



# MORE THOUGHT PER SQUARE FOOT

ENLIVENING WORKSPACES

Mindspace Business Parks REIT  
Annual Report 2020-21



# CONTENTS

## WHO WE ARE

MindSpace REIT at a glance	04
Sponsors	06
Corporate structure	08
Governing Board	10
Portfolio	12
Tenants	14
Our drivers	16



Response to COVID-19  
Page 28

## HOW WE PERFORMED

Message from the CEO	18
Key highlights	20
Leasing highlights	22
Project update	24
Asset enhancements	25
Key performance indicators	26
Response to COVID-19	28

## OUR VALUE CREATION APPROACH

Stakeholder engagement	30
Strategy	32



Strategy  
Page 32

Online report can be accessed here



Our Properties  
Page 58

## OUR ESG PRIORITIES

Environment	36
Social	42
Governance	50

## INDUSTRY LANDSCAPE

52

## OUR PROPERTIES

58

## INVESTOR ASSOCIATION

76

## APPRECIATIONS AND RECOGNITIONS

79

## STATUTORY REPORTS

Management Discussion and Analysis	83
Risk Factors	95
Material Litigations and Regulatory Actions	99
Report on Corporate Governance	134

## FINANCIAL STATEMENTS

Standalone	149
Consolidated	191

## SUMMARY VALUATION REPORT

270

## ABOUT THIS REPORT

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

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

## Reporting scope and boundary

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

## Responsibility of those charged with governance

MindSpace REIT is managed by K Raheja Corp Investment Managers LLP (Manager). Senior management of the Manager, under the supervision of the CEO, has reviewed the Annual Report's content. Governing Board of the Manager has approved this report at its meeting held on May 14, 2021.

# MORE THOUGHT PER SQUARE FOOT

The workspace is ever evolving. Crafting inspiring workspaces for millennials that can do more than just facilitating work requires thoughtful interventions.

At MindSpace REIT, every square feet of our portfolio is designed to facilitate creativity, productivity, collaboration and wellness. We have developed an amenitized community-based ecosystem that can accommodate the growing ambitions of our tenants and it is designed to harness the passion of their dynamic workforce.

The pandemic has reinforced the fact that human beings are wired to be social. Workspaces that facilitate both personal and professional engagements are likely to be in high demand in the new normal, as organizations emphasize the health, safety and overall wellbeing of their employees.



## Our philosophy for sustainable business

Mindspace REIT is sponsored by Cape Trading LLP and Anbee Constructions LLP, which are part of K Raheja Corp Group (KRC group). Mindspace REIT owns and operates Grade A office portfolio spanning across 30.2 msf in Mumbai Region, Hyderabad, Pune and Chennai comprising 23.9 msf completed area.

## Key stakeholders

 Business partners

 Communities



 Employees



 Lenders

 Rating Agencies

 Tenants





 Unitholders

 <p><b>FINANCIAL RESOURCES</b></p> <p>We follow a disciplined approach towards managing our financial resources. Our endeavor is to optimize the capital structure, maintain comfortable leverage, generate free cash flows and create long-term, sustainable value for our unitholders.</p>	 <p><b>PROPERTY RESOURCES</b></p> <p>Our portfolio comprises high quality office assets that provide delightful experience to our tenants. We have a prominent presence in the markets where we operate. Our focus is to further fortify our portfolio and build a virtuous ecosystem via tenant retention, expanding footprint of existing tenants and new tenant addition. We continue to explore strategic value accretive organic and inorganic opportunities to enhance our footprint.</p>	 <p><b>HUMAN AND INTELLECTUAL RESOURCES</b></p> <p>Experienced and diverse management team of the Manager.</p>
<p>FY21 resource-wise highlights</p> <p>Distribution yield (Annualized)</p> <p><b>7.0%</b></p> <p>Net Debt to Market Value<sup>2</sup></p> <p><b>14.0%</b></p> <p>Page 26</p>	<p>Total leasable area<sup>2</sup></p> <p><b>30.2 msf</b></p> <p>Gross leasing<sup>1</sup></p> <p><b>3.5 msf</b></p> <p>Page 22 &amp; 58</p>	<p>Employee retention<sup>1,3</sup></p> <p><b>c.90%</b></p> <p>Training hours<sup>3</sup></p> <p><b>320+</b></p> <p>Page 42</p>




 <p><b>SOCIAL AND RELATIONSHIP RESOURCES</b></p> <p>We work closely with our communities (especially women and children) for their skill training and education. We closely engage with tenants, business partners and other key stakeholders to build strong and mutually beneficial relationships.</p>	 <p><b>NATURAL RESOURCES</b></p> <p>We continue to proactively adopt sustainable practices at our business parks. Key areas of focus include reduction of carbon footprint, nature conservation, adoption of renewable energy, electric mobility, efficient waste management, energy and water conservation across our parks.</p>
<p>Total Tenants<sup>2</sup></p> <p><b>160+</b></p> <p>Students benefited from 'Room to Read', and 'Deeds Public Charitable Trust', literacy initiatives supported by Mindspace REIT</p> <p><b>2,500+</b></p> <p>Page 46</p>	<p>Charging points for electric vehicles</p> <p><b>950+</b></p> <p>Renewable power capacity<sup>1</sup></p> <p><b>1.6 MW</b></p> <p>Page 36</p>

## Strategy







Growth through repeat business and focused addition of new tenants

Maximizing performance through active asset management

Capital structure optimisation and efficient capital allocation



Sustainable value creation

<sup>1</sup>For the year ended March 31, 2021.

<sup>2</sup>As on March 31, 2021

<sup>3</sup>All employee related statistics are include details for The Manager and Asset SPVs

## Mindspace REIT at a glance

# A gateway to infinite possibilities

Mindspace REIT provides a community-based ecosystem to leading corporates. Our office spaces are designed to meet the evolving needs of 'new-age businesses' and appeal to millennial generation. With high quality infrastructure and amenitized campuses, we have emerged as a partner of choice for both domestic and foreign multinationals. We own one of India's largest Grade-A office portfolios comprising five integrated business parks and five independent office buildings in four key office submarkets of Mumbai Region, Pune, Hyderabad and Chennai. We have further diversified our tenant portfolio to include data centers having signed up the first data center tenant at our park in Mindspace Airoli (West), Mumbai Region.

Mindspace REIT via its in-house facility management division continues to act as a creator of enduring experience for our tenants and a facilitator of their growth plans. We strive to build a sustainable ecosystem for our tenants via deployment of energy efficient systems, renewable energy generation, facilitating improved air quality, promoting biodiversity and recycling via embracing latest technologies.

### Quick facts



All above figures are as on March 31, 2021

<sup>1</sup> Includes 1 pre-certified building

<sup>2</sup> The Market Value of Mindspace Madhapur is with respect to 89.0% ownership

<sup>3</sup> As valued by Independent Valuer

### Our drivers



Strong presence in four key office markets of India



Diversified and quality tenant base with long-standing relationships



Proactive capital management



Experienced management team



Stable cash flows with robust growth potential

## Sponsors

# A legacy of 4 decades in building one of the largest real estate portfolios in the country

KRC group with a legacy of 4 decades, has a proven track record of creating micro markets via mixed-use ecosystem, strong institutional experience and focus on sustainable development.

Our sponsors, Anbee Constructions LLP and Cape Trading LLP are part of KRC group, one of the leading real estate developers in India.

### KRC GROUP: QUICK FACTS (Information is as on March 31, 2021)

Development footprint across asset classes

**>43 msf**

Green building footprint

**>20 msf**



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

Listed entities

**3**



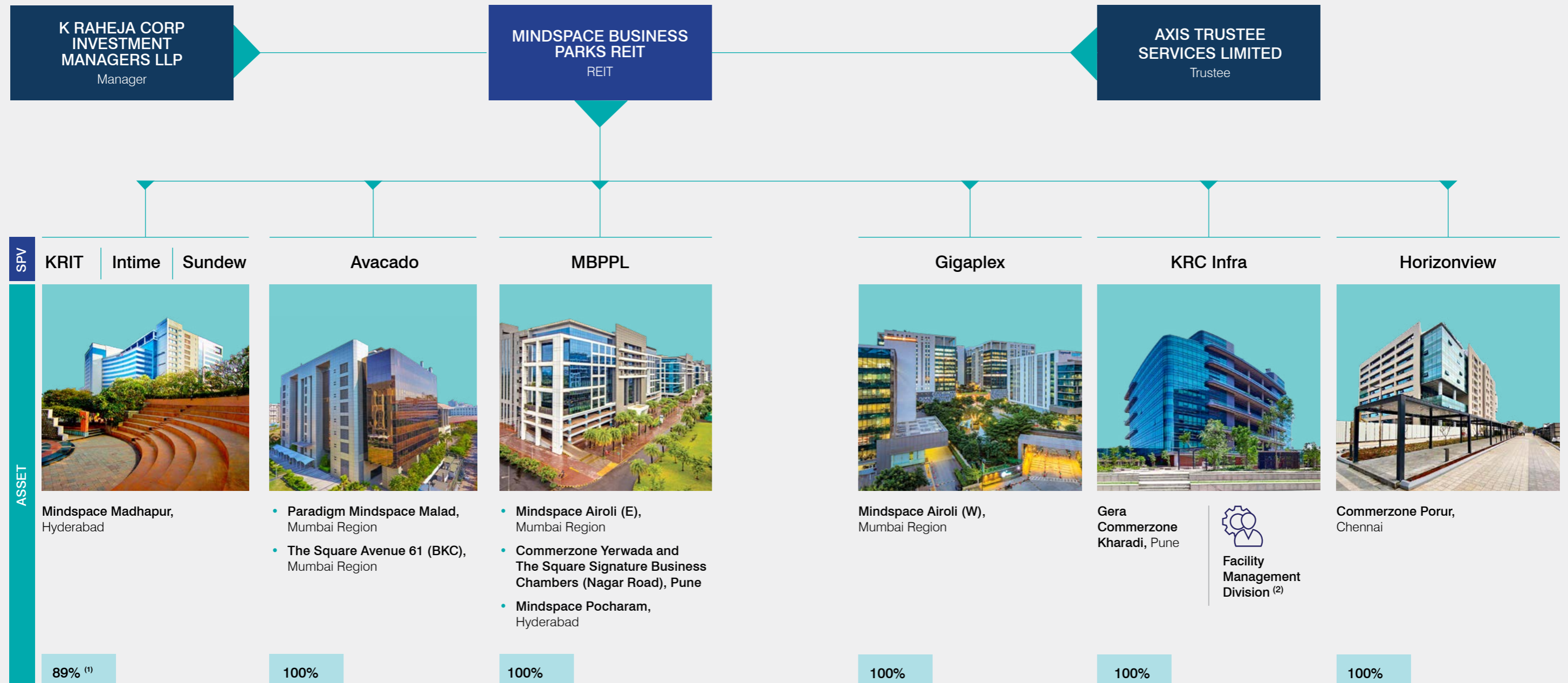
KRC group has presence across the entire real estate value chain, from acquiring land to developing and operating assets across offices, hospitality, malls, residential and retail segments. It has partnered with several marquee institutional investors including Blackstone, GIC among others.



Details as on March 31, 2021

## Corporate structure

# A simple and efficient holding framework



**Notes:**

- 11% shareholding in each of these Asset SPVs is held by Andhra Pradesh Industrial Infrastructure Corporation (APIIC).
  - KRC Infra commenced facility management division with effect from October 01, 2020 under the brand name "CAMPLUS".
- All % indicate Mindspace REIT's shareholding in respective Asset SPVs.

## Governing Board

# Upholding the highest standards of Governance



M C C

**DEEPAK GHAISAS**  
Independent Member

Deepak Ghaisas is an independent member and Chairperson of the Governing Board of the Manager. He is also the Chairman of Stemade Biotech Private Limited. He currently serves as a member on the Board of Governors of Indian Institute of Technology Kanpur and is Chairperson on the Board of Governors of Indian Institute of Information Technology and Design, Jabalpur. Deepak is Director on the Board of Gencovo Strategic Services Private Limited. He holds a bachelor's degree in commerce from the University of Bombay. He is a qualified Chartered Accountant, Cost Accountant, Company Secretary and an alumnus of London Business School.



M<sup>1</sup> M

**MANISHA GIROTRA**  
Independent Member

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



C C M

**BOBBY PARIKH**  
Independent Member

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



**ALAN MIYASAKI**  
Non Executive Member

Alan Miyasaki is Senior Managing Director, Head of Real Estate Asia Acquisitions, Blackstone. Based in Singapore, he is responsible for the day-to-day management of the Real Estate group's investment activities in Asia. Since joining Blackstone in 2001, Alan has played a key role in the company's real estate transactions in both the US and Asia, and helped execute Blackstone's investments in Greater China, India, Singapore, Japan, South Korea, Australia and New Zealand since 2007. Before joining Blackstone, Alan was with Starwood Capital Group. He holds a bachelor's degree in Economics from The Wharton School of the University of Pennsylvania.



M M M M

**RAVI RAHEJA**  
Non Executive Member

Ravi Raheja is Group President of KRC group, he has over 26 years of experience across the real estate, retail and hospitality sectors and has steered KRC group's business towards building a robust portfolio of rent-yielding assets. An alumnus of the London Business School, Ravi is an active contributor to the industry through premier forums such as Indian Green Building Council, where he served as the Chairman (Mumbai Chapter) and pushed for the construction of green buildings way back in 2007. He plays a key role in KRC group's philanthropic initiatives through K Raheja Corp Foundation, Sadhana Education Society and S. L. Raheja Hospital.



M M M M M

**NEEL RAHEJA**  
Non Executive Member

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

<sup>1</sup>Deepak Ghaisas resigned as member of the Nomination and Remuneration Committee and Manisha Girotra was appointed as member w.e.f. November 11, 2020

<sup>2</sup>Dissolved w.e.f. September 14, 2020

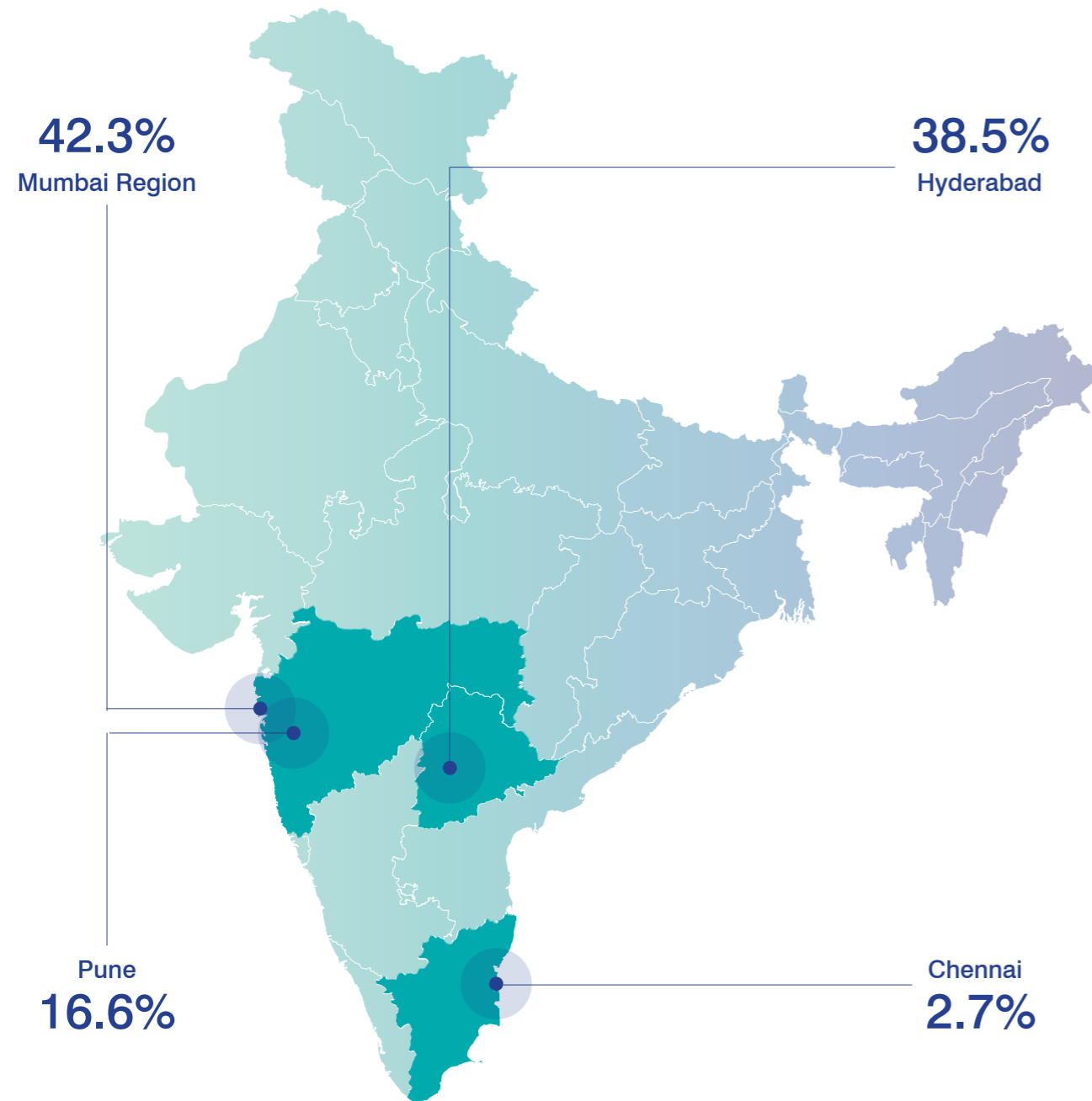
**BOARD COMMITTEES**

- Nomination and Remuneration
- Audit
- Investment
- Stakeholders' Relationship
- Executive
- REIT Offer<sup>2</sup>

C Chairperson   
 M Member

## Portfolio

# A strong presence in established Grade A office micro-markets



% split by Total Leasable Area

1 Comprises 23.9 msf completed area, 2.1 msf of under-construction area and 4.3 msf future development area

2 Market Rent of ₹ 63.6 psf considered for calculating MTM potential (basis management estimates)

Above information is as on March 31, 2021

**30.2 msf**<sup>1</sup>  
Total leasable area

**23.9 msf**  
Completed area

**84.2%**  
Committed occupancy

**₹ 55.9 psf**  
In-place rent

**13.8%**  
Mark to Market Potential<sup>2</sup>

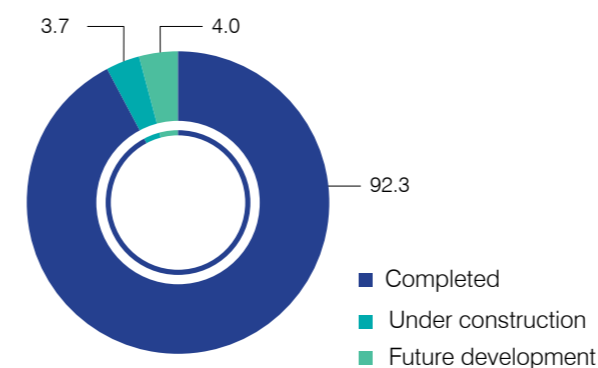
**6.0 years**  
WALE



One of the **largest Grade A** office portfolios located in strategic micro-markets

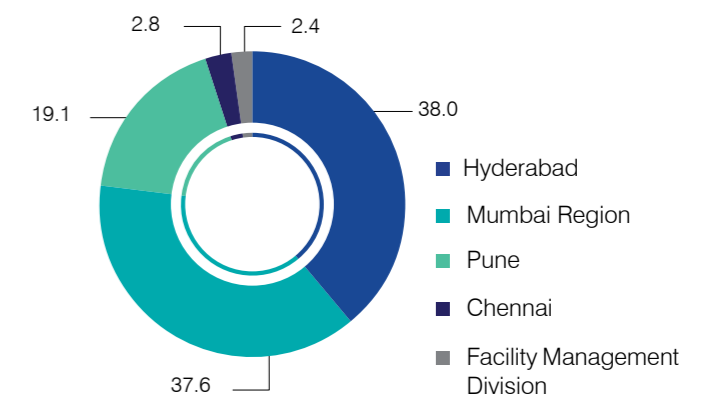
Mindspace Airoli (East) and Mindspace Madhapur are the **largest business parks** in respective markets

PORTFOLIO MARKET VALUE MIX (%)<sup>1</sup>



Above information is as on March 31, 2021

PORTFOLIO MARKET VALUE MIX (%)<sup>1</sup>





## Tenants

# Growing together with the best

Our tenants are some of the largest corporates around the world. We provide an integrated business ecosystem that enables them to leverage skilled talent pool and cost arbitrage and achieve their strategic goals.

KEY HIGHLIGHTS (Information is as on March 31, 2021)

**82.9%**

Share of foreign MNCs in rentals

**40.3%**

Share of top 10 tenants in rentals

**35.0%**

Share of Fortune 500 companies in rentals



### TOP 10 TENANTS ACROSS OUR PORTFOLIO

Tenant	Sector	% Gross Contracted Rentals	# Parks Present in
Accenture	Technology	6.7%	2
Qualcomm	Telecom & Media	5.4%	1
Cognizant	Technology	4.9%	2
L&T	Technology	4.4%	2
J.P. Morgan	Financial services	3.8%	2
Wipro	Technology	3.3%	2
Verizon	Telecom & Media	3.1%	1
Barclays	Financial services	3.0%	1
Amazon	E-Commerce	2.9%	3
Schlumberger	Engineering & manufacturing	2.8%	1
<b>Total</b>		<b>40.3%</b>	

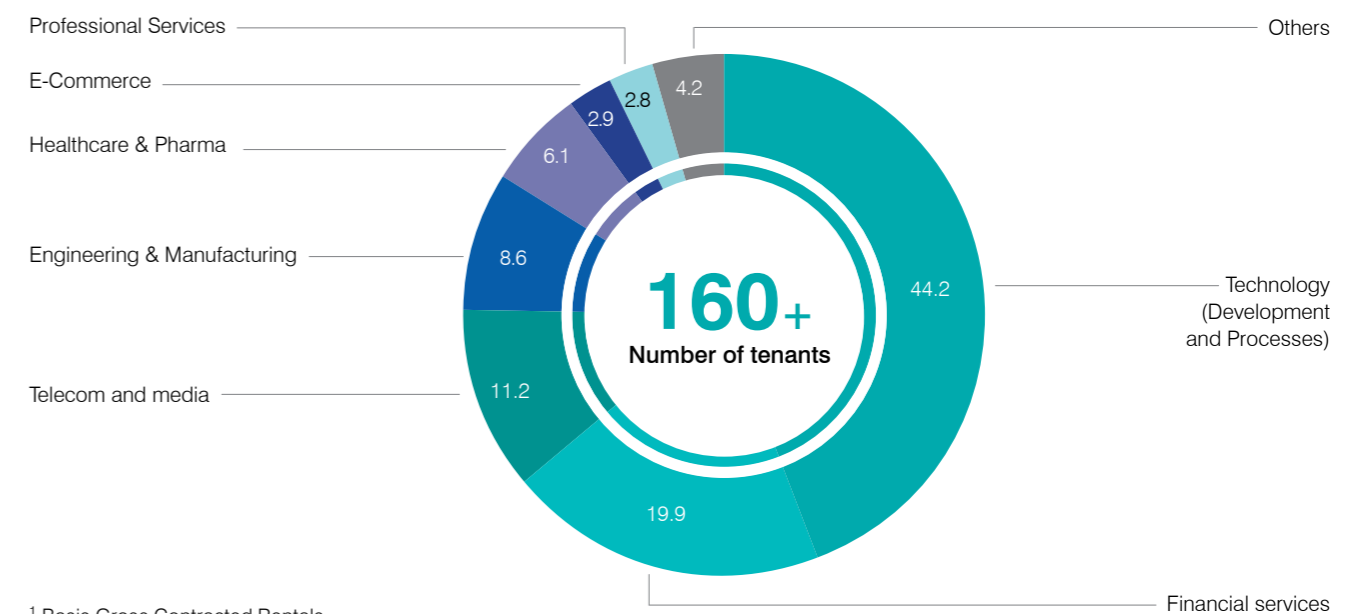
**11 years**

Average duration of top 10 tenants' association with us

**14**

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

### TENANT MIX AS ON MARCH 31, 2021<sup>1</sup> (%)



## Our drivers

# Staying ahead by focusing on fundamentals

The quality, scale and strategic locations of our assets set them apart, which has made us a preferred destination for leading corporates. Our focus on integrating sustainability in our portfolio enables us to provide an efficient and eco-friendly work environment.

### STRONG PRESENCE IN FOUR KEY OFFICE MARKETS OF INDIA

The office markets of Mumbai Region, Hyderabad, Pune and Chennai benefit from robust infrastructure, strong underlying economic and employment growth and availability of talent pool. We have built a strong presence in these micro-markets. Mindspace Madhapur and Mindspace Airoli (East) are the largest business parks in Hyderabad and Mumbai Region respectively. We believe scale of these large assets built over period offer us a distinct competitive advantage. Mindspace REIT follows a focused strategy of regularly enhancing its portfolio through upgrade programmes to meet the changing needs of the millennials.

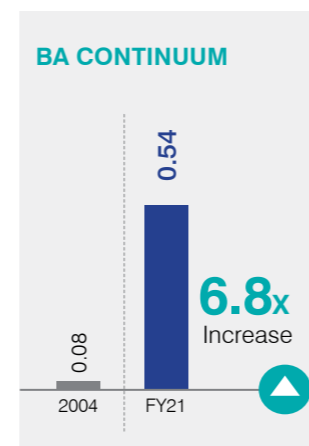
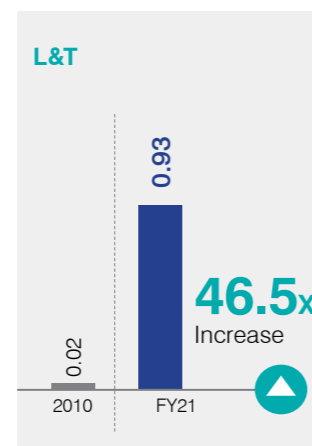
## 76.1%

Top 3 assets contribute to 76.1% of total completed area



### DIVERSIFIED AND HIGH QUALITY TENANT BASE WITH LONG-TERM RELATIONSHIPS

Our tenant base comprises a mix of domestic and foreign MNCs. No single tenant contributed over 6.7% of our rentals for March 2021. Further, our in-house facility management platform and regular tenant engagement activities enable us to maintain high tenant retention. Out of 11.1 msf of area leased since April 2017, 56.6% was leased to our existing tenants. On an average, our top 10 tenants have stayed with us for over 11 years. We closely engage with our tenants on their growth needs and other evolving requirements. As a result of this close association, over the years our tenants have grown multi-folds within our portfolio.



### PROACTIVE CAPITAL MANAGEMENT

Our corporate credit rating by CRISIL Ratings and ICRA stands at CCR AAA/Stable and [ICRA]AAA (Stable) respectively. Our cost of debt has reduced significantly from 9.2% p.a. at the end of March 2020 to 7.1% at the end of March 2021. We have strategically moved towards creating a balance of fixed cost and variable cost debt, with c.30% of our total outstanding debt as on March 31, 2021 being fixed cost. Our net debt to market value remains low at 14.0%. This allows us enhanced financial flexibility to actively pursue value-accretive organic as well as inorganic opportunities.

## 14.0%

Net debt to market value at March 31, 2021

## 7.1%

Cost of debt at March 2021

### STABLE CASH FLOWS WITH ROBUST GROWTH POTENTIAL

Long-term nature of our leases and significant tenant improvements result in a high visibility on future cash flows. The portfolio has inherent growth drivers in the form of potential re-leasing spread, on-campus developments and re-development opportunities across select assets. We also stand to benefit from the Right of First Offer (ROFO) agreement with KRC group which provides the option to acquire certain projects being developed or proposed to be developed.

### EXPERIENCED MANAGEMENT TEAM

We continuously leverage the expertise of management team of the Manager, leading to a long-term value creation for our stakeholders. The average experience of management team in the real estate sector stands at c.15 years. Manager enjoys longstanding relationships with various stakeholders across the industry value chain.



## Message from the CEO

# Resilient performance at every level



We remain committed to delivering long-term, sustainable value. Our portfolio is geared to attract top tenants in the fast-growing technology landscape of India as we prioritize health and safety and set new goals for sustainability



Vinod Rohira  
CEO

### Dear Unitholders,

It is my pleasure to present to you our first Annual Report. We are proud to demonstrate our ability to adapt, work cohesively with all our stakeholders and deliver the targeted results in these unprecedented times. We continue to focus on creating win-win solutions across verticals and look forward to coming out much stronger post the pandemic.

#### SUCCESSFUL LISTING ON STOCK EXCHANGES AND STABLE UNIT PRICE PERFORMANCE

Our successful listing on the bourses in August 2020 amidst the pandemic reflects investors' trust and confidence in the Sponsor and the underlying resilient business model. Our IPO book saw an overwhelming response as it was oversubscribed c. 13x with marquee global investors participating in the offering. Units of the REIT were offered at ₹ 275 per unit and closed at ₹ 294.87 as on March 31, 2021.

#### BUSINESS ENVIRONMENT

Commercial real estate saw demand softening through FY21 as a result of the ongoing pandemic. However, rentals in our micro-markets largely remained stable. In 2021, we expect new supply in our micro-markets to remain in check. The current demand environment is expected to extend further for at least 2-3 quarters.

Even in the given environment, with the help of cutting-edge technology, India has been on the forefront of delivering services. NASSCOM research suggests the technology services industry is estimated worth \$194 billion in FY21 and has seen net hiring remain robust even during the pandemic. Most GCCs and GICs are looking at an increased workforce that is required to deliver the need for services. As the world is moving towards a digital economy, Indian IT sector is poised for a robust decade. This is expected to lead to a renewed demand for Grade A office spaces once the normalcy returns.

The definition of Grade A office spaces is evolving as we speak. Increased focus on health and safety, stronger tenant connect and sustainable buildings with resource efficient operations and are becoming the key norms.

#### RESILIENT OPERATIONAL PERFORMANCE

We achieved gross leasing of 3.5 msf across 44 tenants at an average rent of ₹ 69 psf during FY21. Gross leasing includes re-leasing of 2.2 msf at a re-leasing spread of 19.1%; 53.5% of our gross leasing was to existing tenants while balance 46.5% was to new tenants. New clients added to the portfolio include marquee names such as AGC, Mindcrest, ADP, BP Global among other.

Committed occupancy of our portfolio stood at 84.2% as on March 31, 2021. While physical occupancy continues to remain low, we have efficiently utilized this downtime to refine our assets to provide re-energized experience along with new and enhanced health and safety protocols. The first phase is substantially complete, and we are ready with all options providing the best offerings and flexibility for our tenants.

#### FORAY INTO DATA CENTER DEVELOPMENT

Our thorough and efficient research has enabled us to design right solutions to cater to the top data center demand coming into India. We have successfully entered into agreement to lease with Princeton Digital, one of the leading data center operators in Asia for leasing 0.63 msf at MindSpace Airoli (West), Mumbai Region. With increased internet usage, growing demand for data storage and anticipated data localization norms, Mumbai stands to benefit due to its geographic and infrastructural advantage. The government's 'Digital India' initiative and the ongoing pandemic have further accelerated digitization. We believe data center offers an excellent long-term opportunity to diversify our income avenues.

#### STABLE FINANCIAL RESULTS DESPITE MACRO HEADWINDS

MindSpace REIT's Revenue from Operations and Net Operating Income for FY21 stood at ₹ 16.3 billion and ₹ 13.7 billion on pro forma basis, growing by 5.1% and 12.1% y-o-y, respectively. We maintained NOI margins of over 80% on the back of top-line expansion and cost optimization initiatives. We declared our first distribution for the first full quarter post listing which was quarter ending December 31, 2020 (as stated in our offer document). We declared distribution of ₹ 9.59 p.u. per unit in H2 FY21 which translates to an annualized yield of 7.0% on the IPO issue price of ₹ 275 per unit.

#### PRUDENT CAPITAL MANAGEMENT

We place great emphasis on prudent capital management and deployment, helping us achieve a significant reduction in our cost of borrowing. Weighted average cost of borrowing of our portfolio remains low at 7.1% p.a.. Our low loan-to-value ratio of 14.0% offers us financial flexibility to pursue value accretive growth opportunities. During the year, we broad based our lender universe from banks to mutual funds and other capital providers. We re-financed part of the borrowings at Asset SPVs by raising fixed cost non-convertible debentures (NCDs) and market-linked debentures (MLDs) at REIT level. As a part of our green initiative, we also raised Green Loan for one of our projects at Pune.

#### DRIVING OUR SUSTAINABILITY AGENDA

We continue to focus on seamlessly weaving sustainable environmental, social and governance practices in our operations. Our continuous endeavour is to positively contribute towards the ecosystem we operate in.

On the environment front, we are working towards strengthening resource efficiency to minimize our carbon footprint. Key sustainability initiatives include a constant drive to achieve energy efficiency, improved air quality management, focus on renewable energy, water conservation and recycling measures etc. This has led to encouraging outcomes such as 14-36% energy savings in our Green buildings over the baseline case, c.30% more fresh air at most of our Green buildings over ASHRAE standard - 62.1-2004. During the year, we became the first real estate entity in India to commit to the Climate Group's EV100 initiative with a target to achieve 100% electric mobility by 2030 at all our properties.

On the social front, we continue to build a culture of safety and inclusivity for our employees, tenants and society around us. We are committed to providing our employees with a nurturing and growth-oriented work environment. Our initiatives such as "ReachOut" for mental health and wellbeing and "Ekincare" an app based doctor consultation are aimed at ensuring wellbeing of our employees. We ensured availability of food, adequate medical aid and sanitized living spaces for labor at our sites. We are working with various government organizations for specific projects for the immediate need of COVID-19 patients. We partner with NGOs on education and health related programs. We continue to actively support makeover of Durgam Cheruvu Lake at Hyderabad to create a working and active waterfront.

We believe a firm governance structure plays a pivotal role in managing our business. The various processes, policies and trainings set the foundation for delivering on our ESG priorities and assessing the way forward for the business.

#### RECOGNITION OF OUR EFFORTS

I take pride in the ability of MindSpace REIT's team in consistently delivering results. We have been able to win many accolades with their focused efforts. Our efforts have been recognized by the internationally renowned British Safety Council with the COVID-19 Assurance Statement issued to six of our assets.

#### LOOKING AHEAD WITH CAUTIOUS OPTIMISM

Our first priority continues to be the health and safety of our employees and tenants, while adhering to all the safety protocols across our parks. I admire the efforts of our on-ground support staff who have worked tirelessly to ensure business continuity for our tenants. While I write this letter, the Indian government has started to ramp-up the rollout of COVID-19 vaccines across the country. Getting majority of population vaccinated and achieving a significant drop in COVID-19 cases will be an important step towards the return to normalcy. We expect India shall remain at the forefront of delivering cutting-edge technology services, driving the demand for Grade A office spaces once normalcy returns.

#### ACKNOWLEDGING THE SUPPORT OF OUR STAKEHOLDERS

I also take this opportunity to express my sincere gratitude to the Governing Board of K Raheja Corp Investment Managers LLP for their thought leadership, our unitholders, tenants, employees and other stakeholders for their unflinching support. We look forward to creating value together in the years to come.

Stay safe, stay healthy.

Best Regards,

Vinod Rohira  
CEO

## Key highlights

# The year at a glance



### Operating Highlights

**3.5 msf**  
Gross Leasing during FY21

**1.3 msf**  
New area leasing during FY21

**2.2 msf**  
Area Re-leased during FY21

**19.1%**  
Re-leasing Spread

### Financial Highlights

**₹ 13.7 billion**  
Proforma NOI during FY21

**₹ 11.5 billion**  
Amount raised in the form of AAA rated MLDs and NCDs at REIT level during FY21

**₹ 5.6 billion**  
Green Loan at SPV level

**₹ 345.2 p.u.**  
NAV as of March 31, 2021

### Milestones

- Successful listing as our IPO saw an overwhelming response from both institutional and non-institutional investors
- Over subscribed **13x** (Institutional - 11x & Non Institutional - 16x)

Included in MSCI India Domestic Small Cap Index and various other MSCI and FTSE indices

Commenced Facility Management Division under the brand name '**CAMPLUS**'

Announced distribution of ₹ 9.59 per unit for H2 FY21

Entered into an agreement to lease 0.63 msf to Princeton Digital, one of the leading data center operators in Asia at Mindspace Airoli (West), Mumbai Region.

### Certification / Accolades

Received **COVID-19 preparedness assurance statement for across 6 assets** from British Safety Council

**Commercial Project of the Year** award by Realty+ Conclave and Excellence Award 2021 to Gera Commerzone Kharadi

### Green Initiatives

Received LEED Gold certification from USGBC for 2 buildings in Commerzone Porur and 1 building in Mindspace Airoli (West)

Environment-Friendly project of the year - Commercial category by 12th Edition of Estate Awards, by Franchise India for Mindspace Airoli (West), Mumbai Region

Most Environment-Friendly Commercial Space 2020 by Region Realty+ Conclave and Excellence Awards 2020 for Mindspace Airoli (West), Mumbai Region and Commerzone Porur, Chennai

### PORTFOLIO SNAPSHOT

Asset	Completed area (msf)	Under construction area (msf)	Proposed development (msf)	Total Leasable Area (msf)	Occupancy (%)	Committed Occupancy (%)	WALE	Market Value as of March 2021 (₹ million)	
								Value	(% of total)
Mindspace Airoli (E)	4.7	-	2.1	6.8	91.2%	91.2%	4.5	42,699	17.3%
Mindspace Airoli (W)	3.5	1.0	0.6	5.1	66.4%	68.5%	6.7	36,474	14.8%
Mindspace Malad	0.7	-	-	0.7	70.1%	94.0%	3.3	9,569	3.9%
The Square BKC	0.1	-	-	0.1	0.0%	27.4%		3,905	1.6%
<b>Mumbai Region</b>	<b>9.0</b>	<b>1.0</b>	<b>2.7</b>	<b>12.8</b>	<b>78.8%</b>	<b>81.9%</b>	<b>5.1</b>	<b>92,647</b>	<b>37.6%</b>
Gera Commerzone Kharadi	1.3	0.7	0.6	2.6	93.1%	93.1%	11.0	18,899	7.7%
The Square Nagar Road	0.7	0.1	-	0.8	73.4%	100.0%	5.5	8,468	3.4%
Commerzone Yerwada	1.7	-	-	1.7	97.4%	99.9%	5.1	19,606	8.0%
<b>Pune</b>	<b>3.7</b>	<b>0.7</b>	<b>0.6</b>	<b>5.0</b>	<b>91.3%</b>	<b>97.5%</b>	<b>7.3</b>	<b>46,973</b>	<b>19.1%</b>
Mindspace Madhapur	10.0	0.1	0.5	10.6	86.6%	88.0%	6.4	90,828 <sup>1</sup>	36.9%
Mindspace Pocharam	0.4	0.2	0.4	1.0	71.1%	71.1%	1.8	2,746	1.1%
<b>Hyderabad</b>	<b>10.4</b>	<b>0.3</b>	<b>0.9</b>	<b>11.6</b>	<b>86.0%</b>	<b>87.4%</b>	<b>6.3</b>	<b>93,574</b>	<b>38.0%</b>
Commerzone Porur	0.8	-	-	0.8	5.3%	8.3%	8.3	6,993	2.8%
<b>Chennai</b>	<b>0.8</b>	<b>-</b>	<b>-</b>	<b>0.8</b>	<b>5.3%</b>	<b>8.3%</b>	<b>8.3</b>	<b>6,993</b>	<b>2.8%</b>
Facility Management								5,979	2.4%
<b>Portfolio</b>	<b>23.9</b>	<b>2.1</b>	<b>4.3</b>	<b>30.2</b>	<b>81.4%</b>	<b>84.2%</b>	<b>6.0</b>	<b>246,167</b>	<b>100%</b>

<sup>1</sup>The Market Value of Mindspace Madhapur is with respect to 89.0% ownership of the respective Asset SPVs that own Mindspace Madhapur

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

We have pledged to transition to 100% electric mobility by converting internal park transport to Electrical Vehicles and allowing access to charging infrastructure without any charge to our tenants. This will help accelerate a global shift to clean transport and reduce air pollution in the urban micro-markets of presence. The Climate Group's global EV100 initiative brings together over 100 international companies committed to making electric transport the new normal by the end of this decade.

## Leasing highlights

# Attracting new tenants and growing footprint of existing tenants

From maintaining and fortifying tenant relations through regular engagements, prompt service and curated relationship programs, we take pride in our teams for their ability to innovate and deliver to their ever-evolving requirements.

The fact that existing clients formed more than 50% of the new leasing in FY21, is an endorsement of our long-standing relationships and the ecosystems we offer at our parks. Our portfolio consists of 164 marquee tenants as on March 31, 2021.

Mindspace REIT signed 3.5 msf leases across 44 tenants at an average rent of ₹ 69 psf during FY21. It includes c. 1.3 msf of new area leasing at around market rents and c. 2.2 msf re-leased at 19.1% re-leasing spread; 53.5% of our gross leasing was to existing tenants while balance 46.5% was to new tenants.



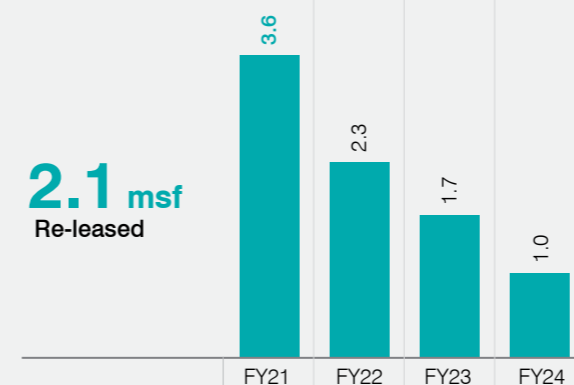
### TOP 10 LEASES SIGNED IN FY21 INCLUDING RE-LEASING ARE AS FOLLOW:

Tenants	Assets	Location	Area Leased (msf)
Princeton Digital	Mindspace Airoli (W)	Mumbai Region	0.63
Syntel	Mindspace Airoli (E)	Mumbai Region	0.35
Verizon	Mindspace Madhapur	Hyderabad	0.29
ADP	The Square Nagar Road	Pune	0.22
BP	Gera Commerzone Kharadi	Pune	0.21
J.P. Morgan	Mindspace Madhapur	Hyderabad	0.19
Parexel	Mindspace Madhapur	Hyderabad	0.18
Citius	Mindspace Airoli (E)	Mumbai Region	0.17
Mindcrest	Gera Commerzone Kharadi	Pune	0.11
Smartworks	Mindspace Malad	Mumbai Region	0.10
Others			1.08
<b>Total</b>			<b>3.54</b>

### LEASE EXPIRY PROFILE

Lease expiry profile (msf)

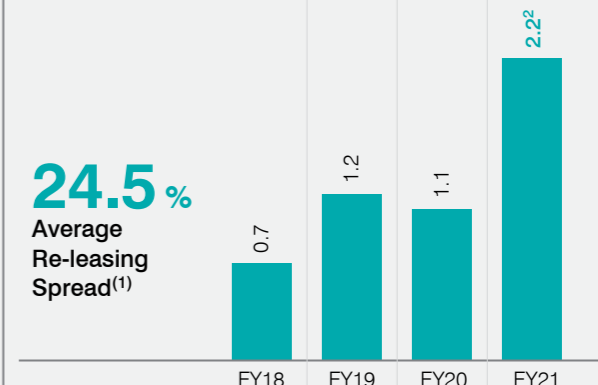
Rent at expiry (₹ psf/month) 51.1 51.1 54.8 57.8



	FY21	FY22	FY23	FY24
Expiries <sup>3</sup> (%)	-	10.3	7.4	5.4
MTM Opportunity(%)	-	15.0	25.2	16.7

Area re-leased (since April 2017) msf

Re-leasing Spread (%) 37.7 30.2 23.1 19.1

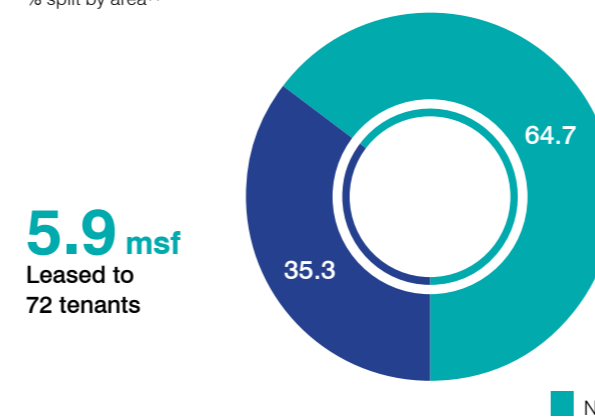


Note:

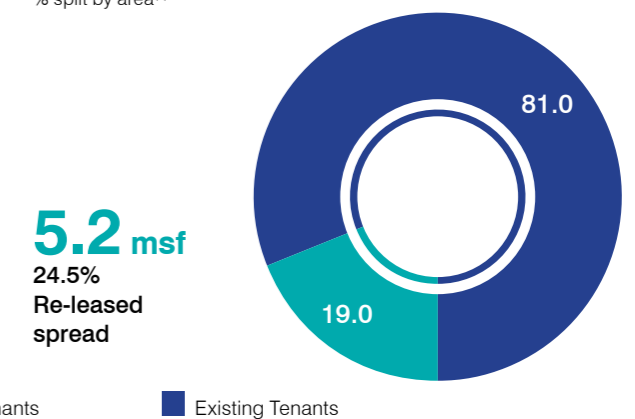
1. Re-leasing spread includes spread on extensions and vacant area
2. Includes leasing of vacant area as on March 31, 2020
3. Basis completed area as of March 31, 2021

### AREA-WISE LEASING PERFORMANCE

New area leased % split by area<sup>(1)</sup>



Existing area re-leased/vacant area leasing % split by area<sup>(1)</sup>



New tenants added	Smartworks	AGC	Princeton Digital
	BP	NPCI	Mindcrest

Existing tenants	Syntel	Paraxel	Amazon
	J.P Morgan	Citius	Verizon

Note:

1. For the period April 2017 – March 2021; Includes Committed and Pre-leased Area

## Project update

We manage our development pipeline based on the demand-supply dynamics in each of the micro-markets where we operate as well as the expansion needs of our tenants. Currently, our under-construction footprint at various stages of completion is 2.1 msf area.

### SELECT UNDER-CONSTRUCTION PROJECTS

Hyderabad	Mumbai Region	Pune
		
<b>Mindspace Madhapur (B22, Hotel)</b>	<b>Mindspace Airoli, West (B9)</b>	<b>Gera Commerzone Kharadi (B5)</b>
<ul style="list-style-type: none"> <li>Leasable area: <b>0.1 msf</b></li> <li>Status: <b>OC received</b></li> <li>Balance cost: <b>₹ 123 million</b></li> <li>Pre-leased to Chalet Hotels</li> <li>Rent commencement: <b>Q3 FY23</b></li> </ul>	<ul style="list-style-type: none"> <li>Leasable area: <b>1.0 msf</b></li> <li>Status: <b>Façade WIP</b></li> <li>Estimated completion: <b>Phased completion targeted over FY22</b></li> <li>Balance cost: <b>₹ 1,240 million</b></li> <li>SEZ de-notification awaited</li> <li>Pre-leased: <b>127 ksf</b></li> </ul>	<ul style="list-style-type: none"> <li>Leasable area: <b>0.7 msf</b></li> <li>Status: <b>5<sup>th</sup> Floor slab WIP</b></li> <li>Estimated completion: <b>Q1 FY23</b></li> <li>Balance cost: <b>₹ 1,814 million</b></li> <li>Awarded IGBC Gold Pre-Certification</li> <li>Active on-going discussions on pre-leasing</li> </ul>
<b>Note:</b> OC received post March 31, 2021.		

