding 20% of the total consolidated borrowings of Mindspace REIT Group in whatever form including but not limited to term loans, overdraft facilities, lease rental discounting facilities, debentures, external commercial borrowings, foreign currency bonds and such instruments and loan facilities and arrangements as permitted under applicable law, whether secured or unsecured and on such terms and conditions as the Manager may deem appropriate in the best interest of Mindspace REIT and its unitholders.

As required under Regulation 19(6) of the REIT Regulations, please see below the information pertaining to the proposed related party transaction under Regulation 19(5)(b)(ii):

1. Identity of related party and their relationship with the REIT or parties to the REIT	Axis Bank Limited, which is the promoter of the Trustee, Axis Trustee Services Limited
2. Nature and details of the transactions entered into or proposed to be entered into with such related parties including description and location of assets	As of September 30, 2023, Mindspace REIT Group has borrowed an aggregate INR 5,327.70 million from Axis Bank Limited.
3. Price or value of the assets or securities bought or sold or lease or proposed to be bought or sold or leased and if leased or proposed to be leased, value of the lease	Not Applicable
4. Ready reckoner rate of the real estate asset being bought or sold. Provided that where such ready reckoner rate are not available, property tax assessment value or similar published rates by Government authorities shall be disclosed	Not Applicable
5. Summary of the valuation report	Not Applicable
6. Current and expected rental yield	Not Applicable
7. If the transactions are conditional upon the REIT receiving a stated amount of subscriptions, the minimum amount of such subscriptions to be received	Not Applicable

8. Amount of borrowing and rate of interest in case of borrowing from any related party	Aggregate amount of present sanctioned limits to Mindspace REIT Group from Axis Bank Limited – INR 7,531 million as on September 30, 2023 and interest rate ranging from 9% - 10%.
	Mindspace REIT Group proposes to avail loans from Axis Bank Limited in the ordinary course of business for the purpose of business including but not limited to refinancing of existing loans, funding capital expenditure, meeting overhead costs and operating expenses in whatever form including but not limited to term loans, overdraft facilities, lease rental discounting facilities, debentures, external commercial borrowings, foreign currency bonds and such instruments and loan facilities and arrangements as may be agreed between the parties from time to time upto 20% of the total consolidated borrowings of Mindspace Business Parks REIT and its Assets SPVs in a financial year at market rate of interest as may be mutually agreed with the related party.
9. Any other information that is required for the investor to take an informed decision	None

None of the members of the Board, Sponsor and Sponsor Group of Mindspace Business Parks REIT or Key Personnel, Company Secretary and Compliance Officer of the Manager (or their relatives) are interested in the aforesaid resolution.

The directors and key managerial personnel of the Trustee are interested in this resolution to the extent of Axis Bank Limited being the promoter of the Trustee. However, since this matter pertains to the Trustee to the extent of Axis Bank Limited being its promoter, the Trustee shall not be involved in any manner in the conduct or overseeing of this meeting.

The Trustee has not received any fees and commissions in relation to the related party transactions of Mindspace REIT Group with Axis Bank Limited and Axis Bank Limited has received fees etc. in connection with the facilities already availed or to be availed in future as per the terms and conditions of the facilities as may be agreed upon from time to time.

The Board recommends the passing of the above resolution at item no. 1 as mentioned in this notice in accordance with Regulation 22(5) of the REIT Regulations i.e. by way of simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item Nos. 2 & 3:

To consider and approve amendment to the Trust Deed and Investment Management Agreement to provide for nomination and appointment of unitholder nominee director on the Board of Directors of the Manager by eligible unitholder(s):

Securities and Exchange Board of India (“SEBI”) vide notification dated August 16, 2023, amended the SEBI (Real Estate Investment Trusts) Regulations, 2014 (“REIT Regulations”), pursuant to which the Unitholder(s) holding not less than 10% of the total outstanding units of the REIT, either individually or collectively (“**Eligible Unitholders**”), shall be entitled to nominate one director on the board of directors of the Manager (“**Unitholder Nominee Director**”), in the manner specified thereunder.

In this regard, SEBI vide circular no SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023, has set out the framework for nomination of Director by Eligible Unitholder(s) and directed Real Estate Investment Trusts to ensure that the trust deed and the investment management agreement of the REIT are amended to provide for nomination and appointment of Unitholder Nominee Director on the Board of Directors of the Manager by Eligible Unitholder(s) within a period of 6 months from the date of the aforementioned circular.