### PORTFOLIO DIVERSIFICATION INTO DATA CENTERS

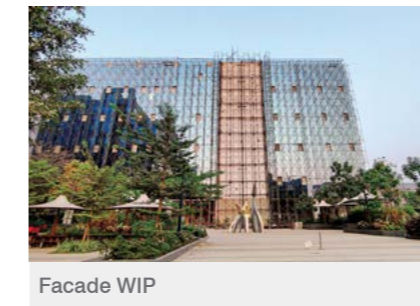
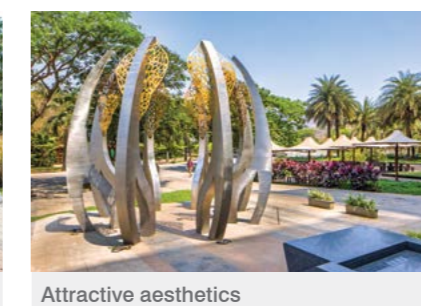
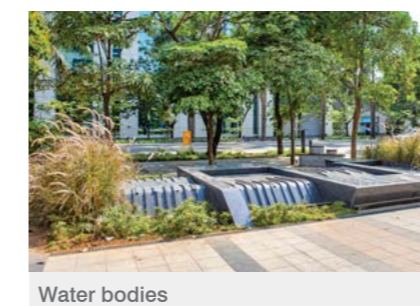
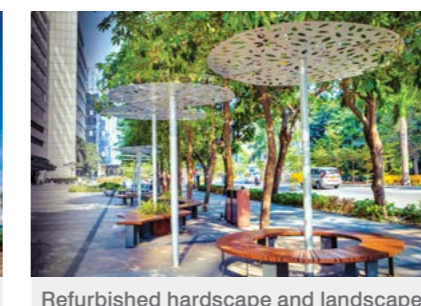
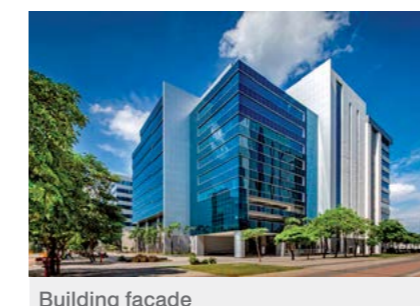
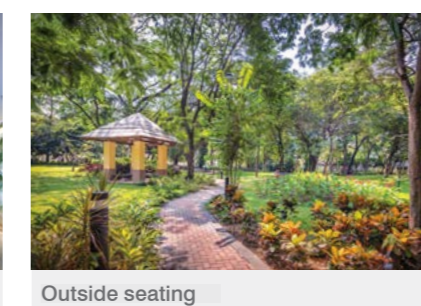
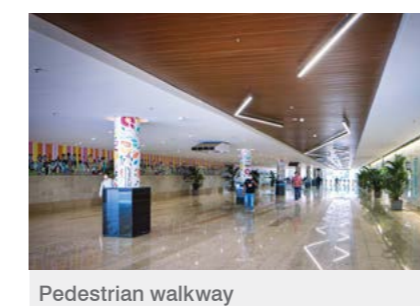
Key drivers	Advantage Mumbai	Key aspects of transaction
Internet penetration and data traffic	Excellent connectivity via <b>12 submarine network cables</b>	Leased to Princeton Digital, one of the largest data center players
Cloud adoption	Robust <b>power supply</b> infrastructure	Total leasable area: 0.63 msf
Big data analytics & and Internet of Things (IoT)	<b>Clean title land parcels</b> available in proximity to large corporate headquarters	Phased off-take
Improved fiber connectivity	Financial and commercial capital of India	<b>₹ 2.0 p.u.</b> Value accretion
Data localization laws		
Implication on MindSpace REIT	Specialized built-to-suit solutions	Higher tenant stickiness
		Tenant diversification opportunity

## Asset enhancements

We undertake regular asset upgrade programs to cater to the changing needs of millennials, enhance the value of our portfolio as well as drive tenant stickiness. Our endeavor is to offer an integrated ecosystem appealing to the millennial workforce.

We efficiently utilized the pandemic-induced downtime to rejuvenate our assets, including revamping facades, re-energized lobbies, lightings and signage, food courts, boardwalks, and refurbishing landscapes. The first phase of our upgrade program is largely complete, and our parks are well-poised to offer high-quality, ready-to-move-in spaces as demand for office space picks up.

### MINDSPACE-AIROLI (EAST)



### MINDSPACE-MADHAPUR



## Key performance indicators

# Strong financials, robust cash flows

“Our prudent approach to capital deployment, balance sheet with low debt, optimum capital structure, and ability to generate free cash flow give us comfortable headroom for growth and enables us to create long-term, sustainable value for our unitholders.”

– Preeti Chheda,  
Chief Financial Officer

In FY21, despite the pandemic-induced operational challenges, we performed in line with our expectations on most of the key performance indicators. We optimized our operating costs to achieve better NOI margins and re-calibrated our capital expenditure requirements. We also benefited by bringing down our cost of borrowings from 9.2% in March 2020 to 7.1% in March 2021. We have strategically moved towards creating a balance of fixed cost and variable cost debt, with 30% of our total outstanding debt as on March 31, 2021 being fixed cost. We shall explore opportunities to optimize our debt mix to gain from the low interest rate environment.

Our low gearing enables us with significant financial flexibility to pursue value accretive growth opportunities.

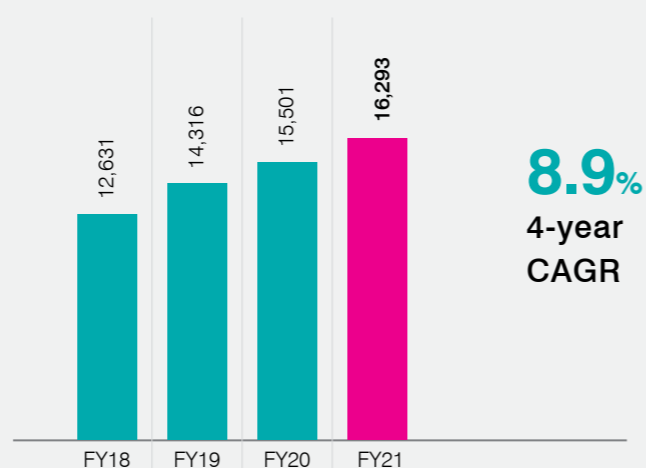
	FY21
Loan to value (%) <sup>3</sup>	14.0
Gross debt to NOI (x) <sup>2</sup>	2.76x
Net debt to NOI (x) <sup>2</sup>	2.50x

<sup>3</sup> Net debt and Market Value have been considered post adjustment for 11% stake held by TSIC in Sundew, KRIT and Intime

<sup>2</sup> Net Operating Income (NOI) is on pro forma basis



### REVENUE FROM OPERATIONS<sup>1</sup> (₹ million)

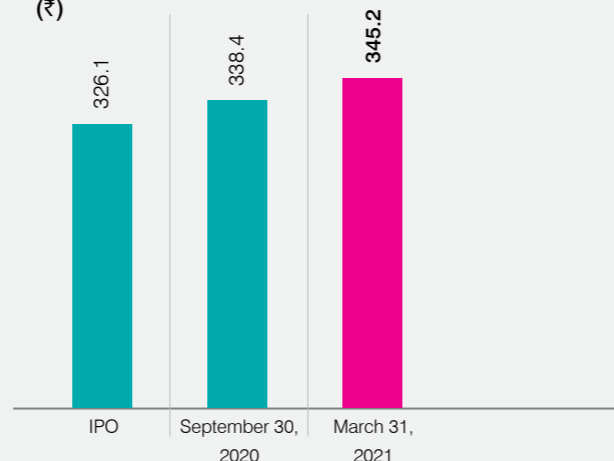


Revenue from Operations primarily includes facility rentals and fit out rents which are impacted by new leasing, contractual escalations, re-leasing and vacancies. It is an important indicator of operational performance.

During FY21, Revenue from Operations increased by 5.1% over FY20 primarily due to an increase in facility rentals from ₹ 11,995 million to ₹ 13,241 million.

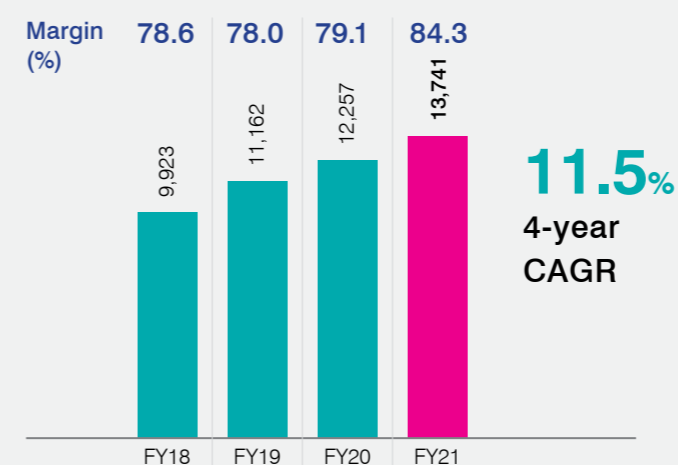
<sup>1</sup> Excluding revenue from works contract services and on pro forma basis

### NET ASSET VALUE (NAV) PER UNIT (₹)



One of our key objectives is to achieve sustainable growth in net asset value on the back of operational performance which leads to enhancement in unitholder returns.

### NET OPERATING INCOME (NOI)<sup>2</sup> (₹ million)

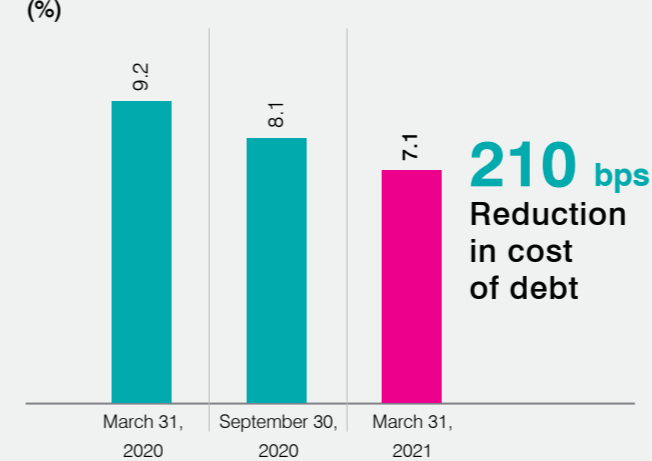


Net Operating Income is a key indicator of profitability of our commercial office assets and is a key factor in determining their value.

During FY21, NOI increased by 12.1% over FY20 primarily due to top-line expansion and cost optimization.

<sup>2</sup> On pro forma basis

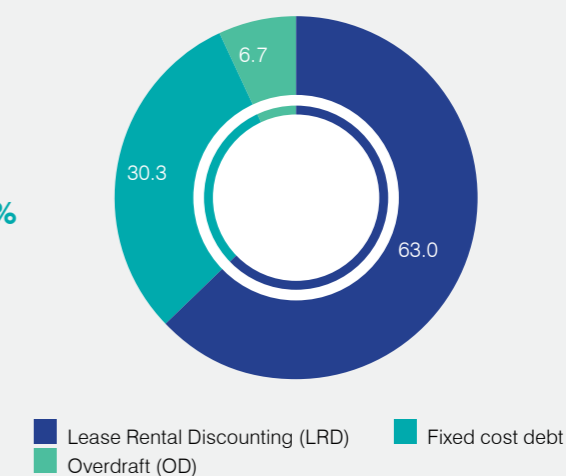
### WEIGHTED AVERAGE COST OF DEBT (%)



The cost of debt has come down significantly by c. 210 bps.

During FY21, we strategically raised fixed cost debt to lock-in low interest rates in the current low rate environment. We shall pursue further opportunities to convert part of our variable cost debt to fixed cost debt to reduce our overall cost of debt. As stated previously our strategy would be to deploy a combination of short- to medium-term and long-term debt with different maturities as also a combination of fixed and variable debt.

### COMPOSITION OF DEBT (%)



During the year, we raised ₹ 11.5 billion via issuance of MLDS and NCDs.

**6.4 years**  
Average term to maturity

**c.30%**  
Fixed cost debt as % of total debt outstanding debt as on March 31, 2021

Above information is as on March 31, 2021

### STATEMENT OF NET ASSETS AT FAIR VALUE (₹ million)

	Value
Fair value of real estate assets (A)	2,46,167
Other assets at book value (B)	7,445
Other liabilities at book value (C)	48,906
Net Asset Value (A) + (B) - (C)	204,706
Number of units (million)	593
Net Asset Value (₹ per unit)	345.2

**₹ 9.59**  
Distribution (p.u.)

**7.0%**  
Annualized distribution yield

Above information is as on March 31, 2021

## Response to COVID-19

# Supporting stakeholders during the pandemic



### TENANTS' SAFETY MEASURES



Enhanced indoor air quality through:

- Increase in fresh air changes
- Increase in filter cleaning frequency
- Change of Air Handling Unit (AHU) filter to Minimum Efficiency Reporting Value (MERV) 13
- Integration of UV lights inside AHU



Introduced UV tower for more frequented touchpoints in common areas



Introduced building entry – auto sanitizer and disinfection tray



Complete building sanitization and fumigation of affected areas



Touchless elevator installed for minimizing touchpoints



Screening and monitoring with the usage of MindSpace App



Isolation rooms with paramedic facilities, ambulance services in the premises and tie-ups with hospitals

### Employees



- Conducted regular online trainings and webinars
- Organized online sessions on meditation, well-being and counselling
- Undertook sanitization, provided PPE and safety kits at all sites
- Used video communication to demonstrate health and safety Standard Operating Protocol
- Equipped staff with the necessary technology infrastructure to effectively work from home

### Tenants



- Implemented strict safety and hygiene protocols at business parks
- Regular interactions with tenants for understanding their concerns and requirements
- Established COVID-19 helpdesk at all sites
- Shared information regularly on government protocols/guidelines
- Continuous updates on park operations, protocols followed and checking on support required for 'Back to office' efforts

### Supply chain partners/ Business partners



- Ensured availability of adequate working capital
- Held frequent interactions with suppliers to understand their concerns, especially in COVID-19 environment and their requirements
- Maintained close co-ordination with vendors to ensure supply chain continuity
- Ensured adequate lodging, medical and sanitation facilities are available for laborers
- Partnered with our business partners to ensure strict safety norms are followed at construction and upgradation sites

### Communities



- Working closely with Non-Governmental Organizations (NGOs) and governments to provide necessary relief measures
- Entered tie-ups for specific projects related to oxygen concentrations, setting up temporary hospital infrastructure for immediate need of patients

### ENSURING WELL-BEING OF OUR TENANTS' WORKFORCE

Enabling a safe working environment for our tenants remains our prime focus. We implemented a host of stringent safety and hygiene protocols in our parks to ensure compliance with government norms. We have continuously engaged with our tenants to understand their requirements better and communicate our strategy to ensure business continuity in the wake of the pandemic. Our efforts have been recognized by the internationally renowned British Safety Council with the COVID-19 Assurance Statement issued to six of our assets across five parameters.










## Stakeholder engagement

# Identifying focus areas to shape the future

We engage extensively with our stakeholders to understand their evolving expectations and factor in their insights into our value creation process. Our proven track record in delivering sustainable value is attributable to our strategically identified focus areas.

Stakeholders	Engagement tools and platforms	Deliverables	Key engagements/initiatives during FY21
 <p><b>EMPLOYEES</b></p>	<ul style="list-style-type: none"> <li>Interactive internal communications</li> <li>Newsletters</li> <li>Intranet portal</li> <li>Training programs and discussions</li> <li>Team engagement initiatives</li> <li>Employee feedback surveys</li> <li>Townhalls</li> </ul>	<ul style="list-style-type: none"> <li>Emotional quotient management through the lockdown</li> <li>Ensuring regular and systematic interactions</li> <li>Leaders to invest time in coaching and interactions with their teams</li> <li>Career growth and progression</li> <li>Workforce motivation</li> <li>Fair and non-discriminatory work environment</li> </ul>	<ul style="list-style-type: none"> <li>Policies like Aanchal for supporting expectant and new mothers</li> <li>Technical and soft skill training initiatives</li> <li>'The Pride Side' policy, fortifying a non-discriminatory and transparent environment</li> <li>Employee time-off policy encourages employees to partake in community development by providing them 'time off'</li> </ul>
 <p><b>TENANTS</b></p>	<ul style="list-style-type: none"> <li>Tenant satisfaction surveys</li> <li>Corporate engagement initiatives</li> <li>Industry conferences</li> <li>Brand-building and reputation management</li> <li>Regular interactions with key account managers and digital tenant interfaces</li> <li>Collaboration on offering innovation and understanding safety needs</li> </ul>	<ul style="list-style-type: none"> <li>Safe workplace, social norms in COVID-19 environment</li> <li>Efficient asset management</li> <li>Regular asset upgrades</li> <li>Quality and service</li> <li>Office infrastructure that matches the growth needs</li> </ul>	<ul style="list-style-type: none"> <li>Asset upgrades</li> <li>Distribution of safety booklets</li> <li>Ensured implementation of stringent safety norms</li> <li>Received Sword of Honour from British Safety Council</li> <li>COVID Assurance Statement across six assets</li> </ul>
 <p><b>SUPPLY CHAIN PARTNERS/ BUSINESS PARTNERS</b></p>	<ul style="list-style-type: none"> <li>Formal and informal meetings with existing and potential partners</li> <li>Feedback and annual evaluations</li> <li>Participation at trade fairs</li> <li>Regular compliance and risk assessments</li> </ul>	<ul style="list-style-type: none"> <li>Cost optimization</li> <li>Quality and service</li> <li>Timely payments</li> <li>Statutory and legal compliances</li> <li>Sustainability of the business and associated risks</li> <li>Domestic procurement and resource support</li> <li>Health and safety needs</li> </ul>	<ul style="list-style-type: none"> <li>Continued to maintain a robust vendor ecosystem, by leveraging our industry expertise, to help us deliver world-class solutions to our tenants</li> <li>Frequent interaction with business partners for supply chain continuity</li> </ul>

Stakeholders	Engagement tools and platforms	Deliverables	Key engagements/initiatives during FY21
 <p><b>COMMUNITIES AND SOCIETY AT LARGE</b></p>	<ul style="list-style-type: none"> <li>Environment-friendly initiatives</li> <li>Corporate social responsibility</li> <li>Encourage employee volunteering</li> <li>Interactions with key stakeholders such as Indian Green Building Council and U.S. Green Building Council to regularly update and internalize best practices</li> </ul>	<ul style="list-style-type: none"> <li>Employment and enterprise support</li> <li>Community health and impact on the environment</li> <li>Local infrastructure investments</li> </ul>	<ul style="list-style-type: none"> <li>LEED/IGBC certification for our business parks, energy efficiency initiatives</li> <li>Periodic need assessment and interventions across focus areas: education, health and sanitation, community development, sustainability</li> <li>Regular measurement of water and energy savings</li> <li>Integrating passive architecture design for soil erosion control during construction</li> <li>Regular CO<sub>2</sub> monitoring inside the buildings and use of low emitting materials to building designs</li> </ul>
 <p><b>UNITHOLDERS, LENDERS AND RATING AGENCIES</b></p>	<ul style="list-style-type: none"> <li>Annual meeting of unitholders</li> <li>Financial results</li> <li>Investor calls and conferences</li> <li>Regulatory filings</li> <li>'Investor Relations' section on website</li> <li>Grievance redressal</li> <li>Lender meetings</li> </ul>	<ul style="list-style-type: none"> <li>Financial performance</li> <li>Distribution</li> <li>Business performance</li> <li>Governance structure</li> <li>ESG</li> <li>Financial covenants</li> <li>Refinancing</li> <li>Credit ratings</li> </ul>	<ul style="list-style-type: none"> <li>Dedicated Investor Relations team engaging with investors and analysts</li> <li>Periodic benchmarking of disclosure levels with global standards</li> <li>Timely resolution of unitholder queries</li> <li>Regular interactions with lenders and rating agencies</li> </ul>

## Strategy

# Maximizing long-term, returns

Our world-class portfolio plays a key role in attracting and retaining marquee tenants. As a REIT, our objective is to maximize returns to our unitholders by enhancing our portfolio value through active asset management and tapping organic and inorganic growth opportunities.



### Growth through repeat business and focused addition of new tenants

## S1

- Be a 'partner of choice' for leading MNCs and Fortune 500 companies
- Constant tenant engagement and creating customized offerings to meet their business needs
- Incorporating valued tenant feedback to enhance our product offering
- Strengthening long-standing tenant relationships which span over more than a decade

<b>160+</b> Total tenants <sup>1</sup>	<b>16</b> New tenants added <sup>2</sup>
<b>46.5%</b> Leasing to new tenants	<b>53.5%</b> Leasing to existing tenants <sup>2</sup>

### Maximizing performance through active asset management

## S2

- Foster strong relationships with tenants via active asset management
- Maximize cost efficiencies and potential for tenant retention by following a disciplined approach to asset management via experienced in-house facility management division
- Standard operating procedures across our portfolio, which deliver value to our stakeholder and unitholders alike
- Earmark adequate capital for continuously re-energizing office space leading to rental improvement and yield enhancement

<b>130+</b> Experienced in-house facility management team (Camplus) <sup>1</sup>	<b>Five Star Rating certification</b> from British Safety Council across four parks
---	--

### Capital structure optimization and efficient capital allocation

## S3

- Maintain a strong balance sheet with an optimal mix of debt and equity
- Secure a diversified blend of funding sources and maintaining a blend of short-term and long-term maturities
- Optimize cost of borrowing
- Earmark sufficient capital to re-energize our parks and for safety and infrastructure upgrades via a dedicated upgrade program
- Judiciously allocate the capital in high-quality and value-accretive projects optimizing returns
- Explore organic and inorganic investment opportunities in select strategic markets

<b>14.0%</b> Net debt to Market Value	<b>6.4 years</b> Weighted average maturity of debt
<b>210 bps</b> Debt cost reduction during FY21	<b>30%</b> Proportion of fixed cost debt

### Sustainable value creation

## S4

- Build an ESG-centric ecosystem – integrate sustainability into the fabric of assets, operations and culture
- Engage closely with internal and external stakeholders to understand ESG priorities
- Focus areas include sustainable development and operations via adoption of latest technology and systems, resource efficiency, waste management
- Implementation of best corporate governance practices and building a culture of safety and inclusivity

<b>50%</b> Independent Directors on the Board	<b>36<sup>1,2</sup></b> Green buildings
<b>EV100</b> 1 <sup>st</sup> real estate entity from India to join this initiative	<b>30-95%</b> Potable water saving across green buildings with the optimal use of low-flow fixtures

<sup>1</sup>As on March 31, 2021  
<sup>2</sup>During FY21

<sup>1</sup>As on March 31, 2021  
<sup>2</sup>Includes 1 pre-certified buildings

## Our ESG priorities

# Embedding sustainability through the ESG lens

At MindSpace REIT, sustainability is at the core of our business objectives. We have adopted a multi-pronged approach that takes into consideration the interplay of economic, Environmental, Social and Governance (ESG) aspects in creating long-term value. The once-in-century global crisis in the form of a pandemic has reinforced the need for concerted efforts to ensure a shared future.

Our commitments towards ESG are an essential part of our overall strategy. It sees a meticulous integration into the business, with long term and carefully curated objectives, while at the same time, demonstrating agility towards the evolving industry dynamics and larger environment around us.



### ENVIRONMENT

- Energy consumption/efficiency
- Water and wastewater management
- Land use and biodiversity
- Climate-related impacts
- Waste management
- Green building certifications



### SOCIAL

- Human capital development
- Occupational health and safety
- Human rights
- Community engagement
- Labor management
- Customer satisfaction



### GOVERNANCE

- Strong corporate governance
- Data privacy and security
- Supply chain management
- Portfolio growth
- Active asset management
- Regulatory compliance

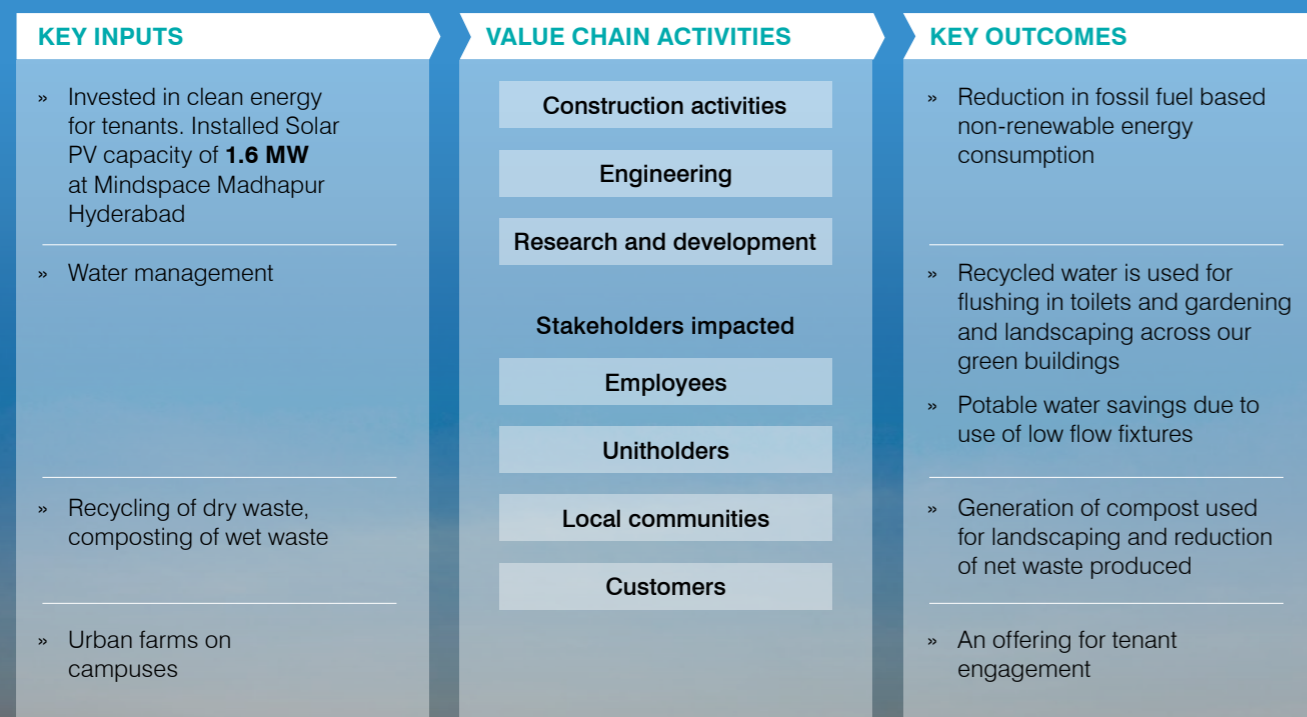


## Environment

# Making space for a sustainable future

Sustainable use of natural resources is critical for the future success of most businesses. Successful business models are those that understand the value of the natural systems that provide these resources — commonly referred to as natural resources.

### Natural resources



■ Natural day light analysis at Gera Commerzone Kharadi, Pune

The disastrous effects of climate change are already being experienced by many nations across the globe. This has resulted in inclusive global partnerships to make determined efforts to create a sustainable future. At Mindspace REIT, sustainability is at the core of our business objectives.


#### SUSTAINABILITY ASSESSMENT PROGRAM

We are involved in various initiatives that contribute to safeguarding the

planet and conserving the environment for future generations. We endeavour to make our business practices more sustainable. Under the sustainability assessment program, we conduct an exhaustive study to minimize the environmental impact of our projects and improve construction efficiency. The study covers climate effects, indoor air quality, wind study, sun path analysis, urban heat island effect, façade optimization and natural day light analysis.

We optimize the lifecycle of materials through Sustainable Materials Management system, where materials are used and reused more productively over their lifecycle. Some key areas of reuse include fly ash blocks, recycled steel and aluminum, ready mixed concrete, composite wood, and gypsum-based products.

### TOWARDS A GREENER FUTURE

FOCUS AREA	INITIATIVES	OUTCOMES
 <p><b>Energy conservation</b></p> <p><b>Objectives</b></p> <ul style="list-style-type: none"> <li>• Ensure supply of clean energy to our tenants</li> <li>• Innovate constantly to reduce energy consumption per square foot</li> <li>• Drive optimal usage of energy through best practices</li> <li>• Committed to achieve 100% electric mobility by 2030, across the Business Parks</li> </ul>	<ul style="list-style-type: none"> <li>• Generate renewable power through solar PV modules on our rooftops in Mindspace Madhapur</li> <li>• Implemented different tools such as energy-efficient chillers, heat recovery wheels, efficient pumps and motors, among others</li> <li>• Provided easy access of EV charging points within the Business Parks aligned to our commitment to the Climate Action Group</li> </ul>	<p><b>1.6 MW</b> Installed Solar PV Photovoltaic capacity</p> <p><b>14-36%</b> Energy cost savings demonstrated over the baseline case</p> <p><b>950+ EV</b> Charging points provided till date</p>



**36 buildings**  
LEED/IGBC Gold/Platinum certified/pre-certified (35 green certified; 1 pre-certified)


**4**  
Business Parks awarded Five Stars by British Safety Council

**4**  
Awards won at forums<sup>1</sup>

<sup>1</sup>• Most Environment-Friendly Commercial Space at the Realty+ Conclave and Excellence Awards 2020 West for Mindspace Airoli West  
• Environment-Friendly Project of the Year, Commercial (national) to Mindspace Business Parks REIT at the Estate Awards, by Franchise India  
• Most Environment-Friendly Commercial Space for Commerzone Porur, Chennai at the Realty+ Conclave and Excellence Awards 2020, South  
• Commercial Project of the Year for Gera Commerzone, Kharadi at the Realty+ Conclave and Excellence Awards 2021, Pune

TOWARDS A GREENER FUTURE (CONTD.)

FOCUS AREA	INITIATIVES	OUTCOMES
 <p><b>Waste processing</b></p> <p><b>Objectives</b></p> <ul style="list-style-type: none"> <li>• Drive the three R's—reduce, recycle, reuse in our operations, right from the construction stage to occupancy and beyond</li> <li>• Efficient wet and dry waste management</li> </ul>	 <p>Advanced waste composting at our business parks.</p> <ul style="list-style-type: none"> <li>• <b>Under-construction stage</b> <ul style="list-style-type: none"> <li>» 80-100% construction waste generated across our green buildings is intelligently reused, reducing burden on the city infrastructure and dumping grounds</li> <li>» Debris generated is logically used within the campus itself</li> </ul> </li> <li>• <b>Upon occupancy</b> <ul style="list-style-type: none"> <li>» Wet waste is composted, converted to manure and used for landscaping within the campuses, as part of the integrated sustainable waste management program. Backed by the success of waste recycling across several of the Business Parks, the installation of organic waste composters are underway across all our parks. It is designed to assemble all cafeteria and food waste to a central location and convert it into manure</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>» Invest in educating our support staff and sensitizing tenants on waste segregation at source, converting food waste to compost using Organic Waste Convertors (OWC) and using them in landscape areas</li> <li>» Undertake vermicomposting and leafmold composting of horticulture waste</li> <li>» Horticulture waste used as mulching material to reduce water consumption and increase soil fertility</li> <li>» All non-compostable waste is sent to State Pollution Control Board (SPCB) approved recyclers</li> <li>» Hazardous waste and e-waste sent to SPCB-approved recyclers</li> </ul>

 <p><b>Water management</b></p> <p><b>Objectives</b></p> <ul style="list-style-type: none"> <li>• Optimize water efficiency through multiple initiatives</li> <li>• Lower water wastage to reduce sewage volumes and water bills, and reduce dependency on municipal water</li> </ul>	<ul style="list-style-type: none"> <li>• Real-time monitoring is regularly undertaken for each sewage treatment plant. More recent projects have seen interventions through IoT and sensors, to check quality of the recycled and treated water.</li> <li>• Following best practices such as rainwater harvesting, water recycling and reuse of treated water for flushing and gardening, low-flow fixtures, and sensors which monitor the inlet-outlet of all water sources</li> </ul>	<p><b>30-95%</b></p> <p>Potable water saving across green buildings</p>
--	---	---



Efficient water management systems using Sewage Treatment Plant (STP) technology at our business parks

**INSTALLED ENHANCED STP TECHNOLOGY TO IMPROVE WATER QUALITY AND PLANT EFFICIENCY**




Regular assessments are undertaken, to ensure existing buildings meet with the most recent water quality norms, while also meeting evolving variations in water supply and demand.

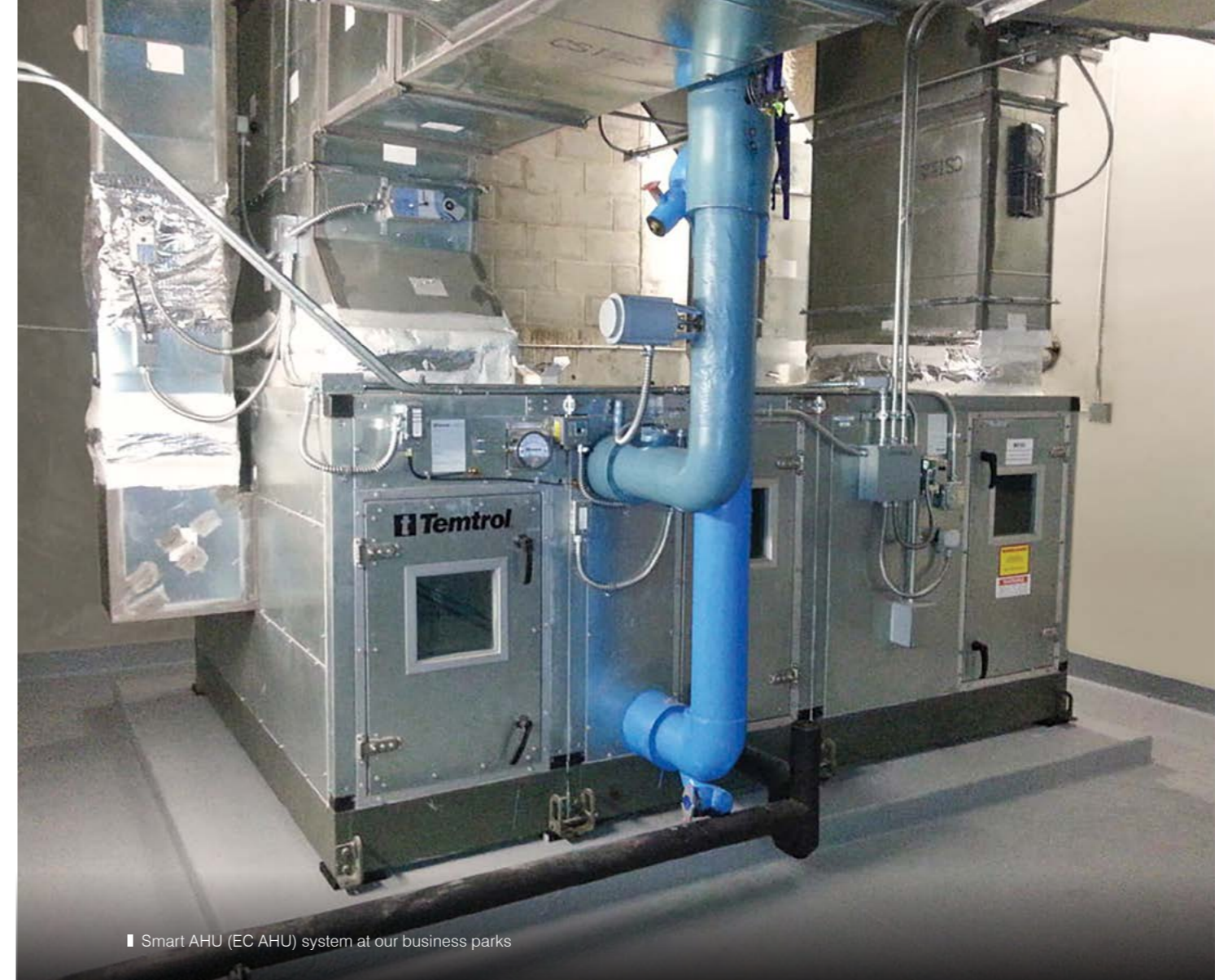
The results of the assessment led to strategic interventions in the STP technology. A holistic approach led to changing the technology from Mixed Bed Bio Reactor (MBBR) to Membrane Bio Reactor (MBR). This was accompanied with a detailed study of the existing equipment, wherein, relevant equipment was retrofitted with the MBR process.

The interventions led to successful automation of the BMR.

With the endeavor to deliver seamless and optimal performance, a three year O&M contract has been activated. This assures sustainable and compliant water quality, along with augmented plant efficiency.

**TOWARDS A GREENER FUTURE (CONTD.)**

FOCUS AREA	INITIATIVES	OUTCOMES
 <p><b>Air quality administration</b></p> <p><b>Objectives</b></p> <ul style="list-style-type: none"> <li>Active administration of air quality, to achieve significant and measurable health and financial benefits to the occupants of Business Parks</li> <li>Keep the air pollution tolerance index within control</li> </ul>	<ul style="list-style-type: none"> <li>Factor in a wide range of indoor air quality parameters right at the design stage of buildings as per the international codes such as ASHRAE 62.1, e.g.:                             <ul style="list-style-type: none"> <li>Minimum Efficiency Reporting Value (MERV) 13/ (MERV) 8 rating filter in all Air Handling Units (AHUs), for Green Buildings</li> <li>CO<sub>2</sub> monitoring</li> <li>Use of low Volatile Organic Compounds (VOC) paints, materials and coatings, among others</li> </ul> </li> </ul>	<p><b>30%</b> More fresh air than mandated by ASHRAE standard 62.1-2004 across 33 green buildings</p>
 <p><b>Urban farming</b></p> <p><b>Objectives</b></p> <ul style="list-style-type: none"> <li>Enhance tenant engagement by providing them with an avenue to unwind, through urban farming</li> </ul>	<ul style="list-style-type: none"> <li>The urban farm at the Mindspace Airoli East campus acts as a breakout area for tenants during their time-off, helping them rejuvenate and unwind</li> </ul>	<p>An assortment of plants and herbs are grown at the farm. These include vegetables, fruits, flowering, medicinal and aromatic plants.</p>
 <p><b>Others</b></p>	<ul style="list-style-type: none"> <li>Implemented the concept of Biophilia, by which, we have integrated outdoors with the indoors.</li> <li>Some of the initiatives include a 5 acre landscape garden at the level of the springing of the buildings. This</li> </ul>	<p>allows for the external space to spread within the building, and vice versa.</p> <ul style="list-style-type: none"> <li>In keeping with the concept, meeting areas, seatings spaces and several other features are curated to encourage employees to work amidst nature.</li> </ul>



Smart AHU (EC AHU) system at our business parks

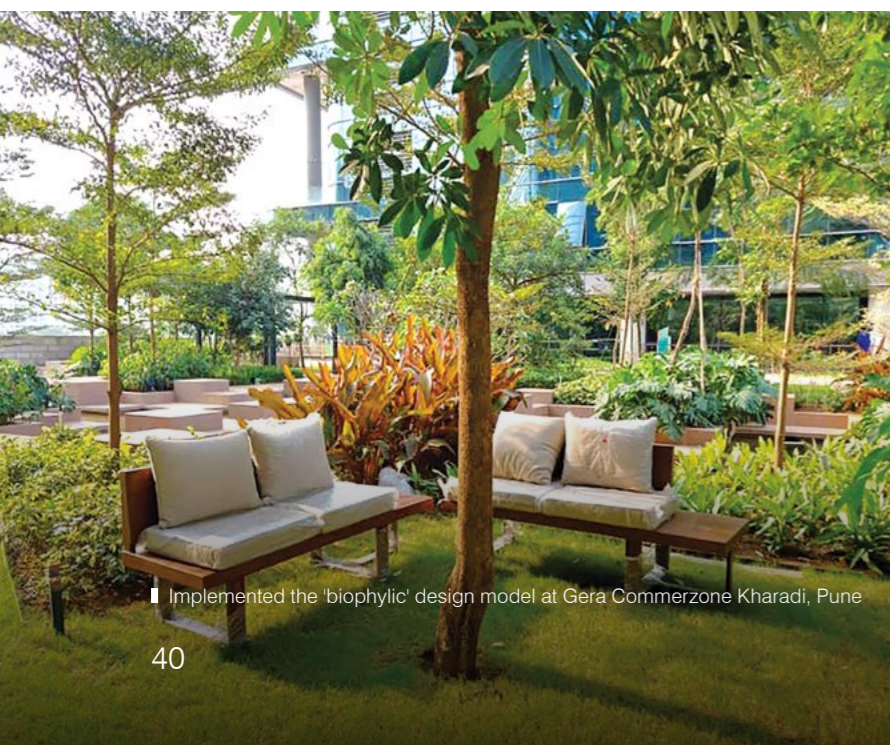
**INSTALLED SMART AHUS TO OPTIMIZE PERFORMANCE**

At Mindspace Business Parks REIT, we continuously monitor the efficiency, breakdown history and maintenance of AHU equipment to ensure zero interruptions in the process flow.

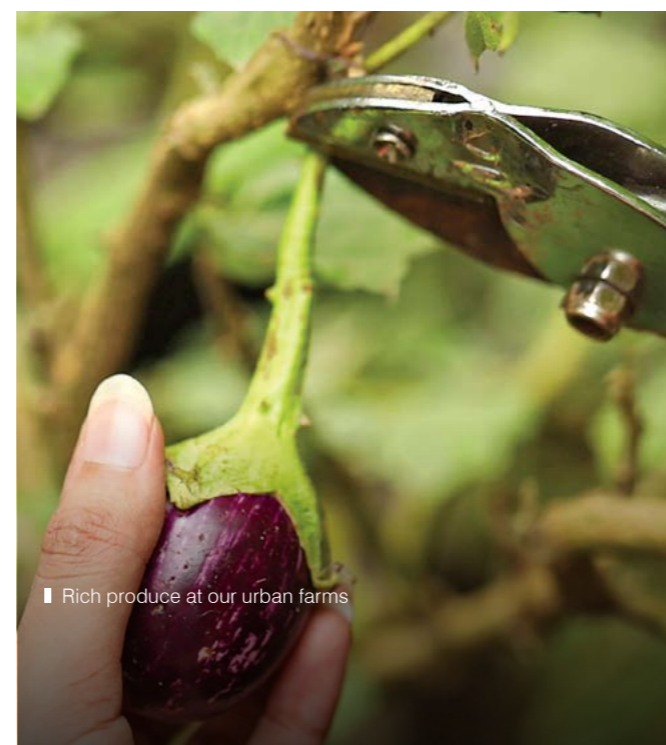
The buildings at Mindspace Airoli East are equipped with induction motor-based AHUs. Conventional blowers have been replaced with electronically controlled shaft mounted blowers to ensure optimized outcomes. The system is without any drive mechanism, which increases the operational efficiency by minimizing the transmission losses. The Smart AHU do away with Variable Frequency Drive (VFD), three-phase starter panel and belt and pulley mechanism, and occupies less floor footprint.

As part of the larger infrastructure enhancement strategy, we have successfully hosted a demonstration on the Proof of Concept (PoC) and are in the process of executing a phase wise transformation.

This has resulted in energy savings, increased reliability and optimized outcomes.



Implemented the 'biophilic' design model at Gera Commerzone Kharadi, Pune



Rich produce at our urban farms

## Social

# Building a culture of safety and inclusivity

Human resources comprises the knowledge and skills of an organization’s employees that can be used to advance its goals. Human resources and business growth have a strong correlation. At MindSpace REIT, our people form the bedrock of our success story. We are committed to providing them with a nurturing and growth-oriented work environment, enabling them to bring their best to work, each day. Our people policies and engagement initiatives are designed to drive holistic development.

### Human resources



<sup>1</sup>Including Investment Managers and SPV's of MindSpace Business Parks REIT.



### EMPLOYEE ENGAGEMENT AND WELL-BEING:

At MindSpace REIT, we undertook several employee engagement activities during the year, including health and well-being initiatives.



Our efforts to ensure safety of our people.

### SUPPORTED OUR EMPLOYEES DURING THE PANDEMIC

- Launched an initiative, titled '**ReachOut**' with the objective of promoting employee mental health and well-being, in association with 1to1help. This is an entirely company-sponsored initiative wherein employees were given access to seek professional counselling on 1to1help platform for themselves and their families
- Partnered with **Ekincare**, for employees to seek doctor consultation via the app, in times of need. Employees were provided with medical advisory services, home isolation guide for employees who tested COVID positive and nutritionist assistance, among other services
- Launched '**Doctor on Call**' for employees and their families to reach out to a doctor from the comfort of their homes
- Extended the **Group Medical Insurance** to include the cover for COVID-19 for employees and their families
- Organized various team building activities like **#BeingProductiveInCOVIDTimes** wherein we asked employees to share pictures on their innovative ways of completing household chores or spending fun and quality time with family
- **Hosted employee engagement programs** like Art of Living, Online Yoga, Cookery Classes, among others
- Partnered with NGO GreenPeace to join their webinar '**Phenko Mat**' on recycling used household items, to further sensitize employees on sustainability
- **Launched VOICE**— Valuing Our Internal Customer Experiences—an Internal Customer Survey, with the proposition that every employee is an internal customer. Employees were encouraged to voice their opinions and rate fellow teams on certain parameters, aimed to increase team productivity and efficiencies. Employees were also encouraged to share ideas on cost optimization measures and to improvise our existing practices and processes
- The promoters addressed the employees in virtual townhalls, encouraging open and transparent communication
- Adopted a digital route to learning with a dual focus agenda – driving some key functional and behavioral learning themes and focusing on mental health. Learning sessions were conducted across levels with several learning options – like **TED Talks, e-books and open virtual learning webinars**, among others
- Several webinars were conducted to undertake **functional/technical training**, covering different topics
- Implemented several **digitalization initiatives** which aided in remote working environment
- Digitalized several people processes from hiring, to welcoming them virtually with an **e-induction module**, to transitioning the new joinees into a work from home module
- Migrated to **Document Management System (DMS)** which reduced our dependence on physical copy of documents
- Organized **vaccination camps** across locations for eligible employees in a safe and controlled environment

## Making 'return to office' seamless and safe

To suit new COVID norms, we focused on **modification of workspaces** to ensure social distancing norms and highest safety precautions

Launched a comprehensive **'Back to Office'** employee guidebook to make them familiar with the work protocols and precautionary measures at work

**Launched Carpool** - an online platform to assist employees in their travel to office by pooling rides with their colleagues, while keeping the headcount per car at two people maximum

### REACHED OUT TO LABORERS DURING THE PANDEMIC



Food distribution to labourers at sites



Taking care of our laborer's children

**Location:** Across sites

During the nationwide lockdown, migratory laborers across the nation faced immense challenges to even source basic necessities such as food and lodging facilities. Unable to make both ends meet, they started migrating to their native places in massive numbers.

At MindSpace REIT, we provide proper lodging, clean drinking water, toilets and sanitation facilities to laborers to ensure they were well taken care of. We also reached out to them during the pandemic, and ensured availability of food, adequate medical aid and sanitized living spaces at our sites.

### ENSURED WELFARE OF WORKERS AT OUR PROJECT DEVELOPMENT SITES

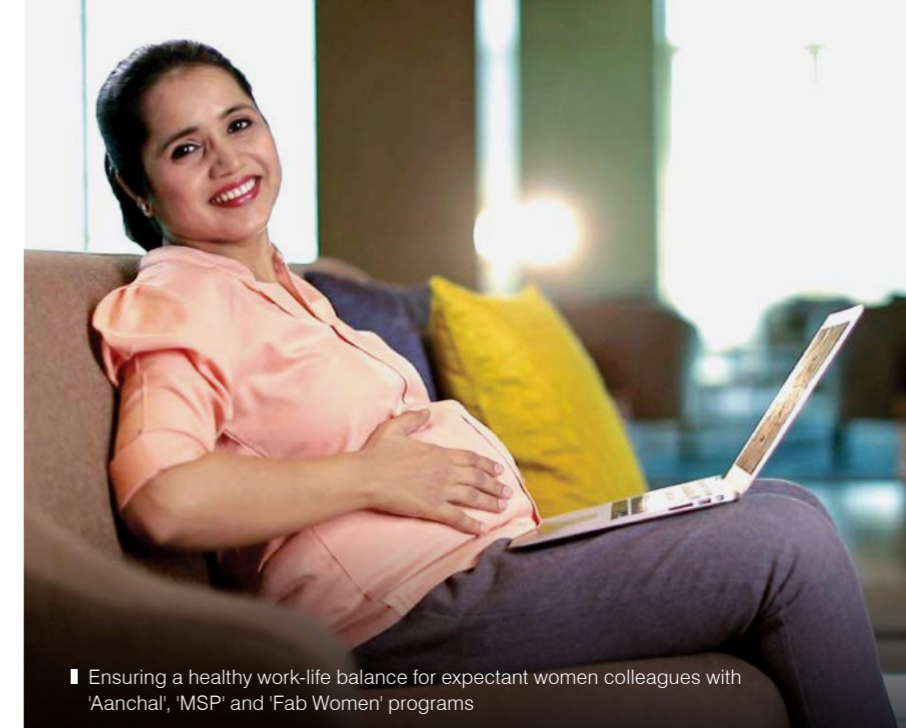
We invest in the welfare of the last mile laborers and their families. We have zero tolerance towards having children at the worksites and at the same time, we understand that they need to be kept safe and happy, while their parents are at work. To enable the health and safety of our laborers' children, we have partnered with NGO Mumbai Mobile Creches, which provide quality education, mid-day meals and healthcare facilities to the children. During the pandemic, we provided medical aid, food, and shelter, and conducted regular health checks at our sites.

### DIVERSITY AND INCLUSION

We endeavor to create an environment that embraces differences and fosters a gender agnostic and equitable work culture. A diverse workforce brings different perspectives to the table. Integrating diversity and inclusion strategies in recruitment, performance management, leadership assessment, and training is at the core of our actions.

We have developed programs to identify talent irrespective of the gender, and groom them for suitable roles across various departments. Formulating a leader development strategy to identify capabilities and talent across the organization is critical for creating a culture of inclusiveness.

Further, we empower our women employees to balance their work and life priorities through initiatives like 'Aanchal' – Maternity Support



Ensuring a healthy work-life balance for expectant women colleagues with 'Aanchal', 'MSP' and 'Fab Women' programs

Programme, FAB Women – platform for discussion on women-centric topics, flexi-hours, work from home and sabbaticals. Women employees who return from their maternity break were part of the financial year. They also stand a fair chance to be reviewed on merit and considered for an increment.

Our learning and development programs address topics like subconscious bias and how to engage with people having different sexual orientation. We train managers to exhibit behaviors that show inclusivity as a core competency.

We have also introduced 'The Pride Side' policy, fortifying a non-discriminative and transparent environment at the workplace. The policy embraces gender differences and prohibits any form of discrimination based on sexual orientation and gender identity. It also covers financial support in gender reassignment surgery and professional counselling sessions as a part of the policy.

### LEARNING AND DEVELOPMENT

Performing every detail with excellence is what separates the great from the good. We strive to build a high-performing team with all-round excellence. In achieving this, we embarked on a journey of inculcating impactful performance and enhanced soft skills across all levels. We introduced the following initiatives to build this specific culture:

- Stay strong, stay positive
- The power of design thinking
- Yoga for holistic health
- Communicating with impact communication styles
- Look good and make impression virtually

- Anti-corruption policy training
- Business storytelling
- Emotional intelligence program
- Leading teams for success: Accountability and collaboration
- Mindset matters
- Physical and emotional well-being for women
- POSH training
- Prohibition of insider trading

**320+ hours**  
Total training person hours across all levels (permanent employees) during FY21

We have a robust compliance monitoring framework, and employee education on compliances, is an integral part of this framework.



## Social

# Building a better community

Social resource is all about using the power of relationships and networks to drive business growth or social transformation. At MindSpace REIT, we relentlessly strive to maximize our positive social impact by integrating and internalizing community service into business operations.

### Social and relationship resource



Empowering education by distribution of books and setting up libraries with 'Room to Read'.






DEEDS aiding differently abled students to learn basic English.

### NURTURING COMMUNITY ASPIRATIONS

We work together with local communities through various formal and informal initiatives. This helps us understand their needs and concerns, identify the most effective way to address them, carry out impact assessment of the initiatives and further customize our CSR programs. We partner with government agencies and NGOs, among others, for effective implementation of our various CSR pursuits.

### WIDENING OUR SOCIAL IMPACT

FOCUS AREA	CONTRIBUTIONS	OUTCOMES
 <p><b>DEEDS Public Charitable Trust</b></p> <ul style="list-style-type: none"> <li>» DEEDS runs basic English literacy course for deaf students across schools in Mumbai and the nearby suburban areas</li> </ul>	<ul style="list-style-type: none"> <li>• Students from class V to X benefit from the English literacy sessions, each year</li> <li>• The initiative employs differently abled teachers to teach the children, for best impact</li> </ul>	<p><b>10 hearing-impaired teachers</b> Benefited from the program<sup>1</sup></p> <p><b>150 students</b> Benefited from the program</p>
 <p><b>Room to Read</b></p> <ul style="list-style-type: none"> <li>• Providing quality education to marginalized students</li> </ul>	<ul style="list-style-type: none"> <li>• Set up libraries across municipal schools during the first year of the program</li> <li>• Distributed books across schools in Mumbai during the year</li> <li>• Distributed literacy kits containing stationery items</li> </ul>	<p><b>17</b> Libraries set up</p> <p><b>2,500 students and 105 teachers</b> Benefited through distribution of 12,149 books across 17 schools</p> <p><b>2,152</b> Literacy kits provided to students</p>

FOCUS AREA	CONTRIBUTIONS
 <p><b>Erehwon Orbit Shift Foundation</b></p>	<p>Financial contributions to Erehwon Orbit Shift Foundation aided the central government in its initiative, named Atal Innovation Mission (AIM). AIM is one of the most prominent initiatives of the Government of India which aims to create and promote a culture of innovation and entrepreneurship throughout the country.</p>
<p><b>United Way of Hyderabad</b></p>	<p>Funded the fellowship of talented table tennis players through the partners</p>

We focused our initiatives this year toward COVID-19 relief. We contributed to the state governments' relief funds, government-run COVID Hospitals and Police Foundations. Funds were also channelized towards Parkinson's Disease and Movement Disorder Society (PMCMS).



Durgam Cheruvu Lake, post our makeover interventions.



**DURGAM CHERUVU LAKE, HYDERABAD**

We endeavored on a fruitful and sustained partnership with Telangana State Industrial Infrastructure Corporation (TSIIC) Limited and Greater Hyderabad Municipal Corporation (GHMC) to maintain the lake, that we had converted from an algae-ridden waterbody to a healthy one.

**FY21 focus:** To ensure upkeep of the upgradation and makeover undertake, we invested time and effort in ensuring the area was maintained, despite challenges from the pandemic.

**Objective of the project at start:**

- Create a working and active waterfront development
- Ensure the existing fabric of the area is unaltered
- Protect and enhance the biodiversity of the Lake and its surroundings
- Adopt an ecologically sensitive approach to proposed interventions
- Adopt a low-carbon footprint approach

**The project was completed in two phases:**

- **Phase I:** We initiated cleaning and maintenance of the lake to avoid hyacinths to re-surface
- **Phase II:** We created a 2.5 km jogging and cycling track around the lake, with a central median for benches and signboards situated in between the two tracks. We also created a play area for children, yoga corner, kiosks and toilet facilities around the lake

**WORDS OF ACKNOWLEDGMENT FROM OUR NGO PARTNERS**



Thank you for supporting us in these trying times, especially when the pandemic has wrecked havoc in the country. By supporting us you have believed in our cause of making the deaf financially self-reliant and help them contribute to the mainstream society by educating them, enabling them and thus, empowering them by giving them suitable placements.

**Pratibha K. Rao,**  
Chief Operating Office,  
DEEDS Public Charitable Trust



At Room to Read, we feel honored to partner with Mindspace to bring quality educational opportunities to children in the underserved communities in India. We thank you for your continued commitment towards our mission of aiding in child education and gender equality in education.

**Sourav Banerjee,**  
Country Director,  
Room to Read India



We want to acknowledge team Raheja in their efforts to come forward and join hands with us in lake and ecological conservation in Hyderabad. We appreciate the positivity with which you brought together the community, NGOs and environmentalists for the beautification of Durgam Cheruvu

**Hari Chandana Dasari,**  
Additional Commissioner (CSR), Greater Hyderabad Municipal Corporation



All thanks to the timely funding, the mission to transform the impact of ATL<sup>1</sup> has gotten off to a flying start and we are on track. What we, especially value and respect is the conviction of Raheja Builders to support a pioneering project of this nature”

**Rajiv Narang,**  
Erehwon ORBIT-SHIFT Foundation

<sup>1</sup>Atal Tinkering Labs

# Keeping tenants engaged and motivated

The year was marked by unforeseen circumstances arising from the global pandemic. Amid this situation, we realized that tenant engagement is going to play a pivotal role in keeping them motivated throughout the year.



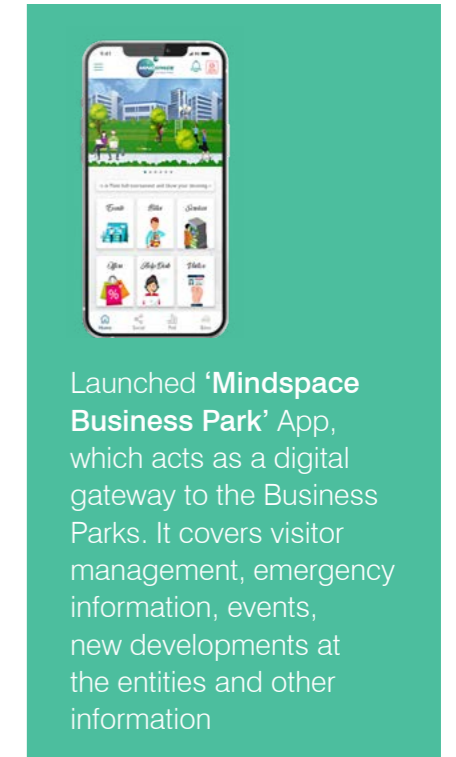
Glimpse of our 'HIIT' wellness program for tenants

**TENANT ENGAGEMENT INITIATIVES**

- Participated in industry webinars on topics like 'The changing dynamics of the workplace', 'Rebuilding the construction sector' and 'Leveraging benefits of REITs in the new era', among others, to create brand awareness, thought leadership and engage with existing and prospective tenants and industry bodies

- Initiated employee engagement journey digitally with #MindspaceMeetups, wherein we organized digital weekend engagement initiatives for the people working across our parks such as dance, fitness and cooking
- Disseminated mailers communicating about our recognition for safety amidst the pandemic with the help of the British Safety Council certifications among the tenants

- Focused on social media by putting up multiple updates during the lockdown period. We further continue to post at least twice a week on our handles, giving out crucial information, celebrating special occasions, or posting topical news and brand information
- Introduced contactless entry for the people working across our Parks with the help of the Mindspace Business Parks App. The first 500 people to download the app were also gifted free masks. Further, people could also setup visitor requests through the app



Launched 'Mindspace Business Park' App, which acts as a digital gateway to the Business Parks. It covers visitor management, emergency information, events, new developments at the entities and other information

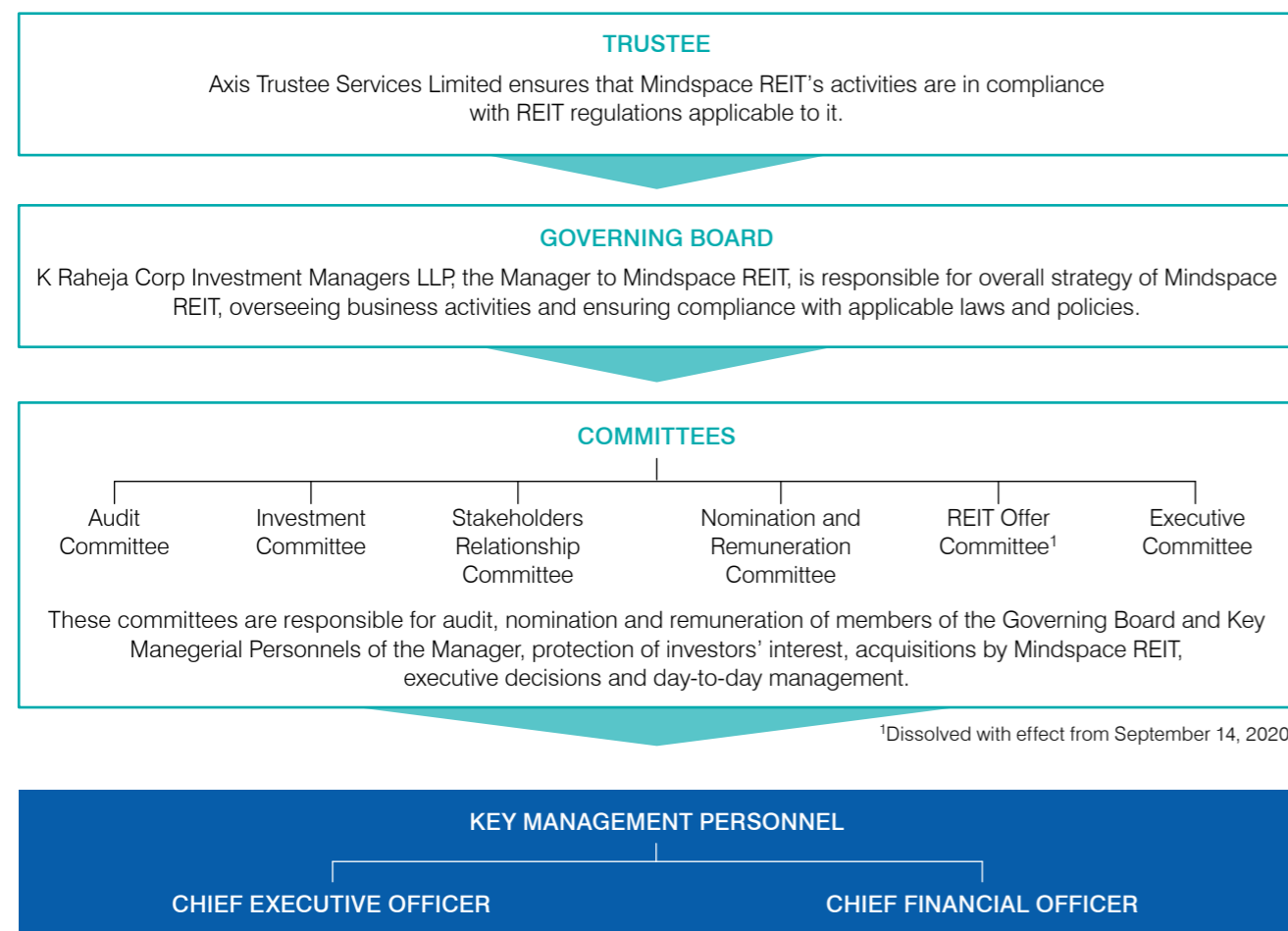
## Governance

# Ensuring transparency and accountability



Accountability, fairness and transparency with all its stakeholders are the guiding principles of governance framework of Mindspace Business Parks REIT aimed at creating sustainable and long-term value for its stakeholders. The Governing Board oversees the implementation of strategies, conducts periodic reviews vis-à-vis set objectives, and suggests course correction in case of deviations.

### CORPORATE GOVERNANCE FRAMEWORK



Our Manager ensures timely and efficient compliance by implementing robust systems, processes and policies.

Our policies can be accessed here: [www.mindspacereit.com/the-manager/#page4](http://www.mindspacereit.com/the-manager/#page4)

We believe a firm governance structure plays a pivotal role in managing our business, drive performance and create value responsibly. The various processes, policies and trainings set the foundation for delivering on our ESG priorities and assessing the way forward for the business.

Our Board diversity, training on governance practices and governance-related focus areas are listed and detailed here:

#### A DIVERSE BOARD

Comprises experts from tax, regulatory, investment banking and other domains

Marked by age diversity

#### BOARD'S INVOLVEMENT IN STRATEGY AND POLICY FORMULATION

- Decides the priorities, sets goals and objectives for the management
- Considers and approves management proposals around strategy, policies and budgets
- Oversees implementation of the strategy by the management through periodic reviews
- Considers and approves the business plan and assesses deviations thereof

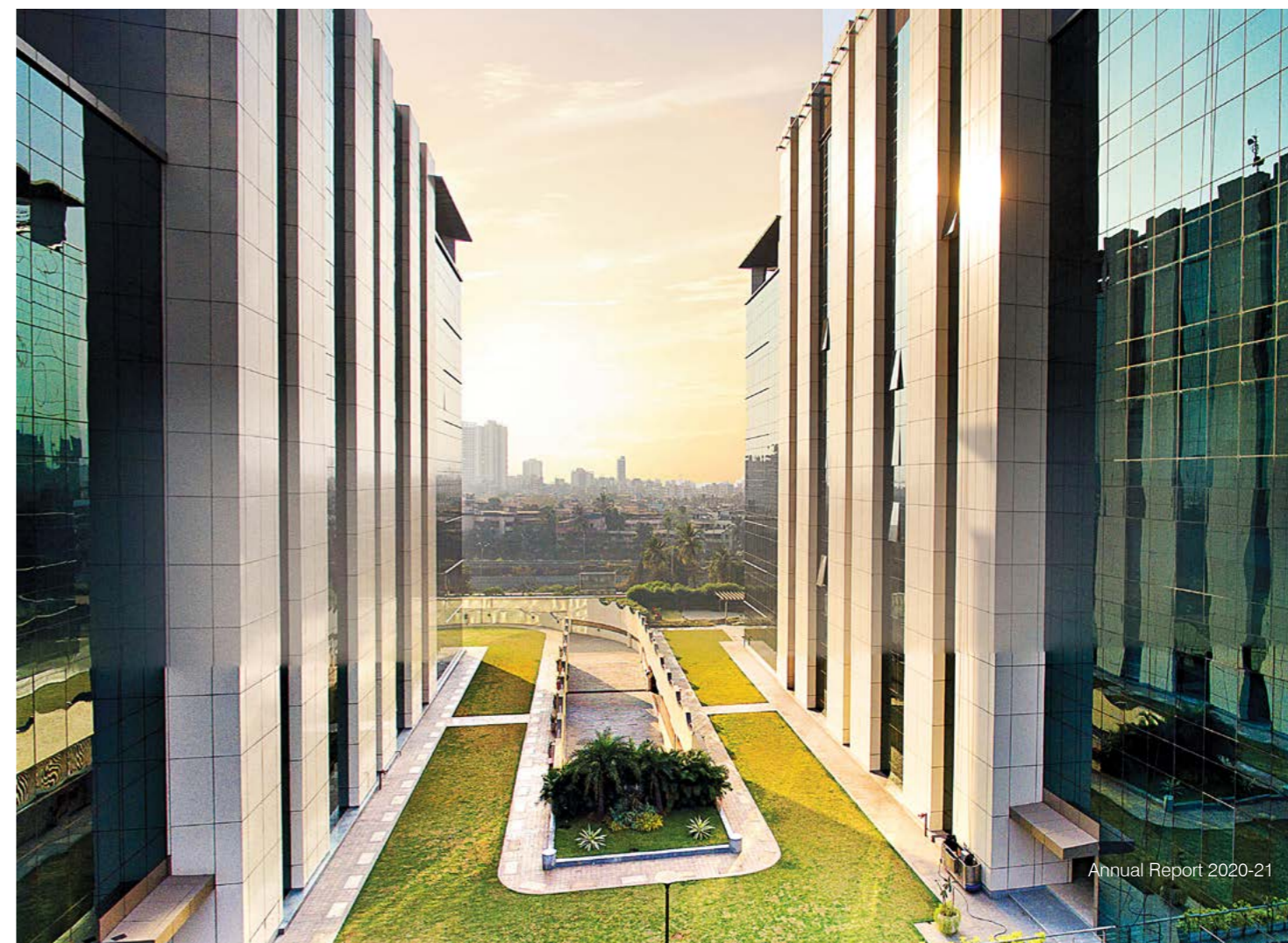
#### ENSURING INDEPENDENCE OF THE BOARD

- 50% of the Governing Board is independent
- Majority members of all the Committees of the Governing Board including the Chairperson, except the Stakeholders' Relationship Committee, are independent
- Independent valuer undertakes valuations of all properties on half yearly basis

- Sponsors and sponsor group are prohibited from voting on related party transactions in which they are interested

#### ADOPTION OF FAIR ACCOUNTING AND BUSINESS PRACTICES

- Appointing statutory auditors and internal auditors from the 'Big four accounting firms'
- Mindspace REIT and Asset SPVs have adopted Related Party Transactions (RPT) policy as per which all RPTs are undertaken at arm's length and in compliance with applicable laws. These are approved by the Audit committee of Mindspace REIT and disclosed to stock exchanges where units of Mindspace REIT are listed, and to unitholders
- Detailed quarterly financials prepared and disclosed to stock exchanges



## Industry landscape

# Grade A office market overview

India's office real estate landscape has changed significantly from standalone buildings with no amenities to large corporate parks with focused amenities. Developer's focus on Grade A commercial developments, support by institutional investors and increasing demand from multinational tenants led to the onset of this trend.

These new-age parks offer amenities such as cafeterias, conference room facilities and multi-purpose sport courts, among others. We also see the focus shifting to developing sustainable workspaces which are equipped with stringent safety norms. Due to better amenities for occupiers and scalability options, the larger campuses tend to command a premium over standalone buildings and enjoy a higher and more stable occupancy and

attract superior tenants and are also preferred by the millennials.

The office market in India is driven by access to cost-effective, English-speaking, skilled labor at unmatched scale. The office market comprises various sub-segments such as IT, commercial and Special Economic Zones (SEZs).

### EVOLUTION OF INDIAN OFFICE MARKET

Period	Pre-2000	2000-2007	2008 onwards
<b>Key tenants</b>	<ul style="list-style-type: none"> <li>Industrial houses</li> <li>Banks</li> <li>Government bodies</li> <li>Corporate headquarters</li> </ul>	<ul style="list-style-type: none"> <li>Financial services</li> <li>Technology companies, back-offices, call centers</li> </ul>	<ul style="list-style-type: none"> <li>GCCs</li> <li>Frontliners of technology development</li> </ul>
<b>Building type</b>	<ul style="list-style-type: none"> <li>Small standalone building</li> <li>Small floor plates</li> <li>Limited scalability options</li> <li>Largely occupier owned</li> </ul>	<ul style="list-style-type: none"> <li>Campus-led developments</li> <li>Emergence of leasing as a favorable option by occupiers</li> <li>Demand for scalability options</li> </ul>	<ul style="list-style-type: none"> <li>Developments with superior amenities</li> <li>Large floor plates</li> <li>Focus on governance</li> <li>Green sustainable buildings</li> </ul>

**45%**  
India accounts for 45% of Global GCCs

**1,400**  
GCCs

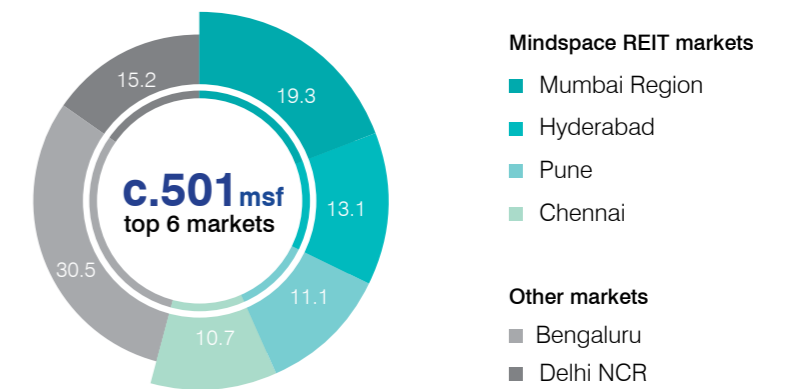
**81%**  
Lower cost structure than US Tier-II cities

Source: India Commercial Real Estate Overview report by Cushman & Wakefield dated June 08, 2020 and May 04, 2021.

### PRESENCE IN BEST PERFORMING MICRO MARKETS

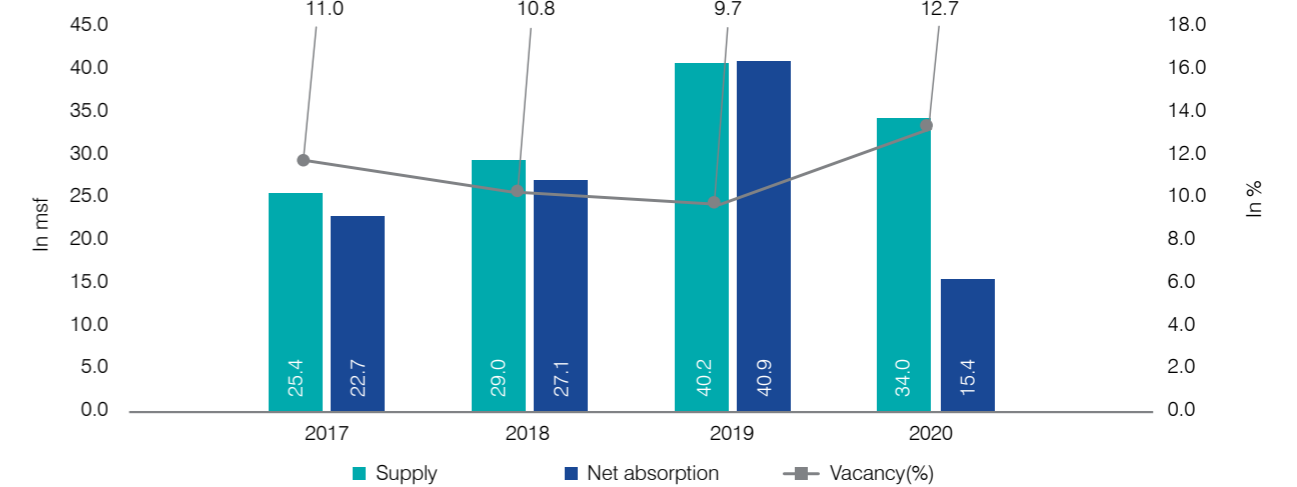
Top six markets in India comprised c. 501 msf of Grade A completed stock as of December 31, 2020. MindSpace REIT is present in four of the top six markets (Mumbai Region, Hyderabad, Pune and Chennai). Net absorption during CY20 stood at 15.4 msf, our micro-markets constituted 61.9% of the net absorption during the year. These cities have exhibited strong underlying growth fundamentals such as economic and employment growth, diverse pool of tenants, educated workforce, robust transportation infrastructure and favorable demand and supply trends.

### COMPLETED STOCK FOR TOP 6 MARKETS (%)



### TRENDS IN TOP SIX INDIAN MARKETS

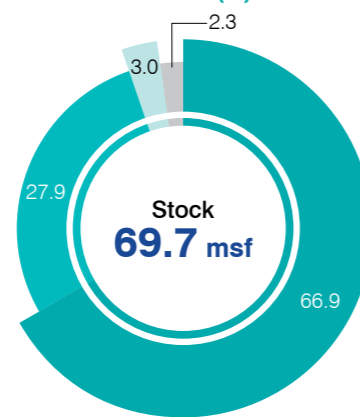
Supply, net absorption and vacancy analysis



### HYDERABAD

The growth in Hyderabad city's economic base (primarily establishment of technology sector) has altered the real estate dynamics in the city. Positive commercial outlook of the city, expansion of existing tenants within the city and entry of new tenants during 2015-2019 has led to compression in vacancy levels. The technology and financial services sectors are the key demand drivers.

### COMPLETED STOCK (%)



- Madhapur
- Gachibowli
- Peripheral East
- Others

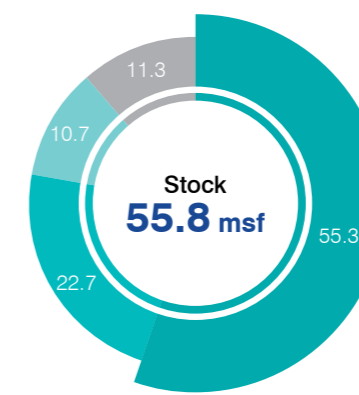
Note: The highlighted areas denote Mindspace REIT micromarkets.

**Peripheral East:** Pocharam and Uppal  
**Others:** Kukatpally, Shaikpet, Towlichowki, Shamshabad

### PUNE

Over the past decade, there has been an influx of IT companies which has changed the face of the city. Also, over the past 2 years, there has been an increase in the number of financial technology firms expanding their base in the city. The key drivers for the market include good quality offices, educated workforce and well-developed social infrastructure.

### COMPLETED STOCK (%)

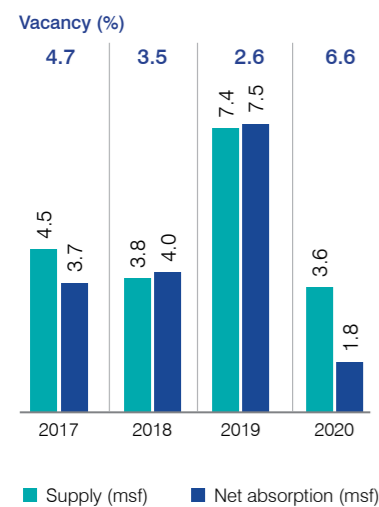


- SBD East
- PBD West
- SBD West
- Others

Note: The highlighted area denotes Mindspace REIT micromarket.

**SBD East:** Kalyani Nagar, Kharadi, Viman Nagar, Hadapsar  
**CBD:** Shivaji Nagar, SB Road, Bund Garden, Koregaon Park, Camp, Boat Club  
**SBD West:** Baner, Balewadi, Aundh, Bavdhan, Kothrud  
**PBD East:** Khondwa, Fursungi, Wanowari  
**PBD West:** Hinjewadi, Chinchwad, Wakad

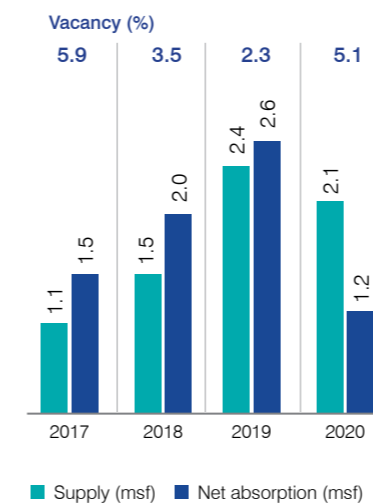
### KEY UPDATES – Madhapur



- Most preferred office micro-market in Hyderabad due to good physical and social infrastructure
- Delay in supply expected for the next 6-12 months
- Pre-commitment levels continue to be strong
- Rentals are expected to remain stable over the next 12 months

## 2 Mindspace REIT assets

### KEY UPDATES – SBD East



- One of the best performing micro-markets of the city
- Presence of strong social and physical infrastructure and proximity to the international airport make it a preferred commercial destination
- Vacancy, albeit at single digit, has increased marginally due to the impact of pandemic
- Rentals held up in CY20 and expected to remain stable over the next 12 months

## 3 Mindspace REIT assets

## LONG-TERM FUNDAMENTALS OF THE OFFICE INDUSTRY REMAIN INTACT

### Short-term headwinds

Deferment of large consolidation	Demand uncertainty to continue for 3-4 quarters	Higher focus on health and safety measures	Gradual recovery expected in leasing activity	Construction delays, limited access to capital to affect future market supply	Rentals broadly estimated to remain unchanged
----------------------------------	---	--	---	---	---

### Medium- to long-term recovery

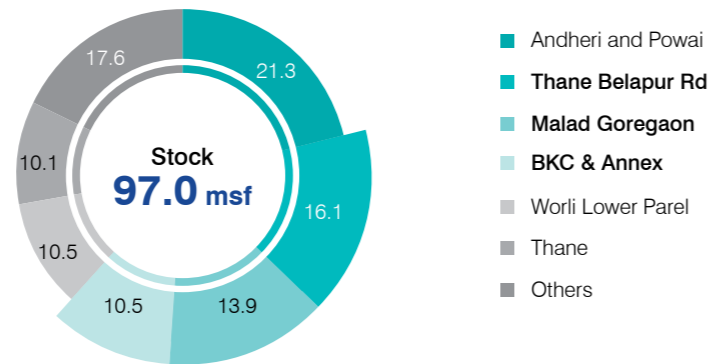
Preference to operate from secured office environments	Global business relocation due to cost advantages and availability of talent pool	Shift to Grade A assets with campus styled development, high on COVID-19 and other health and safety protocols	Upward rental movement expected with a more sustained return of demand
--	---	--	--

Source: India Commercial Real Estate Overview report by Cushman & Wakefield dated May 04, 2021.

**MUMBAI REGION**

Mumbai is India's financial and commercial capital. The presence of vibrant capital and money markets makes the city the first choice of entry for financial services firms. It is also a hub for global in-house centers (GICs)/ captive centers (GCCs) of many investment banks. The technology and financial services sectors are the key demand drivers.

**COMPLETED STOCK (%)**



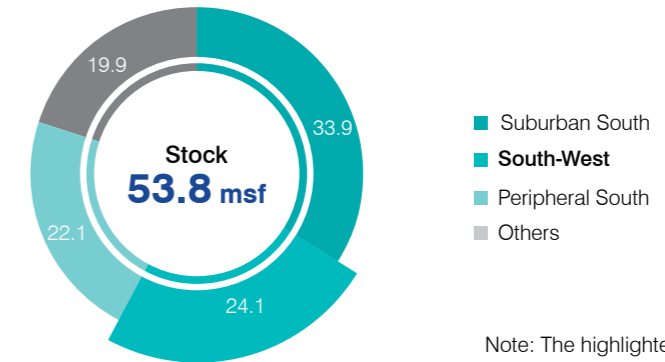
**Eastern Suburbs:** Vikhroli, Kanjurmarg, Bhandup, Mulund;  
**Central Suburbs:** Sion, Chembur, Wadala, Kurla

Note: The highlighted areas denote MindSpace REIT micromarkets.

**CHENNAI**

Demand for commercial office is mainly driven by the technology, Banking, Financial Services and Insurance (BFSI) and healthcare and pharmaceutical sectors. Other demand drivers include skilled talent pool and established institutions, and well-developed social infrastructure.

**COMPLETED STOCK (%)**

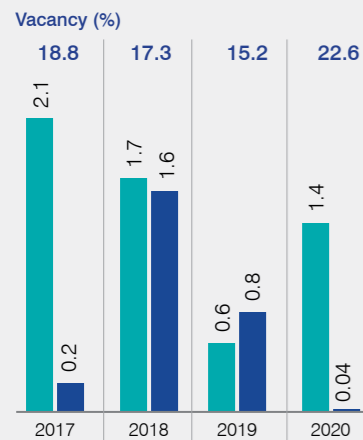


Note: The highlighted area denotes MindSpace REIT micromarket.

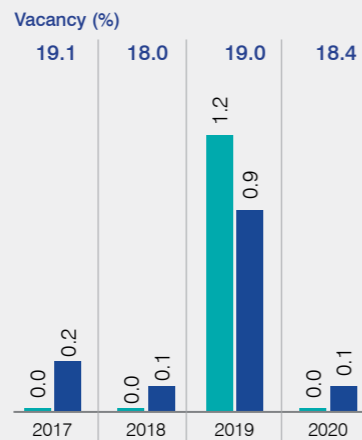
**CBD:** Anna Salai, Nungambakkam, RK Salai  
**Off-CBD:** T.Nagar, Alwarpet, Kilpauk, Egmore, Chetpet, Royapettah, Kotturpuram  
**Peripheral South:** Sholinganallur, Thoraipakkam, Navalur, Siruseri, Padur  
**Suburban South:** Perungudi, Taramani, Thiruvanniyur, Velachery  
**South West:** Guindy, Ashok Nagar, Vadapalani, Manapakkam, Ekkaduthangal, Porur  
**North West:** Ambattur, Padi, Annanagar, Koyambedu, Arumbakkam  
**Peripheral South-west:** Singaperumalkoil, Tambaram, Guduvanchery, Perungalathur, Pallavaram, Pallavaram Thoraipakkam Corridor, Pallikaranai

**KEY UPDATES – MICRO-MARKETS**

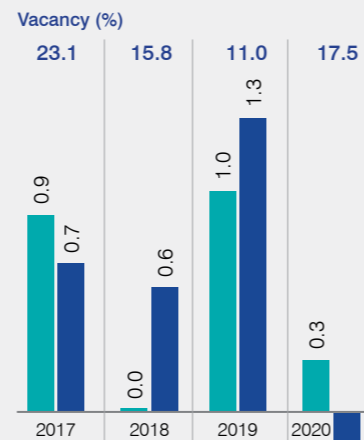
**Thane Belapur Road**



**Malad – Goregaon**



**BKC and Annexe**



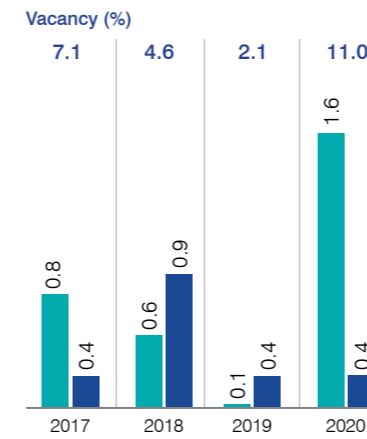
- Established corridor with large commercial/IT developments with proximity to major business, social and transportation hubs
- Witnessing an increasing traction from BFSI companies
- Vacancy is currently high primarily due to new supply and subdued demand

- Demand has significantly increased over the past few years owing to demand from GCCs, technology and professional services companies
- Vacancies have declined steadily through 2017 to 2020 and expected to decline due to high pre-commitments
- Limited supply and sustained demand led to an increase in rentals, although rentals have remained flat in 2020

- Mumbai's financial hub and one of the most established commercial micro-markets
- Rentals have seen moderate correction during the pandemic
- Limited supply possible due to limited availability of land

**4**  
MindSpace REIT assets

**KEY UPDATES – South West**



- Good connectivity and well-developed social infrastructure
- Rents largely remain stable in CY20
- Current demand subdued due to pandemic
- Vacancy expected to come down post an increase in CY20

**1**  
MindSpace REIT assets

Source: India Commercial Real Estate Overview report by Cushman & Wakefield dated May 04, 2021.



## Our properties

# Mindspace Madhapur, Hyderabad

Mindspace Madhapur is Hyderabad's largest Grade A Business Park. The park is equipped with a full suite of high-end support services and amenities. Geographically well placed in the largest micro-market in Hyderabad, the park offers excellent connectivity to various modes of transport including metro, rail, road network and airport.

### TENANT PROFILE

**86** Total tenants  
**56.7%** Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

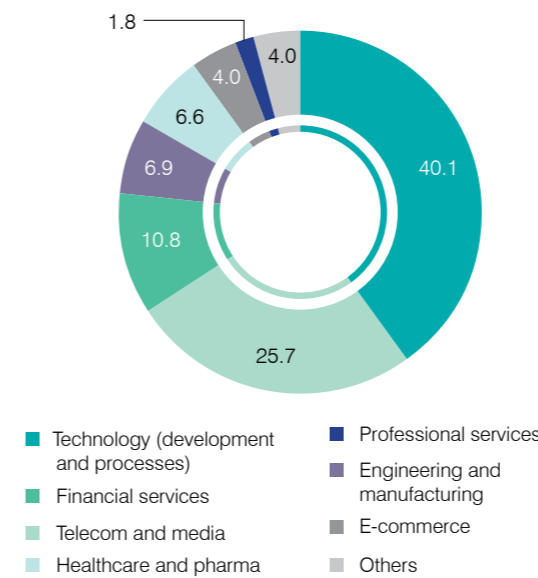
Note: Above information is as on March 31, 2021.



### KEY AWARDS AND RECOGNITIONS

- Five Star Rating from British Safety Council
- IGBC Green Campus certification of Gold Rating in 2018

### TENANT MIX (as a % of GCR)



### TOP 10 TENANTS

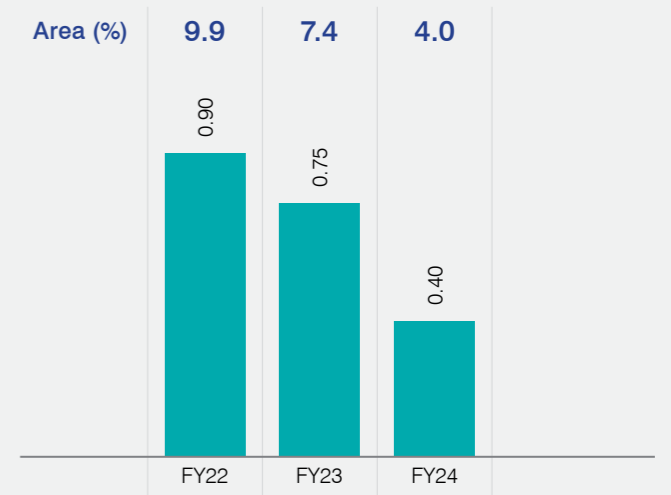
Qualcomm	Wipro
Verizon	UTC
Cognizant	Amazon
BA Continuum	J.P. Morgan
CSC	UHG

Note: Above information is as on March 31, 2021.  
<sup>1</sup>Pertains to 89% ownership of Mindspace REIT

### KEY STATISTICS



### LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)



## Our properties

# Mindspace Airoli East, Mumbai Region

Mindspace Airoli East is the largest business park in Mumbai Region and has transformed the commercial office space in the Thane-Belapur Road micro-market. Strategically located near Airoli Railway Station, it is a significant node of the IT corridor. The micro-market has emerged as the preferred location for office tenants because of its proximity to the large residential catchment areas of Thane and Navi Mumbai, affordable rentals and robust connectivity. The scale of this asset, campus-styled development and ease of connectivity have made Mindspace Airoli East a preferred location for office tenants.

### TENANT PROFILE

**26** Total tenants  
**88.2%** Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

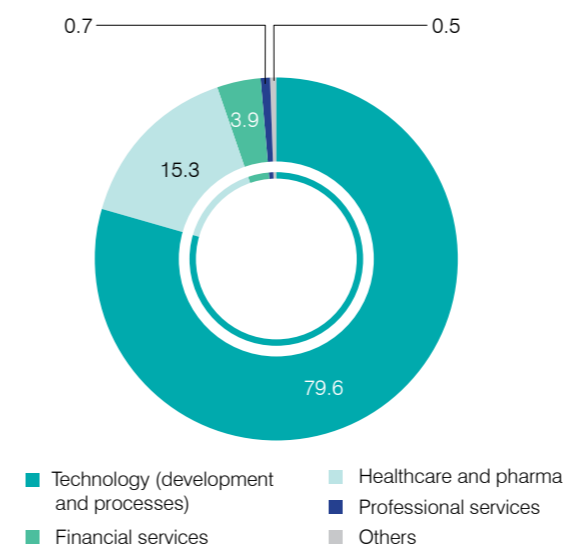
Note: Above information is as on March 31, 2021.



### KEY AWARDS AND RECOGNITIONS

- 'British Safety Council's Five Star Rating
- 'Best Sustainable Project of the Year – Commercial' by Golden Brick Award 2019
- 'Most Environment-Friendly Commercial Space of the Year' by Realty Plus Conclave and Excellence Award 2019
- ISO 45001 certification

### TENANT MIX (as a % of GCR)



### TOP 10 TENANTS

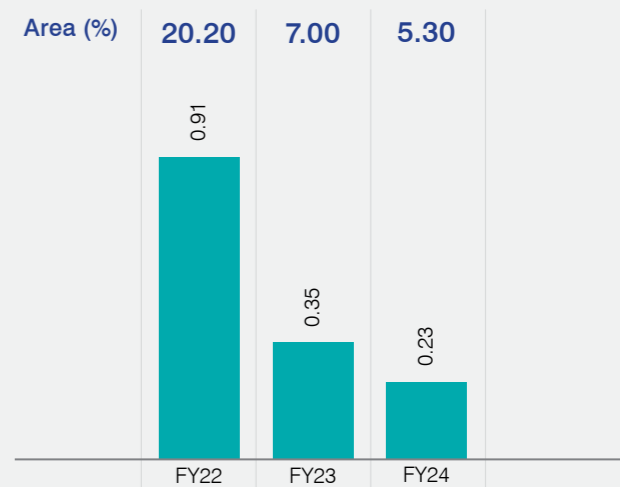
Accenture	Syntel
L&T	eClerx
Cognizant	Inventurus
Wipro	Gebbs
Citius	DST Worldwide

Note: Above information is as on March 31, 2021.

### KEY STATISTICS

- 2007** Commencement of operations
- 50.1 acres** Land size
- 6.8 msf** Total leasable area
- 4.7 msf** Completed area
- 2.1 msf** Future development area
- 91.2%** Committed occupancy
- 4.5 years** WALE
- ₹ 43 billion** Market value
- The Business Park is deemed distribution licensee of power.

### LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)





## Our properties

# Mindspace Airoli West, Mumbai Region

The second largest business park in Mumbai Region, Mindspace Airoli West is located near the Airoli railway station and close to the upcoming international airport. This Business Park provides high-quality infrastructure and amenities with superior support services.

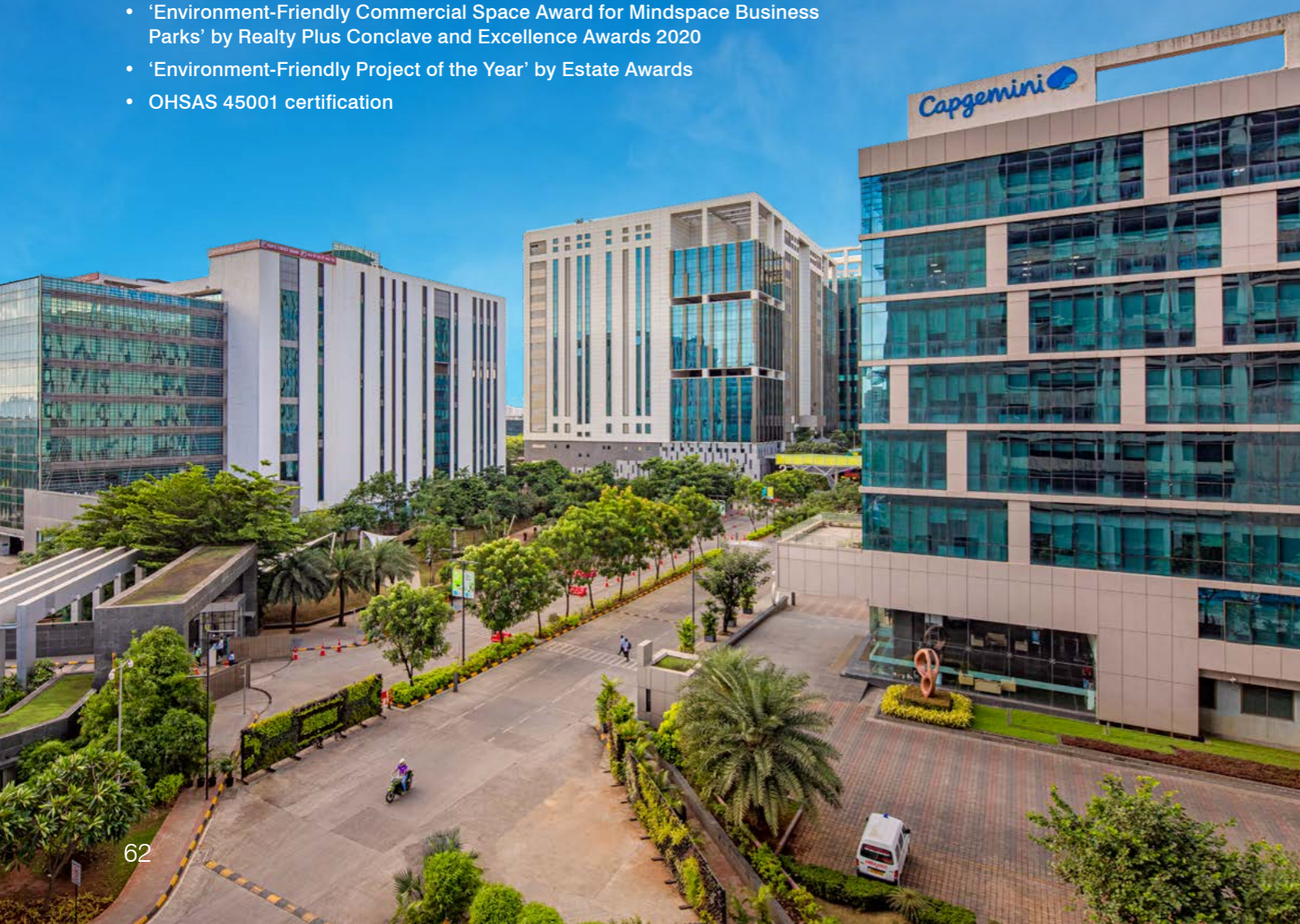


Entered into Agreement with Princeton Digital to lease 0.63 msf for data center

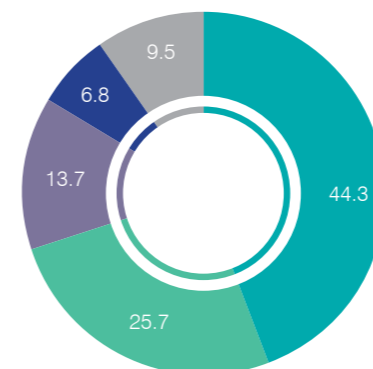


### Key Awards and Recognitions

- 'Sword of Honour' and Five Star Rating from British Safety Council
- 'Environment-Friendly Commercial Space Award for Mindspace Business Parks' by Realty Plus Conclave and Excellence Awards 2020
- 'Environment-Friendly Project of the Year' by Estate Awards
- OHSAS 45001 certification



### TENANT MIX (as a % of GCR)



- Technology (development and processes)
- Financial services
- Professional services
- Engineering and manufacturing
- Others

### TENANT PROFILE

**27**  
Total tenants

**95.7%**  
Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

### TOP 10 TENANTS

Accenture	GeP
Worley Parsons	Atos India
Axis	Alight
Here Solution	IDFC
UBS	CMA CGM

Note: Above information is as on March 31, 2021.

### KEY STATISTICS



**2013**  
Commencement of operations



**50.0 acres**  
Land size



**5.1 msf**  
Total leasable area



**3.5 msf**  
Completed area



**1.0 msf**  
Under construction area



**0.6 msf**  
Future development area



**68.5%**  
Committed occupancy



**6.7 years**  
WALE

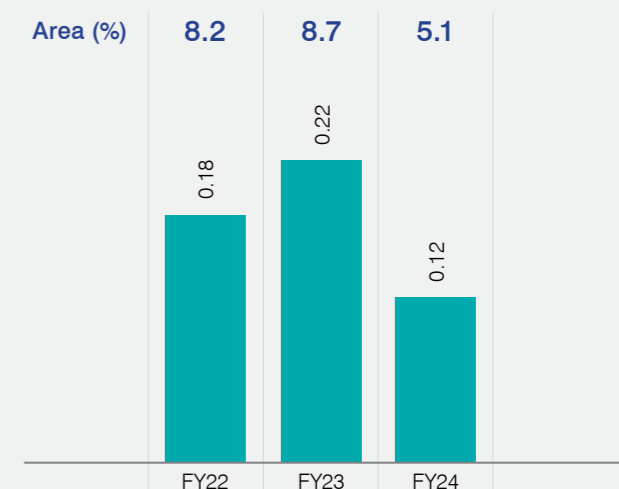


**₹ 36 billion**  
Market value



The Asset SPV is deemed distribution licensee of power.

### LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)



## Our properties

# Gera Commerzone Kharadi, Pune

Located in the established micro-market of Pune, Gera Commerzone Kharadi is proximal to railway station, Pune International Airport, and the upcoming metro station. Designed using the 'biophyllic' model, it focuses on the inherent connection between humans and nature, the central consideration when designing the project, where employee health and well-being has been kept at the core.

### TENANT PROFILE

**5**  
Total tenants

Note: Above information is as on March 31, 2021.



This property has also bagged the following recognition:

- Three buildings in the asset are LEED pre-certified, one of which is Platinum certified and another two are Gold certified
- 'Best Commercial Project of the year' by Realty Conclave Excellence award 2021 (Pune)

### TOP 5 TENANTS

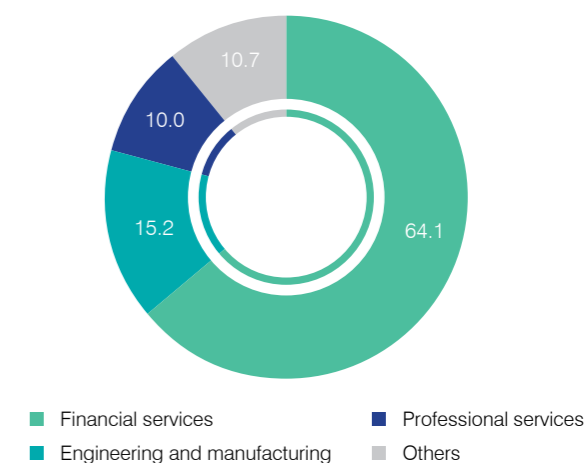
Barclays	UPS
Allstate	Mindcrest
BP	

### KEY STATISTICS



<sup>1</sup>Represents Asset SPVs share of area

### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE

Gera Commerzone Kharadi has recently commenced operations and does not have any contractual expiries till FY24.