In view of the foregoing regulatory directive from SEBI, the Board of Directors of Manager at its meeting held on October 30, 2023, subject to the approval of the Unitholders, approved the execution of the following:

- a. Amendment Deed to the Trust Deed of Mindspace REIT dated November 18, 2019, entered into between Cape Trading LLP, Anbee Constructions LLP (“**Sponsors**”) and Axis Trustee Services Limited (“**Trustee**”) and
- b. Amendment Agreement to the investment management agreement dated November 21, 2019, entered into between the Trustee and K Raheja Corp Investment Managers Private Limited (formally known as K Raheja Corp Investment Managers LLP (“**Manager**”))

None of the members of the Board, Sponsors and Sponsor Group of Mindspace REIT or Key Personnel, Compliance Officer of the Manager (or their relatives) are interested in the aforesaid resolutions.

The Board recommends the passing of the above resolutions at item no. 2 and 3 as mentioned in this notice in accordance with Regulation 22(6) of the REIT Regulations i.e. by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times votes cast against the resolution).

**For and on behalf of Mindspace Business Parks REIT
(acting through its Manager, K Raheja Corp Investment Managers Private Limited)
(formerly known as K Raheja Corp Investment Managers LLP)**

Sd/-

Bharat Sanghavi

Company Secretary & Compliance Officer

Membership No.: ACS No. 13157

Place: Mumbai

Date: December 12, 2023

ANNEXURE B

INSTRUCTIONS FOR REMOTE E - VOTING

1) Individual unitholders :

A. NSDL :

1. User already registered for IDeAS facility :

- a. Visit URL: <https://eservices.nsdl.com>
- b. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.
- c. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
- d. Click on Mindspace Business Parks REIT or Kfin and you will be re-directed to Kfin’s website for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e - Services :

- a. To register click on link: <https://eservices.nsdl.com>
- b. Select “Register Online for IDeAS”
or
click on link: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. Proceed with completing the required fields.

3. First time users can visit the e - voting website directly and follow the process below URL :

- a. <https://www.evoting.nsdl.com/>
- b. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- c. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- e. Click on Mindspace Business Parks REIT or Kfin’s name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

B. CDSL

i. Existing user who have opted for Easi / Easiest

- a. Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com
- b. Click on New System Myeasi.
- c. Login with user id and password.
- d. Option will be made available to reach e-Voting page without any further authentication.
- e. Click on Kfin’s name to cast your vote.

ii. User not registered for Easi/Easiest

- a. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- b. Proceed with completing the required fields.

iii. First time users can visit the e - voting website directly and follow the process below

- a. URL: <https://www.cdslindia.com/>
- b. Go to e-voting tab
- c. Provide demat account number and PAN No.

- d. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the demat account.
- e. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.
- f. Click on Mindspace Business Parks REIT/ Kfin and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Login through depository participants :

Individual Unitholders can also login using the login credentials of their demat accounts through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Unitholders will be able to see e-voting option. By clicking on e-voting option unitholder will be redirected to NSDL/ CDSL Depository site after successful authentication. By clicking on Mindspace Business Parks REIT or Kfin's name, unitholders will be redirected to Kfin's website for casting their vote during the remote e-voting period.

Important note :

Unitholders who are unable to retrieve respective user id/ password are advised to use 'Forget User ID' and 'Forget Password' options available at above mentioned websites.

Unitholders can also contact the Helpdesk if needed :

1. Unitholders facing any technical issue – NSDL: Unitholders facing any technical issue in logging into NSDL website can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. : 18001020 990 and 1800 22 44 30.
2. Unitholders facing any technical issue – CDSL: Unitholders facing any technical issue in logging into CDSL website can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 22-23058542-43

2) Other than Individual Unitholders

The Unitholders are provided with the facility to cast their vote remotely on all resolutions set forth in this notice of Postal ballot through remote e-voting platform provided by KFin Technologies Limited.

1. The remote e-voting facility will be available during the following period:

Particulars	Details
Cut-off date for e-voting (i.e. the unitholders holding the units of Mindspace REIT on this cut-off date shall be entitled to cast their votes for the number of units held by them on such cut-off date)	Friday, December 08, 2023
E-voting start time and date	9.00 a.m. IST, Thursday, December 14, 2023
E-voting end time and date	5.00 p.m. IST, Friday, January 12, 2024
Date on which the resolution is deemed to be passed	January 12, 2024
Date and time of Extra-ordinary Meeting ("EM")	Not Applicable*

* EM will be deemed to be held through Postal ballot by way of Voting through electronic means in accordance with Regulation 22(2) of the SEBI REIT Regulations.