Note: Above information is as on March 31, 2021.

## Our properties

# Commerzone Yerwada, Pune

This business park is strategically located in the eastern micro-market of Pune and is in proximity to the railway station, the international airport, and the upcoming metro station. This is a sought-after office address and provides an easy access to the dominant commercial and residential areas in Pune.

### TENANT PROFILE

**20** Total tenants  
**91.1%** Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

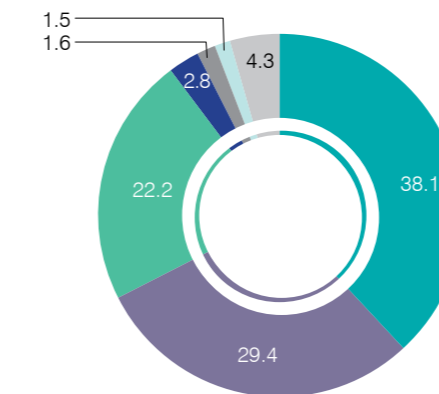
Note: Above information is as on March 31, 2021.



### KEY AWARDS AND RECOGNITIONS

- 'Sword of Honour' and Five Star Rating from British Safety Council
- 'Best Commercial Business Park' by Realty Plus Conclave and Excellence Award 2018
- ISO 45001 certification

### TENANT MIX (as a % of GCR)



- Technology (development and processes)
- Professional services
- Financial services
- Healthcare and pharma
- Engineering and manufacturing
- E-commerce
- Others

### TOP 10 TENANTS

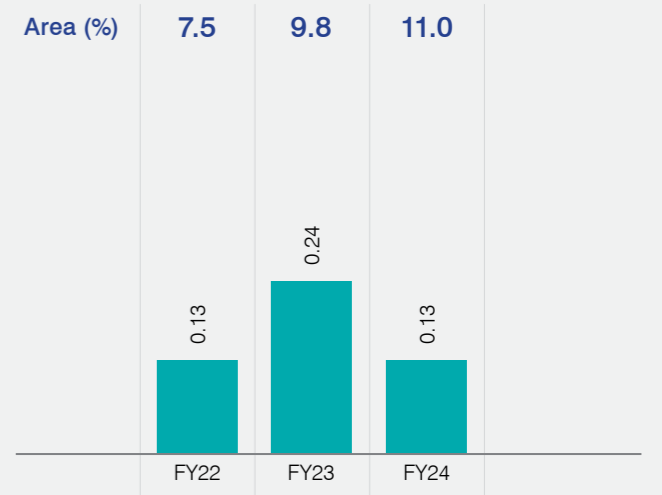
Schlumberger	TIBCO
Nvidia	Eduspark
UBS	AEGIS Ltd
BNY Mellon	KPMG
TCS	DST Worldwide

Note: Above information is as on March 31, 2021.

### KEY STATISTICS

- 2010** Commencement of operations
- 25.7 acres** Land size
- 1.7 msf** Total leasable area
- 1.7 msf** Completed area
- 99.9%** Committed occupancy
- 5.1 years** WALE
- ₹ 20 billion** Market value

### LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)



Note: Above information is as on March 31, 2021.



## Our properties

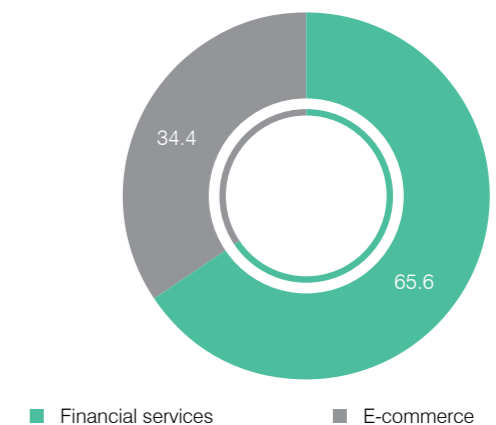
# The Square Signature Business Chamber (Nagar Road), Pune

The Square, Nagar Road is a landmark Grade A asset in Pune which was transformed from a mall into an office park equipped with latest technology and collaborative workspaces. It is strategically-located within the eastern quadrant of Pune. The park currently houses Fiserv and Amazon as tenants.

### KEY STATISTICS



### TENANT MIX (as a % of GCR)



### LEASE EXPIRY PROFILE

The Square, Nagar Road, does not have any contractual expiries till FY24.

**Note:** Above information is as on March 31, 2021.

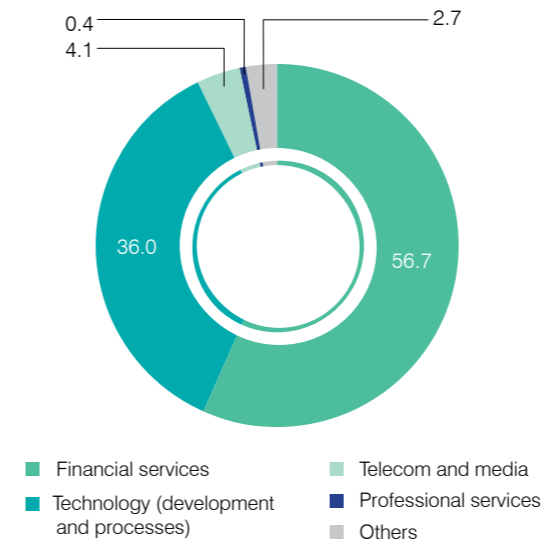
## Our properties

# Paradigm Mindspace Malad, Mumbai Region

Paradigm Mindspace Malad has transformed the Malad-Goregaon micro-market into an evolved urban precinct of Mumbai Region. The location is proximal to residential areas, the upcoming metro, as well as multiple suburban railway stations.



### TENANT MIX (as a % of GCR)



### TENANT PROFILE

**11** Total tenants

**99.8%** Contribution from top 10 tenants to Gross Contracted Rentals (GCR)

### TOP 10 TENANTS

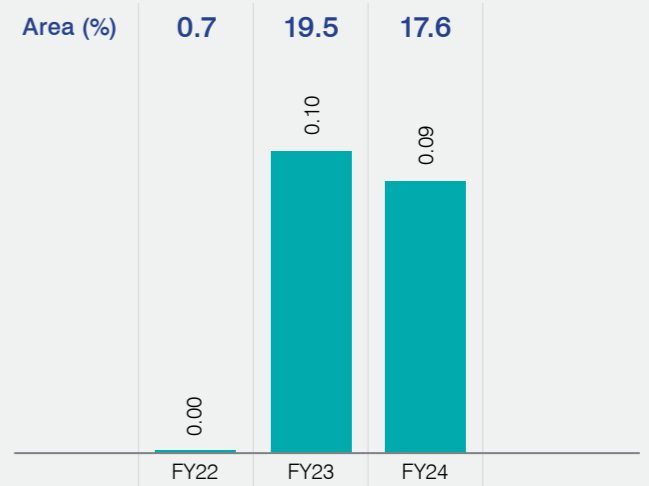
J.P. Morgan	Glocal Junction
Firstsource	Alphasense
Tech Mahindra	Matrix
Travelex	Zibanka
NYVFX	HTT Pool

**Note:** Above information is as on March 31, 2021.

### KEY STATISTICS



### LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)



## Our properties

# Mindspace Pocharam, Hyderabad

Mindspace Pocharam is a Grade A, independent office located in a key micro-market of Hyderabad. This micro-market is well connected to other parts of the city through the Outer Ring Road and Warangal Highway and has several residential developments. As of March 31, 2021, Mindspace Pocharam houses Genpact as a tenant who belongs to the technology sector.

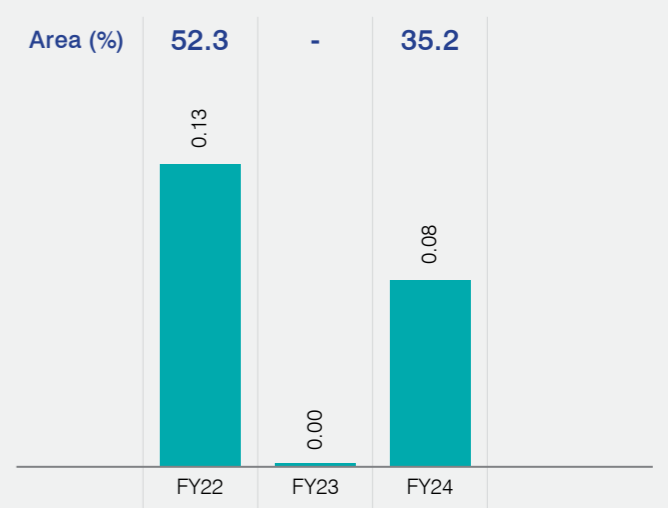


### KEY STATISTICS



OUR PROPERTIES

### LEASE EXPIRY PROFILE: BASIS AREA EXPIRY (in msf)

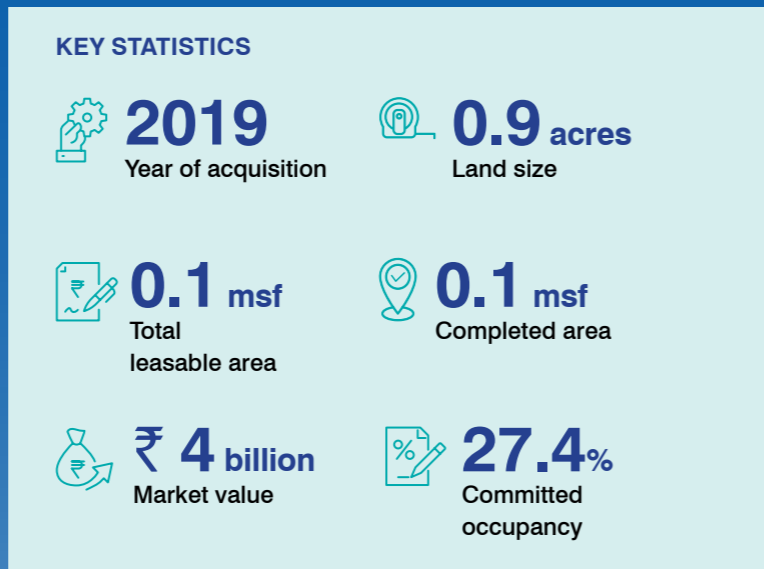


Note: Above information is as on March 31, 2021.

## Our properties

# The Square, Avenue 61 (BKC), Mumbai Region

The Square, BKC is an iconic office building located in the sophisticated micro-market of Bandra Kurla Complex (BKC). Proximity of the asset to domestic and international airports and its excellent connectivity to rest of the city, augments its attractiveness. During the financial year, we entered into Letter of Intent with a large MNC to lease part of the asset.



Note: Above information is as on March 31, 2021.



Perspective

# Commerzone Porur, Chennai

Commerzone Porur was completed in June 2020. It is the entity's flagship commercial offering purposefully located in the South West Chennai micro-market, which is close to the central business district and the Chennai International Airport.

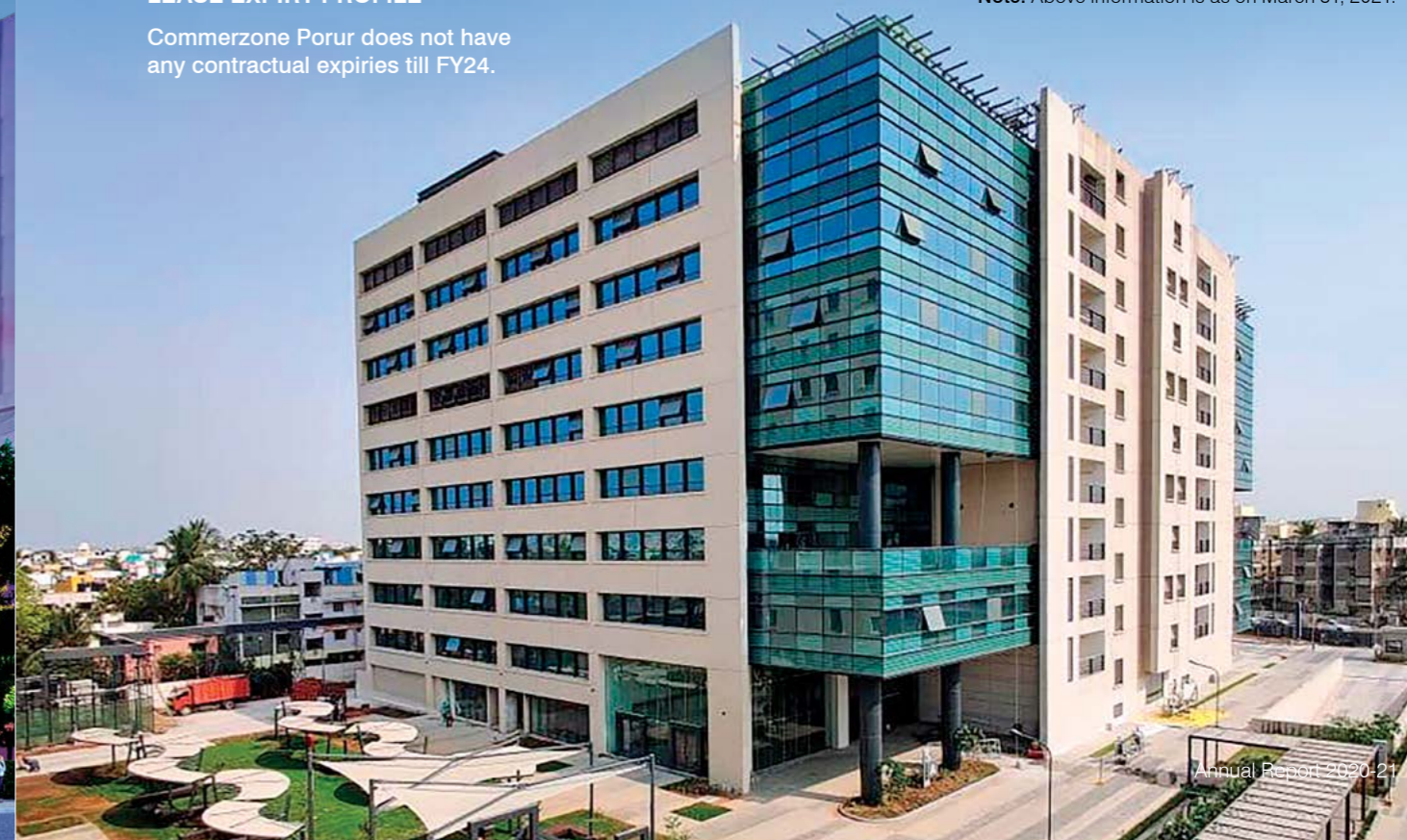
The asset is currently partially leased to NPCI which is in financial services industry. We have also entered into 'Letter of Intent' with one more tenant. We continue to engage in active discussion for further leasing.



Note: Above information is as on March 31, 2021.

### LEASE EXPIRY PROFILE

Commerzone Porur does not have any contractual expiries till FY24.



## Investor association

# Building enduring relationships on trust

Investor Relations function at MindSpace Business Parks REIT aims to ensure effective, two-way communication between various stakeholders, develop a robust disclosure framework and contributing towards further development of REIT as a financial product in India.



### Strategic approach to IR

- Multi-pronged analyst and investor engagement
- Integrating investor and analyst feedback
- Global peer benchmarking
- Active interactions with regulators and through industry associations
- Aiming towards integrated and holistic reporting



### Outcomes

- Increased investor confidence
- Enhanced corporate governance
- Improved liquidity
- Wider reach to investor community
- Transparent and robust communication
- Achievement of fair value

### KEY INVESTOR ENGAGEMENT FOR FY21

**7,901**

Unitholders on the day of listing

**9,824**

Unitholders as on March 31, 2021

**24%↑**

Expansion of unitholders

**8**

Conferences and roadshows attended

**60+**

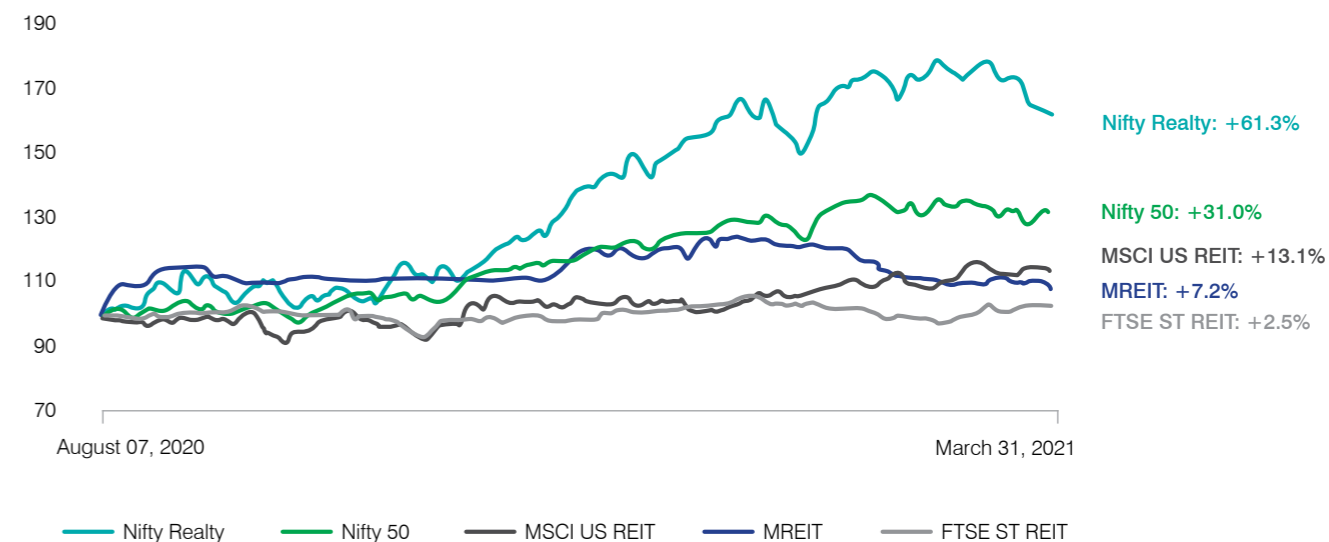
Total investors interacted with

**Index Inclusion**

"MSCI India Domestic Small Cap Index" and various other MSCI and FTSE indices

### STABLE PRICE PERFORMANCE

Price movement of MindSpace REIT since listing



### KEY INVESTOR ENGAGEMENT

We actively engage with sell-side analysts and institutional investors through virtual meetings and conference calls. Besides, quarterly earnings conference calls, we participate in local and overseas investor conferences and non-deal roadshows to meet unitholders and potential investors. Apart from such engagements, we also conduct site visits to our properties for fund managers and analysts.

### WEBSITE

Our corporate website is constantly updated to ensure that investors can access relevant and up-to-date information about MindSpace REIT. All information uploaded on Stock Exchanges is made available on our website. Unitholders with queries relating to MindSpace REIT or their unitholding may contact the Investor Relations / Compliance department through website.

[www.mindspacereit.com/](http://www.mindspacereit.com/)





**7.3%**  
Unit price appreciation over offer price

**7.0%**  
Distribution yield (Annualized)

**11**  
Analyst covering Mindspace REIT

**WIDE RESEARCH ANALYST COVERAGE**

**Broking House**

- Ambit Capital
- Bank of America
- CITI Research
- Credit Suisse
- ICICI Securities
- IIFL Securities
- JM Financial
- Kotak Securities
- Morgan Stanley
- Nirmal Bang
- UBS Securities

**UNIT PRICE AND TRADING STATISTICS**

**Key Statistics**

	NSE	BSE
Opening Price (₹) (August 07, 2020)	302.0	304.0
Closing Price (₹) (March 31, 2021)	294.9	294.7
52 Weeks High (₹)	342.0	348.0
52 Weeks Low (₹)	292.1	292.4
<b>Market Capitalization</b>		
₹ million	174,863	174,757
US\$ million	2,381	2,379
<b>Average Daily Trading Volume</b>		
Units	638,564	58,810
₹ million	200	18
US\$ million	3	0.3
<b>Units</b>		
Total Outstanding	593,018,182	
Public Free Float	218,121,101	

Exchange rate considered US\$1 = ₹ 73.4 as on March 31, 2021

Appreciations and recognitions

Recognized for excellence



- ⑥ **Commercial Project of the Year-12<sup>th</sup> Realty+ Conclave and Excellence Awards 2021**  
Gera Commerzone Kharadi, Pune
- ⑦ **Most Environment-Friendly Commercial Space 2020 West Region Realty+ Conclave and Excellence Awards 2020**  
Mindspace Airoli (West), Mumbai Region
- ⑧ **Environment-Friendly project of the year - Commercial category- 12<sup>th</sup> Edition of Estate Awards, by Franchise India**  
Mindspace Airoli (West), Mumbai Region
- ⑨ **Most Environment-Friendly Commercial Space 2020 South Region Realty+ Conclave and Excellence Awards 2020, South**  
Commerzone Porur, Chennai
- ⑩ **ISO 9001 & 45001 Certification**  
Mindspace Airoli (East), Mindspace Malad, Commerzone Yerwada and Mindspace Madhapur

## Corporate Information

### INFORMATION OF THE CONTACT PERSON

#### Rohit Bhase Compliance Officer

Raheja Tower, Level 8, Block 'G', C-30,  
Bandra Kurla Complex,  
Mumbai - 400 051.

Tel: +91-22-2656 4000 Fax: +91 22 2656 4747

Email id: [reitcompliance@mindspacereit.com](mailto:reitcompliance@mindspacereit.com)

#### Kedar Kulkarni Finance and Investor Relations

Raheja Tower, Level 8, Block 'G', C-30,  
Bandra Kurla Complex,  
Mumbai - 400 051.

Tel: +91-22-2656 4000 Fax: +91 22 2656 4747

Email id: [ir@mindspacereit.com](mailto:ir@mindspacereit.com)

### REGISTRAR AND TRANSFER AGENT

#### KFin Technologies Private Limited

Address: Selenium Tower B, Plot 31 & 32, Financial District,  
Nanakramguda, Serilingampally Mandal,  
Hyderabad - 500 032, Telangana

Toll free number: 1-800-309-4001

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Investor grievance e-mail: [kraheja.reit@kfintech.com](mailto:kraheja.reit@kfintech.com)

Website: [www.kfintech.com/](http://www.kfintech.com/)

### UNIT TRUSTEE

#### Axis Trustee Services Limited

SEBI Registration No. IND000000494  
Address - Bombay Dyeing Mills Compound,  
Pandurang Budhkar Marg, Worli,  
Mumbai - 400 025.

Tel: +91-22-6230 0451

Website: [www.axistrustee.com](http://www.axistrustee.com)

E-mail: [debenturetrustee@axistrustee.com](mailto:debenturetrustee@axistrustee.com)

### DEBENTURE TRUSTEE

#### IDBI Trusteeship Services Limited

SEBI Registration No. IND000000460  
Asian Building, Ground Floor, 17,  
R. Kamani Marg, Ballard Estate,  
Mumbai - 400 001.

Tel: +91-22-4080 000

Website: [www.idbitrustee.com](http://www.idbitrustee.com)

Email: [rmitra@idbitrustee.com](mailto:rmitra@idbitrustee.com),  
[mandeep@idbitrustee.com](mailto:mandeep@idbitrustee.com)

## Statutory Disclosure

Details of all the disclosures as specified in Regulation 23(4) and Schedule IV are as mentioned below:

Sr. No.	Sections	Details/Page
1	Manager's brief report of activities of the REIT and summary of the audited stand alone and consolidated financial statements for the year of the REIT (Refer note 1)	5, 26, 27 & 149 to 269
2	Management discussion and analysis by the directors of the manager on activities of the REIT during the year, forecasts and future course of action	82 to 94
3	Brief details of all the assets of the REIT including a break-up of real estate assets and other assets, location of the properties, area of the properties, current tenants (not less than top 10 tenants as per value of lease), lease maturity profile, details of Under-Construction Assets, if any	12 to 15, 20 to 25 & 58 to 75
4	Brief summary of the full valuation report as at the end of the year	270 to 333
5	Details of changes during the year pertaining to: <ol style="list-style-type: none"> <li>Addition and divestment of assets including the identity of the buyers or sellers, purchase/sale prices and brief details of valuation for such transactions</li> <li>Valuation of assets (as per the full valuation reports) and NAV</li> <li>Letting of assets, occupancy, lease maturity, key tenants, etc.</li> <li>Borrowings/ repayment of borrowings(standalone and consolidated)</li> <li>Sponsor, manager, trustee, valuer, directors of the Trustee/manager/sponsor, etc.</li> <li>Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of REIT</li> <li>Any other material change during the year</li> </ol>	There has been no addition or divestment of assets in the year ended March 31, 2021. 26, 27 & 270 to 333 15, 21 to 23 & 58 to 75 172 to 177, 190 & 231 to 238 Refer Note 2 No Change No Material Change
6	Update on development of under-construction properties, if any	24
7	Details of outstanding borrowings and deferred payments of REIT including any credit rating(s), debt maturity profile, gearing ratios of the REIT on a consolidated and standalone basis as at the end of the year	92 to 93, 172 to 177 & 231 to 238
8	Debt maturity profile over each of the next 5 years and debt covenants, if any	92, 172 to 177 & 231 to 238
9	The total operating expenses of the REIT, including all fees and charges paid to the manager and any other parties, if any during the year	153 & 195
10	Past performance of the REIT with respect to unit price, distributions and yield for the last 5 years, as applicable	Listed on NSE & BSE on August 07, 2020 - Data from August 07, 2020 to March 31, 2021 disclosed; 77 & 78
11	Unit price quoted on the Designated Stock Exchanges at the beginning and end of the financial year, the highest and lowest unit price and the average daily volume traded during the financial year	77 & 78
12	<ol style="list-style-type: none"> <li>Details regarding the monies lent by REIT to the holding company or the special purpose vehicle in which it has investment in</li> <li>Details of all related party transactions during the year, value of which exceeds five per cent of value of the REIT assets</li> </ol>	169 to 170 180 to 185 & 265 to 269
13	Details of fund raising during the year, if any	91
14	Brief details of material and price sensitive information	Not applicable
15	Brief details of material litigations and regulatory actions which are pending, against the REIT, sponsor(s), manager or any of their associates and sponsor group(s) and the trustee], if any, as at the end of the year	99 to 133
16	Risk factors	95 to 98
17	Information of the contact person of the REIT	80

#### Note:

- The financial statements of the Manager for the year ended March 31, 2021, have not been disclosed in this report, since there is no material erosion in the Manager's net worth as on March 31, 2021, compared to March 31, 2020, as judged by Axis Trustee Services Limited, Trustee of Mindspace REIT.
- Change in Sponsor Group - Inorbit Malls (India) Private Limited, Ivory Properties and Hotels Private Limited and K. Raheja Private Limited offered all their Units under offer for sale and do not hold any units as on March 31, 2021, due to which they have ceased to forming part of the Sponsor Group.

There is no change in Trustee/ Manager/ Sponsor/Valuer and change of Directors in Trustee/ Manager/ Sponsor for the full year ended March 31, 2021.

# Management Discussion and Analysis



The discussion and analysis of our financial condition and results of operations that follow are based on our Audited Consolidated Financial Statements of Mindspace REIT and the Asset SPVs (together known as "Mindspace Group") for the year ended March 31, 2021 and March 31, 2020 prepared in accordance with Indian Accounting Standards and applicable REIT regulations.

The acquisition of Asset SPVs by Mindspace REIT was effected on July 30, 2020. Consequently, consolidation of financials of these Asset SPVs with Mindspace REIT has been done effective August 01, 2020. Consolidated FY21 numbers therefore reflect 8 months financial performance of the Asset SPVs while Consolidated FY20 numbers do not consider any consolidation of financial performance of the Asset SPVs. Hence, the numbers for FY20 and FY21 are not comparable. However, for comparison purpose, in the section **Comparison of Pro Forma Financial Numbers and Movement in revenue from operations and NOI by assets**, we have provided pro forma Revenue from Operations and Net Operating Income for the twelve month period from April 01, 2020 to March 31, 2021 and for the twelve month period from April 01, 2019 to March 31, 2020.

This discussion contains forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from those forecasted and projected. The 'Risk Factors' section included in this Annual Report discusses a number of factors and contingencies that could affect our financial conditions and results of operations. All the financial numbers in this section have been rounded off to the nearest million unless otherwise stated.

## MINDSPACE REIT OVERVIEW

Mindspace REIT owns a quality office portfolio across four key office markets of India, i.e. Mumbai Region, Pune, Hyderabad and Chennai. The portfolio comprises five integrated business parks and five quality independent offices. With a total leasable area of 30.2 msf (23.9 msf completed; 2.1 msf under construction; 4.3 msf future development), it is one of India's largest Grade-A office portfolios. Mindspace REIT's focus is on building a community-based ecosystem to meet the demands of "new-age businesses" while maintaining high safety and quality standards. Our parks are distinguished by their scale and thus making us the preferred partner of both domestic and foreign multinational corporations.

These assets are located in the established micro-markets, with proximity and/or connectivity to major business, social, and transportation infrastructure. We have built a significant presence in the portfolio markets where we operate and have meaningfully contributed to the evolution of these markets.

**30.2 msf**  
Total leasable area as of  
March 31, 2021

As of March 31, 2021, the portfolio is well diversified with 164 tenants. Our diversified tenant base comprises a mix of Indian and foreign multinationals, including affiliates of Accenture, BA Continuum, JP Morgan, Amazon, Schlumberger, UBS, Facebook, Barclays and BNY Mellon, among others. No single tenant contributes more than 7.0% of gross contracted rentals. While tenants from the technology sector have traditionally comprised and continue to comprise our largest tenant base, we have diversified sectoral mix of our tenants with increasing share of non-technology sector tenants by c. 10.4% over the last four fiscal years. Technology, financial services and telecom and media constitute our three largest sectors with contribution to Gross Contracted Rentals of 44.2%, 19.9% and 11.2%, respectively as on March 31, 2021. Approximately 82.9% and 35.0% of Gross Contracted Rentals come from leading multinational corporations and Fortune 500 companies, respectively. In furtherance of our diversification strategy, we have also forayed into offering spaces to data center operators.

Our constant endeavor is to achieve high tenant retention, growth/consolidation of our existing tenants in our portfolio via its integrated eco-system offering, active asset management, high standards of health and safety, asset enhancement programs, and delivery of uniform service experience through its in-house facility management division. Our long-standing relationship with our tenants has helped the portfolio see our tenants grow across various parks within the portfolio. Our focus on constant engagement with our existing and potential tenants, even during the current pandemic times, has helped attract new tenants to our parks as well as retain most of our existing tenants.

**6.0 Years**  
**Weighted Average Lease Expiry (WALE)**  
**as of March 31, 2021**



To keep our parks energized and meet the changing needs of the millennials, we effectively used the period of low physical occupancy due to COVID-19 to accelerate our asset enhancement program at our parks in Madhapur and Airoli East. Our endeavor is to provide our tenants with a renewed experience when they get back to their workspaces after situation starts returning to normalcy.

At Mindspace REIT, sustainability is at the core of our business objectives and we strongly believe sustainable practices shall help us create long-term value for our stakeholders. At present 36 of our buildings are "Green Certified" by LEED or IGBC, including one pre-certified building. The key sustainability initiatives include a constant drive to achieve energy efficiency, improved air quality management, focus on renewable energy, water conservation and recycling measures etc. During the year, we became the first real estate entity in India to commit to the Climate Group's EV100 initiative with a target to achieve 100% electric mobility by 2030 at all our parks. Our CSR programs endeavor to be relevant to the communities we operate in. We continue to assist government in restoration and redefining the lake front of Durgam Cheruvu, Hyderabad. Our strong belief in the power of education to change lives has helped us bring various literacy interventions to children of under-privileged communities. During the year, we partnered with "Room to Read", a literacy initiative and supported "DEEDS" trust reaching out to over 2,500 students.

**Successful Listing in August 2020**

Mindspace REIT was successfully listed on the Indian stock exchanges on August 07, 2020 amid the global pandemic and consequent headwinds for the commercial real estate sector. The overwhelming investor response to Mindspace REIT's IPO reflected the investor confidence in our business model and robust long-term fundamentals of the sector. The issuance garnered huge subscription from domestic non-institutional investors which is reflective of the acceptance of REITs as long-term investment instruments by these investors.

**13x**  
**IPO subscription**

**FY21 HIGHLIGHTS**

- Leased 3.5 msf of commercial space including 1.3 msf of new area (pre-leased and committed); achieved average re-leasing spreads of 19.1% on 2.2 msf of re-leased space
- Diversified our tenant mix by leasing 0.6 msf to one of Asia's leading data center operators at Airoli (West), Mumbai Region
- Total leasable area increased by 0.7 msf primarily on account of data center development
- Increase in in-place rent by 8.0% to ₹ 55.9 psf per month primarily on account of contractual escalations, achievement of MTM potential via re-leasing of area at higher rent and leasing of new area at market rent
- Grew completed portfolio by 0.9 msf primarily by adding new space at Commerzone Porur, Chennai
- Undertook strategic asset enhancement at our Madhapur and Airoli East assets, to energize the parks, improve tenant experience, keep the parks ready to meet the changing needs of millennials
- Proactively implemented stringent safety norms and technologies for ensuring business continuity for tenants
- Received prestigious Sword of Honour from British Safety council for Mindspace Airoli, West, Mumbai Region and Commerzone Yerwada, Pune
- Committed to the Climate Action Group on its EV100 initiative, first real estate entity from India to join the initiative. Mindspace REIT offers 950+ electric vehicle charging points across its parks
- Contributed to various education initiatives including "Room to Read" and "Deeds Public Charitable Trust" benefiting over 2,500 students and 115 teachers including students with hearing impairment
- Continued effective partnership with Telangana State Industrial Infrastructure Corporation Ltd. (TSIIC) and Greater Hyderabad Municipal Corporation (GHMC) to redefining the lake front of the Durgam Cheruvu Lake, Hyderabad
- Facilitating COVID-19 relief via contributions towards CM's relief fund, Municipal Corporation Covid Hospital, Mumbai Police Foundation

**₹ 848 million**  
**Invested to upgrade/renovate portfolio**

**THE CURRENT BUSINESS BACKDROP AND THE CHANGING BUSINESS DYNAMICS**

Beginning March 2020, the COVID-19 pandemic brought major global economies including India to a standstill. Health and safety of our people and tenants became our primary focus. We have constantly engaged with our tenants to ensure their business continuity through the pandemic. Our parks remained operational through the lockdown following all the guidelines laid out by the central and local government authorities.

Our facility management team proactively implemented stringent safety measures, including app-based screening and monitoring, thermal scanning, and advanced technologies such as use of UV towers for disinfection, use of MERV 13 filters in all Air Handling Units (AHUs) and touch-less elevators, among others. We also utilized the low physical occupancy situation to re-energize our business parks, which makes us well prepared to meet the demand for high-quality ready-to-move-in office spaces in the new normal.

As we await moderation of the second wave, we continue to be engaged with our tenants and health and safety is our priority. The pace and efficacy of the ongoing vaccination drive and flattening of the curve of daily new infections is expected to play a crucial role in bringing back businesses to normalcy. Our business has demonstrated high degree of resilience during this disruption, and we remain confident of the long-term fundamentals of Grade A commercial real estate in India.

**Accelerating digital transformation benefiting technology companies and upcoming data center demand**

Technology companies provided the tools to facilitate business continuity as the world moved to a remote working environment. Demand for digital transformation services is gaining further momentum as businesses focus on strengthening their resilience and relevance.

NASSCOM research suggests the technology services industry is estimated worth \$194 billion in FY21 and has seen net hiring remain robust even during the pandemic. The tech hiring outlook is expected to remain positive in 2021 coupled with growth in global tech spends. Global multi-nationals are increasingly looking at India as an innovation and knowledge centre. The Indian technology industry recovery is expected to strengthen further in 2021 due to factors including:

- Growing demand for migrating workloads (storage/processing) to public cloud
- Increased client spending for improvement in IT services
- Larger deal sizes
- Prediction of 5G-related IT spending

As a leading provider of intellectual capital globally, India remains an attractive market, backed by its deep talent pool, cost arbitrage, and sub-dollar rentals. Mindspace REIT is expected to benefit from this trend as technology companies continue to form a significant part of our occupier mix with high focus on Global Capability Centers (GCCs).

Another emerging trend has been the demand for data center spaces. NASSCOM in its report, 'India – The Next Datacentres Hub' highlights the growing potential of Indian data center market. It is expected to see investments grow at

a CAGR of 5% (c. 2x the global market) reaching \$4.6 billion per annum by 2025. India's benefit is driven by significant cost advantage both in construction and operations, growing online market and international connectivity, majority investments in Tier IV data centers. Mumbai, Chennai, Hyderabad are amongst the key markets for the industry. Faster implementation of the draft data center policy is expected to further enhance growth potential of the industry.

#### Preference for Grade A workspaces focusing on safety and well-being

Shared accommodations, smaller homes, poor infrastructure and concerns over data security are likely to remain key deterrents to the work from home model in India in the long term. Further, workplaces are important platforms to congregate and collaborate. In addition, globally, discussions around employee wellness and stringent safety norms have gained prominence, which are expected to help demand for Grade A workspaces once the normalcy returns. We are observing the new normal unfold closely. Consolidation of office market is inevitable, with annual supply contracting and tenants turning towards office spaces that rank high on safety protocols and enjoy the reputation and trust.

#### Business challenges and our approach to mitigating these

While economic, social, regulatory environment continues to pose challenges to every business, the Manager has a comprehensive risk management framework in place to mitigate the impact of these challenges. The Manager constantly assesses the changing business dynamics and implements appropriate measures to ensure business continuity and growth. Further, comprehensive compliance and governance structure, focus on sustainable business practices, constant stakeholder engagement shall contribute to the long-term business sustainability and value creation.

#### Risks and concerns

Risks and concerns affecting our operations are captured in section 'Risk Factors' on page number 95 to 98.

#### BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Please refer Basis of preparation stated in Consolidated financial Statements on page number 208 to 209.

#### Summary of significant accounting policies

Please refer Significant Accounting Policies stated in Consolidated financial Statements on page number 209 to 222.

#### Principal components of consolidated statement of profit and loss

Our revenue from operations comprises the following sources: (i) facility rentals; (ii) income from maintenance services; (iii) revenue from works contract services; (iv) revenue from power supply; and (v) other operating income.

#### Facility rentals

Revenue from facility rentals comprises the base rental from our properties, fit-out rentals and income from car parking and others and certain Ind-AS adjustments to reflect the impact of straight lining of leases and discounting of security deposits.

- **Base rentals:** Base rentals comprise rental income earned from the leasing of our assets
- **Fit-out rentals:** For some of our tenants, we provide customized alterations and enhancements as per the tenants' requirements. For such properties, we recover the value of the fit-outs provided through fit-out rentals
- **Income from car parking and others:** Primarily, includes income from car park, kiosks, signage, ATMs, promotional events, among others

#### Income from maintenance services

Income from maintenance services consists of the revenue that we receive or is receivable from tenants for the Common Area Maintenance (CAM) services provided as per the terms of agreement with the tenants, and also includes revenue from common area maintenance services provided to third parties, if any, located within the assets.

#### Revenue from works contract services

Revenue from works contract services includes revenue earned from construction of building for the tenants based on their specification and requirements.

#### Revenue from power supply

Revenue from power supply includes income from supply of power to tenants within the notified SEZ.

#### Other operating income

Other operating income primarily includes (i) interest income from finance lease, which comprises interest income from fit-out rentals where such leases are classified as finance leases. Leases are classified as finance leases when substantially all the risks and rewards of ownership is transferred to the lessee; (ii) income from sale of surplus construction material and scrap; and (iii) service connection charges for power supply and other charges.

#### Interest income

Our interest income comprises the following sources: interest income on (i) loans to body corporates; (ii) fixed deposits with banks; (iii) electricity deposits; (iv) income-tax refunds, and (v) others.

#### Other income

Our other income primarily comprises: (i) gain on redemption of preference shares; (ii) gain on redemption of mutual fund units; (iii) Liabilities no longer required written back and (iv) miscellaneous income.

#### Expenses

Our expenses primarily comprise: (i) cost of work contract services (ii) cost of power purchased (iii) employee benefit expenses (iv) cost of property maintenance services (v) repairs and maintenance (vi) other expenses (vii) finance cost (viii) depreciation and amortization expenses

#### Cost of work contract services

Cost of work contract services is the expenses incurred towards construction of a building, based on agreed specifications and requirements, pursuant to the works contract executed by KRC Infra with respect to the portion of land owned by the counterparty.

#### Cost of power purchased

Cost of power purchased is cost incurred for purchase of power, transmission charges and related expenses with respect to supply of power to tenants within the notified SEZ.

#### Employee benefits expenses

Employee benefits expenses primarily include salaries and wages, contribution to provident and other funds, gratuity expense, compensated absences and staff welfare expenses.

#### Cost of property management services

Cost of property management services primarily include expenses incurred for facility maintenance services.

#### Repairs and maintenance

Repairs and maintenance expenses primarily include expenses incurred on repairs and maintenance of buildings and plant and machinery and electrical installation.

#### Other expenses

Other expenses primarily comprise property tax, electricity, water and diesel charges, brokerage and commission, business support fees paid to the KRC group, rates and taxes, corporate social responsibility expenses and business promotion and advertisement expenses.

#### Earnings before finance costs, depreciation and amortization, regulatory income/expense and tax

We have elected to present earnings before finance costs, depreciation and amortization regulatory income/expense and tax as a separate line item on the face of the statement of profit and loss.

EBITDA is generally defined as net profit before interest expense, taxes, depreciation and amortization. However, Ind AS 114 (Regulatory Deferral Accounts) requires the movement in all regulatory deferral account balances to be distinguished from other income and expenses. Hence, for the purpose of Consolidated Financial Statements, included in this Annual Report, net movement in regulatory deferral account balances has been disclosed separately in the Statement of Profit and loss after 'Profit before rate regulated activities and tax' and thus does not form part of EBITDA.

#### Depreciation and amortization expenses

Depreciation and amortization expenses comprise the depreciation of property, plant and equipment; depreciation

of investment property; amortization of intangible assets and amortization of right of use of assets.

#### Finance costs

Finance costs primarily comprise: (1) interest expenses on (i) borrowings from banks and financial institutions; (ii) debentures; (iii) lease liability; and (iv) others; (2) unwinding of interest expenses on security deposits; and (3) other finance charges. We capitalize borrowing costs in relation to under construction properties. Once construction is completed, the interest cost is charged to our statement of profit and loss, causing an increase in finance costs.

#### Regulatory income/expense

As a deemed power distribution licensee in the SEZ area, some of our Asset SPVs charge tenants tariff on power consumption that is pre-approved by the state regulatory authority, Maharashtra Electricity Regulatory Commission (MERC). Accordingly, on an annual basis, we file a tariff petition for the succeeding year based on projected expenses and revenue for that year. MERC reviews the tariff petition and approves expenses and revenue in compliance with the tariff regulations. Subsequently, we submit our audited accounts to MERC to undertake a truing up process, wherein MERC compares the actual expenses and revenue with the approved expenses and revenue for the past year, and allows total revenue gap / (surplus) to be recovered in the succeeding year's tariff. As a result, there is an increase/(decrease) in succeeding year's tariff based on past year's revenue gap/(surplus), and this change is referred to as impact on account of true-up. Such revenue gap/(surplus) for the past year is recorded as regulatory income/expense in the financials.

#### Tax expense

Tax expense comprises: (1) current tax; (2) deferred tax charge (net); and (3) MAT credit entitlement.

The Indian Income Tax Act provides companies an option to discharge their income tax liability at a concessional rate of 25.17% (including cess and surcharge) subject to fulfilment of certain conditions which includes opting out of other applicable tax holiday claims/ incentives/ tax exemption and utilizing MAT credit ("New Tax Regime"). With respect to the Consolidated Financial Statements as of and for the year ending March 31, 2021, and for the year ending March 31, 2020, we have not opted for the New Tax Regime and continue to discharge our income tax liability as per the existing tax regime.

#### Comparison of Pro Forma Financial Numbers

##### Pro forma revenue from operations

(₹ million)	FY21		FY20	
	Pro forma	Share (%)	Pro forma	Share (%)
Facility rentals	13,241	81.3%	11,995	77.4%
Maintenance services	2,463	15.1%	2,838	18.3%
Revenue from power supply	460	2.8%	527	3.4%
Other operating income	129	0.8%	141	0.9%
<b>Total Revenue from Operations*</b>	<b>16,293</b>	<b>100.0%</b>	<b>15,501</b>	<b>100.0%</b>
Direct Operating Expenses#	2,552	15.7%	3,244	20.9%
<b>Net Operating Income</b>	<b>13,741</b>	<b>84.3%</b>	<b>12,257</b>	<b>79.1%</b>

\*Excludes revenue from works contract services in Gera Commerzone Kharadi and Sundew

#Include net margin from works contract

Pro forma revenue from operations increased by 5.1% from ₹ 15,501 million in FY20 to ₹ 16,293 million in FY21 primarily on account of:

- an increase in pro forma facility rentals from ₹ 11,995 million to ₹ 13,241 million
- offset by a decrease in pro forma income from maintenance services from ₹ 2,838 million to ₹ 2,463 million
- offset by a decrease in revenue from power supply from ₹ 527 million to ₹ 460 million

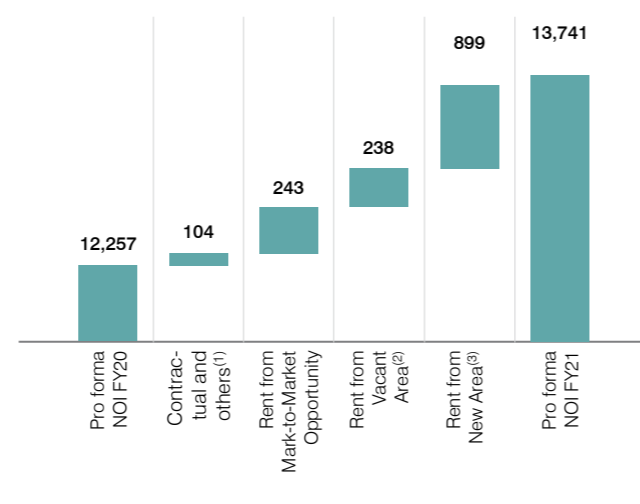
During FY21 we achieved,

- Gross leasing of 3.5 msf area
- New leasing of 1.3 msf area
- Contracted lease escalations on c. 8.2 msf area
- Re-leasing spread of 19.1% over 2.2 msf area

Pro forma direct operating expenses (including net margin from works contract) decreased by 21.4% from ₹ 3,244 million in FY20 to ₹ 2,552 million in FY21 as against an increase of 5.1% in Pro forma revenue from operations. This led to an increase in Pro forma NOI margin from 79.1% to 84.3%.

The optimization of pro forma direct operating expenses was primarily on account of higher net CAM recovery of ₹ 937 million in FY21 versus ₹ 532 million in FY20 due to a substantial reduction in CAM expenses owing to limited tenant occupancy.

Movement in NOI (in ₹ million)



This graph is not to scale

(In ₹ million)	Amount	% Explained
<b>Pro forma NOI FY20</b>	<b>12,257</b>	
Impact of:		
Contractual and others <sup>(1)</sup>	104	7.0%
Rent from Mark-to-Market Opportunity	243	16.4%
Rent from Vacant Area <sup>(2)</sup>	238	16.0%
Rent from New Area <sup>(3)</sup>	899	60.6%
<b>Pro forma NOI FY21</b>	<b>13,741</b>	

**Notes:**

1. Include contractual escalations, reduction in rent on account of area vacated; others primarily include NOI from in-house facility management division, Fit-out Income/Income from Finance Lease Receivable, Net Power Income, impact of Ind AS adjustments, downtime vacancy allowance and other direct operating expenses
2. Rent from area which was not generating rent as on March 31, 2020 and annualization impact of incremental rent from area which was not generating rent as on March 31, 2019
3. Incremental rent from new area which started generating rent for the first time

**Movement in revenue from operations and NOI by assets**

(In ₹ million)	Pro forma revenue from operations <sup>(1)</sup>			Pro forma NOI		
	FY21	FY20	% Change	FY21	FY20	% Change
Mindspace Airoli East	3,578	3,584	(0.2)%	2,823	2,603	8.4%
Mindspace Airoli West	2,040	2,269	(10.1)%	1,623	1,753	(7.4)%
Mindspace Malad	774	762	1.6%	690	654	5.5%
<b>Mumbai Region</b>	<b>6,392</b>	<b>6,615</b>	<b>(3.4)%</b>	<b>5,136</b>	<b>5,010</b>	<b>2.5%</b>
Gera Commerzone Kharadi	1,010	137	639.5%	846	113	650.9%
The Square Nagar Road	624	916	(31.9)%	512	745	(31.3)%
Commerzone Yerwada	1,535	1,611	(4.7)%	1,259	1,201	4.9%
<b>Pune</b>	<b>3,169</b>	<b>2,664</b>	<b>19.0%</b>	<b>2,617</b>	<b>2,059</b>	<b>27.1%</b>
Mindspace Madhapur	6,591	6,109	7.9%	5,827	5,095	14.4%
Mindspace Pocharam	105	130	(19.0)%	85	94	(10.1)%
<b>Hyderabad</b>	<b>6,696</b>	<b>6,239</b>	<b>7.3%</b>	<b>5,912</b>	<b>5,189</b>	<b>13.9%</b>
Facility Management Division <sup>(2)</sup>	399	-	NM	125	-	NM
Others <sup>(3)</sup>	20	-	NM	(48)	-	NM
Inter Company Eliminations	(383)	(17)	NM	-	-	NM
<b>Total</b>	<b>16,293</b>	<b>15,501</b>	<b>5.1%</b>	<b>13,741</b>	<b>12,257</b>	<b>12.1%</b>

NM = not meaningful

(1) Asset-wise revenue from operations are prior to inter-company eliminations

(2) KRC Infra has commenced facility management business from October 1, 2020 under brand name "CAMPLUS"

(3) Others include Commerzone Porur completed in June 2020 and The Square BKC

NOI came in higher at ₹ 13,741 million in FY21 as compared to ₹ 12,257 million in FY20 primarily due to following reasons:

- **Mindspace Airoli East:** Higher due to Net CAM Recovery, incremental rent generated from 0.3 msf area which was not generating rent as on March 31, 2019, escalation of 2.6 msf over FY20 and FY21, compensated by reduction in rent from 0.3 msf area vacated over FY20 and FY21, and Ind-AS adjustments<sup>(1)</sup>
- **Mindspace Airoli West:** Lower due to reduction in rent from 0.3 msf area vacated in FY20, Ind-AS adjustments<sup>(1)</sup> and reduction in Net CAM Recovery compensated primarily by escalation over FY20 and FY21
- **Mindspace Malad:** Higher due to escalation of 0.4 msf over FY20 and FY21, incremental rent generated from area which was not generating rent as on March 31, 2019 and Ind-AS adjustments<sup>(1)</sup> primarily compensated by reduction in rent from area vacated over FY20 and FY21

- **Gera Commerzone Kharadi:** Higher due to incremental rent generated from 1.2 msf of new area, increase in Net CAM Recovery and Ind-AS adjustments<sup>(1)</sup> compensated by increase in Property Tax due to building completions in FY20 and reduction in Net Power Income
- **The Square Nagar Road:** Lower on account of reduction in rent and fit-out from 0.2 msf area vacated in FY21, reduction in Net CAM Recovery, other operating income and Ind-AS adjustments<sup>(1)</sup>
- **Mindspace Madhapur:** Higher on account of escalation on 6.1 msf over FY20 and FY21, incremental rent generated from 0.8 msf of new area, mark-to-market rental impact on 1.2 msf over FY20 and FY21, increase in Net CAM Recovery, and Ind-AS adjustments<sup>(1)</sup> compensated by reduction in rent from 0.4 msf area vacated over FY20 and FY21
- **Facility Management Division:** Additional NOI on account of commencement of facility management division from October 1, 2020

(1) Ind-AS adjustments refer to fair valuation of security deposits received and straight lining adjustments with respect to lease rent



## Profit and Loss statement analysis

(In ₹ million)	FY21		FY20	
	Consolidated	%	Consolidated	%
<b>INCOME AND GAINS</b>				
Revenue from operations	11,381	98.4%	-	-
Interest	133	1.2%	-	-
Other income	51	0.4%	-	-
<b>Total Income</b>	<b>11,565</b>	<b>100.0%</b>	<b>-</b>	<b>-</b>
<b>EXPENSES AND LOSSES</b>				
Cost of work contract services	274	2.4%	-	-
Cost of materials sold	2	0.0%	-	-
Cost of power purchased	341	3.0%	-	-
Employee benefits expense	115	1.0%	-	-
Cost of property management services	191	1.7%	-	-
Trustee fees	2	0.0%	-	-
Valuation fees	9	0.1%	-	-
Insurance expense	57	0.5%	-	-
Audit fees	23	0.2%	1	-
Management fees	316	2.7%	-	-
Repairs and maintenance	416	3.6%	-	-
Legal & professional fees	138	1.2%	25	-
Impairment loss	176	1.5%	-	-
Other expenses	1,039	9.0%	23	-
<b>Total expenses</b>	<b>3,099</b>	<b>26.8%</b>	<b>49</b>	<b>-</b>
<b>Earnings/(loss) before finance costs, depreciation and amortization, regulatory income/expense and tax</b>	<b>8,466</b>	<b>73.2%</b>	<b>(49)</b>	<b>-</b>
Finance costs	1,707	14.8%	-	-
Depreciation and amortization expense	1,964	17.0%	-	-
<b>Profit/(loss) before rate regulated activities and tax</b>	<b>4,795</b>	<b>41.5%</b>	<b>(49)</b>	<b>-</b>
Add: Regulatory income/(expense) (net)	32	0.3%	-	-
Add: Regulatory income/(expense) (net) in respect of earlier years	(33)	(0.3)%	-	-
<b>Profit/(loss) before tax</b>	<b>4,794</b>	<b>41.5%</b>	<b>(49)</b>	<b>-</b>
Current tax	1,033	8.9%	-	-
Deferred tax charge	628	5.4%	-	-
MAT credit entitlement	(216)	(1.9)%	-	-
<b>Tax expense</b>	<b>1,445</b>	<b>12.5%</b>	<b>-</b>	<b>-</b>
<b>Profit/(Loss) for the period/year</b>	<b>3,349</b>	<b>29.0%</b>	<b>(49)</b>	<b>-</b>
<b>Profit for the period/year attributable to unit holders of Mindspace REIT</b>	<b>3,075</b>	<b>26.6%</b>	<b>(49)</b>	<b>-</b>
<b>Profit for the period/year attributable to non-controlling interests</b>	<b>274</b>	<b>2.4%</b>	<b>-</b>	<b>-</b>

Our revenue from operations and Profit for FY21 stood at ₹ 11,381 million and ₹ 3,349 million, respectively.



## Liquidity and capital resources

## Overview

Our low leverage and robust credit profile offer adequate headroom for future growth.

For the year ended March 31, 2021, we,

- Completed successfully the initial public offering of 3,63,63,600 units for cash at ₹ 275 per unit aggregating to ₹ 45 billion, of which ₹ 10 billion was primary component which was utilized for:
  - » Repayment of external debt of ₹ 9.3 billion
  - » Acquisition of Preference share in Mindspace Business Parks Private Limited of ₹ 334 million
  - » Issue-related expenses and general corporate purposes
- Raised ₹ 11.5 billion in fixed cost debt from financial institutions at Mindspace REIT level via issuance of series of MLDs and NCDs bearing coupon ranging between 6.42% to 6.60% on p.a.p.m. basis
  - » We strategically increased our exposure to fixed cost debt to c. 30% of our total outstanding debt, to lock our borrowing costs in the favorable interest rate environment
- Debt raised during the year was predominantly used for refinancing existing debt and to fund capital expenditure

Our finance costs for FY21 stood at ₹ 1,707 million. Our weighted average cost of borrowings stands at 7.1% at the end of March 2021, down from 9.2% at the end of March 2020. Our weighted average term to maturity for borrowings stands at c. 6.4 years at the end of March 2021.

## Financial Resources

As of March 31, 2021, our cash and cash equivalents stood at ₹ 3.5 billion. Cash and cash equivalents primarily consist of balances with banks in current accounts, deposit accounts with original maturity below three months and cash on hand. Our undrawn facilities stood at ₹ 6.4 billion. We maintain a strong liquidity position consisting of cash and treasury balances.

## Summary of cash flow statement

(In ₹ million)	FY21 Consolidated	FY20 Consolidated
Net cash generated from operating activities	7,525	0
Net cash generated from investing activities	9,867	-
Net cash generated (used in) financing activities	(15,044)	0
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>2,348</b>	<b>0</b>
Cash and cash equivalents at the beginning of the year	0	-
Cash and cash equivalents acquired due to asset acquisition	(883)	-
<b>Cash and cash equivalents at the end of the year (net of book overdrafts)</b>	<b>1,465</b>	<b>0</b>

(In ₹ million)	FY21 Consolidated	FY20 Consolidated
Cash on hand	2	-
Balance with banks		
- on current accounts	3,060	0
- in escrow accounts	64	-
Deposit accounts with less than or equal to three months maturity	413	-
<b>Cash and cash equivalents at the end of the year</b>	<b>3,539</b>	<b>0</b>
Less: Bank overdraft	(2,074)	-
<b>Cash and cash equivalents at the end of the year (net of book overdrafts)</b>	<b>1,465</b>	<b>0</b>

## Cash flow from operating activities

Net cash generated from operating activities for FY21 was ₹ 7,525 million. Our profit before tax was ₹ 4,794 million, which was adjusted for non-cash and items relating to financing and investing activities, by a net amount of ₹ 3,683 million, primarily for finance costs amounting to ₹ 1,707 million, depreciation and amortization expenses amounting to ₹ 1,964 million, impairment loss amounting to ₹ 176 million. Our changes in working capital primarily comprised an increase in trade payables of ₹ 543 million, an increase in trade receivables of ₹ 272 million, a decrease in other inventories of ₹ 5 million, and increase in other non-current and current assets (including financial assets) of ₹ 1,089 million, an increase of other non-current and current liabilities (including financial liabilities) and provisions amounting to ₹ 433 million. In addition, we paid income tax of ₹ 571 million.

## Cash flow from investing activities

Net cash generated from investing activities was ₹ 9,867 million for FY21, primarily comprising loans repayment received from body corporates of ₹ 12,382 million and interest received on inter-corporate loans of ₹ 1,526 million which was primarily offset by expenditure incurred on investment property and investment property under construction, including capital advances, net of capital creditors, property, plant and equipment and intangible assets of ₹ 3,585 million, primarily with respect to Mindspace Airoli West, Gera Commerzone Kharadi, Mindspace Madhapur (Sundew) and Commerzone Porur, and net investment in fixed deposits of ₹ 127 million.

## Cash flow from financing activities

Net cash utilized in financing activities was ₹ 15,044 million for FY21, primarily comprising proceeds from the issue of units of ₹ 10,000 million and from issue of non-convertible debentures of ₹ 11,500 which was offset by net repayment of external borrowings of ₹ 31,243 million, finance costs paid of ₹ 1,697 million, dividends paid (including tax) of ₹ 3,253 million and expenses incurred towards the IPO and issue of non-convertible debentures of ₹ 334 million.

## Distributions

NDCF of Mindspace REIT is based on the cash flows generated from its assets and investments. In terms of the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, as the case may be, in proportion of their shareholding

in the Asset SPVs, subject to applicable provisions of the Companies Act or the LLP Act. NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment or proceeds of any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or such other form as may be permitted by the REIT Regulations. Further, Mindspace REIT is required to distribute at least 90% of its NDCF to the unitholders.

The Manager is required to declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions (REIT Distributions) to the unitholders. Such distributions are to be declared and made for every quarter of a financial year. The first distribution was made upon completion of the first full quarter post the listing of Units, i.e. for the quarter ending December 31, 2020. Further, in accordance with the REIT

Regulations, distributions need to be made within 15 days from the date of such declarations.

For H2 FY21, we declared a distribution of ₹ 5,687 million, or ₹ 9.59 per unit comprising ₹ 8.69 per unit as dividend and ₹ 0.90 per unit as interest payment. On an annualized basis, based on the issue price of ₹ 275 per unit, the distribution yield stood at 7.0%.

## 7.0%

### Annualized Distribution Yield for FY21

#### Tax implications of distributions

As per provisions section 115UA of the ITA, income distributed by REIT is taxable in the hands of the unitholders in the same manner and proportion as the underlying income stream received by the REIT.

#### Taxability of income based on residential status

Residential status of unitholders	Nature of income	Tax rates
<b>Resident unitholders</b>	Interest income	At applicable rates*
	Rental income	At applicable rates*
	Qualified dividend income	Tax-exempt (Refer note below)
	Disqualified dividend income	At applicable rates* (Refer note below)
	Other income taxable in hands of REIT	Tax-exempt
<b>Non-resident unitholders</b>	Interest income	5% <sup>+++</sup>
	Rental income	At applicable rates@*
	Qualified dividend income	Tax-exempt (Refer note below)
	Disqualified dividend income	At applicable rates@* (Refer note below)
	Other income taxable in hands of REIT	Tax-exempt

\* The income shall be subject to deduction of tax at source

++ tax rate subject to applicable surcharge and cess.

@ Non-resident unitholders may seek to avail beneficial provisions under the applicable Double Taxation Avoidance Agreement ('DTAA') that India may have entered into with their respective country of residence

**Note:** Taxability of income in the nature of dividend distributed by REIT to unitholders is dependent on the taxation regime adopted by the SPV(s), which distributes the dividend to REIT. If the SPV(s) has not opted for a concessional corporate tax rate under section 115BAA of the ITA ('Qualifying SPV') dividend received from such Qualifying SPV ('Qualified Dividend') and distributed by REIT is exempt in the hands of the Unitholders. Any dividend other than Qualified Dividend distributed by REIT ('Disqualified Dividend') is taxable in the hands of the Unitholders.

#### Debt maturity schedule

Weighted average maturity of debt profile stands at c. 6.4 years with 6.3% and 18.5% of debt due for repayment in FY22 and FY23, respectively. Our blended borrowing costs stood at 7.1 % at the end of March 2021, down c. 210 bps from 9.2% at the end of March 2020.

Description (₹ million)	Fixed/Free Float	Total Facility	Undrawn Facility	O/S Principal	Interest Rate (p.a.p.m.)	Weighted Average Maturity (Years)	Principal Repayment						
							FY22	FY23	FY24	FY25	FY26	FY27 & Beyond	Total
<b>At REIT Level</b>													
MLD (Tranche 1)	Fixed	5,000	-	5,000	6.60%	1.1	-	5,000	-	-	-	-	5,000
NCD (Tranche 1)	Fixed	2,000	-	2,000	6.42%	2.7	-	-	2,000	-	-	-	2,000
MLD (Tranche 2)	Fixed	3,750	-	3,750	6.46%	3.1	-	-	-	3,750	-	-	3,750
NCD (Tranche 2)	Fixed	750	-	750	6.64%	3.1	-	-	-	750	-	-	750
<b>At SPV Level (1)</b>													
Term Loan - MBPPL	Floating	14,993	-	13,224	7.36%	9.3	1,514	1,231	1,432	1,627	1,868	5,552	13,224
Term Loan - Sundew	Floating	10,814	-	4,804	7.19%	7.9	421	370	427	500	600	2,487	4,804
Term Loan - KRC Infra	Floating	5,550	1,363	4,172	7.20%	8.9	332	301	368	476	566	2,127	4,172
Term Loan - Gigaplex	Floating	1,000	113	887	7.25%	2.9	119	79	689	-	-	-	887
Loan against property - Horizonview	Floating	1,000	500	500	7.20%	2.8	-	-	500	-	-	-	500
OD / LOC	Floating	7,028	4,473	2,555	7.79%	6.1	-	-	189	-	-	2,367	2,555
<b>Total</b>		<b>51,885</b>	<b>6,448</b>	<b>37,642</b>	<b>7.09%</b>	<b>6.4</b>	<b>2,387</b>	<b>6,981</b>	<b>5,604</b>	<b>7,103</b>	<b>3,034</b>	<b>12,533</b>	<b>37,642</b>

1. Multiple facilities, details are on blended basis

- Corporate Rating for Mindspace Business Parks REIT: "CCR AAA/Stable" by CRISIL Ratings, "[ICRA] AAA (Stable)" by ICRA
- Credit Rating of ₹ 3.75 billion and ₹ 5.0 billion long-term principal protected market-linked debentures: "CRISIL PP-MLD AAAr/Stable" by CRISIL Ratings
- Credit Rating of ₹ 2.0 billion and ₹ 0.75 billion non-convertible debentures: "CRISIL AAA/Stable" by CRISIL Ratings REIT level facilities are fixed rate in nature while SPV level facilities are floating rate in nature

#### Key ratios

Our loan to value ratio was low at 14.0% as on March 31, 2021. We have undrawn committed facilities of ₹ 6.4 billion, which further augments liquidity. This provides us enough headroom for growth in the portfolio and cushion the near-term COVID-19 impact, if any.

#### Details of significant changes in key financial ratios (Consolidated)

Ratios	FY21	FY20
NOI Margin	84.8%	NM
Loan to value* (%)	14%	NM
Gross debt to NOI	4.03 times	NM
Net debt to NOI	3.66 times	NM
Return on net worth	1.9%	NM

\* Adjusted for minority interest

NM=Not Meaningful

**Note:** The acquisition of Asset SPVs by Mindspace REIT was effected on July 30, 2020. Consequently, consolidation of financials of these Assets SPVs with Mindspace REIT has been done effective August 01, 2020. Consolidated FY21 numbers therefore reflect 8 months financial performance of the Asset SPVs while Consolidated FY20 numbers do not consider any consolidation of financial performance of the Asset SPVs. Hence, the financial numbers and ratios for FY20 and FY21 are not comparable.

#### Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements.

#### Asset-wise gross asset value, along with the key assumptions

Asset	Discount Rate Completed (%)	Discount Rate Under Construction / Future Development (%)	Cap Rate (%)	Market Rent	Completed Asset Value (₹ million)	Under Construction /Future Development Asset Value (₹ million)	Total Gross Asset Value (₹ million)	% of Total Value
Mindspace Airoli East	11.75	13.10	8.00	58	40,849	1,850	42,699	17.3
Mindspace Airoli West	11.75	13.10	8.00	54	28,720	7,754	36,474	14.8
Mindspace Malad	11.75	-	8.00	86	9,569	-	9,569	3.9
The Square BKC	11.75	-	7.75	260	3,905	-	3,905	1.6
<b>Mumbai Region</b>					<b>83,043</b>	<b>9,604</b>	<b>92,647</b>	<b>37.6</b>
Gera Commerzone Kharadi	11.75	13.10	8.00	78	13,360	5,539	18,899	7.7
The Square Nagar Road	11.75	13.10	8.00	78	8,115	354	8,468	3.4
Commerzone Yerwada	11.75	-	8.00	78	19,606	-	19,606	8.0
<b>Pune</b>					<b>41,081</b>	<b>5,892</b>	<b>46,973</b>	<b>19.1</b>
Mindspace Madhapur*	11.75	13.10 / 11.75 (B22)	8.00	68	89,468	1,360	90,828	36.9
Mindspace Pocharam	12.25	13.60	8.50	22	1,177	1,568	2,746	1.1
<b>Hyderabad</b>					<b>90,645</b>	<b>2,928</b>	<b>93,574</b>	<b>38.0</b>
Commerzone Porur	11.75	-	8.00	63	6,993	-	6,993	2.8
<b>Chennai</b>					<b>6,993</b>	<b>-</b>	<b>6,993</b>	<b>2.8</b>
<b>Facility Management Division</b>	11.75	11.75	-	-	<b>5,327</b>	<b>652</b>	<b>5,979</b>	<b>2.4</b>
<b>Portfolio Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,27,090</b>	<b>19,077</b>	<b>2,46,167</b>	<b>100.0</b>

\*Adjusted for minority interest held by TSIIC

#### Contingent Liabilities

Particulars	FY21	FY20
Income-Tax matters excluding interest	936	-
Service-Tax matters	332	-
Customs duty matters	25	-
Stamp duty	65	-
Bank guarantees to Telangana State Pollution Control Board	33	-
<b>Total</b>	<b>1,391</b>	<b>-</b>

#### Capital expenditure and capital investments

Capital expenditure comprises additions during the financial year to property, plant and equipment, capital-work-in progress, investment property, intangible assets and investment property under construction. During FY21, we incurred capital expenditure of ₹ 3,585 million, primarily for the construction activity at Mindspace Airoli West, Gera Commerzone Kharadi, Mindspace Madhapur (Sundew) and Commerzone Porur and re-energizing out assets via upgrades and infrastructure upgrades. Out of the total capital expenditure ₹ 848 million of the capital expenditure was towards re-energizing our assets. Our capital commitments (net of advances) as at March 31, 2021 was ₹ 4,986 million towards construction and upgrade of our assets.

#### Planned development

Please refer to page 24 to 25 for an update on under-construction assets and upgrade activities.

#### NAV

Mr. Shubendu Saha, MRICS, in conjunction with market report prepared by Cushman & Wakefield (CWI), who has been appointed by K Raheja Corp Investment Managers LLP as an independent consultant to carry out industry and market research, carried out our annual valuation as an independent valuer and valued our portfolio at ₹ 246,167 million with 92.3% of value in completed assets, underpinning Mindspace Business Parks REIT's asset quality as of March 31, 2021. NAV of the portfolio stood at ₹ 345.2 p.u. as on March 31, 2021.



**Computation of NAV from GAV**

Particulars	₹ million
Fair value of real estate assets <sup>(1)</sup>	246,167
Other assets at book value	7,445
Other liabilities at book value	48,906
Net asset value(A+B-C)	204,706
Number of units	593,018,182
<b>NAV/per unit (₹)</b>	<b>345.2</b>

<sup>(1)</sup> Includes facility management division as well

**HUMAN RESOURCE**

At MindSPACE REIT, we believe people are our biggest assets. We place strong emphasis on investing in and nurturing talent. Our talent pool of 184 permanent employees (including the Manager and Asset SPVs) and our focus on people-centricity has helped us create a high-performance work environment. We have inculcated people-centricity in our work culture with the help of several initiatives to align the goals of our resources with that of the organization through upskilling, structured trainings, performance management and behavioral assessment, among others.

FY21 was marked by a global pandemic and 'social distancing' became the new normal. Amidst these turbulent times, we focused extensively on engaging incrementally with our employees. Mental and physical well-being for our employees was our priority and towards this we organized multiple engagement sessions with our employees, made available access to experienced psychologists, nutritionists and life coaches, organized medical consultations via our in-house app, etc.

Our 'Back to office employee guidebook' has been designed to ensure smooth and safe transition to working from office when the normalcy returns, and government guidelines permit.

**c.90%**  
Retention rate

**INTERNAL CONTROL SYSTEMS**

MindSPACE REIT has internal control systems commensurate with its size, scale and complexity to manage its operations, financial reporting, and compliance requirements. These systems have been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information in timely manner, prevention and detection of fraudulent practices, compliance with applicable laws, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with internal policies. The Manager has clearly articulated roles and responsibilities for all functional heads. Functional heads are responsible to ensure compliance with the policies and procedures laid down by the Manager.

The systems, standard operating procedures, and controls are implemented and reviewed by the leadership team. Based on the findings, process owners undertake corrective measures in their respective domains, thereby strengthening the controls. DELOITTE HASKINS & SELLS LLP, who are our statutory auditors, audited the financial statements for each of the Asset SPVs as at March 31, 2021. They have expressed an unqualified opinion on the effectiveness of each Asset SPVs' internal controls over financial reporting as of March 31, 2021.

**Industry structure and developments**

Industry structure and developments affecting our operations are captured on pages 52 to 57 of the Annual Report.

**OUTLOOK**

Global businesses and economies have not remained immune to the disruption caused by the ongoing pandemic. Commercial real estate saw demand softening through FY21 which is expected to extend further for at least 3-4 quarters. Volatility in the spread of the pandemic and its intensity, restrictions on business activities and people movement, consequent remote working, etc. is expected to have near-term impact on demand for office spaces. The pace and coverage of COVID-19 vaccination drive shall be critical in navigating the pandemic in the coming quarters.

While we deal with these challenging times, the Manager has been constantly assessing the changing situations and implementing appropriate mitigating measures. We continue to diversify the tenant mix at our portfolio, build on our tenant relationships to retain our existing tenants and attract new tenants to our parks, digitize our operations and re-energize our parks to support the business and growth needs of our tenants, implement latest technologies and adherence to stringent social-distancing norms to protect the health and safety of our employees and tenants

Even in the given environment, with the help of cutting-edge technology, India has been on the forefront of delivering services which has enabled growth pick-up and rise in employment for such services. The pandemic has also brought about a renewed focus on digitization which has changed the way businesses function. India being an effective provider of these solutions with bandwidth of intellectual capital for technology services, stands to benefit from this trend. The technology hiring outlook is expected to remain positive in 2021 coupled with growth in global tech spends. Global multi-nationals are increasingly looking at India as an innovation and knowledge centre.

Once the global environment recuperates and office occupancies rise, India's Grade A offices are anticipated to be the foremost beneficiaries of the demand surge. In the meantime, we continue to invest in enhancement of our assets and putting in place robust health and safety measures to keep them future ready. Our business has demonstrated high degree of resilience during this environment, and we remain confident of the long-term fundamentals of Grade A commercial real estate in India.

**Risk Factors**

For March 31, 2021

1. COVID-19 has caused a material decline in general business activity and demand for real estate transactions, and if this persists, it would adversely affect our ability to execute our growth strategies, including identifying and completing acquisitions and expanding into new markets. On a cumulative basis, during FY21, tenants surrendered 0.24 msf, comprising space earmarked for growth and COVID-19 related downsizing.

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

- a complete or partial closure of, or other operational issues at, one or more of our properties;
- tenants' inability to pay rent on their leases, in part or full or our inability to re-lease space that is or becomes vacant;
- slowdown in getting lease commitments for new spaces;
- any impairment in value of our properties;
- an increase in operational costs; and
- the extent of construction delays on our under-construction properties due to work-stoppage orders, disruptions in the supply of materials, shortage of labour, delays in inspections, or other factors

2. Distributions to unitholders will be based on the net distributable cash flows available for distribution. Our ability to make distributions to the Unitholders may be affected by several factors including:

- » business and financial position of Asset SPVs, debt servicing requirements of Asset SPVs,
- » construction and leasing of under construction area,
- » applicable laws and regulations, which may restrict the payment of dividends by the Asset SPVs or other distributions.

3. The REIT Regulations impose certain restrictions on our operations, including maintaining a specific threshold of investment in rent generating properties and conditions on availing debt financing. These conditions may restrict our ability to raise additional funds as well as limit our ability to make investments.

4. Real estate markets are cyclical in nature, and a recession, slowdown or downturn in the real estate market as well as in specific sectors, such as technology, where our tenants are concentrated, increase in property taxes, changes in development regulations and zoning laws, availability of financing, rising interest rates, increasing competition, adverse changes in the financial condition of our tenants, increased operating costs, disruptions in amenities and public infrastructure and outbreaks of infectious disease

such as COVID-19, among others, may lead to a decline in demand for our Portfolio, which may adversely affect our business, results of operations and financial condition.

5. A significant portion of our revenues are derived from a limited number of tenants. Any conditions that impact these tenants could adversely affect our business, results of operations and financial condition. We are required by the terms of the lease deeds, grant documents or sale deeds with certain statutory authorities to lease a proportion of our Portfolio to tenants from the IT and ITeS sectors. Some of the assets are large and contribute significantly to our revenue from operations resulting in asset concentration. Assets are primarily located in four key office markets and select micro markets within these office markets resulting in market and micro market concentration.

6. Our title to the land where the Portfolio is located may be subject to legal uncertainties and defects, which may interfere with our ownership of the assets and result in us incurring costs to remedy and cure such defects. Any failure or inability to cure such defects may adversely affect the Portfolio including the rentals, which may also impact returns for the Unitholders.

7. Existing lease/license agreements are subject to risks including (i) non-renewal upon expiration, (ii) delay or failure in making rental payments by the lessees/licensees, (iii) premature termination, (iv) failure to re-lease or re-license the vacant space and our dependence on rental income may adversely affect our profitability, our ability to meet financial obligations and to make distributions to our unitholders.

8. We may be unable to renew leases or license arrangements, lease or license vacant area or re-lease or re-license area on favourable terms or at all, which could adversely affect our business, results of operations and cash flows.

9. By letter dated 11th September, 2020 to Horizonview, TNRERA stated that only real estate projects which are proposed to be let out on rent alone are not required to be registered with TNRERA and all other real estate projects whether allotted as freehold or leasehold are to be registered with TNRERA; therefore Horizonview is directed to register the Commerzone Porur project under section 3 of the RERA, before executing/registering lease deed with prospective lessees.

Horizonview has filed a response dated November 17, 2020 for inter alia re-iterating and clarifying the factual and legal position on grounds including that (i) the premises in the project are not contemplated to be allotted as freehold or leasehold; (ii) Horizonview is merely letting out premises on rent; (iii) the rights granted/ proposed to be granted by Horizonview are in the nature of a tenancy for a specified period; (iv) letting out of premises on rent

- by Horizonview will be governed by the provisions of the Tamil Nadu Regulation of Rights and Responsibilities of Landlords and Tenants Act, 2017 ["**TNRRLTA**"], which will apply to the letting out/leasing of premises by Horizonview in Commerzone Porur; (v) Horizonview and its tenants will be complying with Section 4 of TNRRLTA by filing the form with the Rent Authority, as specified in the First Schedule of the said Act; (vi) as confirmed by MahaRERA in its FAQs published on its website, the RERA Act does not include rental projects, lease / leave and License deals; and therefore, as the premises in the Commerzone project are to be let out/leased on periodical rent by Horizonview, and not to be allotted or sold (as freehold or leasehold) as contemplated of RERA, registration of Commerzone Porur project is not required under Section 3 of RERA.
- Any delay in clarification and resolution of the issue with TNRERA, may result in Horizonview having to resort to legal remedies in respect of such clarification. Any unfavorable outcome may attract the provisions relating to registration under RERA and affect our ability to register the lease agreements with our tenants in this project.
10. Due to a variety of factors, including competitive pricing pressure in our markets, changing market dynamics including demand supply, a general economic downturn and the desirability of our properties compared to other properties in our markets, we may be unable to realize our estimated market rents across the properties in our Portfolio at the time of future leasing.
11. Valuation is an estimate and not a guarantee, and it is dependent upon the accuracy of the assumptions as to income, expense and market conditions. Further, the valuation methodologies used to value our Portfolio involve subjective judgments and projections, which may not be accurate. Valuation methodologies will also involve assumptions and opinions about future events, which may turn out to be incorrect. Further, valuations do not necessarily represent the price at which a real estate asset would sell, since market prices of assets can only be determined by negotiation between a willing buyer and seller. As such, the value of an asset forming part of our Portfolio may not reflect the price at which such asset could be sold in the market, and the difference between value and the ultimate sales price could be material.
12. We have certain contingent liabilities, which if they materialize, may adversely affect our results of operations, financial condition and cash flows. For details, see "note no. 45 to Notes to accounts - Contingent Liabilities and Capital Commitments of Consolidated Financial Statements for the financial year ended March 31, 2021"
13. Any appeal against the order of the Karnataka High Court dated 12th June, 2019 in a Writ Petition quashing the list of disqualified directors issued by the Ministry of Corporate Affairs or any adverse orders in the pending review petition or any subsequent adverse developments, may affect the ability of Mr. Ravi C. Raheja and Mr. Neel C. Raheja (designated partners of the Manager) to continue as designated partners of the Manager and directors on board of certain Asset SPVs, which may have an adverse effect on our business and reputation.
14. There are outstanding litigations, title irregularities and regulatory actions involving the Asset SPVs, which may adversely affect our business, results of operations and cash flows. For details, see "Brief details of material litigations and regulatory actions as at the year ended March 31, 2021" in this report.
15. Our business and results of operations are subject to compliances with various laws, and any non-compliances may adversely affect our business and results of operations. Our business is governed by various laws and regulations, including Transfer of Property Act, 1882, Special Economic Zones Act, 2005 and Special Economic Zone Rules, 2006, Maharashtra Industrial Development Act, 1961, Mumbai Metropolitan Region Development Authority Act, 1974, Maharashtra Information Technology and Information Technology Enabled Services Policy, 2015, rent control legislations of various states, municipal laws of various states and environment related regulations. Our business could be adversely affected by any change in laws, municipal plans or stricter interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us.
- For instance, the Ministry of Corporate Affairs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 and has introduced the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 ("**CSR Rules**"). The CSR Rules provides, among others, specific treatment of unspent CSR amount based on whether it pertains to an ongoing project. Any failure on the part of our Asset SPVs to make the necessary transfer towards CSR requirements and ensure compliance under the CSR Rules may result in penal actions being initiated against the relevant Asset SPV by the concerned regulatory authority.
16. Any non-compliance with, and changes in, environmental, health and safety laws and regulations could adversely affect the development of our properties and our financial condition. We are subject to environmental, health and safety regulations in the ordinary course of our business. If we face any environmental issue during the development of a property or if the government introduces more stringent regulations, we may incur delays in our estimated timelines and may need to incur additional costs. Such as, Environment Clearances, in respect of approximately 2.4 msf of Total Leasable Area held and operated by KRIT and Intime, were not obtained on account of lack of clarity at the relevant time with respect to classification of the relevant area forming part of these Asset SPVs. The said buildings of KRIT and Intime have received occupation certificates and the buildings have been occupied by various clients for more than ten years. In 2017, the MoEF notified a regularization scheme for cases relating to construction without the requisite environment clearance. KRIT and Intime have made applications under this scheme for such regularization. The aforesaid applications, were considered and the State Level Environment Impact Assessment Authority ("**SEIAA**") issued 'Standard Terms of Reference' issued by the MoEF, along with certain 'Specific Terms of Reference' ("**TORs**") which included, among others, obligation on the state government/state pollution control board to take action against the project proponent under the provisions of section 19 of the Environment (Protection) Act, 1986. As per the terms of the TOR, the Telangana State Pollution Control Board ("**TSPCB**") has now issued letters to Environment Engineer (EE), with a copy to KRIT and Intime, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of EIA Notification against KRIT and Intime under the provisions of Section 19 of the Environment Protection Act, 1986. Accordingly, the EE filed complaints in the Court of the Hon'ble IX Metropolitan Magistrate, Cyberabad at Kukatpally ("**MM Court**") against KRIT and Intime under section 19 of the Environment Protection Act, 1986 read with section 190 and 200 of Criminal procedure Code ("**Cr. PC**") for the offence under section 5 and 15 of the Environment Protection Act, 1986. The MM Court found KRIT and Intime punishable for offence under section 15 of Environment Protection Act, 1986 and accordingly convicted them under section 252 of Cr. PC for the same offense and sentenced to pay ₹ 25,000 for each offense. Accordingly, KRIT and Intime have made requisite payments to the MM Court. SEIAA considered the above matters of KRIT and Intime in its 106th and 107th meeting and has approved the issuance of EC subject to submission of bank guarantee of following amounts: (i) ₹ 3,391,000 by Intime for building 5B; (ii) ₹ 3,947,000 by KRIT for Building 1A and 1B; (iii) ₹ 10,141,000 by KRIT for Building 2A and 2B; (iv) ₹ 4,413,000 by KRIT for Building 3A and 3B; (v) ₹ 5,203,000 by KRIT for Building 4A and 4B; (vi) ₹ 5,444,000 by KRIT for Building 10 for implementation of Remediation plan; Natural Resource Augmentation Plan and Community Resource Augmentation Plan, alongwith detailed action plan for implementation. KRIT and Intime have submitted letters to the Member Secretary SEIAA, requesting to share bank guarantee format alongwith details of beneficiary for submission of bank guarantees. These environment remedial actions, will require us to incur additional costs, which may have a negative impact on our business, results of operations and cash flows.
17. Any delay, failure or inability on part of Asset SPVs to obtain, maintain or renew all regulatory approvals that are required for their respective business, may adversely impact our development and business.
18. For our assets located on land leased from MIDC and MMRDA, the relevant Asset SPVs are required to comply with the terms and conditions provided in the respective lease agreements with such government bodies. Any non-compliance by the Asset SPVs of the respective lease agreements with such government bodies or by the tenants of the terms of the lease deed executed with them, may result in the action by the regulatory authorities, including revocation/termination of lease, demolition of the construction or payment of fines. In the event that our leases are revoked, not renewed or terminated prematurely, it could have an adverse impact on the Asset SPVs and in turn adversely affect our business, financial condition and results of operations.
19. Inability to access infrastructure, certain logistical challenges in new markets and our relative inexperience with newer markets, may prevent us from expanding our presence in new markets in India which may adversely affect our business, results of operations and cash flows.
20. We have entered and may enter into several related party transactions, which could involve conflicts of interest. The Manager may face conflicts of interests in choosing our service providers, and certain service providers may provide services to the Manager, the Sponsor Group on more favorable terms than those applicable to us.
21. Some of our assets are located on land notified as SEZs and the Asset SPVs are required to comply with the SEZ Act and the rules made thereunder.
22. The income tax benefits available to SEZ developers have been withdrawn for the SEZs which have commenced development after March 31, 2017, while for their tenants/units, income tax benefits are available on income earned by them on account of the exports from the SEZs, provided they commence operations in the SEZs on or before March 31, 2021, if necessary approvals have been received by March 31, 2020. This may result in SEZs becoming less attractive for tenants in the future.
- Further, some of our Asset SPVs have made applications for de-notifying certain land parcels notified as SEZs and hence they will be eligible to avail lower fiscal incentives than what were previously available to them, which may adversely affect our business, results of operations and financial condition.
23. Due to various regulatory and other restrictions, we may not be able to successfully meet financing requirements for completion of construction of Under Construction Area, construction of Future Development Area and for refurbishments, renovation and improvements beyond our current estimates
- Our inability to raise adequate finances may adversely affect our business, results of operations and cash flows.
24. Liquidity in the credit market has been constrained due to market disruptions, including due to the COVID-19 pandemic, which may make it costly to obtain new lines of credit or refinance existing debt. As a result of the ongoing credit market turmoil, we may not be able to refinance our existing indebtedness or to obtain additional financing on attractive terms. Further, adverse economic conditions could negatively affect commercial real estate fundamentals and result in lower occupancy, lower rental rates and declining values in our Portfolio and in the collateral securing any loan investments we may make.
25. Our ability to make distributions to unitholders could be adversely affected if expenses increase due to various factors. Also, any adverse tax changes or withdrawal of tax benefits may adversely affect our financial condition and results of operation.
- Any maintenance or refurbishment may result in disruption of operations and it may not be possible to collect the full or any rental income on area affected by such renovations and refurbishment of our assets.

26. The restrictive covenants under the financing agreements, entered or to be entered into with various lenders or investors, from time to time, include or could include, among others, obtaining prior consent of the lenders (i) for change in the capital structure, (ii) for amendment of constitutional documents, (iii) for declaration of dividends/ distribution of profits in case of defaults, (iv) for incurring further indebtedness against the security provided, and (v) for providing surety or guarantee to any third party. These or other limitations may adversely affect our flexibility and our ability to make distributions to our unitholders.
27. We are not fully insured against some business risks and the occurrence of accidents that cause losses in excess of limits specified under our policies, or losses arising from events not covered by our insurance policies, such as damage caused to our property and equipment due to war, which could adversely affect our business and results of operations.
- While we believe that we have industry standard insurance for our Portfolio, if a fire or natural disaster substantially damages or destroys some or all of our assets in the Portfolio, the proceeds of any insurance claim may be insufficient to cover any expenses faced by us, including rebuilding costs.
28. Under the REIT Regulations, a REIT is required to hold assets acquired by it for a period of three years from the date of purchase and in case of under-construction properties or under-construction portions of existing properties acquired by it, three years from the date of their completion. Additionally, any sale of property or shares of Asset SPVs exceeding 10% of the value of the REIT assets will require prior approval of the Unitholders. These factors could have an adverse effect on our business, financial condition and results of operations.
29. Any disagreements with our collaborators or joint venture partners or any delay or failure to satisfy the terms and conditions set-out in the binding agreements with such collaborators or the joint-venture partners, may adversely impact our business and operations.
30. We do not own the trademarks or logos for "Mindspace", "Mindspace Business Parks", "K Raheja Corp", "Commerzone" "CAMPLUS" and "The Square" that are associated with our Portfolio. Further, we do not own the trademark or logo for "Mindspace Business Parks REIT" and "Mindspace REIT". These trademarks and logos are licensed to our Asset SPVs, the Manager and us, as applicable, by the Sponsors or Sponsor Group entities who are either the registered owners of these trademarks and logos or have made applications for registered ownership some of which are pending. We may not be able to prevent infringement of the trademark, and a passing off action may not provide sufficient protection. Accordingly, we may be required to litigate to protect our trademark and logo, which could be time consuming and expensive and may adversely affect our business and results of operations.
31. Our Asset SPVs may, in the future be exposed to a variety of risks associated with development of an Integrated IT Township, which may adversely affect our business, results of operations and financial condition.
32. Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate. Additionally, we may be subject to conditions of use or transfer of land wherever such land is subject to orders under the Urban Land (Ceiling and Regulation) Act, 1976.

## Material Litigations and Regulatory Actions

### Brief details of material litigations and regulatory actions as at the year ended March 31, 2021

As required under Clause 13 of Schedule III of the REIT Regulations, this note discloses (i) all pending title litigation and title related irregularities pertaining to the Portfolio and (ii) details of all pending criminal matters, regulatory actions and civil/ commercial matters against Mindspace REIT, the Sponsors, the Manager or any of their Associates, the Sponsor Group and the Trustee (collectively, "**Relevant Parties**"). Only such pending civil/ commercial matters against the Relevant Parties have been disclosed where amount involved are in excess of the materiality thresholds disclosed below. In addition to the above, other pending civil/ commercial proceedings by the Asset SPVs and Sponsor Group (excluding the Sponsors) which are considered material by the Manager, have been disclosed.

Further, all pending direct tax, indirect tax and property tax matters against the Relevant Parties have been disclosed in a combined manner.

Based on various relevant considerations, including the statutory filings with the relevant registrar of companies and legal and accounting advice received, it has been determined that control across KRC group entities is exercised only collectively (jointly, and not severally) by all the shareholders / interest-holders belonging to the KRC group, of the respective entity. However, solely for the purposes of disclosure herein, details of all LLPs/companies of the KRC group, where the Sponsor(s) is/are shareholder(s)/interest holder(s) (which, however, are controlled collectively and jointly by all KRC group shareholders/interest holders in such LLPs/companies) have been considered. Therefore, solely for the purpose of disclosures herein and no other purpose, including, applicable law relating to such other purpose, all pending criminal matters, regulatory actions and civil/ commercial matters against these entities where amount involved are in excess of the materiality thresholds set out herein have been disclosed. Further, all pending direct tax, indirect tax and property tax matters against these entities have been disclosed in a combined manner.

All disclosures are as of March 31, 2021.

#### I. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING INVOLVING MINDSPACE REIT AND THE ASSET SPVS

As of March 31, 2021, Mindspace REIT does not have any pending criminal matters or regulatory actions against it, or any material civil/ commercial litigation pending involving it.

For the purpose of pending civil/ commercial litigation against Mindspace REIT and the Asset SPVs, such matters where value exceeds 1% of the consolidated profit after tax of Mindspace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is

considered material by the Manager from the perspective of Mindspace REIT, have been disclosed. In addition to the above, pending civil/ commercial proceedings by Mindspace REIT or the Asset SPVs which are considered material by the Manager have been disclosed.

#### A. Avacado

##### (i) Title litigation and irregularities

- Nusli N. Wadia ("**Plaintiff**") filed a suit ("**Suit**") before the Bombay High Court ("**High Court**") against Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Inorbit Malls, Avacado and others ("**Defendants**") pertaining to inter alia revocation of the registered agreements for sale of certain buildings, including the registered agreements executed in favour of Avacado for acquiring buildings viz. Paradigm constructed on demarcated portion of the land located at Mindspace Malad project, and demolishing of the building Paradigm located at Mindspace Malad project. The Plaintiff's claim with regard to Avacado is restricted to its transaction relating to Paradigm building constructed on the demarcated portion of land located at Mindspace Malad project and does not extend to the equity shares of Avacado or any other assets held by Avacado.

The Suit was filed inter alia alleging certain insufficient payment to the Plaintiff, breach and non-adherence of the project agreement of 1995 entered into between the Plaintiff and Ivory Properties in respect of certain land situated at Malad West and Kanheri, including the demarcated portion of the land on which building Paradigm is constructed in Mindspace Malad project ("**1995 Agreement**"), and pertaining to sale of certain buildings inter alia on ground of sale of such buildings to alleged related parties. The Plaintiff sought inter alia (i) orders of declarations and permanent injunctions relating to the termination of the 1995 Agreement, (ii) the termination of some of the registered agreements and memorandums of understanding entered between the Plaintiff, Ivory Properties and purchasers in respect of some of the buildings constructed on the demarcated portions of land in Malad (including the building viz. Paradigm located at Mindspace Malad project), (iii) demolishing of such buildings and (iv) damages from Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Mr. Chandru L. Raheja to the extent of ₹ 3,509.98 million along with interest. A notice of motion was also filed by the Plaintiff seeking interim and ad-interim reliefs for inter alia appointment of receiver for buildings sold by the Plaintiff and Ivory Properties to various Defendants (including Avacado), restraining Ivory Properties and other Defendants (including Avacado) from alienating, encumbering or parting with possession of the building and restraining Ivory Properties and other Defendants (including Avacado) from dealing with (including renewal of leases / licenses) or creating fresh leases / licenses in respect of the buildings, and from receiving or recovering any sum in respect thereof by way of rent, license fee or

compensation for occupation, or if received or recovered be directed to deposit the said rent, license fee or compensation to the High Court. No ad-interim relief was granted to the Plaintiff.

The Defendants filed replies inter alia stating that the Suit is barred by limitation and that the transactions under the registered documents are genuine and in accordance with the 1995 Agreement and that the Plaintiff had deliberately made false and defamatory comments to cause damage to the reputation of the Defendants inter alia to pressurize Ivory Properties and its directors into meeting the Plaintiff's demands for unjustifiable amounts beyond what is payable under the 1995 Agreement. Further, Ivory Properties has also filed a counter-claim for various reliefs relating to specific performance of the 1995 Agreement and refund of ₹ 16 million with interest paid to the Plaintiff, and in the alternative for payment of estimated damages of ₹ 6,091.40 million inter alia towards loss of profit from the balance development potential and ₹ 5,000 million along with interest for compensation towards defamation.

The High Court, by its orders dated September 19, 2013 and September 20, 2013, framed the issue of limitation under section 9A of the Civil Procedure Code, 1908, as a preliminary issue of jurisdiction and directed the Plaintiff to file affidavit of evidence. Aggrieved, the Plaintiff challenged the orders of the High Court by filing a special leave petition ("SLP") in the Supreme Court of India. The Supreme Court of India, by an order dated October 8, 2013, stayed further proceedings with regards to the Suit filed in the High Court, till further orders. Thereafter, the Supreme Court of India, by its order dated August 25, 2015, referred the SLP to a three-judge bench. Subsequently, the Supreme Court of India disposed of the SLP by an order dated December 12, 2018 as infructuous in view of deletion of Section 9A of Civil Procedure Code by the Maharashtra Act 61 of 2018 with liberty to apply in case the need arises.

The Plaintiff filed an application before the Supreme Court of India to restore the original SLP by cancelling the order dated December 12, 2018 in view of further amendment the Code of Civil Procedure (Maharashtra Amendment) Act, 2018. By its judgment dated October 4, 2019, it was held by the three judge bench of Supreme Court of India that Section 9A of Civil Procedure Code by the Maharashtra Act 61 of 2018 cannot be decided as a preliminary issue as to jurisdiction. The Supreme Court of India has directed for the matters to be placed before the appropriate bench for consideration on merits. The notice of motion for interim relief and the Suit are pending for the final hearing before the High Court.

Separately, in relation to a transaction of divestment by the KRC group of their shareholding in respect of one of its group company, the Plaintiff, through his advocates & solicitors, had addressed certain letters, including to KRCPL, CCI and the merchant bankers acting in that transaction. The Plaintiff had also issued caution public notice dated October 1, 2016, cautioning the public about the risks and consequences in dealing with the suit property. The allegations and averments have been responded by KRCPL and the merchant bankers and the transaction of divestment was completed.

Further, the Plaintiff, through his advocates, addressed a letter dated February 13, 2020, including to MindSPACE REIT, the Manager, the Trustee, the Sponsors, Avacado, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Ivory Properties and KRCPL, expressing his objection to the proposed Offer and any actions concerning the building at Paradigm MindSPACE Malad. The allegations and averments made by the Plaintiff have been responded by parties concerned. No further correspondence has been received.

#### (ii) Criminal matters

There are no pending criminal matters against Avacado.

#### (iii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Avacado, Gigaplex, Intime, KRIT, MBPPL, Sundew, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Chalet Hotels, Genext, Inorbit Malls, KRCPL, Stargaze, Shoppers Stop and others ("Parties"). Pursuant to the Warrant, the Income Tax Department carried out a search on November 30, 2017. The search covered various matters for which notices were already issued from time to time. The search was concluded on December 6, 2017 at the office and residence of the Parties. Pursuant to the search, the Income Tax Department issued notices to each of the Parties under Section 153A of the Income Tax Act, 1961, directing them to prepare and furnish true and correct returns of total income for assessment years from 2012-13 to 2017-18 within a stipulated timeline from the date of service of the notices and these returns have been furnished before the Income Tax Department. Further, the Income Tax Department issued notices under Section 142(1)/143(2) of the Income Tax Act, 1961 for assessment years 2012-13 to 2017-2018/2018-19, to the Parties seeking certain information. These details have been furnished before the Income Tax Department by the Parties from time to time.

Pursuant to the block assessment proceedings, Avacado received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act 1961 for assessment years 2018-19, for an aggregate demand of ₹ 43.74 million. Avacado filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 99.78 million.

2. MPCB allegedly issued a show cause notice dated November 11, 2016 ("First SCN") to Avacado for alleged failure in obtaining no objection/ permission from the CGWA for extraction of ground water in respect of the Paradigm MindSPACE project. MPCB served a show cause notice dated March 14, 2017 on Avacado, referring to the First SCN stating that the First SCN was issued pursuant to the directions given to MPCB and CGWB by the National Green Tribunal judgement dated January 11, 2016 and November 8, 2016 (in the matter of Asim Sarode V/s District Collector, Nanded and others, where Avacado was not a party) to jointly

prepare a list of industries and infrastructure projects which require permission for extracting ground water and to issue directions for closure of such industries and infrastructure projects for whom the default persists. By letter dated April 6, 2017, Avacado responded to MPCB inter alia stating that (a) there is no requirement for Avacado to apply for or obtain NOC from CGWA, as Avacado does not appear in the list of industries and infrastructure projects which require permission for extracting ground water as published on the MPCB website; (b) Avacado does not withdraw ground water at the Paradigm MindSPACE Malad project; and (c) the First SCN was not received by Avacado. No further correspondence has been received.