The voting rights of the Unitholders holding units, in respect of e-voting shall be reckoned in proportion to their units in the unit capital as on the cut-off date being **Friday, December 8, 2023**. A person who is not a unitholder as on the cut-off date should treat Notice of this Postal ballot for information purposes only.

Mindspace REIT is sending the Postal Ballot Notice to the Unitholders whose name is recorded as on **Friday, December 8, 2023** in the register of Unitholders or in the register of beneficial owners maintained by the depositories alongwith login credentials (i.e. User ID and password) for accessing e-voting. Any person who acquires units of Mindspace REIT and becomes unitholder of Mindspace REIT after **Friday, December 8, 2023** should treat this Notice of Postal ballot for information purpose only.

2. However, if you are already registered with Kfin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on <https://evoting.kfintech.com> or call Kfin Toll Free No. 1800 3094 001.
3. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Kfin upon expiry of aforesaid period.
4. Details of persons to be contacted for issues relating to e-voting (helpline): Mr S.V.Raju - Corporate Registry, KFin Technologies Limited, Unit: Mindspace REIT, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.

Contact No. 040-7961 5205, Toll Free No. : 1800 3094 001, Email: v-raju.sv@kfintech.com

5. Details of Scrutinizer: M/s. KDA & Associates, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The procedure and instructions for remote e-voting facility are as follows:

- a. Open your web browser during the remote e-voting period and navigate to ‘<https://evoting.kfintech.com>’.
- b. Enter the login credentials (i.e. User ID and password mentioned herewith). User ID will be your DP ID and Client ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on “LOGIN”.

You will now reach password change menu wherein you are required to mandatorily change your login password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the ‘Event’ i.e. Mindspace Business Parks REIT.
- f. On the voting page, enter the number of units (which represents the number of votes) as on the cut-off date i.e. Friday, December 8, 2023 under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total unitholding as mentioned herein above.
- g. You may also choose the option “ABSTAIN” and if the unitholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the units held will not be counted under either head.
- h. Unitholders holding multiple demat accounts shall choose the voting process separately for each of the demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- k. During the voting period, Unitholders can login any number of times till they cast their vote on the resolution(s).

Corporate Unitholders intending to participate in the postal ballot through their authorized representatives are requested to upload duly certified copy of their Board Resolution / Governing Body resolution/Authorization letter, etc. and may send a copy to the Scrutinizer through e-mail at kaushaldalalcs@gmail.com authorizing their representatives to attend and vote through remote e-voting on their behalf at the said postal ballot with a copy to <https://evoting.kfintech.com>. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call Kfin Toll Free No. 1800 3094 001.

7. The Scrutinizer's decision on the validity of the vote shall be final.
8. Once the vote on a resolution stated in this notice is cast by unitholder through remote e-voting, the unitholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.
9. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the Postal Ballot will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the Postal Ballot to the Chairperson of the Manager or a person authorized by him in writing, who shall countersign the same and declare the results.
10. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of Mindspace REIT i.e. www.mindspacereit.com and on the website of KFin Technologies Limited i.e. evoting@kfintech.com. The results shall simultaneously be communicated to BSE Limited and the NSE Limited.
11. The resolutions shall be deemed to be passed at the registered office of Mindspace REIT on the last date specified for voting, subject to receipt of the requisite number of votes in favour of the resolutions.
12. The recorded transcript of the Postal Ballot shall be uploaded on the website of Mindspace REIT i.e. www.mindspacereit.com.

INSTRUCTIONS FOR REMOTE E - VOTING

Particulars	Details
Mode	Postal Ballot
Helpline number	1800 3094 001
Cut-off date for e-voting	Friday, December 8, 2023
E-voting start time and date	Thursday, December 14, 2023
E-voting end time and date	Friday, January 12, 2024
Date on which resolution is deemed to be passed	January 12, 2024
Name, address and contact details of Registrar and Transfer Agent	Mr. S V Raju Corporate Registry, KFin Technologies Limited, Unit: Mindspace REIT, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Contact No. 040-7961 5205, Email: v-raju.sv@kfintech.com
Name, address and contact details of evoting services provider	Same as above