3. The Office of Tehsildar, Borivali ("Tehsildar") issued demand notices dated February 5, 2021 and dated March 2, 2021 under provisions of Maharashtra Land Revenue Code, 1966 to Ivory Properties and others for retrospective payment of non-agricultural tax ("NA Tax") of ₹ 52.63 million. The demand notices were issued pursuant to the letter dated February, 5, 2021 of the Collector (Mumbai Suburban Office) ("Collector"), wherein it was recorded that all urban lands in state being used for non-agriculture purpose, NA Tax assessment had been stayed for the period August 1, 2006 to July 31, 2011 till the revised guidelines were finalized as per government letter NAP0311/CR28/L5 dated August 24, 2011 and that as per Government of Maharashtra decision dated February 5, 2018, the stay was lifted. Ivory Properties vide letter dated March 30, 2021 has denied the quantification and leviability of the NA Tax assessment with retrospective effect and has requested the Tehsildar not to take any coercive action, without giving a reasonable opportunity to file a reply. Ivory Properties also tendered, without prejudice, an 'on account' deposit of a sum of ₹ 3.00 million to the Office of Tehsildar, without admitting or accepting any liability.

#### (iv) Material civil/commercial litigation

There are no other material civil/commercial litigation involving Avacado.

#### B. Gigaplex

##### (i) Title litigation and irregularities

1. Baburam Ramkishan Yadav ("Baburam"), president of Universal Education Society ("UES"), filed a suit and injunction application before the Court of Civil Judge (J.D.) Vashi at C.B.D. ("Civil Court Vashi") seeking injunction restraining Gigaplex from encroaching upon land admeasuring approximately 500 square meters on which a school is operated by UES ("Suit Property"), which is in the MindSPACE Airoli West admeasuring approximately 202,300 square meters ("Larger Land").

Gigaplex denied the claims stating that inter alia Gigaplex was a lessee of MIDC in respect of the Larger Land, and that Baburam has illegally encroached upon about 250 square meters on the eastern boundary of the Larger Land. By its order dated August 20, 2018, the Civil Court rejected the injunction application ("Order"). Baburam has challenged the Order before the Court of District Judge Thane. The suit and appeal filed by Baburam are currently pending before the relevant courts.

Gigaplex filed a suit against UES and MIDC before the Court of Civil Judge (Senior Division) Thane at Thane ("Civil Court Thane"), inter alia for possession of 569.80 square metres or such area as may be found in unauthorized occupation of UES, damages of ₹ 10.80 million, mesne profits of ₹ 0.30 million per month till the recovery of possession and injunction to restrain from further trespassing on the land at MindSPACE Airoli West. Subsequently, Gigaplex also filed an injunction application before the Civil Court Thane seeking, inter alia, a temporary injunction to restrain Universal Education Society, its trustees, office bearers etc. from trespassing and encroaching the Suit Property and the adjacent plot of land leased by MIDC to Gigaplex. In an interim application for injunction filed by Gigaplex, a status quo order was passed on July 26, 2019 by the Civil Court Thane. The status quo was continued by the Civil Court Thane till the final decision in the matter, through its order dated March 5, 2020, disposing of the injunction application. The suit is currently pending before the Civil Court Thane.

Baburam also filed a complaint before Rabale police station, Navi Mumbai, against a security guard in charge of Gigaplex for allegedly threatening him and damaging of a display board at the Suit Property. Baburam also issued a letter addressing the Commissioner of Navi Mumbai, the Police Commissioner of Navi Mumbai, the Chief Minister of Maharashtra and others, for harassment by security personnel of Gigaplex in the Suit Property. No action has been taken against Gigaplex in this regard.

##### (ii) Regulatory actions

1. The Joint Director of Industries, Government of Maharashtra ("JDI") had issued a letter of intent dated July 26, 2007 ("LOI") to B. Raheja Builders Private Limited (now, Gigaplex Estate Private Limited) for establishing and registering an IT software unit for 'Software Development'. Subsequent to the letter from JDI, MIDC, by its letter dated June 30, 2009, intimated Gigaplex to register as an IT Park, being a private developer. Thereafter, the JDI, by its letter dated May 16, 2016 ("JDI Letter"), sought clarification from Gigaplex in relation to non-registration of the IT software unit within the stipulated timeline and sought to initiate action against Gigaplex under the IT/ITES policy. Gigaplex was in the process of completing the endorsement of the lease deed dated November 1, 2007 executed with MIDC in relation to the MindSPACE Airoli West project, for payment of stamp duty, which remained with the relevant revenue authorities for endorsement, for submission to JDI. The lease deed was endorsed by the revenue authorities on September 11, 2019. By its letter dated October 9, 2019 to the JDI, Gigaplex has responded to the JDI Letter inter alia stating that (a) the land was granted by MIDC under lease deed dated November 1, 2007 for proposed I.T. software unit (Software Development), but due to recession and other reasons, the erstwhile management of B. Raheja Builders Pvt. Ltd. decided to pursue development as private IT Park (instead of software development) with due approval of the Director Industry, IT, pursuant to the NOC issued by MIDC; (b) accordingly, Gigaplex has developed the land as private IT Park; and (c) Gigaplex also voluntarily approached the stamp authorities and paid the full stamp duty and registration fees in relation to the lease deed, and (d) the development of private IT Park was undertaken

with due approval of Director of Industry (IT), Maharashtra and no benefit was received by it under the IT/ITES policy. No further correspondence has been received.

2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Gigaplex and others. For details, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions". Pursuant to the block assessment proceedings, Gigaplex received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) for an aggregate demand of ₹ Nil. Gigaplex has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 29.56 million. The assessment proceeding for the assessment year 2018-2019 is ongoing.
3. Maharashtra State Electricity Distribution Company Limited ("MSEDCL") filed a petition dated October 16, 2018 against Maharashtra State Load Despatch Centre, wherein electricity distribution companies in Maharashtra including, MBPPL and Gigaplex (which hold electricity distribution licenses) and others, were impleaded as parties, before Maharashtra Electricity Regulatory Commission ("MERC") seeking payment of alleged past dues, removal of anomalies and directions regarding over-drawal of electricity. Through its final common order dated September 26, 2019, MERC partly allowed MSEDCL's prayer against which MSEDCL and one of the electricity distributions companies have filed separate appeals before the Appellate Tribunal for Electricity ("APTEL"). Pursuant to an order dated December 18, 2019, the APTEL instructed that notices be issued to respondents in the appeal, including Gigaplex and MBPPL. By an order dated September 15, 2020, interim applications for condonation of delay in filing the appeals were allowed. The appeals are pending before the APTEL.

(iii) **Material civil/commercial litigation**

There are no other material civil / commercial litigation involving Gigaplex.

**C. Horizonview**

(i) **Title litigation and irregularities**

1. An enquiry notice was issued by District Revenue Officer, Thiruvallur ("DRO") and Additional District Judge to W.S. Industries (India) Limited ("WSIIL"), an erstwhile owner of a land parcel admeasuring approximately 46.04 acres ("Suit Land") of which a portion admeasuring approximately 6.16 acres was acquired by RPIL. RPIL has granted development rights to Horizonview over such land in relation to the Commerzone Porur project. Horizonview is not a party to the proceedings.

The DRO issued an enquiry notice dated May 25, 2017 ("Notice") to WSIIL calling for an enquiry to be conducted before the District Revenue Officer cum Additional District Judge at the District Collector Office on the basis of a complaint presented by P. Jeyapal S/o R. Perumalsamy ("Jeyapal") alleging that land have been handed over

to WSIIL on certain conditions, and instead of using the land for common purpose, WSIIL has been using the land for commercial purpose. Aggrieved, WSIIL has filed a writ petition before the Madras High Court against the DRO and Jeyapal, seeking directions for quashing the Notice. The Madras High Court, by its order dated June 5, 2017, has granted interim stay on proceedings under the Notice. The matter is currently pending before the Madras High Court.

2. Based on legal advice received, the following documents granting development rights in favor of Horizonview for the purposes of constructing an IT Park, have not been registered:
  - a. The development agreement, dated November 7, 2006, executed by RPIL, the owner of the land and Horizonview ("Development Agreement");
  - b. The award dated March 22, 2016, passed by the arbitrator in relation to disputes between RPIL and Horizonview in relation to the Development Agreement ("Award");
  - c. The letter dated May 18, 2017 executed between RPIL and Horizonview; and
  - d. The written arrangement dated February 20, 2019, executed by RPIL and Horizonview modifying the terms of the Development Agreement and the Award.

(i) **Criminal matters**

There are no pending criminal matters against Horizonview.

(ii) **Regulatory actions**

There are no other pending regulatory actions against Horizonview.

(iii) **Material civil/commercial litigation**

There are no material civil/commercial litigation involving Horizonview.

**D. Intime**

(i) **Litigation**

There are no litigations in relation to the land held by Intime.

(ii) **Criminal matters**

There are no pending criminal matters against Intime.

(iii) **Regulatory actions**

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Intime and others. For details, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions". Intime has received notice dated November 27, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within seven days from the date of service of notice and the return has been filed with the Income Tax Department and the assessment proceeding is ongoing. Pursuant to the block assessment proceedings, Intime received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961 for the assessment year 2018-

2019 for an aggregate refund of ₹ 226.18 million. Intime has filed rectification applications which are pending before the relevant authority.

2. Intime had completed construction of its building 5B in MindSpace Madhapur project ("Building") without obtaining Environment Clearance ("EC") on account of lack of clarity at the relevant time with respect to classification of the relevant area forming part of Intime. Intime has filed a sou-moto application dated September 9, 2017 ("EC Application") under a regularization scheme notified by MoEF vide notification dated March 14, 2017 for cases relating to construction without the requisite environment clearance for regularization of the Building. The aforesaid application was considered as a case of violation and the State Level Environment Impact Assessment Authority ("SEIAA") issued 'Standard Terms of Reference' issued by the MoEF, along with certain 'Specific Terms of Reference' ("TOR") which included, among others, obligation on the state government/ state pollution control board to take action against the project proponent under the provisions of section 19 of the Environment (Protection) Act, 1986. As per the terms of the TOR, the Telangana State Pollution Control Board ("TSPCB") issued letter dated December 16, 2020 ("Letter") to Environment Engineer ("EE"), with a copy to Intime, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of the EIA Notification, 2006 against Intime under the provisions of the Environment Protection Act, 1986. Accordingly, the EE filed complaint in the Court of the Hon'ble IX Metropolitan Magistrate, Cyberabad at Kukatpally ("MM Court") against Intime under the Environment Protection Act, 1986 read with Criminal procedure Code ("Cr. PC") for the offence under the Environment Protection Act, 1986. The MM Court found Intime punishable for offence of Environment Protection Act, 1986 and accordingly imposed a payment of ₹ 25,000 for the offence. Intime has made payment of a sum of ₹ 25,000 to the MM Court. SEIAA considered the above matter of Intime in its meeting and has approved the issuance of EC subject to submission of bank guarantee of ₹ 3.39 million by Intime for implementation of certain remedial and augmentation plans, along with detailed action plan for implementation. Intime has submitted letter to the Member Secretary SEIAA, requesting to share bank guarantee format along with details of beneficiary for submission of bank guarantee.
3. For other pending regulatory actions against Intime, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – KRIT – Regulatory actions".

(iv) **Material civil/commercial litigation**

There are no material civil/commercial litigation involving Intime.

**E. KRIT**

(i) **Title litigation and irregularities**

1. Softsol India Limited ("Softsol") and others ("Petitioners") have filed writ petition on February 8, 2013 in the Hyderabad High Court ("Court") against KRIT (wrongly named as M/s. K Raheja Corporation) and others ("Respondents") inter alia seeking declaration (a) that the allotment of land admeasuring approximately 4,500 square yards

(3,763 square metres) ("Suit Land") of land adjacent to Softsol's plot is illegal and (b) for handover of the same to the Industrial Area Local Authority ("IALA"), being one of the Respondents, for developing the Suit Land as a common facility centre / area / park for general use by software companies. The Suit Land is part of the land admeasuring approximately 110 acres allotted by the Government of Andhra Pradesh to KRIT for the MindSpace Madhapur project.

By an ex-parte interim stay order dated February 11, 2013 ("Stay Order"), it was inter alia directed by the Court that, no construction activity shall be undertaken or continued over the triangular piece of 2 acres 40 cents of land earlier identified at the time of allotment as 'Common Facility Centre' in the software layout. IALA and APIIC have filed affidavits opposing the writ petition, confirming the allotment and rights of KRIT in the Suit Land, and for vacating the Stay Order. The matter is pending before the Court.

Greater Hyderabad Municipal Corporation ("GHMC") had filed an application in the Court for clarification that the Stay Order does not preclude GHMC from acquiring a portion of 0.14 acres (approximately 567 square meters) for road widening. Subsequently, GHMC has acquired the portion of land and constructed the road.

(ii) **Criminal matters**

1. Sharmin Habib ("Complainant") lodged a first information report ("FIR") on October 10, 2017 with the Madhapur Police Station alleging that certain staff members of the Raheja Group ("Accused") prevented the Complainant and a staff from entering the premises for conducting the business of a day care centre in the name of Kidz Paradise in Building No. 2.B, MindSpace Madhapur (KRIT), and harassed them. The concerned investigating officer has filed final report dated November 16, 2017 of the matter before the Metropolitan Magistrate, Kukatpally at Miyapur, Cyberabad ("Court"), stating inter alia that while there was a rental dispute between the Complainant and the Accused which was pending in the Court, the particular incident was in relation to a regular security aspect of access in the IT Park being allowed on showing identity card, whereas Complaint tried to enter without showing identity card. The investigating officer also reported that the Complainant did not comply with the notices under Section 91 of the Criminal Procedure Code, and that no such incident had occurred as alleged by the Complainant. The investigating officer further recorded that the complaint was filed on completely flimsy grounds and filed the final report before the Court recommending closure of the case on basis of lack of evidence. The matter is currently pending.

(iii) **Regulatory actions**

1. The Comptroller and Auditor General of India ("CAG") had issued a report on public sector undertakings for the year ended March 2016 ("CAG Report") where certain audit observations were made with respect to certain public sector undertakings including: (a) a low rate of return on investments made by APIIC (now, TSIC) in KRIT; (b) allocation of the development and construction of complexes for IT and ITES companies to K. Raheja Corporation Private Limited by the erstwhile Government

- of Andhra Pradesh (“GoAP”) without adopting a due tender process; (c) transfer of certain portion of land to non-IT/ITES sister companies of the KRC group, namely, Trion Properties Limited – Inorbit Malls and Chalet Hotels–Westin Hotel at a discounted price, in violation of GoAP directions dated August 11, 2003 and without prior consultation with APIIC, pursuant to the demerger of KRIT. KRIT responded to the observations under the CAG report by its letter dated September 21, 2017 submitting its issue-wise detailed explanations and explaining various factual inaccuracies in respect of the said observations under the CAG Report, denying the irregularities and deficiencies. No further correspondence has been received.
2. KRIT had proposed a rights issue of shares in which Andhra Pradesh Industrial Infrastructure Corporation (“APIIC”) (now, TSILC) abstained from subscribing to the rights shares. Consequently, upon closure of the rights issue subscription by the other shareholders of KRC group, the stake of APIIC in KRIT reduced from 11%. Thereafter, upon demerger of certain undertakings of KRIT into Intime and Sundew, the APIIC’s stake reduced in each of these entities instead of what it was initially at 11%. Such rights issue of shares was undertaken in compliance with applicable law and agreement between the parties, and after KRIT had waited over one year for APIIC to decide.

Subsequently, APIIC / GoAP disputed such dilution of their stake in KRIT, Intime and Sundew, which led to an inquiry by Vigilance and Enforcement Department of GoAP against the Government Officials and correspondingly, KRIT. APIIC issued a letter dated July 10, 2012 to KRIT, referring to a report of vigilance and enforcement department (“VED Report”) in relation to the MindSpace Madhapur project. Subsequently, the equity stake of APIIC was restored to 11% in KRIT, Intime and Sundew together with compensating APIIC for any loss of corporate benefits in the intervening period. The VED Report alleged certain irregularities, which include alleging a financial loss to APIIC and GoAP pursuant to sale of the land to its sister concerns and sale of constructed area, at a nominal price, dilution of 11% equity stake of APIIC and loss of immovable asset base to APIIC due to the dilution of equity.

KRIT denied such irregularities, violations or financial loss caused to APIIC /GoAP. While denying the loss alleged by APIIC, KRIT, Intime and Sundew provided a joint undertaking dated February 14, 2014 to APIIC inter alia undertaking (i) to pay the amounts to APIIC in respect of APIIC’s claim of losses, due to any differences in values pertaining to the sale transactions in MindSpace Madhapur project; (ii) that payments shall be made by KRIT within 30 days of receipt of such written demand from APIIC; and (iii) that KRIT shall be bound by the decision of APIIC and comply with the same within the stipulated timelines.

KRIT has further provided an undertaking dated October 24, 2016 to APIIC, inter alia undertaking to pay losses incurred by Government of Telangana /APIIC as per the VED Report and to maintain the agreed shareholding of the Government of Telangana or APIIC in KRIT, Intime and Sundew post conversion of KRIT to public limited company and the Government of Telangana/ APIIC will not be required to infuse additional funds to maintain its equity stake in KRIT, Intime and Sundew.

While KRIT has attempted to make payments to the extent of the loss incurred by APIIC along with interest, by letter dated April 23, 2019, APIIC has confirmed to KRIT that it will be informed about the quantum of the amount to be paid, once the quantum of loss is determined by an independent third party appointed for such purpose. KRCPL, by way of its letter dated December 9, 2019, has undertaken that it shall assume any financial liability that KRIT, Intime or Sundew may incur in this behalf.

3. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRIT and others. For details, see “Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the block assessment proceedings, KRIT received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961 for assessment year 2018-2019, for an aggregate demand of ₹ 1,655.54 million. KRIT has filed rectification applications and appeals which are pending before the relevant authority.
4. KRIT had completed construction of its building 1A, 1B, 2A, 2B, 3A, 3B, 4A, 4B and 10 in MindSpace Madhapur project (collectively “Buildings”) without obtaining Environment Clearances (“ECs”) on account of lack of clarity at the relevant time with respect to classification of the relevant area forming part of the KRIT. KRIT has filed four suo-moto applications dated September 7, 2017 and one suo moto application dated September 9, 2017 (“EC Applications”) under a regularization scheme notified by MoEF vide notification dated March 14, 2017 for cases relating to construction without the requisite environment clearance for regularization of the Buildings. The aforesaid applications were considered as cases of violation and the State Level Environment Impact Assessment Authority (“SEIAA”) issued ‘Standard Terms of Reference’ issued by the MoEF, along with certain ‘Specific Terms of Reference’ (“TORs”) which included, among others, obligation on the state government/ state pollution control board to take action against the project proponent under the Environment (Protection) Act, 1986. As per the terms of the TORs, the Telangana State Pollution Control Board (“TSPCB”) issued five letters, each dated December 16, 2020 (“Letters”) to Environment Engineer (“EE”), with a copy to KRIT, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of the EIA Notification, 2006 against KRIT under the provisions of the Environment Protection Act, 1986. Accordingly, the EE filed 5 complaints in the Court of the Hon’ble IX Metropolitan Magistrate, Cyberabad at Kukatpally (“MM Court”) against KRIT under the Environment Protection Act, 1986 read with the Criminal procedure Code (“Cr. PC”) for the offence under the Environment Protection Act, 1986. The MM Court found KRIT punishable for offence under the Environment Protection Act, 1986 and accordingly imposed a payment of ₹ 25,000 for each offence. KRIT has made the requisite payment to the MM Court. SEIAA considered the above matters of KRIT in its meeting and has approved the issuance of ECs subject to submission of bank guarantee by KRIT of: (i) ₹ 3.95 million for Building

1A and 1B; (ii) ₹ 10.14 million for Building 2A and 2B; (iii) ₹ 4.41 million for Building 3A and 3B; (iv) ₹ 5.20 million for Building 4A and 4B; and (v) ₹ 5.44 million for Building 10 for implementation of certain remedial and augmentation plans, along with detailed action plan for implementation. KRIT has submitted letter to the Member Secretary SEIAA, requesting to share bank guarantee format along with details of beneficiary for submission of bank guarantees.

#### (iv) Material civil/commercial litigation

1. KRIT filed an arbitration application on September 21, 2015 before the Hyderabad High Court (“High Court”) against Premier Kinder Care Services Private Limited (“Premier”). KRIT prayed for appointment of sole arbitrator to resolve disputes between KRIT and Premier in relation to (a) the term sheet dated March 10, 2011 entered into between KRIT and Premier for grant of lease by the KRIT to Premier in respect of Unit No. 2 admeasuring 3171 sq. ft. in Building No.2B at MindSpace Madhapur (KRIT) (“Premises”); (b) failure of Premier in making payments of ₹ 11.42 million due on account arrears of rent, balance security deposit together with interest thereon and (c) to deliver the possession of the Premises to KRIT. The notice of the petition has been served on Premier by publication in newspapers, pursuant to the order of the High Court dated November 25, 2016. The High Court by its order dated March 11, 2020 allowed the application for appointment of sole arbitrator. The arbitrator was appointed. The matter is currently pending.

#### F. KRC Infra

##### (i) Title litigation and irregularities

1. Ashok Phulchand Bhandari has instituted a civil suit against Balasaheb Laxman Shivle and 29 others (“Defendants”) alleging rights over a portion of land admeasuring approximately 0 hectares 44.15 ares (1.09 acres) (“Suit Land”), on which Gera Commerzone Kharadi is situated. KRC Infra is not a party to the suit and further, no summons from the Court have been received by KRC Infra till date. Gera Developments Private Limited, the original purchaser of the Gera Commerzone Kharadi land has also not been joined as a party to the suit.

A Special Civil Suit no. 2102 of 2010 is filed by Ashok Phulchand Bhandari against the Defendants before the Civil Judge, Senior Division, Pune (“2010 Suit”) with respect to the Suit Land seeking inter alia declaration, specific performance against the Defendants and a decree of permanent injunction restraining the Defendants from causing any construction or development on the Suit Land. Ashok Phulchand Bhandari has also challenged inter alia (a) the decree dated September 26, 2008 passed the Civil Judge, Senior Division, Pune, wherein the suit filed in 2005 by Tanhubai Amruta Pathare, (wife of late Amruta Tukaram Pathare, being one of the erstwhile co-owners of a portion of the Suit Land), through her legal heirs, against Popat Amruta Pathare, one of the Defendants (“2005 Suit”), was withdrawn on the basis of a compromise pursuis arrived at between the parties to the 2005 Suit and one of the Defendants; (b) registered partition deed / Vatanipatra dated September 15, 1993 pursuant to which Amruta Tukaram Pathare became entitled to a portion of land forming part of the Gera Commerzone land; and (c) will and testament dated January 19, 1995 executed

by late Amruta Tukaram Pathare. Further, in view of the 2010 Suit, a notice of lis pendens dated April 10, 2015 was separately filed and registered by Ashok Phulchand Bhandari. The matter is currently pending.

2. The heirs of Balu Laxman Shivle have issued a notice to Gera Developments Private Limited in relation to claim over land admeasuring approximately 0 hectares 80.30 ares (1.98 acres) (“Disputed Land”), on which Gera Commerzone Kharadi is situated. No such notice has been received by KRC Infra.

By a notice dated July 16, 2016 (“Notice”), the heirs of Balu Laxman Shivle viz. (a) Shobha Balu Shivle, (b) Hrishikesh Balu Shivle, (c) Om Balu Shivle, claimed their share in an area in the Disputed Land, being the share of late Amruta Pathare (“Land Owner”). It was also alleged that the registered sale deed dated February 12, 1996 executed in favor of Gera Developments Private Limited was executed without the signatures and consent of the wife and daughter of the Land Owner and that they did not receive any consideration on account of sale of the Disputed Land. By letters dated August 20, 2016 and January 23, 2017, Gera Developments Private Limited has replied to the Notice denying all allegations. No further correspondence has been received.

3. Rahul Bhausaheb Pathare, one of the legal heirs of an erstwhile owner of a portion of land forming part of the Gera Commerzone Kharadi land, through his legal counsel, (“Claimant”) has issued a notice dated December 14, 2019 (“Notice”) to Gera Developments Private Limited, KRC Infra and others alleging claim over an undivided portion of two lands parcels admeasuring approximately 0 hectares 40 ares (0.98 acres) and 1 hectare 68.6 ares (4.16 acres), respectively, (“Disputed Lands”), on which Gera Commerzone Kharadi is situated.

The Claimant has alleged inter alia that (a) the Disputed Lands were the undivided property of the Hindu Undivided Family of Pathare family (“Pathare HUF”), and his consent / confirmation was not obtained for sale of the same in favour of Gera Developments Private Limited in the year 1996; (b) since the Claimant was a major at the time of execution of the sale deeds executed in the year 1996 in favour of Gera Developments Private Limited, his signature should have been obtained as a coparcener since, in the absence of any reason for sale of the Disputed Lands for the benefit of the Pathare HUF, the Karta of the joint family, Bhausaheb Kaluram Pathare (father of the Claimant), could not have executed the sale deeds on behalf of the joint family; (c) Gera Developments Private Limited has, through forgery, fraudulently added hand-written clauses, regarding right of way, to the sale deeds executed in its favor after the execution thereof; and (d) that the subsequent transactions in respect of the Disputed Lands, including inter alia sale of portions thereof in favor of KRC Infra, its mortgage by KRC Infra, leasing of buildings / premises constructed thereon in favor of various lessees, are illegal and not binding upon the Claimant, to the extent of his share in the Disputed Lands.

The Claimant has also sought to take legal action against the addressees (including KRC Infra) in the event (a) any

further agreements / arrangements are entered into in respect of the Disputed Lands, and (b) of failure to revoke and cancel the deeds, documents and agreements executed inter se the addressees (including KRC Infra) to the extent of the Claimant's share in the Disputed Lands. KRC Infra, through its legal counsel, has by its letter dated December 24, 2019 sent an interim reply to the Notice inter alia denying the allegations made by the Claimant. KRC Infra, through its legal counsel, has by its letter dated June 29, 2020 sent a response to the Claimant stating inter alia that in absence of supporting documents received from the Claimant in support of his claim pursuant to the interim reply, the Notice stands withdrawn and his claim does not survive. No further correspondence has been received.

#### (ii) Criminal matters

There are no pending criminal matters against KRC Infra.

#### (iii) Regulatory actions

1. A notice dated July 25, 2019 was issued by PMC to KRC Infra and Gera Developments Private Limited ("**GERA**") alleging non-compliance with certain provisions of the approval of reservation shifting dated October 3, 2016 issued by the PMC in relation to a cultural centre, parking and hospital area at Gera Commerzone Kharadi on the basis of a complaint received by PMC. GERA and KRC Infra have replied to the notice, by way of a letter dated August 14, 2019, refuting all allegations. The matter is currently pending.

#### (iv) Material civil/commercial litigation

There are no other pending material civil / commercial litigation involving KRC Infra.

### G. MBPPL

#### (i) Title litigation and irregularities

1. Shrimant Chhatrapati Udayan Raje Pratapsinh Maharaj Bhonsale ("**Plaintiff**") has filed a suit before the Civil Judge Senior Division Pune ("**Civil Court**") against Shri Mukund Bhavan Trust ("**MBT**"), its trustees, and the State of Maharashtra ("**Defendants**") for declaration of title and possession of lands in Yerwada, Pune admeasuring approximately 322.7 acres ("**Suit Land**"); including approximately 25 acres 27 gunthas (approximately 1,03,940 square meters) ("**Commerzone Land**") of land in which units (approximate 1.68 msf of leasable area as per lease deeds) in Commerzone Yerwada, one of our Portfolio, are situated. MBT, as the owner of 79.32 acres land ("**MBT Land**"), had executed a registered development agreement in 2004 with KRCPL with respect to the Commerzone Land. Commerzone Yerwada land, which includes the rights in demarcated portions of the Commerzone Land, was transferred from KRCPL to MBPPL pursuant to the scheme of arrangement sanctioned on September 7, 2017). Neither KRCPL nor MBPPL is joined as a defendant to the suit.

The Plaintiff is seeking, inter alia declarations and injunctions in his favour in relation to ownership and possession of the Suit Land and to set aside compromise decrees passed in (i) 1953 in Suit No. 152/1951; (ii) 1990 in Suit No. 1622/1988; and (iii) 2003 in Civil Appeal No. 787/2001; all in proceedings between MBT and the State of Maharashtra.

The Plaintiff also filed an application for temporary injunction which is pending. No interim or ad-interim relief has been granted to the Plaintiff. MBT applied to the Civil Court for rejection of the plaint filed by the Plaintiff on the grounds of limitation, which was rejected by order dated April 29, 2014. MBT filed revision petition against the said rejection order, in the Bombay High Court, which was dismissed on April 26, 2016. MBT filed SLP No.18977 of 2016 against the said dismissal order, which is pending before the Supreme Court of India.

The Plaintiff filed an application on March 9, 2015 in the Civil Court for amendment to the prayers in the suit, inter alia to limit the Plaintiff's claim for possession only with regard to vacant land in possession of the Defendants and lands alienated subsequent to the filing of the suit, and to seek compensation from MBT with regard to constructed units and alienated part of the Suit Land instead of seeking possession of the developed portion for which registered deed with regard to alienation were executed prior to the filing of the suit in 2009. The application for amendment of the plaint was rejected by the Civil Court by its order dated November 14, 2016. Aggrieved, the Plaintiff filed Writ Petition No. 4268/2017 in the Bombay High Court challenging the said order dated November 14, 2016, which is currently pending before the Bombay High Court.

Two applications made by third parties, being M/s. Mahanagar Developers and M/s. Mahanagar Constructions for being joined as party defendants in the suit, were granted on November 14, 2016 by Civil Court. The Plaintiff challenged this order by filing Writ Petition No. 4415/2017 in the Bombay High Court. By a common order dated February 15, 2018 passed in the aforesaid two writ petitions (Nos. 4268/2017 and 4415/2017), the Bombay High Court requested the trial judge not to proceed in considering any interim application, till the adjourned date of hearing of these petitions. These matters are currently pending before the Bombay High Court.

The Plaintiff registered a notice of lis-pendens dated July 7, 2011 in respect of the Suit No.133/ 2009 and applied for mutation in the revenue records. Purshottam M. Lohia, a trustee of MBT and Panchashil Tech Park Private Limited (an entity claiming certain rights in survey No.191A Yerwada village) ("**Panchashil**") opposed the mutation, which opposition was rejected. Panchashil filed appeal before the District Superintendent of Land Records and relied on the government notification dated September 21, 2017 directing revenue authorities to remove or cancel all mutations entries in respect of notice of lis-pendens ("**Notification**").

2. Ravindra Laxman Barhate filed complaint and revenue proceedings against Shri Mukund Bhavan Trust ("**MBT**") and others in relation to the allotment and exemption order under the Urban Land Ceiling Act, 1976 in respect of the MBT Land (as mentioned in para 1 above).

A complaint was filed on November 27, 2015 by Ravindra Laxman Barhate with the Divisional Collector Pune and other authorities, against MBT and others (together, "**Respondents**") alleging tampering, cheating as also breach of terms and conditions by the Respondents inter alia with respect to order dated November 24, 2003

passed under Section 20(1) of the Urban Land Ceiling Act, 1976 in respect of the MBT Land at Yerwada, Pune ("**ULC Order**") and seeking action against the Respondents and cancellation of the ULC Order.

MBT filed a writ petition before the Bombay High Court, for quashing any enquiry / investigation on the basis of the said complaint filed by Ravindra Laxman Barhate. By order dated March 5, 2018, the Bombay High Court has restrained the Additional Collector from passing any order on this complaint until the next hearing date. Through its order dated January 6, 2020, the Bombay High Court inter alia restrained the State of Maharashtra and certain other respondents from passing any order pursuant to the complaint filed on November 27, 2015 until disposal of the writ petition. The matter is currently pending.

Ravindra Laxman Barhate also filed a Revenue Appeal No.1826/2015 before the Revenue Minister, State of Maharashtra ("**Revenue Minister**") against the Commissioner & Collector, Pune and MBT, challenging a report dated June 20, 2011 of the Divisional Commissioner, Pune ("**Report**") wherein MBT was stated to be the owner of the MBT Land(which include the demarcated portions of the land pertaining to Commerzone Yerwada); inter alia to set aside the Report, pass an order directing the relevant authorities to submit a new inquiry report and restrain the purchase-sale, construction on the disputed land. By way of order dated September 23, 2015, the Revenue Minister ordered that status quo be maintained as regards the record of the suit property.

MBT had filed a writ petition challenging the order dated September 23, 2015 passed by the Revenue Minister. Since the State Government of Maharashtra withdrew the said order dated September 23, 2015, stating that the pending proceedings will be heard by the Principal Secretary, Revenue Department, the said writ petition was disposed of by order dated October 28, 2015 as not surviving while keeping open all contentions of both the parties on merits. MBT challenged the said Order dated October 28, 2015 in the Supreme Court of India ("**Court**") inter alia on the ground of maintainability of such proceedings before the Principal Secretary, Revenue Department. By order dated January 21, 2016, the Supreme Court of India has stayed the proceedings pending before the Principal Secretary, Revenue Department. The matter is currently pending before the Court.

3. The Office of the Land Reforms Tribunal & Revenue Divisional Officer, Hyderabad ("**Tribunal**") had by its letter dated August 11, 2009, sought certain information from Serene Properties Private Limited (now MBPPL) under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("**APLRAC**") in respect of the land at MindSpace Pocharam.

Serene has filed a reply on September 30, 2009. The authorized officer has filed a counter and Serene has filed a rejoinder dated August 29, 2012. Serene has stated that the land transferred in favor of MBPPL was notified for industrial use and has been declared as an SEZ and is not "land" covered under the APLRAC. The proceedings are pending before the Special Grade Deputy Collector and Revenue Divisional Officer, Ranga Reddy District. In

September 2012, MBPPL also submitted to the Tribunal a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh ("**High Court**") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

4. A letter dated February 4, 2019 from the Office of Executive Engineer, BDD Zone No.4 was forwarded by an architect firm to MBPPL on February 11, 2019 wherein PMC sought clarifications regarding certain objections pertaining to the land at Commerzone Yerwada, regarding payment of ₹ 156.98 million consisting of ₹ 56.34 million principal of recoverable amount and ₹ 100.64 million on account of interest. MBPPL by way of its letter dated February 28, 2019 replied to PMC inter alia stating that the letter has been addressed to the incorrect recipient who is not a developer of the relevant portion of the land, and sought clarifications with respect to the contents of the letter and disputed the payment demand. Further, by way of its letter dated July 2, 2019, MBPPL requested for a reply to its letter dated February 28, 2019 and stated that it would be ready to pay amounts, if any payable, if and once the clarifications sought by it are provided.

#### (ii) Criminal matters

There are no pending criminal matters against MBPPL.

#### (iii) Regulatory actions

1. Deputy Assessor and Collector (Indira Docks), Mumbai issued demand notice dated June 7, 2012 for payment of ₹ 0.4 million towards octroi for import of certain goods at Commerzone Yerwada project. MBPPL replied by way of its letters dated March 2, 2017, March 14, 2017 and March 22, 2017 stating, inter alia that it has made payments for the aforesaid goods. MBPPL received another demand notice dated March 21, 2018 in relation to the aforesaid payment of octroi. MBPPL replied by way of letter dated April 18, 2018 and reiterated that there is no liability to pay octroi in this case. No further correspondence has been received.
2. MBPPL has received several demand notices from the stamp duty and revenue authorities in relation to alleged deficit payment of stamp duty aggregating to ₹ 10.18 million along with penalty in certain instances with respect to certain leave and license agreements / lease deed entered into by MBPPL, in its capacity as licensor/ lessor. MBPPL has from time to time responded to such demand notices inter alia stating that the liability for stamp duty on the documents was that of the respective licensee / lessees.
3. Ministry of Water Resources, River Development and Ganga Rejuvenation, Central Ground Water Board issued a show cause notice dated March 22, 2019 to MBPPL for non-compliance and contravention of the mandatory conditions of the NOC issued of ground water extraction for Commerzone Yerwada project and directed MBPPL to rectify the non-compliances. MBPPL has replied by way of its letter dated April 12, 2019 stating that it has initiated all actions required for compliance with the no-objection certificate and requesting withdrawal of the show cause notice dated March 22, 2019. No further correspondence has been received.

4. MPCB, pursuant to the meeting of its Consent Appraisal Committee (“CAC”) held on December 12, 2017, issued a show cause notice dated June 5, 2018 to Trion Properties Pvt. Ltd. (prior to demerger of mall and IT undertakings from Trion Properties Pvt. Ltd. to MBPPL) in relation to certain non-compliances with environmental clearance for one commercial building (approximately 0.56 msf of leasable area as per lease deeds) forming part of The Square, Nagar Road project, and directed MBPPL to stop work on the project until a valid consent is obtained from it.

Earlier, Trion Properties Pvt. Ltd. had obtained environment clearance on May 8, 2007 and consent to operate dated September 30, 2011 which was renewed from time to time. In the renewal of consent to operate application dated August 27, 2013, MPCB had specified the requirement for applying separately for environment clearance and consent to operate for additional construction area. By application dated March 17, 2017 Trion Properties applied for renewal of consent to establish for IT building and for correction of built-up area of the mall building.

By letter dated March 20, 2018, MBPPL (as the successor of Trion) referred to the observations requested the MPCB to grant the consent to establish and replied to the alleged non-compliances observed by the MPCB. MBPPL replied to the show cause notice by way of its letter dated July 6, 2018 stating that it had received amended environment clearance dated June 15, 2018 and complied with the other requirements and requested for withdrawal of the show cause notice and grant of renewed consent. Further, on August 18, 2018, the CAC requested for certain details for considering MBPPL’s consent to establish application. MBPPL provided the requested details to the CAC on September 4, 2018. CAC in its meeting held on December 11, 2018 observed that MBPPL had applied for re-validation for consent to establish for remaining BUA for IT activity, and was operating IT activity without obtaining consent from MPCB, and deferred the case and requested MBPPL to provide a presentation along with the relevant documents. On January 19, 2019, CAC requested MBPPL to contact the concerned person for taking prior appointment of the chairman for the presentation.

MBPPL has made an application dated December 11, 2019 to MPCB to obtain consent to operate, for the IT building at The Square, Nagar Road. CAC issued a show cause notice dated August 17, 2020 as to why the application for consent to operate should not be refused, inter alia as environment clearance was not in the name of the project and sought clarity and details inter alia relating to occupation certificate. By reply dated August 24, 2020, MBPPL provided the required clarifications and details, and requested for processing the application and issuing the necessary consent to operate. The CAC, in its meeting held on December 4, 2020, has approved to grant the consent to operate subject to MBPPL submitting the amended environmental clearance in the name of MBPPL and after payment of additional consent fees.

5. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against MBPPL and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado

– Regulatory Actions”. MBPPL, Genext, KRCPL, Ravi C. Raheja, Neel C. Raheja, Mr. Chandru L. Raheja and Magna (now merged with Chalet Hotels) received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including MBPPL. The aggregate amount involved in these transactions was ₹ 13,303.16 million. The Income Tax Department has sought an explanation as to why the relevant portion of the amount mentioned above should not be added to the income of the respective companies for the relevant assessment year during assessment years 2012-13 to 2017-18, being the block period of assessment. The aforementioned companies/ individuals have responded to the Income Tax Department through letters dated January 14, 2019 refuting the claims of the Income Tax Department. Pursuant to the block assessment proceedings, MBPPL received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018), for an aggregate demand of ₹ 12.94 million. MBPPL filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 387.28 million. The assessment proceeding for the assessment year 2018-2019 is ongoing.

6. The Collector of Stamps (Enforcement), Mumbai issued an interim demand letter dated December 18, 2017 and rectification order dated December 20, 2017 for deficit stamp duty aggregating to ₹ 333.28 million. By way of letter dated December 26, 2017, MBPPL expressed its disagreement with respect to determination of the amount of stamp duty for the demerger of certain undertakings of Trion Properties Pvt. Ltd. into MBPPL and stated that it will effect the payment of the disputed amount under protest and requested that the original order of the NCLT be returned to MBPPL duly endorsed, to enable MBPPL to make the payment and register the same. The amount of ₹ 333.28 million was paid under protest on December 27, 2017. No further correspondence has been received.
7. For other pending regulatory actions against MBPPL, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Gigaplex – Regulatory actions”.

#### (iv) Material civil/commercial litigation

1. With respect to the termination of a license agreement between MBPPL and Capstone Securities Analysis Private Limited (“Capstone”), a licensee at Unit No.003 in Building No.1 in Commerzone Yerwada, MBPPL has filed an eviction suit against Capstone in the Small Causes Court at Pune (“Court”) for payment of arrears of license fees and other charges aggregating to ₹ 10.80 million and has sought injunction. The matter is currently pending.

#### H. Sundew

##### (i) Title litigation and irregularities

1. The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur (“Tribunal”) had, by letter dated August 27, 2009, sought information from Sundew under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture

Holdings) Act, 1973 (“APLRAC”) in respect of the entire land parcel at Mindspace Madhapur (Sundew).

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated September 5, 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the aforesaid letter dated August 27, 2009. Sundew has filed a detailed response on September 30, 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to KRIT which was a joint venture company with APIIC, (b) the land was vested in Sundew by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not “land” covered under the APLRAC. The Tribunal issued a final notice to Sundew in January 2012 requesting Sundew to submit a declaration for full and correct particulars of the lands held by Sundew. In September 2009, Sundew also submitted a copy of the order dated August 9, 2012, which was passed by the Hon’ble High Court of Andhra Pradesh (“High Court”) in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) wherein a stay was granted by the High Court until further orders. The matter is currently pending before the Tribunal.

##### (ii) Criminal Matters

There are no pending criminal matters against Sundew.

##### (iii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Sundew and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Sundew has received notice dated November 27, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within seven days from the date of service of notice and the return has been filed with the Income Tax Department and the assessment proceeding is ongoing. Pursuant to the block assessment proceedings, Sundew received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961 for the assessment year 2018-2019 for an aggregate refund of ₹ 384.93 million. Sundew has filed rectification applications which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority increasing the aggregate refund to ₹ 405.03 million.
2. For other pending regulatory actions against Sundew, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – KRIT–Regulatory actions”.
- (iv) Material civil/commercial litigation
1. Sundew filed an application before the then Andhra Pradesh Electricity Regulatory Commission (now Telangana State Electricity Regulatory Commission

(“TSERC”) on March 10, 2014 requesting TSERC to take on record the ‘deemed distribution licensee’ status of Sundew for the development, operation and maintenance of SEZ at Madhapur, Hyderabad. TSERC passed an order dated February 15, 2016 (“TSERC Order”) identifying Sundew as a deemed distribution licensee for a period of 25 years with effect from April 1, 2016 subject to inter alia Sundew obtaining capital infusion from its promoters before March 31, 2016. Sundew filed an application dated March 16, 2016 (“Interlocutory Application”) before TSERC seeking modification of condition in respect of equity infusion and extension of time to comply with the same. TSERC passed an order dated August 4, 2016 directing compliance with TSERC Order and denying extension of time and also directed the existing licensee to continue the power supply till September 30, 2016. TSERC, by its letter dated September 22, 2016, has granted extension of time to continue power supply till the state transmission utility grants network connectivity and open access. Aggrieved, Sundew filed a petition (“Review Petition”) before TSERC on August 26, 2016, seeking inter alia review of the order dated August 4, 2016. Additionally, Sundew also filed an appeal to the Appellate Tribunal for Electricity (“APTEL”) challenging the TSERC Order and in relation to the conditions imposed by TSERC which was dismissed on September 27, 2019. The matter is currently pending before the TSERC with respect to the review petition filed by Sundew. Aggrieved by the order dated September 27, 2019, Sundew has also filed a civil appeal on November 15, 2019 before the Supreme Court of India. By an order dated February 22, 2021 passed in the civil appeal, the Supreme Court of India directed TSERC to hear the pending applications/ petitions filed by Sundew before TSERC, to list the matter for final hearing and granted liberty to the parties to file their written note of arguments. The matter is pending before the Supreme Court of India and TSERC.

In addition to the above pending proceedings, Gigaplex and KRC Infra have been identified as parties in two separate labour proceedings filed in the year 2019 by certain trade unions before the labour courts and industrial courts/tribunals in Mumbai alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 against certain workmen engaged by them. The matter is currently pending before the relevant courts/tribunals.

#### II. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE SPONSORS

As of March 31, 2021, the Sponsors do not have any pending criminal matters or regulatory actions against them, or material civil/ commercial litigation pending against them.

For the purpose of pending civil/ commercial litigation against the Sponsors, such matters where value exceeds 5% of the total revenue of each of the Sponsors, whichever is lower, as of March 31, 2021 as per their respective financial statements have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been considered.



### III. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING INVOLVING THE SPONSOR GROUP

With respect to the Sponsor Group (excluding the Sponsors), details of all pending criminal matters and regulatory actions against the Sponsor Group (excluding the Sponsors) and material civil/commercial litigation pending against the Sponsor Group (excluding the Sponsors) have been disclosed.

For the purpose of pending civil/ commercial litigation against the Sponsor Group (excluding the Sponsors), such matters where value exceeds 1% of the consolidated profit after tax of MindSpace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed. In addition to the above, pending civil/ commercial proceedings by the Sponsor Group (excluding the Sponsors) which are considered material by the Manager have been disclosed.

#### A. Mr. Ravi C. Raheja

##### (i) Criminal matters

- Nusli N. Wadia (“**Complainant**”) lodged a first information report (“**FIR**”) against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Mr. Chandru L. Raheja (“**Accused**”), inter alia alleging criminal breach of trust, cheating and misappropriating his funds, causing alleged losses aggregating to ₹ 40 million, arising out of one of the transactions in respect of the building constructed on a demarcated a portion of the lands situated at Malad West, Mumbai pursuant to an agreement entered into between the Complainant and Ivory Properties in 1995. Pursuant to the FIR, the Economic Offences Wing, Mumbai filed a charge sheet before the Additional Chief Metropolitan Magistrate, Esplanade Mumbai (“**Court**”). Thereafter, the Accused have been released on bail bond pursuant to the order dated October 18, 2013 by the Additional Sessions Judge. The Accused have filed an application dated September 28, 2018 for discharge of charges. In an intervention application filed by the Complainant on January 16, 2019, the Court, by its order dated September 26, 2019, allowed the Complainant to assist the prosecution by filing written arguments and submission in the discharge application filed by the Accused. The Complainant has filed a writ petition in the Bombay High Court to squash the order dated September 26, 2019 rejecting the Petitioner’s application to make oral submissions in the discharge application. The matter is currently pending before the Court. All three Accused have filed separate criminal revision application together with miscellaneous application for condonation of delay in the Sessions Court, Mumbai, challenging the Court’s order dated September 26, 2019, allowing the Complainant to assist the prosecution by filing written arguments and submission in the discharge application filed by the Accused. The Sessions Court, Mumbai, has issued notice in the miscellaneous applications filed by the Accused.
- The Metropolitan Magistrate, Vile Parle West, Mumbai (“**Magistrate**”) issued summons dated September 11, 2018 to Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another, to appear before the Magistrate in relation to two different complaints. The

summons relates to an alleged violation of signage license conditions by the Hypercity store at Goregaon West, Mumbai, in contravention of the provisions of the Bombay Municipal Corporation Act, 1888. Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another filed a petition before the Bombay High Court for quashing the summons issued by the Magistrate. The Bombay High Court, through an order dated October 29, 2018, has barred the Magistrate from taking any coercive action against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and another till date of the next hearing. The matter is currently pending before the Magistrate.

- The Office of the District Superintendent of Police, Ahmedabad Rural, Special Investigation Team (Land) (“**SIT**”) has issued a notice dated December 8, 2020 (“**First Notice**”) to Mr. Ravi C. Raheja and Mr. Neel C. Raheja for seeking written explanation and to remain present personally with all documents relating to certain land in the village Sachana, Viramgam (“**Land No.1**”) in connection with the application (complaint) made by Casme Industrial Park Development Pvt. Ltd. (“**Casme**”) and Mr. Harit Bhupendrabhai Patel (“**HP**”). SIT has further issued five notices each dated December 27, 2020 to Sentinel Properties Private Limited (“**Sentinel**”) and its directors, including Mr. Ravi C. Raheja, Mr. Neel C. Raheja for seeking written explanation and to remain present personally with all documents relating to Land No.1 and certain land parcels in village Sachana, Viramgam within three days from receipt of the aforesaid five notices in connection with the applications (complaints) made by Casme, HP, Bharat Ratilal Delivala, Vijay Ratilal Delivala, Dipak Ratilal Delivala and Priti Ajay Delivala alleging fraud in land transaction. Mr. Ravi C. Raheja, Mr. Neel C. Raheja are erstwhile directors of Sentinel and were on its board of directors till August 2012. K. Raheja Corporate Services Private Limited has by its reply dated January 4, 2021 submitted written explanation along with copies of documents as required on behalf of Sentinel and its directors. K. Raheja Corporate Services Private Limited has by its second reply dated January 18, 2021 submitted further written explanation along with copies of documents as required on behalf of Sentinel and its erstwhile directors. The Directorate of Enforcement had requested for attendance of the erstwhile directors of Sentinel in connection with an investigation under the provision of Money Laundering Act, 2002, and later a summons dated November 12, 2020 was also received by one of the erstwhile directors in this regard. Detailed information and documents had been provided by K Raheja Corporate Services Private Limited to the Directorate of Enforcement by letter dated November 9, 2020 and November 19, 2020. Subsequently, by another summons dated January 15, 2021 received on January 20, 2021, the Directorate of Enforcement requested attendance of one of the erstwhile director of Sentinel on January 25, 2021 to tender a statement. By letter dated January 23, 2021, K Raheja Corporate Services Private Limited on behalf of Sentinel informed the Directorate of Enforcement that the said erstwhile director of Sentinel was unable to attend their office due to illness and requested for a further date in this regard. The said erstwhile director of Sentinel remained present before the Directorate of Enforcement

on February 1, 2021 and February 8, 2021 and has submitted the statement. K. Raheja Corporate Services Private Limited has by its letter dated February 12, 2021 submitted the financial statements on behalf of Sentinel and its erstwhile directors as required by the Directorate of Enforcement.

##### (iii) Regulatory actions

- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mr. Ravi C. Raheja and others. For details, see “Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Mr. Ravi C. Raheja received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Mr. Ravi C. Raheja. For details, see “- Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Further, Mr. Ravi C. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file his income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mr. Ravi C. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, for assessment year 2018-2019, for an aggregate demand of ₹ 2.71 million. Mr. Ravi C. Raheja has filed rectification applications which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 0.11 million.
- The Assistant Director, Directorate of Enforcement, Mumbai (“**ED**”) has on February 2, 2018 issued summons under Section 50 of the Prevention of Money Laundering Act, 2002, calling upon Mr. Ravi C. Raheja to attend before the ED and to give evidence, details and documents of land purchased at Pirangut, Pune. The land was purchased from Jay Agrotech Private Limited by Pact Real Estate Private Limited pursuant to sale deeds dated March 17, 2008 and July 4, 2008. Mr. Ravi C. Raheja is an erstwhile director of Pact Real Estate Private Limited and was not a director of Pact Real Estate Private Limited as on date of the summons. Mr. Ravi C. Raheja, in his reply dated February 10, 2018, has submitted the documents sought by the ED. After the information sought by ED was provided, there has been no further communications or requisitions for attendance or otherwise, from the ED, in that regard.
- The Department of Labour, Government of Karnataka (“**Labour Department**”) issued a show cause notice dated December 6, 2019 addressed to Chalet Hotels and Mr. Ravi C. Raheja and Mr. Neel C. Raheja (in their capacity as directors of Chalet Hotels) for failure to submit compliance report in relation to inspection carried out by the Labour Department and sought to take action for violations of certain labour laws. Chalet Hotels submitted its response, by its letter dated December 24, 2019 and provided the requisite information. Thereafter,

the Labour Department issued a further notice dated January 18, 2020 with respect to production of certain registers and documents for their inspection, which was submitted by Chalet Hotels. No further correspondence has been received.

- For other pending material civil/ commercial litigation against Mr. Ravi C. Raheja, see “Material litigation and regulatory actions pending involving the Sponsor Group - Inorbit Malls - Regulatory actions”.

##### (iv) Material civil/commercial litigation

- Powai Developers, Mr. Ravi C. Raheja and another (“**Petitioners**”) have filed a special leave petition (“**SLP**”) before the Supreme Court of India against the State of Maharashtra and three others (“**Respondents**”). The SLP has been filed against the judgement dated September 3, 2014 passed by the Bombay High Court in respect of the applicability of the provisions of Section 3(1)(b) of the Urban Land (Ceiling and Regulation) Repeal Act, 1999. By an order dated December 15, 2014, the Supreme Court of India issued a notice and restrained the Respondents from taking any coercive steps. KRCPL is the sole proprietor of Powai Developers. The matter is currently pending before the Supreme Court of India.
- Ivory Properties and Mr. Ravi C. Raheja have filed two separate writ petitions before the Bombay High Court (“**Court**”) against the State of Maharashtra, Nusli N. Wadia and others, for inter alia quashing and setting aside (i) a notification dated July 20, 2007, a notice dated March 1, 2016 and a notice dated August 30, 2016 passed under the provisions of the Maharashtra Slum Areas (Improvement, Clearance and Development) Act, 1971 for acquiring property admeasuring approximately 7758 square meters. Nusli N. Wadia has also filed similar writ petition before the Court against the State of Maharashtra and Ivory Properties on similar grounds. The arguments have concluded in the writ petitions filed by Ivory and Nusli N. Wadia and are pending for orders; (ii) an order dated October 25, 2017 for acquiring property admeasuring approximately 8255.30 square meters, situated at Borivali. By an order dated November 26, 2019, the writ petition was disposed off as withdrawn with liberty to make representation to the State Government. Ivory Properties has filed its representation. Nusli N. Wadia had also filed similar writ petition before the Court against the State of Maharashtra and Ivory Properties on similar grounds. The writ petition filed by Nusli N. Wadia was dismissed with observation that the petitioner can always approach the Court after the notification under Section 14 is issued and leaving all contentions of the parties open.
- Ivory Properties and Mr. Ravi C. Raheja (“**Petitioners**”) filed a writ petition before the Bombay High Court (“**High Court**”) against the State of Maharashtra and six others (“**Defendants**”) inter alia seeking an order from the High Court for restraining the State of Maharashtra & others from enforcing the conditions of exemption order dated February 19, 1996 read with corrigendum thereto dated May 5, 1997 and June 23, 2004 in respect of the lands at Malad, Mumbai for which Ivory Properties has development and other rights under the 1995 Agreement. In similar proceedings filed before it, the High Court vide order dated September 3, 2014 (“**Order**”) inter alia held

- that conditions of exemptions under section 20 of the Urban Land (Ceiling and Regulation) Act, 1976 remain enforceable and the pending writ petitions must be disposed of in light of the principles laid down in the said judgement and on merits and in accordance with law. Pursuant thereto, numerous special leave petitions (“SLPs”) were filed before the Supreme Court of India challenging the Order. Supreme Court of India vide its order dated November 10, 2014 directed the State of Maharashtra & others not to take any coercive steps till final disposal of the matters before it. The Supreme Court disposed of the SLPs permitting the respondent (State) to implement the recommendations made in the report dated August 9, 2018 by the committee headed by Hon’ble Justice B.N. Srikrishna (retd.) with further clarification that if any of the categories of exemption was not covered in the report, it was open to such exemption holders to make representations to the Government.
4. Mr. Ravi C. Raheja, Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, KRCPL, Ivory Properties, Palm Shelter, KRPL and 20 others filed an appeal (“Appeal”) under Section 10F of the Companies Act, 1956 before the Bombay High Court (“High Court”) against Aasia Properties Private Limited (“Aasia”) and two others, against order dated September 19, 2006 (“Order”) passed by the CLB, New Delhi in company petition 91/2005, which granted permission to Aasia, to appoint its nominee as a non-functional director on the board of Juhu Beach Resorts Limited. The Court vide an interim order dated November 21, 2008, stayed the order till the pendency of the Appeal. The matter is currently pending before the High Court.
  5. Aasia Properties Private Limited (“Aasia”) filed an appeal (“Appeal”) under Section 10F of the Companies Act, 1956 before the Bombay High Court (“Court”) against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Mrs. Jyoti C. Raheja, KRCPL, Ivory Properties, Palm Shelter, KRPL and 20 others (“Respondents”), with respect to order dated September 19, 2006 passed by the CLB, New Delhi which dismissed the petition filed for declaring the transfer of 633 shares of Poonam Chand Shah/ Manjula P. Shah in favour of certain respondents as null & void, set aside subsequent transfers of such shares to other Respondents, subsequent rights issues of such shares be transferred to the Petitioners and other consequential reliefs. The matter is currently pending before the Court.
  6. Shazad S. Rustomji and another (“Plaintiffs”) have filed a suit before the Bombay High Court (“Court”) against Ivory Properties, Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others inter alia for declaring the deed of declaration dated October 25, 2011 executed and registered by Ivory Properties for submitting the building Serenity Heights under the Maharashtra Apartment Ownership Act, 1970 and the consequent formation of the Serenity Heights condominium, as illegal and void and not binding upon the Plaintiffs. The Court, in its order dated April 24, 2016, has refused to grant ad-interim relief to the Plaintiffs. Ivory Properties Mr. Ravi C. Raheja and Mr. Neel C. Raheja have filed an application for rejection of the plaint on grounds that the present suit is barred by the law of limitation. The matter is currently pending before the Court.

7. Mr. Ravi C. Raheja and others (“Petitioners”) have filed a writ petition before the Bombay High Court against State of Maharashtra and others (“Defendants”), for directing the Defendants for withdrawing the letter dated June 8, 2008 which gave retrospective effect to the notification dated June 9, 2008 amending Rule 22A of the Bombay Stamp Rule, 1939 and setting aside the aforementioned notification. The Petitioners have also sought a refund of stamp duty aggregating to ₹ 6.21 million along with interest. The matter is currently pending before the Bombay High Court.
8. Gopal L. Raheja and eight others (“Petitioners”) have filed company petition before the CLB / NCLT, Mumbai (“CLB/ NCLT”), against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and five others (“Respondents”), under Sections 397 and 398 of the Companies Act, 1956 inter alia alleging oppression and mismanagement by the Respondents in respect of the business and management of Asiatic Properties Limited. The matter is currently pending before the NCLT. Seacrust Properties Private Limited and Sandeep G. Raheja, the Petitioners, filed company applications against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others for alleged violation of certain orders of the CLB/NLT and alleged acts of perjury by making false statements. The company applications were dismissed by the CLB/ NCLT vide its orders dated January 8, 2013 and February 7, 2013 (“Orders”). Aggrieved by the Orders, Seacrust Properties Private Limited and Sandeep G. Raheja have filed separate appeals before the Bombay High Court. The matters are currently pending before the Court Bombay High.
9. Tresorie Traders Private Limited has filed a company petition before the NCLT, Mumbai under sections 247(1A) and 250 of the Companies Act, 1956 against Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others inter alia for investigation in respect of the membership, financial interest and control over two companies i.e. Club Cabana Recreation Private Limited and Sai Park Estate Developers (India) Private Limited and for restricting the transfer, fresh issue, exercise of voting rights and payment of dividend of the said companies. The matter is currently pending before the NCLT, Mumbai.
10. Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (“Plaintiffs/CLR”) filed a civil suit before the Bombay High Court (“High Court”) against Gopal L. Raheja, Sandeep G. Raheja, Durga S. Raheja, Sabita R. Narang and Sonali N. Arora (“Defendants/GLR”).

The Plaintiffs and the Defendants were the persons primarily involved in the operation and management of the activities and businesses of the group known as K. Raheja Group in certain cities of Western and Southern India. However, certain disputes and differences arose between the CLR group and the GLR group that threatened the running of the business of the K. Raheja Group.

After attempts to amicably resolve and finally settle the disputes and differences between the two groups in order to avoid protracting the matter any further, GLR and CLR decided to split/partition entities and assets

of the K. Raheja Group between them and accordingly a list indicating division of certain individual assets was executed in May 1995. On April 5, 1996 and November 16, 1996, further written agreements were executed wherein the manner, method and procedure of the division was agreed upon by the parties. Thereafter, on December 9, 1996, GLR and CLR groups made further confirmations to enable the division of certain assets in the agreed manner which was duly completed in respect of a portion of the assets, businesses and entities of the K. Raheja Group. The agreements and writings referred to above i.e. dated May 1995, April 5, 1996, November 16, 1996 and December 9, 1996 are collectively referred to as the “Family Arrangement Documents”.

Further, apart from the entities, assets and businesses of the two groups which were divided as above, there are additional properties and entities, the separation and distribution of which remained unresolved due to the differences between the groups. The two groups had agreed to take steps to divide these undivided properties comprising various companies, partnership firms, trusts and also certain properties situated at Mumbai i.e. the “Mumbai Undivided Entities” and situated in South India i.e. the “Southern Undivided Entities” along with certain other residual properties (collectively referred to as the “Balance Properties”). Further, the distribution and ascertainment of the monies payable/receivable did not transpire and certain disputes again arose between GLR and CLR in respect of the division of the Balance Properties, the management of certain entities and other such disputes.

After various correspondences between the two groups over the course of more than two decades to amicably resolve the disputes, the present suit was filed by the Plaintiffs inter alia seeking enforcement/

implementation of the family arrangement documents. The Plaintiffs have alleged that the arrangement was only partially implemented and inter alia alleged that certain arrangements were wrongly implemented. The Plaintiffs have further alleged that due to the inactivity in management of the undivided companies, the registrar of companies has struck-off and dissolved certain of these companies. The Plaintiffs have inter alia prayed for implementation of the Family Arrangement Documents, restoration of the companies that have been struck-off/dissolved, division of the companies situated in South India in the manner agreed by the parties and also for injunction restraining the Defendants from creating third party interests and/or encumbrances upon the properties that are the subject matter of the family arrangement. The Defendant nos.2 and 3 have filed their written statement on record along with a counter-claim inter alia praying for dismissal of the suit filed by the Plaintiffs and to fully implement the Family Arrangement Documents. The matter is currently pending before the High Court.

The GLR group also filed suits before the High Court pursuant to the family arrangement against the Plaintiffs alleging liability/obligation of the Plaintiffs to hand over certain title deeds, documents and papers and other assets belonging to the GLR group which are allegedly in the custody of the Plaintiffs and also seeking injunction for handover of the same to the GLR group. The matters are currently pending before the High Court.

The Mumbai Undivided Entities are as follows:

Partnership Firms	Limited Companies
1. Alankar Enterprises	1. Canvera Properties Private Limited
2. Crystal Corporation & Everest Enterprises	2. Carlton Trading Private Limited
3. Crown Enterprises	3. Debonair Estate Development Private Limited
4. Evergreen Construction	4. Dindoshila Estate Developers Private Limited
5. Honey Dew Corporation	5. East Lawn Resorts Limited
6. Kenwood Enterprises	6. Fems Estate (India) Private Limited
7. K. Raheja Financiers & Investors	7. Hill Queen Estate Development Private Limited
8. K. R. Finance	8. Juhuchandra Agro & Development Private Limited
9. K. R. Properties & Investments	9. K. R. Consultants Private Limited
10. K. R. Sales Corporation	10. K. R. Developers Private Limited
11. Marina Corporation	11. K. Raheja Trusteeship Private Limited
12. Oriental Corporation	12. Lakeside Hotels Limited
13. Powai Properties	13. Nectar Properties Private Limited
14. R. M. Development Corporation	14. Neel Estates Private Limited
15. Ruby Enterprises	15. Oyster Shell Estate Development Private Limited
16. Satguru Enterprises	16. Peninsular Housing Finance Private Limited
	17. Rendezvous Estate Private Limited
	18. Raheja Hotels Limited
	19. Sea Breeze Estate Development Private Limited
	20. Sevaram Estate Private Limited
	21. S. K. Estates Private Limited
	22. Springleaf Properties Private Limited

Partnership Firms	Limited Companies
	23. Suruchi Trading Private Limited
	24. Wiseman Finance Private Limited
Association of Persons	Trusts / Charitable Trusts
K. Raheja Investments & Finance	1. K. R. Foundation
	2. Raheja Charitable Trust
Private Trusts	
1. Lachmandas Raheja Family Trust	
2. L. R. Combine	
3. S. R. Combine	
4. Reshma Associates	
5. R. N. Associates	
6. R. K. Associates	
7. Various discretionary trusts (about 288 Nos.) Southern Undivided Entities	
Partnership Firms	Limited Companies
K Raheja Development Corporation	1. Mass Traders Private Limited
	2. K. Raheja Hotels & Estates Private Limited
	3. K. Raheja Development & Constructions Private Limited
	4. Ashoka Apartments Private Limited
	5. Asiatic Properties Limited
Trusts / Charitable Trusts	
1. R&M Trust	
2. Raj Trust	

In relation to the above mentioned undivided entities, the Plaintiffs have been served with various notices issued by regulatory authorities in respect of certain non-compliance. These notices have been replied to in the capacity of shareholders as the family settlement has not been fully implemented. No further correspondence has been received. The Plaintiffs have resigned from their directorship in the undivided companies in which they were directors.

- Sealtite Gaskets Private Limited and six others (“**Petitioners**”) have filed company petition before the CLB / NCLT, Chennai under Sections 397, 398, 399, 402, 403 and 406 of the Companies Act, 1956 against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and Chandru C. Raheja and four others (“**Respondents**”) inter alia in respect of alleged oppression and mismanagement by the Respondents in respect of the business and management of K. Raheja Hotels and Estates Private Limited. By order dated February 2, 2017, the matter was transferred to NCLT, Bengaluru. The matter is currently pending before the NCLT, Bangalore.
- Mr. Ravi C. Raheja and Mr. Neel C. Raheja (“**Petitioners**”) have filed a writ petition before the Karnataka High Court at Bengaluru (“**Court**”) against the Union of India and Registrar of Companies, Bengaluru (“**RoC**”) (“**Respondents**”) challenging the wrongful inclusion of their names in the list released by the RoC on its website in relation to the directors disqualified under the provisions of Section 164(2) the Companies Act, 2013, for the periods ending October 31, 2019 and October 31, 2020 in relation to non-filing of financial statements or annual returns for a continuous period of three financial years by K Raheja Hotels and Estates Private Limited (since

the Petitioners were not directors of K Raheja Hotels and Estates Private Limited at the relevant time, having already resigned therefrom). By its order dated June 12, 2019 (“**Order**”), the Court has disposed of the writ petition filed by the Petitioners, along with a batch of several other writ petitions on the same matter and quashed the impugned list to the extent inter alia the disqualification of the Petitioners as directors was concerned. Pursuant to the Order, the Petitioners have filed a review application before the Court for issuing directions to the Respondents for deletion of the names of the Petitioners as directors of K Raheja Hotels and Estates Private Limited in the records of the Respondents, as was sought earlier in the writ petition. The Petitioners have filed a caveat on October 14, 2019 in anticipation of any appeal which the Respondents may file against the Order and subsequent adverse interim orders. The matter is currently pending before the Court. Further, the Petitioners through their reminder letter dated December 2, 2019 requested the administrator of K Raheja Hotels & Estate Private Limited to file requisite forms and ensure updates to the records of the RoC, in relation to resignation letters submitted by the Petitioners as directors of K Raheja Hotels & Estate Private Limited. The administrator, by letter dated December 26, 2019, stated that he was not in a position to accede to the aforementioned request unless relevant orders were granted in proceedings pending before the High Court, Karnataka and the CLB/NCLT to which the Petitioners have been impleaded as parties.

- Pratik Rameshchandra Shah, through his power of attorney holder, Sambhuprasad Kurjibhai Lakkad, has filed an appeal before the Nayab Collector, Prant Officer Court, Viramgam District, Ahmedabad against the order of the Deputy Mamlatdar dated May 27, 2018 (“**Order**”) upholding the mutation entry made in the revenue records pursuant to sale of certain land for alleged wrongful sale of the disputed land in Sachana (in Gujarat) to Sentinel Properties Private Limited, where Mr. Ravi C. Raheja and Mr. Neel C. Raheja were erstwhile directors. The Deputy Collector passed an order dated February 13, 2019 in favour of the petitioner against which Sentinel Properties Private Limited has filed an appeal before the Gujarat High Court. The Gujarat High Court, by order dated February 25, 2020, vacated the interim relief granted by it against the order passed by the Deputy Collector. Pratik Rameshchandra Shah has also filed a suit before the Principal Civil Court, Ahmedabad against Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others (“**Respondents**”) and has sought cancellation of the Order and stay on further dealing of the disputed land in Sachana (in Gujarat) by the Respondents. The matters are currently pending before the relevant forums.

under Section 50 of the Prevention of Money Laundering Act, 2002, calling upon Mr. Neel C. Raheja to attend before the ED and to give evidence, details and documents of land purchased at Pirangut, Pune. The land was purchased from Jay Agrotech Private Limited by Pact Real Estate Private Limited pursuant to sale deeds dated March 17, 2008 and July 4, 2008. Mr. Neel C. Raheja is an erstwhile director of Pact Real Estate Private Limited and was not a director of Pact Real Estate Private Limited as on date of the summons. Mr. Neel C. Raheja, by his letter dated February 12, 2018, has submitted the documents sought by the ED. After the information sought by ED was provided, there has been no further communications or requisitions for attendance or otherwise, from the ED, in that regard.

- The Enforcement Directorate, Delhi (“**ED**”) had issued a summons on December 20, 2017 against “The Director, M/s Carlton Trading Company” under Section 50 of the Prevention of Money Laundering Act, 2002 (“**PMLA**”) to appear before the ED and produce certain documents relating to consultancy / services provided by Advantage Strategic Consulting Private Limited (“**ASCPL**”) and Chess Management Services Private Limited (“**CMSPL**”) to Carlton Trading Company. A written reply was filed with the ED on January 5, 2018 by legal counsel to Mr. Neel C. Raheja on his behalf, as a shareholder and ex-director of Carlton Trading Private Limited (“**CTPL**”), inter alia that (i) the summons was addressed to the Director, Carlton Trading Company, Mumbai, with whom Mr. Neel C Raheja is not concerned, and therefore, the same appears to have been delivered to the office address of Mr. Neel C Raheja under a mistaken identity; (ii) Mr. Neel C Raheja was no longer a director of CTPL, and (iii) to the best of his knowledge, CTPL has not had any dealing either with ASCPL or CMSPL. A background of CTPL and resignation of its directors was provided to the ED along with copies of the memorandum of association/articles of association and other details relating to CTPL. A further similar summons dated July 13, 2018 was issued by the ED, pursuant to which Mr. Neel C. Raheja’s legal counsel attended the office of ED on July 23, 2018 where the ED informed Mr. Neel C. Raheja’s legal counsel, that the summons issued by ED was not for Mr. Neel C Raheja (as a detailed response had already been submitted on behalf of Mr. Neel C Raheja in relation to the previous summons, and that Mr. Neel C. Raheja’s legal counsel, was not required for the hearing at all as the summons was not for Mr. Neel C Raheja). No further correspondence has been received thereafter.
- The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mr. Neel C. Raheja to furnish details and justification in respect of all foreign inward/outward remittances, with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2005, 2007 and 2010. Mr. Neel C. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mr. Neel C. Raheja referred to the aforesaid correspondence and stated that he had, through authorized representative, furnished the required details /

#### B. Mr. Neel C. Raheja

##### (i) Criminal matters

For pending criminal matters against Mr. Neel C. Raheja, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Criminal matters”.

##### (ii) Regulatory actions

- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mr. Neel C. Raheja and others. For details, see “Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Mr. Neel C. Raheja received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Neel C. Raheja and the block assessment proceedings are ongoing. For details, see “- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Further, Mr. Neel C. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file his income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mr. Neel C. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 3.16 million. Mr. Neel C. Raheja has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority decreasing the aggregate demand to ₹ 0.33 million.
- The Assistant Director, Directorate of Enforcement, Mumbai (“**ED**”) has issued summons dated February 2, 2018

information / documents, and understood that they were to the authority's satisfaction. He further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that he has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

5. For other pending regulatory actions against Mr. Neel C. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Regulatory Actions".

6. For other pending material civil/ commercial litigation against Mr. Neel C. Raheja, see "Material litigation and regulatory actions pending involving the Sponsor Group - Inorbit Malls - Regulatory actions".

### (iii) Material civil/commercial litigation

1. Sandeep G. Raheja has filed a suit against Mr. Neel C. Raheja, Mr. Chandru L. Raheja and others before the Bombay High Court ("Court") in respect of a private family trust and removal of certain trustees therefrom and also for the dissolution, distribution and settlement of the accounts of the private family trust. The Court vide order dated November 16, 2006 had appointed an administrator, who subsequently resigned from his position and a new administrator has been appointed. The matter is currently pending before the Court.

2. For other pending material civil / commercial litigation against Mr. Neel C. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation" and "-Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Title litigation and irregularities".

### C. Mr. Chandru L. Raheja

#### (i) Criminal matters

1. The Dy. Superintendent of Police, Criminal Investigation Department ("CID") had issued letter dated June 9, 2008 to Mr. Chandru L. Raheja (in relation to a project of KRPL known as Raheja Woods) in connection with an investigation in Swargate Police Station, Pune, in respect of the ULC case No. 23 – WA, S. No. 222/1 ("ULC proceedings"). KRPL is not a party to the ULC proceedings, however KRPL has appeared before CID and also replied with a letter dated June 11, 2008 submitting the requisite documents. Subsequently, pursuant to an application filed for the copy of chargesheet filed with respect to the above matter and on receipt of the same, it was noted that the Swargate Police Station had filed a chargesheet in the year 2005 with respect to the investigation wherein neither KRPL nor Mr. Chandru L. Raheja were named as accused. No further correspondence has been received.

2. For other pending criminal matters against Mr. Chandru L. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Criminal matters".

#### (ii) Regulatory actions

1. The Chairman/Secretary of Jaldarshan Co-op. Hsg. Society Ltd. filed two applications in the year 2017

against M.R.Combine, Ram Narayana Sons Pvt. Ltd., S.M. Builders, Parmeshwar Mittal, Mr. Chandru L. Raheja, Lohtse Co-Op. Hsg. Soc. Ltd, K.F. Bearing Co. and others before the District Deputy Registrar, Co-op. Societies, Mumbai under Section 11 of the Maharashtra Ownership Flats (Regulation of the promotion of construction, sale, management and transfer) Act, 1963 in relation to deemed conveyance for conveying title to the society. The Registrar has issued notices dated January 30, 2018 and May 8, 2018. Mr. Chandru L. Raheja has received notice to file reply and/or appear before the Deputy Registrar. No further correspondence has been received.

2. Juhu Beach Resorts Limited has made a compounding application to the Registrar of Companies, Mumbai, for non-compliance of certain statutory filings required under Section 149(1)(a) of the Companies Act resulting from a technical error pursuant to the expiry of terms of two of its directors. Mr. Chandru L. Raheja is a director on board of Juhu Beach Resorts Limited. The matter has been referred to the e-governance cell of the Ministry of Corporate Affairs, New Delhi for further assistance in complying with the statutory filings and proceeding with the compounding application. Upon the required assistance being provided by the Ministry, Juhu Beach Resorts Limited has filed the requisite documents with the Registrar of Companies, Mumbai. No further correspondence has been received.

3. The Office of the Medical Officer of Health, MCGM, has issued an inspection report dated September 20, 2019 to Mr. Chandru L. Raheja, in his capacity as director of Juhu Beach Resorts Ltd. pertaining to carrying out the activity of eating house from the basement of J.W. Marriot Hotel, Juhu without license. Juhu Beach Resorts Ltd. has responded to the inspection report on November 25, 2019. No further correspondence has been received.

4. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mr. Chandru L. Raheja and others. For details, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions". Mr. Chandru L. Raheja received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Mr. Chandru L. Raheja. For details, see "- Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – MBPPL – Regulatory Actions". Further, Mr. Chandru L. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file his income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mr. Chandru L. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019 for an aggregate refund of ₹ 1.08 million.

5. The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mr. Chandru L.

Raheja to furnish details and justification in respect of all foreign inward/outward remittances with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2009, 2011 and 2012. Mr. Chandru L. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mr. Chandru L. Raheja referred to the aforesaid correspondence and stated that he had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. He further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that he has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

### (iii) Material civil/commercial litigation

1. Gopal L. Raheja and three others ("Claimants") have filed an arbitration petition ("Petition") under section 34 of the Arbitration and Conciliation Act, 1996 ("Act") before the Bombay High Court ("Court") against Mr. Chandru L. Raheja, Ivory Properties, Casa Maria and others to set aside the award dated January 25, 2014 ("Award") passed by the single arbitrator, Justice Mr. Srikrishna (retd.). The Award did not grant any relief to the Claimant in respect of dissolution of the partnership firm K Raheja Development Corporation being one of the southern entities forming part of K Raheja southern division consisting of three groups being Gopal Raheja Group, Chandru Raheja Group & the Menda Group having 37.5%, 37.5% & 25. % respectively. The matter is currently pending before the Court.

2. Mr. Chandru L. Raheja, in his capacity as the attorney of Mr. Suresh L. Raheja, has filed a suit before the City Civil Court, Bombay ("Court") against Sultanath Shiraz and others ("Defendants") for specific performance of an agreement for sale executed by Mr. Suresh L. Raheja and some of the Defendants and has inter alia sought compensation of ₹ 0.55 million along with interest. The matter was dismissed by the Court pursuant to order dated April 20, 2019. An application has been made for restoring the matter before the Court.

3. KRPL and Mr. Chandru L. Raheja ("Petitioners") have filed a writ petition before the Bombay High Court ("Court") against the State of Maharashtra and others in respect of lands (Survey No. 22/1)\_ situated at Yerwada, Pune and inter alia challenging the recovery of amounts and the stop work notices issued to KRPL pursuant to Urban Land Ceiling Act, 1976, the Urban land (Ceiling and Regulation) Repeal Act, 1999 and notice dated August 26, 2003 requiring to pay premium. Pursuant to an order dated April 7, 2010, the Petitioners have been allowed to continue with the development of the aforesaid lands. The matter is currently pending before the Court.

4. For other pending material civil / commercial litigation against Mr. Chandru L. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial

litigation" and "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Neel C. Raheja – Material civil/commercial litigation".

### D. Mrs. Jyoti C. Raheja

#### (i) Criminal matters

There are no pending criminal matters against Mrs. Jyoti C. Raheja.

#### (ii) Regulatory actions

1. The Assistant Director, Directorate of Enforcement, Mumbai has issued a notice in the year 2017 under section 37 of the FEMA calling upon Mrs. Jyoti C. Raheja to furnish details and justification in respect of all foreign inward/outward remittances with documentary evidences, sources of income, purpose for remittances and other related details, for the years 2005, 2007 and 2010. Mrs. Jyoti C. Raheja has replied to the notice in the year 2017 furnishing the required details / information / documents and inter alia stated that the remittances were made in accordance with applicable FEMA regulations. By a subsequent letter, Mrs. Jyoti C. Raheja referred to the aforesaid correspondence and stated that she had, through authorized representative, furnished the required details / information / documents, and understood that they were to the authority's satisfaction. She further requested to be informed in case of any further requirement or explanation, in the absence of which it would be understood that she has satisfactorily carried out the statutory compliances relating to closure of the matter. No further correspondence has been received.

2. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Mrs. Jyoti C. Raheja and others. For details, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions". Further, Mrs. Jyoti C. Raheja has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file her income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Mrs. Jyoti C. Raheja received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019 for an aggregate demand of ₹Nil.

### (iii) Material civil/commercial litigation

1. For other pending material civil / commercial litigation against Mrs. Jyoti C. Raheja, see "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation".

### E. Casa Maria

#### (i) Criminal matters

There are no pending criminal matters against Casa Maria.

#### (ii) Regulatory actions

There are no pending regulatory actions against Casa Maria.

**(iii) Material civil/commercial litigation**

- For other pending material civil / commercial litigation against Casa Maria, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation”.

**F. Genext****(i) Criminal matters**

There are no pending criminal matters against Genext.

**(ii) Regulatory actions**

- Proceedings were initiated before the monitoring committee of the MCGM for monitoring the re-development in respect of the property owned by Capricorn Realty Limited situated at Mahalaxmi, Mumbai which is being developed by Genext. A recent issue relating to giving additional allowances to ex-mill-workers employed in the project was agreed and settled in the Monitoring Committee's Meeting held on June 6, 2018. The matter is currently pending with the Monitoring Committee in respect of the employment of more mill workers in place of the mill workers who have left, retired or have expired in relation to the remaining work in the project.
- Genext received demand notices from time to time, from the Collector of Stamps, Enforcement – II (“Collector”) relating to stamp duty and penalty on various agreements entered into with various parties aggregating to approximately ₹ 208 million. Genext submitted its replies to the Collector against all these demand notices, inter alia pointing out that Genext is not a party to the said agreements, and is not liable for any amount. After the hearing was held in these matters, no further communications / demands have been received from the Collector. Genext and KRCPL had also received a demand notice in 2014 from the Collector relating to stamp duty and penalty of approximately ₹ 55 million in respect of a deed of assignment dated August 6, 2007 between Genext and KRCPL. Genext submitted its reply inter alia stating that the document was duly adjudicated and accordingly the full stamp duty was paid thereon. After a hearing was held in the said case, no further communications / demands have been received thereafter.
- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Genext and others. For details, see “Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Genext received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Genext. For details, see “- Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – MBPPL – Regulatory Actions”. Genext has received notice dated November 27, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within seven days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Genext received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018 and under Section 143(3) of the

Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 670.07 million. Genext has filed rectification applications and appeals which are pending before the relevant authority. The assessment proceeding for assessment year 2008-2009 are ongoing. Certain rectification applications have been processed by the relevant authority granting an aggregate refund of ₹ 164.93 million.

- The Pest Control Officer at MCGM issued 32 notices to Genext with respect to water stagnation at its Vivarea project site at Mahalakshmi, Mumbai and other related infringements of the Mumbai Municipal Corporation Act, 1888. Genext has replied to MCGM stating that they have taken corrective measures and requested MCGM to conduct inspection in order to close the matter. In relation to two of such notices, Genext has paid fines. No further correspondence has been received.
- Genext received letter dated August 17, 2018 vide email dated August 21, 2018, and November 30, 2018 from the MCA directing it to provide certain information relating to Genext's compliance with its corporate social responsibility obligations for the financial year 2015-16. Genext has submitted the information to the MCA as requested. No further correspondence has been received.

**(iii) Material civil/commercial litigation**

- Capricorn Realty Limited has filed a special leave petition before the Supreme Court of India challenging the final judgment of the Bombay High Court dated August 21, 2017 (“Order”) passed in public interest litigation no.6/2016 in respect of the interpretation of the development control regulations of Greater Mumbai and the computation of the Floor-Space Index (FSI) liable to be granted. KRCPL has obtained the development rights of the subject matter lands from Capricorn Realty Limited, and has further assigned the same to Genext. The Supreme Court of India vide its order dated November 27, 2017 has stayed the Order. The matter is currently pending before the Supreme Court of India.

**G. Inorbit Malls****(i) Criminal matters**

- Inorbit Malls along with others received a notice dated January 22, 2019 from the Sub-Inspector of Police, Madhapur police station, Hyderabad in relation to a criminal complaint filed by MD Ghouse Mohiddin against Trion, Inorbit Malls and others for allegedly committing fraud amounting to ₹ 2.5 million. Trion and Inorbit Malls replied to the notice on January 24, 2019 stating that there is no privity of contract between the Complainant and themselves. The matter is currently pending before the Madhapur police station, Hyderabad.

**(ii) Regulatory actions**

- From time to time, various inspections have been carried out by Labour officers and inspectors in respect of compliances by the company with the labour laws, rules and regulations. Inorbit Malls has filed its replies and submissions in respect of such inspections from time to time.
- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Inorbit Malls and others. For details,

see “Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the block assessment proceedings, Inorbit Malls received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate refund of ₹ 94.75 million. Inorbit Malls has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority increasing the aggregate refund to ₹ 211.74 million.

- Pursuant to the inspection report by Security Guards Board for Brihanmumbai and Thane District (“Board”), the Board issued a show cause notice dated October 13, 2014, in respect of the project at Vashi and alleged contraventions by Inorbit Malls under the provisions of the Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act 1981 read with the Scheme of 2002. No further correspondence has been received thereafter.
- Inorbit Malls received a notice dated November 4, 2018 from the Tahshildar under the Maharashtra Land Revenue Code in relation to alleged unauthorized excavation of minor minerals by Inorbit Malls. Inorbit Malls filed its written submissions on December 5, 2018 denying the allegations. Pursuant to a hearing before the Tehsildar, the matter was closed for passing of orders. The matter is currently pending before the Tahshildar.
- A complaint was filed by Shamabai Govind Pilane on July 8, 2016, before the Municipal Commissioner, PMC alleging Inorbit Malls (Residential division) of undertaking illegal activities in relation to, inter alia, blocking of the road, changing topography of the land and attempting to erect fencing on the road which is sanctioned under Section 205 of the Bombay Provisional Municipal Corporations Act, 1949. There have been several letters sent by PMC to Inorbit Malls in this regard, from time to time. Inorbit Malls has responded to such letters denying the illegal activities alleged by the Municipal Commissioner. This matter is currently pending.
- Several notices have been issued by the various stamp duty authorities to Inorbit Malls, in respect of deficit payment of stamp duty on certain agreements executed by Inorbit Malls aggregating to ₹ 2.75 million payable by Inorbit Malls and ₹ 1.77 million payable by the licensees. Inorbit Malls has submitted its replies from time to time inter alia denying the liability for stamp duty.
- The BrihanMumbai Mahanagarpalika Corporation (“BMC”) issued a letter dated January 10, 2020, to Inorbit Malls, pertaining to alleged unauthorized use of parking space, pursuant to an inspection by BMC and instructed Inorbit Malls to produce approvals/permissions obtained from competent authority within seven days of receipt of the letter. Inorbit Malls has, by letter dated January 15, 2020, responded to the letter stating that it was not illegally using open space as alleged by BMC. BMC, by letter dated January 28, 2020, replied stating that the said open space

was marked for parking as per the latest approved plan and observed that Inorbit Malls has changed the location of recreation ground without obtaining permission of competent authority. BMC has further directed Inorbit Malls to restore/remove the unauthorized development as per the approved plan, failing which, the appropriate action shall be initiated against Inorbit Malls. No further correspondence has been received. The BMC, by its notice dated February 28, 2020 (“Notice”) issued under section 55 of the Maharashtra Regional and Town Planning Act, 1966 (“MRTP Act”) directed Inorbit Malls to remove the unauthorized development i.e. Dais, Fountain, Kids Zone in parking space, within 15 days (fifteen days) from receipt of this Notice and sought to remove the unauthorized work and take action under the MRTP Act against Inorbit Malls in case of any failure. Inorbit Malls, by its reply letter dated March 13, 2020, submitted that revised proposal has been submitted to BMC, in respect of deleting podium parking and showing layout R.G. on ground with water fountain, Kids Zone and dias, and further requested the BMC to withdraw the Notice. By speaking order dated September 16, 2020 (“Order”), the BMC informed that for want of documentary evidence it is not proved that the work was authorized, and directed removal of the work. By reply dated September 19, 2020, Inorbit Malls inter alia submitted the copy of the completion certificate and plans issued by building and proposal department, showing that the parking tower has already been deleted and the recreation ground (“RG”) is shown on ground with water fountain and kids zone, which is allowed as per the Development Control and Promotion Regulation 2034 in the RG area; and requested to review and withdraw the speaking order and provide an opportunity to appear and explain the matter. By a notice dated October 23, 2020, BMC has directed Inorbit Malls to restore the premises as per the amended plan and completion certificate dated July 16, 2020. No further correspondence has been received.

- The Municipal Corporation of Greater Mumbai (“MCGM”) issued a notice dated January 29, 2020, to Inorbit Malls, observing that during an inspection, certain illuminated advertisement board was displayed in Inorbit Mall without appropriate permission from MCGM under the Mumbai Municipal Corporation Act, 1888. Inorbit Malls, by letter dated February 3, 2020, replied to the notice stating that the advertisement board was in relation to products offered in the mall premises and have been removed pursuant to completion of the promotion of the products. No further correspondence has been received.
- The Municipal Corporation of Greater Mumbai (“MCGM”) issued a notice dated February 14, 2020, to Inorbit Malls, observing that during an inspection, certain illuminated advertisement board was displayed in Inorbit Mall without appropriate permission from MCGM under the Mumbai Municipal Corporation Act, 1888. Inorbit Malls, by letter dated February 18, 2020, replied to the notice stating that the advertisement board was within the scope of the permit granted by the MCGM and was in relation to services available with many retailers in the mall premises for the benefit of general public visiting the mall premises and requested MCGM to withdraw its notice. No further correspondence has been received.

10. Inorbit Malls, along with Shri Dinesh Chandratre and others, through its constituted attorney Cavalcade Properties Private Limited (“**Cavalcade**”) has filed an RTS Appeal bearing No. 119 of 2020 being aggrieved by the mutation entry No. 14839 dated July 19, 2019 thereby recording encumbrance in the other rights column on the VII XII in respect of land bearing Survey No. 27/1B+2+3 and 27/4 Village Mohammadwadi, Pune. The mutation entry was pursuant to the order dated March 18, 2013 in Case No. SR/300/12/2015 passed by the Tahsildar, Haveli under Section 48(7) of the Maharashtra Land Revenue Code, 1966 for unauthorized excavation of minor minerals to the tune of ₹ 1,01,52,223 as per the Panchnama carried out by the Talathi office, Mohammadwadi, Pune. The RTS appeal was also filed for quashing of order of attachment of immovable property dated June 1, 2019 and February 5, 2020. Inorbit Malls has also filed an application for granting stay in the matter till the appeal is disposed of. On March 2, 2020, Inorbit Malls filed an application seeking permission to pay 25% of the total amount (under protest) thereby seeking stay to the further proceedings till the matter is disposed of on merits. The said application was allowed and the Hon'ble Sub Division Officer, Haveli Sub Division Pune (“**SDO**”) by its letter dated March 2, 2020 directed the Tahsildar to take action for accepting the said 25% payment in Government Treasury. On March 3, 2020 Cavalcade made the aforesaid 25% payment under protest in SBI Treasury Branch. On March 9, 2020, the SDO issued a stay order till the final disposal of the matter on merits. By judgment dated October 9, 2020, the SDO has rejected the RTS appeal thereby vacating the stay granted earlier and ordered the Kamgar Talathi to take appropriate action for recovery as per rules. Inorbit Malls and Cavalcade have challenged the judgment dated October 9, 2020 by filing RTS Second Appeal dated January 20, 2021 before the Collector Pune. The matter is pending.

Sheetalkumar Bhagchand Jadhav and another (“**Appellants**”) have filed RTS Appeal No. 451 of 2020 against the Circle Officer - Mohammadwadi - Hadapsar, Inorbit Malls, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Cavalcade Properties Private Limited (“**Cavalcade**”) and others challenging the mutation of the name of Cavalcade vide Mutation Entry Nos. 15145 and 15146 both dated July 28, 2020 in respect of land bearing Survey No. 42 Hissa No. 2A admeasuring 32 Ares i.e. 3,200 square meters purchased by Cavalcade under two separate conveyance deeds both dated January 14, 2020 duly registered at Serial No. 2860/2020 and 2867/2020 at the office of Sub Registrar, Haveli No.10, Pune. The Sub Divisional Officer, Haveli, Pune (SDO) issued notice dated October 9, 2020 for appearance in the matter. By an order dated November 10, 2020, the SDO granted status-quo till final disposal of the case. By an order dated January 11, 2021 in the RTS Appeal, the status quo granted earlier by the order dated November 10, 2020 was vacated. The Appellants have challenged the order dated January 11, 2021 by filing a writ petition in the Bombay High Court on February 18, 2021. Both the proceedings are pending.

11. The BrihanMumbai MahanagarPalika (“**BMC**”) has by letter dated November 6, 2020 (“**Letter**”) instructed Inorbit Malls to stop alleged unauthorized on-going construction

of cabins at Shop No. G-41 at Inorbit Mall, Malad and further directed Inorbit Malls to remove the alleged unauthorized work carried out without permission. Inorbit Malls is in process of replying to the Letter.

12. The Navi Mumbai Municipal Corporation (“**NMMC**”) has by letter dated November 12, 2020 (“**NMMC Letter**”) informed Inorbit Malls that the business operators / retailers are using the compulsory free space in front of their respective units at Inorbit Mall, Vashi (“**Mall**”) which is unauthorized and need to operate only from the areas approved under their respective licenses and in accordance with terms and conditions as mentioned in the said licenses and applicable law. By reply letter dated November 20, 2020, Inorbit Malls has stated that it has noted the contents of the NMMC Letter and accordingly briefed the business operators / retailers to abide by their license conditions. No further correspondence has been received.

13. Inorbit Malls had completed construction of its building 19 constructed on Survey No. 2-4 (87), 6-9 & 10P, Annojiguda & Pocharam (Villages), Ghatkesar (M), Ranga Reddy District in MindSpace Pocharam project (“**Building**”) without obtaining Environment Clearance (“**EC**”). Inorbit Malls has filed a sou-moto application dated September 12, 2017 (“**EC Application**”) under a regularization scheme notified by MoEF vide notification dated March 14, 2017 for cases relating to construction without the requisite environment clearance, for regularization of the Building. The aforesaid application was considered as a case of violation and the State Level Environment Impact Assessment Authority (“**SEIAA**”) issued ‘Standard Terms of Reference’ issued by the MoEF, along with certain ‘Specific Terms of Reference’ (“**TOR**”) which included, among others, obligation on the state government/ state pollution control board to take action against the project proponent under the provisions of the Environment (Protection) Act, 1986. As per the terms of the TOR, the Telangana State Pollution Control Board (“**TSPCB**”) issued letter dated December 16, 2020 (“**Letter**”) to Environment Engineer (“**EE**”), with a copy to Inorbit Malls, directing EE to ensure immediate stoppage of construction work and to enquire and take necessary action on alleged violation of the EIA Notification, 2006 against Inorbit Malls under the Environment Protection Act, 1986. SEIAA considered the above matter of Inorbit Malls in its meeting dated March 23, 2021 and has approved the issuance of EC subject to submission of bank guarantee of ₹ 3.76 million by Inorbit Malls for implementation of certain remedial and augmentation plans, along with detailed action plan for implementation. Inorbit Malls has submitted letter to the Member Secretary SEIAA, requesting to share bank guarantee format along with details of beneficiary for submission of bank guarantee.

14. The Municipal Corporation of Greater Mumbai (“**MCGM**”) issued a show cause notice dated March 24, 2021 (“**SCN**”), to Inorbit Malls, alleging that the Inorbit Malls administration of its mall at Malad, Mumbai (“**Mall**”) is not serious in following guidelines for COVID-19 testing under the MCGM circular for rapid antigen testing (RAT) dated March 19, 2021 (“**Circular**”) and allowing customers to enter the mall without getting tested for COVID-19. By letter dated March 26, 2021 to MCGM, Inorbit Malls has

inter alia replied to the SCN stating that Inorbit Malls has followed all relevant circulars and guidelines as applicable for mall operations including the Circular and further requested MCGM to withdraw the SCN. No further correspondence has been received.

15. The Navi Mumbai Municipal Corporation (“**NMMC**”) issued a show cause notice dated March 28, 2021 (“**SCN**”) to Inorbit Malls, alleging that during the inspection on March 27, 2021, it has appeared that Inorbit Malls administration of its mall at Vashi, Navi Mumbai (“**Mall**”) is not serious in following guidelines for COVID-19 testing under the NMMC order dated March 23, 2021 for rapid antigen testing (RAT) and allowing customers to enter the mall without getting tested for COVID-19. Inorbit Malls is in the process of replying to the SCN.

16. For other regulatory actions pending against Inorbit Malls, see “- Material litigation and regulatory actions pending against the Associates of each of MindSpace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation”.

### (iii) Material civil/commercial litigation

1. Shoppers Stop has filed special leave petitions before the Supreme Court of India (“**Court**”) against Government of India, Director General of Service Tax, Ministry of Finance Department, The Central Board of Excise and Customs and others in respect of order dated August 4, 2011 passed by the Bombay High Court in respect of levy of service tax for renting of immovable property. Inorbit Malls has been made party to the petitions. The matter is pending before the Court. A special leave petition has also been filed by Retailers Association of India (wherein licensees of Inorbit Malls are members) against the Union of India and others before the Court on similar grounds. Inorbit Malls is also a party to various special leave petitions filed by other licensees of Inorbit Malls. The matter is pending before the Court.

2. Wides Properties and Holdings has filed a special civil suit before the North Goa Civil Court against Inorbit Malls and others in respect of lands situated at Kadamba, Goa claiming that the property originally belonged to Arun Mambro's family who had agreed to sale it to the plaintiff. The plaintiff's application for temporary injunction was rejected in the year 2013. On June 11, 2019, the plaintiff filed an application to amend the plaint for adding certain additional grounds. The matter is pending for reply by Inorbit Malls and other defendants.

3. Inorbit Malls is involved in certain matters in relation to mutation of names upon the land records maintained by the government which are currently pending before their respective courts/authorities.

4. Arun Prabhu Mambro and others filed a special civil suit on against Inorbit Malls and 42 others before the North Goa – Civil Court, Panaji (“**Goa Court**”) in relation to three adjoining parts and parcels of land located in revenue village Panelim and Parish of St. Peter (“**Suit Property**”) claiming a right and interest over them and further alleging fraud committed by Mrs. Irene Barbosa in relation to manipulation of the land record to sell the Suit Property

to Inorbit Malls. The plaintiffs have sought, among others, (i) declare the additions of names and boundaries of properties and revenue orders as null and void; and (ii) removal of the structures on the Suit Property. The matter is currently pending.

5. Dattaram Xavier Fernandes and others have filed a special civil suit before the North Goa Civil Court (“**Court**”) against Inorbit Malls and others claiming tenancy over the lands situated at Kadamba, Goa and impugning Sale Deed dated October 9, 2006 executed in Inorbit Malls' favour. The matter is pending before the Court.

6. KRCPL (“**Petitioner**”) has filed a special leave petition before the Supreme Court of India (“**SLP**”) against the common judgement and order dated November 20 and 21, 2014 (“**Impugned Judgement**”) passed by the Division Bench of the Bombay High Court in public interest litigation No. 131/2003 and No. 48/2004 (“**PIL Proceedings**”), which set aside the allotment certain plot with open spaces (“**Leasehold Land**”) by CIDCO to the Petitioner and directed KRCPL to handover the possession of the Leasehold Land in its original condition. Pursuant thereto, the Supreme Court of India, vide its order dated January 22, 2015 had directed the parties to maintain status-quo. The SLP is currently pending before the Supreme Court of India. Also pursuant to the liberty granted under the Impugned Judgment, the Petitioner has applied to the State Government for regularization of the allotment of land. The matter is currently pending with CIDCO.

7. In relation to an application for formation of co-operative society by Proposed Raheja Vistas Premiere Building T13 Maxima Co-operative Housing Society Limited, through its chief promoter in respect of Building T13 constructed by Inorbit Malls, the Deputy Registrar, Co-operative Society, Pune (“**Deputy Registrar**”) issued a notice under Maharashtra Ownership Flats Act (Regulation of the Promotion of Construction, Sale, Management and Transfer Act, 1963) requesting Inorbit Malls to appear for the hearing and file its written submission. Inorbit Malls has filed its objection in the matter. By Order dated December 21, 2020 (“**Order allowing application for formation of Society**”), the District Deputy Registrar, Co-operative Society, Pune City (“**District Deputy Registrar**”) allowed the application for formation of Raheja Vistas Premiere T13 Maxima Co-operative Housing Limited. In furtherance to the Order allowing application for formation of Society, by an order dated January 28, 2021, the Deputy Registrar issued the society registration certificate (“**Order and the Certificate**”) to Raheja Vistas Premiere T13 Maxima CHS Limited. Being aggrieved by the order dated January 28, 2021, Inorbit Malls has filed two appeals (“**Appeals**”) before the Divisional Joint Registrar, Co-operative Societies, Pune (“**Divisional Joint Registrar**”) for setting aside and quashing the Order allowing application for formation of Society, and Order and Certificate. In the said Appeals, Inorbit Malls has taken out two applications for stay both dated February 9, 2021 to stay the Order for allowing application for formation of Society, Order and the Certificate. By two separate orders both dated March 25, 2021 passed in the Appeals, the District Joint Registrar has stayed the Order allowing application for formation of Society and Order and the Certificate till the next date of hearing. The matter is pending.

8. Proposed Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited through its chief promoter Col. Kadur Malleshi (“**Plaintiff**”) has filed a suit before the Civil Judge Senior Division, Pune (“**Civil Court**”) against Inorbit Malls, (through its directors Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others) (“**Defendant**”), for inter alia declaring the deed of declaration dated February 11, 2019 executed by Inorbit Malls as illegal, null and void and non-binding upon the Plaintiff and has sought cancellation of the deed of declaration and permanent injunction restraining the Defendants from executing any deeds, documents and things in respect of the suit property on the basis of the impugned deed of declaration. The Court granted an ad interim status quo with respect to holding of any general body meeting or voting in pursuance of the deed of declaration. By order dated February 4, 2020, the Court rejected Plaintiff’s injunction application. Consequently, the Plaintiff filed an application inter alia seeking extension of status-quo until the appeal period which was rejected by the Court. The matter is currently pending before the Civil Court.
9. Proposed Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited through its chief promoter Col. Kadur Malleshi (“**Applicant**”) filed an application before District Deputy Registrar Co-operative Housing Societies against Inorbit Malls (“**Respondent**”), for formation of a co-operative society. On August 7, 2019, the Applicant filed an application for amendment thereby seeking addition of the names of Mr. Ravi C. Raheja, Mr. Neel C. Raheja and others in the matter as directors of Inorbit Malls. The said application for amendment was allowed vide an order dated October 1, 2019 (“**Impugned Order**”). Aggrieved by the aforementioned order, Inorbit Malls filed a revision application on November 1, 2019 for quashing and setting aside the Impugned Order, before the Divisional Joint Registrar, Co-operative Societies, Pune. The Applicant filed a pursis giving its no-objection to the revision application being allowed and the Impugned Order being quashed and set aside. The revision application was allowed on November 26, 2019. The Application for society formation was allowed on January 29, 2020 and the society was registered on January 31, 2020. Aggrieved by the said orders, Inorbit Malls filed an appeal and revision application in both the matters before the Divisional Joint Registrar, Pune and an interim stay was granted by the Divisional Joint Registrar in both the matters on March 2, 2020. Aggrieved, Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited filed a civil writ petition in the Bombay High Court which was disposed of on June 23, 2020. By separate orders dated July 31, 2020, the appeal and revision application filed by Inorbit Malls were allowed by the Divisional Joint Registrar, Pune. The Raheja Vistas Phase IV Building Nos. T5 and T6 Co-operative Housing Society Limited have challenged the said orders by filing two separate civil writ petitions (“**CWP’s**”) in Bombay High Court. By an order dated September 21, 2020, the Bombay High Court directed the petitioners to comply with the order dated June 23, 2020 pertaining to payment of maintenance by the petitioner and the individual members to respondent no.1 i.e. Inorbit Malls in the earlier civil writ petition within a period of one week. On October 7, 2020, the petitioners submitted to the Bombay High Court that Raheja Vistas Phase IV Building T5 and T6

Co-operative Housing Society Limited had deposited on September 28, 2020, a sum of ₹ 1.99 million with Inorbit Malls pursuant to the Order dated September 21, 2020. Inorbit Malls thereafter objected to Petitioner’s submission and informed the Bombay High Court that Inorbit Malls had reason to believe that more funds had been collected from the residents of the building and that Raheja Vistas Phase IV Building T5 and T6 Co-operative Housing Society Limited had not deposited the entire amount collected by them with Inorbit Malls. Inorbit Malls sought liberty to file a reply to the Affidavit filed by the petitioners/society dated September 29, 2020. On December 2, 2020, Bombay High Court directed the Petitioner to file its rejoinder with the registry and the rejoinder was filed by the Petitioner on the same date. On February 12, 2021, Inorbit Malls filed affidavit in sur rejoinder. The CWPs are pending for further hearing.

10. Yogesh Rameshbhai Suthar (“**Complainant**”), an employee of Deccan Techno Security and Utility Services (“**Deccan Techno**”) has filed complaint before the Labour Court, Vadodara (“**Court**”) against Inorbit Malls and Deccan Techno alleging wrongful transfer of the Complainant from Inorbit Malls to other location by Deccan Techno. Deccan Techno is a service provider of Inorbit Malls. In the said complaint, the Complainant has inter alia prayed for payment of the salary along with eligible benefits and consideration with effect from his day of transfer, reinstatement to his earlier place of deputation at Inorbit Malls, Vadodara and claim of ₹ 10,000 towards litigation expenses. Inorbit Malls is in the process of filing its written statement. The matter is pending before the Court.
11. For other pending material civil / commercial litigation against Inorbit Malls, see “-Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Title litigation and irregularities” and “-Material litigation and regulatory actions pending against the Associates of each of MindSpace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation”.

#### H. Ivory Properties

##### (i) Criminal matters

There are no pending criminal matters against Ivory Properties.

##### (ii) Regulatory actions

1. In response to applications made by Ivory Properties in relation to certain environmental clearances and approvals for a project at Malad, Mumbai and in relation to certain environmental approvals and provision for treatment plants for the sewage generated from the project, MPCB issued notices dated May 28, 2015 and December 17, 2014 and October 3, 2015, to Ivory Properties. Ivory Properties has responded to the said notice. By reply dated July 6, 2015 to the notice dated May 28, 2015, Ivory Properties withdrew the application for consent to establish (as it was inadvertently made) inter alia as the plinth for a building was already completed before the MoEF notification dated July 7, 2004 providing for obtaining environment clearance. In reply dated December 30, 2014 to the notice dated December 17, 2014, Ivory Properties pointed out

that the IT buildings referred by MPCB were completed in 2003, and provided details of the occupation certificates issued from 2001 to 2003.

##### (iii) Material civil/commercial litigation

1. Oasis Restaurant and Amber, Oscar & Minor Canteens have filed a suit before the Bandra Civil Court (“**Court**”) against Ivory Properties and others for declaration as a tenant of the premises situated within the Shoppers Stop building in Andheri West, Mumbai. By judgment dated February 25, 2021, the Court has dismissed the suit and held that Oasis Restaurant and Amber, Oscar & Minor Canteens has failed to prove that (i) it is the tenant of Ivory Properties and others and (ii) it is in possession of the entire premises as alleged in the prayer clause of the suit and is therefore not entitled to the declaration and injunction as prayed for in the suit. The Oasis Restaurant and Amber, Oscar & Minor Canteens has not till date filed any appeal against the said judgment.
2. Bhanumati Bhuta and Vasantben Bhuta filed commercial arbitration petitions before the Bombay High Court (“**Court**”), to quash and set-aside the above arbitral award dated February 14, 2017 whereby the specific performance of a development agreement and memorandum of understanding both dated April 19, 1995, as modified, was granted to Ivory Properties. Pursuant to order dated January 28, 2020, the commercial arbitration petitions have been allowed and the award dated February 14, 2017 and interim orders of the arbitrator have been set aside by the Court. Ivory Properties has preferred an appeal before the Division Bench of the Bombay High Court from the order dated January 28, 2020 and the same is pending.
3. Shoppers Stop has filed a special leave petition before the Supreme Court of India (“**Court**”) against Government of India, the Director General of Service Tax, Ministry of Finance, Department of Revenue, the Central Board of Excise and Customs and others in respect of order dated August 4, 2011 passed by the Bombay High Court in respect of levy of service tax for renting of immovable property. Ivory Properties has been made a party to the matter. The matter is currently pending before the Court.
4. Radhakrishna Properties Private Limited (“**Plaintiff**”) filed a suit before the Bombay High Court (“**Court**”) against Ivory Properties (“**Defendant**”) seeking specific performance of agreement to sub-lease dated April 6, 1995 executed by Ivory Properties in favour of the Plaintiff in respect of lands situated at Malad, Mumbai. Alternatively, the Plaintiff is seeking alternate compensation aggregating to ₹ 3,000 million. The Defendant has filed its written statement and counter-claim. The matter is pending before the Court.
5. For other pending material civil/commercial litigation against Ivory Properties, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”, “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation” and “-Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Title litigation and irregularities”.

#### I. Ivory Property Trust

##### (i) Criminal matters

There are no pending regulatory actions against Ivory Property Trust.

##### (ii) Regulatory actions

There are no pending regulatory actions against Ivory Property Trust.

##### (iii) Material civil/commercial litigation

1. Manilal & Sons (“**Manilal**”) has filed legal proceedings against Bombay Forgings Limited (“**BFL**”) relating to lease of lands at Kalina, Mumbai.

Ivory Property Trust has inter alia entered into memorandums of understanding to acquire from BFL its leasehold lands situate at Kalina, Mumbai (said Lands), pursuant to a rehabilitation scheme sanctioned by the Board of Industrial & Financial Reconstruction (“**BIFR**”) in respect of BFL (“**BIFR Scheme**”). The landowner-lessor i.e. Manilal challenged the BIFR Scheme and transfer of said Lands under the BIFR Scheme in favour of Ivory Property Trust. Both the BIFR and the Appellate Authority for Industrial and Financial Reconstruction (“**AAIFR**”) did not grant any relief to Manilal. Manilal has challenged the said orders of BIFR and AAIFR in a writ petition filed in the Bombay High Court (“**High Court**”). The High Court has directed that any changes brought about pursuant to the various orders passed shall be subject to the final decision in this petition. The matter is currently pending before the High Court.

2. Manilal had filed an eviction suit in the Small Causes Court, Bandra against BFL in respect of the lease of land at Kalina Mumbai, which was decreed in favour of Manilal in 2007, and an enquiry was directed for mesne profits. BFL challenged the said eviction order in appeal before the Appellate Bench of Small Causes Court, Bandra. Appeal was admitted, execution of eviction was stayed and BFL was ordered to deposit interim mesne profits at the rate of ₹ 0.02 million per month. Manilal has filed Mesne Profits Proceeding in the Small Causes Court, Bandra against BFL claiming ₹ 294.6 million as arrears of mesne profits with 9% interest p.a. up to August 31, 2007; and further ₹ 6.2 million per month with 15% interest p.a. from September 1, 2007 till handing over possession. On March 14, 2020, the Small Causes Court, Bandra allowed Manilal’s application to produce certified copy of case papers in relation to BFL’s RAD Suit No.310 of 2017. On August 31, 2020, BFL filed revision application against the said order dated March 14, 2020. By letter dated April 12, 2007, Ivory Property Trust has agreed with BFL not to claim refund of ₹ 190 million paid by Ivory Property Trust to BFL, and also that any condition by the appeal court for stay of execution of decree including deposit of interim mesne profit, if any, ordered will be exclusive liability of Ivory Property Trust. BFL has also filed a suit in the Small Causes Court, Bandra, for declarations in respect of its leasehold rights/tenancy in the said Lands and other relief relating to renewal/ extension of lease of the said lands and for damages in the alternative aggregating to ₹ 200 million. The matters are currently pending in the Small Causes Court, Bandra.

- A suit is filed before the Bombay High Court ("Court") by Matasons Estate Private Limited ("Plaintiff") against Bombay Forgings Private Limited and Ivory Properties ("Defendant") seeking specific performance of a development agreement for property situated at Kalina in Mumbai or compensation aggregating to ₹ 150 million along with interest of 18% p.a. The matter is currently pending before the Court.

#### J. KRCPL

##### (i) Criminal matters

- Sunil Khare has filed a first information report dated March 3, 2013 with the Malawani Police Station, Mumbai against Anuj Prakash, general manager, of one of the hotels of KRCPL i.e. The Resort at Malad, Mumbai, for an incident at the hotel. The general manager applied for and has been granted bail. The matter is currently pending before the Sessions Court, Borivali.

##### (ii) Regulatory actions

- K Raheja Corp and Genext had received a demand notice from the Collector relating to stamp duty and penalty of approximately ₹ 55 million in respect of a deed of assignment dated August 6, 2007 between Genext and K Raheja Corp. Genext submitted its reply inter alia stating that the documents were duly adjudicated and accordingly full stamp duty was paid. After hearing was held in the said case, no further communications / demands have been received thereafter. K Raheja Corp had also received a demand notice from the Collector relation of stamp duty and penalty approximately of ₹ 50 million in respect of a deed of assignment dated August 6, 2007 between IDBI, K Raheja Corp and others. Genext submitted its reply inter alia stating that the documents were duly adjudicated and accordingly full stamp duty was paid. After hearing was held in the said case, no further communications / demands have been received thereafter.
- Certain investigative proceedings have been initiated by the Superintendent of Police, Anti-Corruption Branch, Goa ("ACB") against unnamed persons under the Prevention of Corruption Act, 1988 in respect of allotment of SEZ lands by Goa Industrial Development Corporation to SEZ developers. Pursuant to the intimation dated March 14, 2013 received from the ACB in connection with enquiry, KRCPL's representative has appeared before the ACB. No further correspondence has been received. As recorded in the orders of the Supreme Court of India in the certain civil appeals, some of the SEZ developers including KRCPL have surrendered the SEZ lands to Goa Industrial Development Corporation ("GIDC"). In the Government of Goa Cabinet note in July 2018 (obtained through an application made under the Right to Information Act, 2005), it was noted that the FIR filed by GIDC, pursuant to which the investigative proceedings were initiated by the ACB, was proposed to be withdrawn as no cause existed. It also stated that the Council of Ministers may resolve to approve, amongst others, the proposal to close the vigilance and other matters in view of settlement. Subsequently, the amounts have been refunded by GIDC to KRCPL together with interest.
- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRCPL and others. For details,

see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". KRCPL received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including KRCPL. For details, see "- Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – MBPPL – Regulatory Actions". Further, KRCPL has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, KRCPL received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 712.65 million. KRCPL has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority decreasing the aggregate demand to ₹ 68.68 million.

- The registrars of companies issued two notices dated March 29, 2017 and September 4, 2018 for striking/removal of the name of Powai Developers Private Limited from the register of companies. No further correspondence has been received.
- The Tax Recovery Officer-11 has vide three separate letters one dated May 28, 2018 and two other dated June 6, 2018 addressed to the secretary / chairman / property manager of Raheja Vistas, project of Powai Developers (sole proprietary concern of KRCPL), informed them of the attachment of three flats of Raheja Vistas which belong to customers who have purchased these flats from Powai Developers. The Tax Recovery Officer-11 has further stated that the transfer of ownership of the same would be subject to payment of outstanding arrears of taxes of ₹ 320 million along with applicable interest thereon which is due from the flat purchasers. Powai Developers has responded to the letters. No further correspondence has been received.
- KRCPL received an email dated December 4, 2018 from the MCA directing it to provide certain information relating to KRCPL's compliance with its corporate social responsibility obligations for the financial year 2015-16. KRCPL has submitted the information to the MCA as requested. No further correspondence has been received.
- For other regulatory actions against KRCPL, see "Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Regulatory Actions".

##### (iii) Material civil/commercial litigation

- Bharat Petroleum Corporation Limited ("BPCL") filed a suit before the Bombay High Court ("Court") against KRCPL and three others ("Defendants") seeking specific performance of agreement dated December 5, 1952

and a declaration that sale made in favour of KRCPL be declared null and void, and further seeking damages aggregating to ₹ 100 million. The matter is currently pending before the Court. The Defendants have filed a mesne profit proceeding suit before the Bandra Small Causes Court against BPCL for determining the mesne profits, wherein the claim of KRCPL as per a valuation report is made for ₹ 76 million. The matter is currently pending before the Bandra Small Causes Court.

- Arthur D'Souza ("Applicant"), the owner of a land adjoining the land of KRCPL, made an application to the District Collector, Bandra, Mumbai ("District Collector") claiming title over certain portion of KRCPL's land bearing CTS No.119-G in village Tungawa in Mumbai. The District Collector passed orders dated May 26, 2009 and June 6, 2009 in favour of the Applicant. KRCPL preferred an appeal to the Additional Commissioner against the said orders. The Additional Commissioner, by his order dated February 17, 2010, upheld the orders passed by the District Collector. Aggrieved, KRCPL has preferred an appeal against the order of the Additional Commissioner before the Revenue Minister, Mantralaya. By letter dated March 3, 2021 to the advocate of the Applicant, the advocates of KRCPL have sought the details of the legal heirs and/or representatives of the Applicant as the Applicant has expired for taking out an appropriate application for the purpose of substituting the Applicant with his legal heirs/representatives and amending the cause title of the aforesaid appeal. The matter is currently pending before the Revenue Minister, Mantralaya.
- KRCPL and Indian Cork Mills Limited have filed a suit before the Bombay High Court against Sir Mohammed Yusuf Trust and others inter alia disputing the various claims made by the defendants and for declaration of the plaintiff's ownership of the certain land in village Tungawa at Mumbai. Further, in respect of the portions of the aforesaid lands, numerous proceedings and appeals before various revenue authorities have been filed between the parties. In the writ petition filed by KRCPL, by orders dated February 12, 2013 & order dated March 8, 2013 pending hearing excluding the disputed area of four acres and 11 gunthas bearing CTS No.119-G in village Tungawa in Mumbai claimed by the respondents, the Bombay High Court permitted KRCPL to continue development construction without any hindrance in the remaining area.
- Sir Mohammed Yusuf Trust and four others ("Plaintiffs") filed two separate suits before the Bombay High Court ("Court"), against KRCPL and two others ("Defendants"), seeking declarations that the Plaintiffs are the owners of land admeasuring 4 acres and 11 gunthas bearing CTS No.119-G and about eight acres bearing CTS No. 119F in village Tungawa in Mumbai. The Plaintiffs have further sought from the Defendants, demolition of the buildings constructed on the portions of land. In the alternative, the Plaintiffs are seeking damages aggregating to ₹ 15,000 million. In the second subsequent suit, in addition to the relief claimed in the first suit, the Plaintiffs have added various societies formed of the flat purchasers as party defendant and have sought injunction restraining execution of conveyances in favour of such societies of the flat purchasers. No relief has been granted to the

Plaintiffs till date. The matter is currently pending before the Court.

- Sir Mohammed Yusuf Trust and four others ("Petitioner") filed a writ before the Bombay High Court ("Court"), against State of Maharashtra, KRCPL and two others ("Respondent"), inter alia for cancelling and setting aside the order passed by the city survey officer for reinstating the name of the Owner Indian Cork Mills Limited in the property register card as per the NA Order subject inter alia to the pending High Court Suit.
- Nakka Venkat Narsaiah ("Plaintiff") has filed a suit against Raheja Mind Space Corp and others ("Defendants") before the Additional Junior Civil Judge, Ranga Reddy District ("Civil Court"), inter alia for possession of land admeasuring 150 square yards, bordering the land of KRCPL. KRCPL has filed a written statement. The Civil Court has passed an interim order restraining the Defendants from alienating the land in favour of third parties. The matter is currently pending before the Civil Court.
- KRCPL agreed to acquire a property situated at Mahalaxmi, Mumbai under an agreement dated June 30, 2017 as per the provisions contained therein, in respect of which a suit has been filed before the Bombay City Civil Court ("Court") by Modern India Limited against Belvedere Court condominium, Arun Bewoor and others in respect of right of way. Another suit has been filed before the Court by Arun Bewoor and others against Modern India Limited ("Modern") and others claiming that the deed of covenant granting right of way to Modern was a gratuitous license and that defendant no.1 was not entitled to carry on construction on the Plot D other than textile mill thereon, beyond the height of 4th floor from ground level. The matter is currently pending. Modern has filed an application to conduct an inquiry by the Court and to pass appropriate orders against defendant no.1 for making false statement on oath thereby having committed perjury. The same is pending.
- Maharashtra Raja Mathadi & Gumasta General Kamgar Sanghatana and one other ("Petitioners") have filed a writ petition against KRCPL, Chalet Hotels and others before the Bombay High Court alleging that certain workers have not been assigned the work of loading and unloading of the building and construction material at the site at Powai and unregistered workers continue to work at the site. The matter is pending before the Bombay High Court.
- For other pending material civil / commercial litigation against KRCPL, see "- Material litigation and regulatory actions pending against the Sponsor Group – Genext – Material civil/commercial litigation", "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation", "- Material litigation and regulatory actions pending against the Associates of each of Mindspace REIT, the Sponsors and the Manager, and entities where any of the Sponsors hold any interest/shareholding – Chalet Hotels – Material civil/commercial litigation", "- Material litigation and regulatory actions pending against the Sponsor Group – Inorbit Malls – Material civil/commercial litigation" and see "-Material litigation



and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Title litigation and irregularities”.

#### K. KRPL

##### (i) Criminal matters

1. For criminal matters pending against KRPL, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Criminal matters”.

##### (ii) Regulatory actions

1. The MCGM, vide several letters addressed to KRPL, has demanded the handing over of Flat No. 102 on the first floor of the building known as “**Rosemary**” of Rosemary Correa Co-operative Housing Society Limited (“**Rosemary CHSL**”), Mumbai (“**Premises**”), contending it to be reserved as a municipal library and called upon KRPL to furnish the relevant papers. KRPL has responded to MCGM, stating that the Premises is to be run as a library by the owner for public in general and that the library will be open for public-use after completion of on-going repair work. However, the MCGM sealed the Premises on March 14, 2019. KRPL has called upon MCGM to forthwith restore possession of KRPL of the Premises and to remove the seal from the Premises at the earliest. Further the MCGM, by its letter dated July 27, 2019, to KRPL, threatened to register a FIR against KRPL for alleged trespassing in the Premises. MCGM has by its letter dated September 29, 2020 (received on October 8, 2020 from MCGM) to K Raheja Corp Foundation (“**KRC Foundation**”) alleged that it has violated the terms and conditions of the development permission as well as permission given by MCGM and directed KRC Foundation to submit its explanation for the alleged lapses. KRPL as the owner of the Premises, has by its letter dated October 14, 2020 replied to MCGM and clarified that it has acted in accordance with the terms of the development permission and that there is no requirement of handing over the Premises to MCGM. By the said letter, KRPL has once again requested MCGM to remove its seal from the Premises and also sought personal hearing to explain and clarify the misapprehensions in the matter. No further correspondence has been received.

2. The Pest Control Officer at MCGM has issued 44 notices to KRPL in respect of water stagnation at KRPL’s project site at Worli, Mumbai and other related infringements of the Mumbai Municipal Corporation Act. KRPL has replied to MCGM stating that they have taken corrective measures and requested MCGM to conduct inspection in order to close the matter. No further correspondence has been received.

3. The issues of levy of premium/transfer fees/lease tenure/enhanced lease rent etc. relating to Brihanmumbai Mahanagarpalika (“**MCGM Estates**”) two municipal leasehold properties acquired by KRPL are sub-judice before the Bombay High Court (“**Court**”) in various petitions filed by various lessees and other parties. KRPL is not a party to such proceedings and has not filed any petition in court in this respect. MCGM Estates had raised demands on KRPL for transfer premium and penalty and transfer fee relating to the assignments of the said properties at Worli in favour of KRPL which was paid

without prejudice & subject to all rights & contentions of the parties. KRPL has filed undertaking dated October 19, 2015 and July 16, 2015 with MCGM to abide by the final outcome in writ petition no.1251/2014 (“**Writ Petition**”) and any other proceedings from time to time in relation to the issues of levy of premium / transfer fees / lease tenure / enhanced lease rent. The writ petition is currently pending with several other similar matters before the Court.

4. The MCGM has issued a letter dated April 8, 2018 addressed to KRPL, in pursuance of letter dated March 12, 2018 (wrongly dated March 12, 2010) received by them from Association of Engineering Workers in respect of unpaid dues to labour/workers of Metal Box India Limited (“**MBIL**”) and for issuance of stop work notice of further construction of building situated at Worli, Mumbai. MBIL was the predecessor in title of KRPL. KRPL has issued letter dated May 14, 2018 responding to MCGM, denying all the allegations and informing that MBIL had deposited the entire gratuity dues of ex-workers. KRPL had also filed caveats in the Bombay City Civil Court and Bombay High Court for being given notice of any application for ad-interim orders in any proceeding that may be filed, which were renewed from time to time. Arun Kachare and Association of Engineering Workers filed a writ petition against State of Maharashtra, MCGM, MBIL and others before the Bombay High Court seeking, inter alia, in respect of alleged labour dues payable by MBIL and relating to alleged requirement of labour NOC for development of MBIL, and sought relief relating to the development approvals in respect of the suit property. Since relief was sought relating to development approvals with respect to the suit property, KRPL joined as a respondent in the matter. KRPL has inter alia contended that it is the title holder of the suit property, having acquired assignment of the lease pursuant to BIFR/AAIFR proceedings and is not a closed company or liable for any dues of the workers of its predecessor in title i.e. MBIL. The matter is pending before the Bombay High Court.

5. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against KRCPL and others. For details, see “Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions”. Pursuant to the search, the Income Tax Department issued notices each dated January 23, 2019 in pursuance of provisions of section 153C r.w.s. 153A of the Income Tax Act, 1961 directing KRPL to prepare and furnish true and correct returns of its total income for assessment years from 2012-13 to 2017-18 (“**Period of Investigation**”) by January 31, 2019 and these returns have been furnished before the Income Tax Department by KRPL. KRPL received a notice dated February 25, 2019 from the Income Tax Department in relation to certain transactions entered into by KRPL with Hypercity Retails India Ltd (“**HRIL**”) which is a subsidiary of Shoppers Stop wherein HRIL has booked profit of ₹ 1,751.52 million. KRPL is in process of responding to the notice appropriately to the Income Tax Department. Further, the Income tax department issued notices under section 142(1) of the Income Tax Act, 1961 for assessment year 2012-13 to 2018-19 to furnish certain details. The details called for are being furnished from time to time. Pursuant to the block assessment proceedings, KRPL

received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate refund of ₹ 54.15 million. KRPL has filed rectification applications and appeals which are pending before the relevant authority.

##### (iii) Material civil/commercial litigation

1. For civil / commercial litigation involving KRPL, see “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation” and “-Material litigation and regulatory actions pending against the Sponsor Group – Mr. Chandru L. Raheja – Material civil/commercial litigation”.

#### L. Palm Shelter

##### (i) Criminal matters

1. The Senior Police Inspector, Santacruz Police Station (“**Police Station**”) pursuant to a complaint dated April 21, 2016, filed by Claud Fernandez (“**Complainant**”) against certain third parties under Sections 420 and 34 of the Indian Penal Code, 1860, had issued a letter dated July 20, 2016 to Palm Shelter Estate Development Private Limited (now Palm Shelter Estate Development LLP) (“**PSEDPL**”) to appear before the police station on July 23, 2017. Certain agreements were entered into between the Complainant, certain family members of the Complainant and PSEDPL, for the handover and re-development of four flats in a building property. The Complainant filed a suit before the Bombay City Civil Court, due to disputes arising between the family members and the Complainant, where PSEDPL was made a defendant to the suit. Consent terms were filed between the parties to the suit which allowed PSEDPL to develop the property. PSEDPL had later transferred its development rights along with all benefits and obligations in the property to Parvesh Constructions Private Limited. Authorized representatives of PSEDPL appeared before the Police Station to provide requested information and documents and filed their deposition on the matter. There has been no correspondence between the parties in the present matter. The matter is currently pending.

##### (ii) Regulatory actions

There are no pending regulatory actions against Palm Shelter.

##### (iii) Material civil/commercial litigation

1. For civil / commercial litigation involving Palm Shelter, see “- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Material civil/commercial litigation”.

In addition to the above pending proceedings, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Genext, KRPL and KRCPL have been identified as parties in certain labour proceeding filed by certain trade unions before the labour courts and industrial courts/tribunals alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971 against certain workmen engaged by them. The matter is currently pending before the relevant courts/tribunals.

#### IV. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE MANAGER

As of March 31, 2021, the Manager does not have any regulatory actions or criminal matters pending against it, or material civil/ commercial litigation pending against it. For the purposes of pending material civil/commercial litigation against the Manager, such matters where value exceeds 5% of the total revenue of the Manager as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been considered.

#### V. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE ASSOCIATES OF EACH OF MINDSPACE REIT, THE SPONSORS AND THE MANAGER, AND ENTITIES WHERE ANY OF THE SPONSORS HOLD ANY INTEREST/ SHAREHOLDING

As of March 31, 2021, the Associates of the Manager (to the extent that such Associates are not the Sponsor Group) and the Associates of the Sponsors (excluding members of the Sponsor Group) do not have any pending regulatory actions or criminal matters against them, or material civil/ commercial litigation pending against them.

With respect to the Associates of the Manager (to the extent that such Associates are not the Sponsor Group), the Associates of MindSpace REIT (to the extent that such Associates are not the Asset SPVs and members of the Sponsor Group), the Associates of the Sponsors (excluding members of the Sponsor Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), details of all pending criminal matters and regulatory actions against such entities and material civil/commercial litigation against such entities have been disclosed.

For the purpose of pending civil/ commercial litigation against such entities, such matters where value exceeds 1% of the total consolidated profit after tax of MindSpace REIT as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed.

#### A. Chalet Hotels

##### (i) Criminal matters

1. Maria Ninitte Noronha (“**Complainant**”) lodged a first information report dated November 6, 2007 (“**FIR**”) against Prashant Gerald Nazereth, partner of Pebbledrops Events, on the grounds of forgery, cheating and dishonestly inducing delivery of property. Renaissance Mumbai Convention Centre Hotel received a notice dated October 12, 2007 from the Complainant claiming that the advance consideration amount of ₹ 1 million paid to the hotel by Pebbledrops Events was fraudulently obtained by Prashant Gerald Nazereth from her and further demanded it to be refunded. In pursuance of the FIR, Chalet Hotels was named as an accused in a final report prepared by the police. Chalet Hotels deposited ₹ 1 million with the Bandra police station pending conclusion of the trial. Subsequently, the Complainant filed an application in February 2008 before the Additional Chief Metropolitan Magistrate, Bandra (“**Metropolitan**”) for

- Court**) for withdrawing the amount deposited by Chalet Hotels to which Chalet Hotels has filed its reply dated March 26, 2008, denying the claim. The matter is currently pending before the Metropolitan Court.
- Hitesh Nandlal Ramani lodged a first information report dated December 14, 2015 at the Powai police station, Mumbai against one of Chalet Hotels' employee of its hotel, Renaissance Mumbai Convention Centre Hotel, and its swimming pool lifeguard, on the grounds of causing death by negligence and endangering life or personal safety of his daughter. The Powai police station has filed its final report dated November 25, 2016 before the Metropolitan Magistrate, Andheri ("**Metropolitan Court**"). The matter is currently pending before the Metropolitan Court.
  - The State of Maharashtra (Excise Department) filed proceedings before the Metropolitan Magistrate Court, Bandra ("**Metropolitan Court**") against Saumen S. Shah, representative of the guests, Kailash B. Pandit employee of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel, and Shivkumar S. Verma a consultant, alleging service of liquor without adequate permission within the hotel premises on January 10, 2018. A writ petition has been filed before the Bombay High Court by Kailash Pandit for quashing the matter. The matter is currently pending before the Bombay High Court.
  - Abhimanyu Rishi lodged a first information report dated May 3, 2008 at the Powai police station, Mumbai against Prashant More, an employee of one of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel and other employees on alleging assault and injury by hotel staff. The Powai police station has filed its final report dated April 21, 2009 before the Andheri Metropolitan Magistrate Court ("**Court**"). The matter is currently pending before the Court.
  - Mohammad Altaf Abdul Latif Sayyed lodged a first information report dated May 15, 2018 with the Powai police station, Mumbai against two of the employees of one of Chalet Hotels' hotel, Renaissance Mumbai Convention Centre Hotel alleging theft of his personal property. The matter is being investigated by the police and there has been no further correspondence or update on same.
- (ii) Regulatory actions**
- The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Chalet Hotels and others. For details, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions". Chalet Hotels received a notice dated November 27, 2018 from the Income Tax Department in relation to certain transactions entered into by certain KRC group persons, including Chalet Hotels. For details, see "- Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – MBPPL – Regulatory Actions". Further, Chalet Hotels has received notice dated December 9, 2019 under Section 153A of the Income Tax Act, 1961, to file its income tax return for assessment year 2008-09 within five days from the date of service of notice and the return has been filed with the Income Tax Department. Pursuant to the block assessment proceedings, Chalet Hotels received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2008-2009, 2012-2013 to 2017-2018) and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019 for an aggregate refund of ₹ 80.38 million. Chalet Hotels has filed rectification applications and appeals which are pending before the relevant authority. Certain rectification applications have been processed by the relevant authority increasing the aggregate refund to ₹ 224.50 million.
  - The Directorate General of Goods and Service Tax Intelligence Pune Zonal Unit ("**DG**") has issued a notice dated June 15, 2018 addressed to Chalet Hotels in relation to an investigation being conducted by the DG in respect of alleged evasion of service tax by M/s Starwood Hotels & Resorts India Private Limited, Gurgaon, operator of The Westin Hyderabad MindSpace Hotel. Chalet Hotels submitted letter dated March 22, 2019 to the DG. No further correspondence has been received.
  - The Directorate of Revenue Intelligence issued a show cause notice dated November 29, 2018 ("**DRI Show Cause Notice**") directing Chalet Hotels to show cause as to why duty amounting to ₹ 195.18 million and ₹ 23.14 million should not be recovered in relation to import of goods against SFIS Scrip/License and the post-export service benefits availed by Chalet Hotels. Chalet Hotels filed a writ petition dated December 24, 2018 before the Gujarat High Court challenging DRI Show Cause Notice. The Gujarat High Court through an ex-parte interim order stayed the effect of the DRI Show Cause Notice. The Gujarat High Court, by its order dated March 2, 2020, dismissed the writ petition, on the basis of the statement recorded on behalf of DRI that DRI shall not proceed further with the DRI Show Cause Notice till the SFIS Scrips are held to be invalid or put under suspension. Further, pursuant to directives under the DRI Show Cause Notice, show cause notice dated July 4, 2019 was issued by CGST & Central Excise Division, Bhopal in relation to utilization of SFIS benefits by Chalet Hotels for purchase of glass and a demand to make payment of excise duty of ₹ 0.3 million. Replies on behalf of Chalet Hotels and a former director of Chalet Hotels, have been submitted on September 23, 2020 with CGST & Central Excise Division, Bhopal. The matter is currently pending.
  - Chalet Hotels received a notice from the MCGM dated December 7, 2018 in relation to alleged misuse of the municipal recreation ground by JW Marriott Mumbai Sahar. Chalet Hotels replied to the notice on December 19, 2018 informing MCGM of its proposal to hand over 20% of the recreation ground to the MCGM in terms of Development Control & Promotion Regulations 2034 for Greater Mumbai. Further, Chalet Hotels received MCGM approval on May 7, 2019 and April 9, 2019 for its proposal in relation to the recreational ground. The formal handover of the recreation ground is in process. Chalet Hotels received further correspondence from the MCGM alleging misuse of the municipal recreation ground by JW Marriott Mumbai Sahar which Chalet Hotels has denied.
  - A demand notice dated February 9, 2018 has been issued by the Tehsildar Thane, addressed to the guest (event organizer) and one of Chalet Hotels' hotel i.e. Four Points by Sheraton Navi Mumbai, Vashi demanding the payment of ₹ 0.40 million (inclusive of interest) as entertainment tax. Chalet Hotels has replied vide letter dated April 24, 2018 denying the claim and have provided the supporting documents. No further correspondence has been received.
  - A demand notice dated December 19, 2016 was issued by the Bruhat Bengaluru Mahanagar Pallike ("**BBMP**") addressed to Magna, now merged into Chalet Hotels, demanding payment of amount aggregating ₹ 256.78 million towards outstanding property tax for the period 2008-2009 to 2015-2016 (inclusive of interest/penalty). Magna vide reply dated January 1, 2017 denied the claim of BBMP. No further correspondence has been received.
  - A notice dated February 8, 2018 was issued by the Central Bureau of Investigation (Bank Security and Fraud Cell) ("**CBI**") addressed to Magna, now merged into Chalet Hotels, calling upon Magna to produce certain documents and information required and to appear in person, in the case bearing no. RC 10(E)/2017 dated July 27, 2017, filed by CBI against Shiva Kumar Reddy director of Kaveri Telecom Infrastructure Limited and others. Chalet Hotels has appropriately responded to CBI. No further correspondence has been received.
  - A show cause notice dated August 9, 2017 has been issued by the Director General of Foreign Trade imposing a penalty with interest on Magna, now merged into Chalet Hotels, for failing to return the terminal excise duty refund for ₹ 0.17 million. Chalet Hotels has filed its reply denying the alleged liability. No further correspondence has been received.
  - MCGM has issued a stop work notice dated June 4, 2018 addressed to Chalet Hotels in respect of alleged unlawful development and construction in Andheri, Mumbai. Chalet Hotels has issued a reply dated June 6, 2018 to the MCGM denying their claims and have submitted the requisite documents along with the reply. No further correspondence has been received.
  - The Office of Additional Director General of Foreign Trade issued certain recovery notices for the recovery benefits granted, aggregating to ₹ 9.10 million ("**Impugned Recovery Notices**") on the basis that Magna, which has now merged with Chalet Hotels is ineligible to avail the benefits under the Served From India Scheme which were granted earlier to Magna. A writ petition was filed before the Karnataka High Court at Bengaluru ("**Court**") challenging the Impugned Recovery Notices. The Court has granted a stay on the impugned recovery notices and the matter is currently pending before the Court.
  - The Regional Provident Fund Commissioner had passed an order dated December 14, 2012 ("**Order**") on the basis of guidance issued by the Central Board of Trustees, Employees Provident Fund Organization in relation to certain dues of the employees of its hotel i.e. Renaissance Mumbai Convention Centre Hotel aggregating ₹ 3.77 million assessed by the Petitioner as payable by Chalet Hotels. Chalet Hotels filed an appeal before the Employees Provident Fund Appellate Tribunal, New Delhi ("**Tribunal**") challenging the Order which was set aside by the Tribunal on July 21, 2014. Aggrieved, the Central Board of Trustees, Employees Provident Fund Organization filed a writ petition before the Bombay High Court, against Chalet Hotels, challenging an order of the Tribunal. The matter is currently pending before the Bombay High Court.
  - The CIDCO issued an order dated December 1, 2014, directing KRCPL to discontinue use of a plot in Vashi ("**Open Space**") and vacate the land under Open Space, being used as entry and exit points for Four Points by Sheraton Navi Mumbai, Vashi, and residential apartment ("**Hotel**") of Chalet Hotels and Inorbit Malls, on the ground that it does not form part of the allotment by CIDCO to the KRCPL and the permission given vide CIDCO letter dated October 6, 2004 was given without due authority. Aggrieved, KRCPL filed a writ petition before the Bombay High Court ("**Court**"). The Court vide its order dated January 16, 2015 directed both parties to maintain status quo. The matter is currently pending before the Court.
  - The Director of Revenue Intelligence has issued an investigation notice dated January 22, 2020 to Chalet Hotels, requiring Chalet Hotels to furnish information and documents relating to SEIS scrips for the financial year 2016-17 till date. Through its reply dated January 27, 2020, Chalet Hotels has submitted the requisite information and documents. No further correspondence has been received.
  - The Office of the Principal Commissioner of Customs Airport & Air Cargo Complex, Bengaluru issued an order dated July 16, 2020 (received on December 24, 2020) ("**Order**") against Magna Warehousing & Distribution Private Limited ("**Magna**") to enforce a bond amounting to ₹ 2.5 million along with interest on the alleged ground that Magna failed to (i) fulfil export obligations within 18 months from the date of issue of license, (ii) earn the foreign exchange within the specified time period as per Foreign Trade Policy 2009-14, and (iii) produce export obligation discharge certificate. Chalet Hotels is in the processing of submitting its response to the Order.
- For other regulatory actions against Chalet Hotels, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – KRIT – Regulatory actions" and "- Material litigation and regulatory actions pending against the Sponsor Group – Mr. Ravi C. Raheja – Regulatory Actions".
- (iii) Material civil/commercial litigation**
- Chalet Hotels filed a writ petition ("**Writ Petition**") before the Karnataka High Court at Bengaluru ("**Court**") challenging the cancellation of the height NOC dated October 28, 2011 issued in relation to a residential building ("**NOC**") by Hindustan Aeronautics Ltd. ("**HAL**"), responsible for issuing the height NOC and for directing HAL to permit construction up to maximum height which does not adversely affect aircraft operations as may be determined by an aeronautical study to be conducted by Airport Authority of India /ICAO, and ancillary reliefs

(including an amended relief for re-validating the NOC for a further period). The NOC was issued for the development of a 17 floor residential building complex with a height of up to 62 meters on Chalet Hotels' land at Koramangala Industrial Layout, Bengaluru. At the time of cancellation of the NOC, five wings with 17 floors had been constructed with a height of up to 62 meters and more than 200 flats therein had been marketed by Chalet Hotels. The Court passed an interim order dated October 23, 2013 ("Interim Order") restricting Chalet Hotels from modifying and developing the building above 40 meters from ground level and selling premises to third parties in respect of any portion of the building above 40 meters. Several customers of Chalet Hotels, as also certain neighbouring residents, have got themselves impleaded as Respondents in the Writ Petition.

By a subsequent detailed judgement and order dated July 31, 2014 ("Order"), the Court directed the aeronautical study to be conducted by Airport Authority of India ("AAI"). HAL's writ appeal to challenge the Order was dismissed by the Division Bench of the Court on September 3, 2015 inter alia with a direction for expediting the hearing of the writ petition and to decide the matter uninfluenced by the observations in the Order. By a further order dated November 5, 2015, the Court clarified that the aeronautical study was to be carried out in accordance with the notified parameters of HAL Airport and Notification SO 84(E) dated January 14, 2010. Accordingly, AAI conducted the study and filed its report on January 27, 2016, in effect confirming that the full height of the then completed building-wings was permissible as it does not adversely affect aircraft operations. HAL has filed objections to the aeronautical study report of AAI, inter alia alleging that it is a unique defence airport carrying out test flying. Chalet Hotels has also inter alia submitted that it had no motive or any additional area to gain, as the project has sufficient land to absorb and construct the entire FAR sanctioned for 17 floors -62 meters in a horizontal structure of 10 floors - 40 meters.

By judgement and order dated May 29, 2020, the Court disposed of the Writ Petition, inter alia allowing the Writ Petition in part and quashed the cancellation of the height NOC by HAL (in so far as cancellation of NOC for construction upto 62 meters above ground level, so that the top of the structure when erected shall not exceed 932 meters Above Mean Sea Level ("AMSL")), and remanding the matter to HAL for re-survey of site AMSL within a time bound manner; and thereafter based on the re-survey report, proceed further in accordance with law. Further, HAL has been prohibited from taking any precipitative action, and Chalet Hotels has been prohibited from putting further construction and modifying/ altering or selling or agreeing to sell or entering into agreements with third parties in respect of any portion of building/ property. The Court rejected as premature, the prayers for permitting Chalet Hotels to construct upto a height which does not adversely affect aircraft operations (as determined by an aeronautical study) and to revalidate the NOC for a further period of 5 years; and granted liberty to the Company to file necessary application at the appropriate time, keeping all contentions with regard to aeronautical study open. In relation to the said order, HAL filed a caveat and also an appeal. Chalet Hotels has

also filed an appeal on November 26, 2020. Both appeals are pending before the court.

Further, certain communications were also exchanged between HAL and Bruhat Bengaluru Mahanagara Palike ("BBMP") and Chalet Hotels between 2013 and 2017, wherein Chalet Hotels inter alia updated BBMP regarding the writ petition and furnished an undertaking to BBMP not to make a further vertical expansion / modification, alteration or development above 40 meters. Chalet Hotels vide letter dated January 16, 2017 requested BBMP for an extension of the validity period of the building sanction plan for the project.

Regarding its customers, Chalet Hotels had executed MoUs for a provisional reservation of a right to purchase various apartments, providing them with an option right; as also executed and registered agreements for sale with a few customers. The issue relating to NOC cancellation by HAL has been the subject of various communications between Chalet Hotels and the customers from inception till date, including a mitigation program which was continued up to December 31, 2020. Some customers have exited the project, and continuing customers are being paid goodwill compensation pursuant to the mitigation program. Subsequent to the COVID-19 pandemic, few customers have requested for exit and/ or sought details of amounts payable to them on exit. As a matter of abundant caution, Chalet Hotels had also registered the project under RERA on a without prejudice basis.

Chalet Hotels is having without prejudice discussions with the existing customers for their consent to a revised development proposal inter alia by addition of a residential wing and an independent commercial building, and limiting the height of all buildings up to 40 mtrs; which will be subject to modification orders from the court and obtainment of HAL's approval. Chalet Hotels has also filed certain without prejudice applications with the authorities for processing of certain approvals relating to the proposed revised development.

2. Iris Trout has filed a suit against Marriott International Inc., Marriott Hotels India Private Limited, Chalet Hotels, KRCPL and certain other defendants in the Superior Court of Middlesex County, New Jersey, USA on November 5, 2018 for failure to maintain premises in a safe condition resulting in personal injury at The Westin Hyderabad Mindspace Hotel. The matter is currently pending before the Superior Court of Middlesex County, New Jersey, USA. A settlement demand from Iris Trout for an amount of \$1.35 million has been received. On January 29, 2021, the matter was mediated and settled between Iris Trout and AIG (insurance company) for \$900,000. The release document has been signed by Iris Trout and her husband Peter Trout on March 1, 2021, pursuant to which the payment has been released by AIG on March 22, 2021. The Application for dismissal of the suit is in the process of being filed.
3. For other details material civil/ commercial litigation against Chalet Hotels, see "- Material litigation and regulatory actions pending against the Sponsor Group – KRCPL – Material civil/commercial litigation".

## B. JT Holdings

### (i) Criminal matters

There are no pending criminal matters against JT Holdings.

### (ii) Regulatory actions

1. Development Commissioner, Visakhapatnam SEZ, Government of India, Hyderabad ("Development Commissioner") has issued a show cause notice dated February 9, 2018 to JT Holdings for non-compliance of certain provisions of the Special Economic Zones Rules, 2006 ("SEZ Rules") pertaining to construction of minimum up area specified in the under the SEZ Rules within a period of ten years from the date of notification of a SEZ and the Foreign Trade (Development & Regulation) Act, 1992 ("FTDR Act"). JT Holdings has replied to the show cause notice denying any default under the FTDR Act. No further correspondence has been received.

### (iii) Material civil/commercial litigation

1. Campaign for Housing & Tenurial Rights (CHATRI) has filed a writ petition against the Government of Andhra Pradesh, Andhra Pradesh Industrial Infrastructure Corporation (now known as Telangana State Industrial Infrastructure Corporation), Hyderabad Urban Development Authority, the Andhra Pradesh Housing Board, JT Holdings, Stargaze and others ("Respondents") before the Andhra Pradesh High Court (now known as Telangana High Court) for declaring the allotment of forest land by the Government of Andhra Pradesh and certain other Respondents as unconstitutional and illegal and has sought the review all the allotments of land made by the Government of Andhra Pradesh and certain other Respondents in the last 10 years by way of sale/lease. The matter is currently pending before the Telangana High Court.
2. Forum for a Better Hyderabad has filed a writ petition against the Government of India, Ministry of Environment & Forest, JT Holdings, Stargaze and others ("Respondents") before the Andhra Pradesh High Court (now known as Telangana High Court) for declaring the action of the Government of India, Ministry of Environment & Forest and certain other Respondents in diverting forest land in violation of the provisions of the Constitution of India, Forest (Conservation) Act, 1980 the Forest Act, 1980 and Wildlife Protection Act 1972, among others. The matter is currently pending before the Telangana High Court.
3. The Office of the Land Reforms Tribunal Cum Deputy Collector & Revenue Divisional Officer, Ranga Reddy East Division ("Tribunal") had, by letter dated August 11, 2009, sought certain information from JT Holdings under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of its land at Raviryal Village. JT Holdings has filed a detailed response stating that the land was granted by APIIC (who had acquired the property from the Government of Andhra Pradesh), and been declared as an SEZ; and is therefore not "land" covered under the APLRAC. The authorized officer filed counter dated April 10, 2012 and JT Holdings filed a rejoinder on September 10, 2012. JT Holdings also submitted a copy of the order dated August 9, 2012,

which was passed by the Hon'ble High Court of Andhra Pradesh ("High Court") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) whereas a stay was granted by the High Court until further orders. The matter is currently pending before the Land Reforms Tribunal cum Revenue Divisional Officer, Ranga Reddy East Division.

## C. Shoppers Stop

### (i) Criminal matters

There are no pending criminal matters against Shoppers Stop.

### (ii) Regulatory actions

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Shoppers Stop and others. For details, see "Material litigation and regulatory actions pending against Mindspace REIT and the Asset SPVs – Avacado – Regulatory Actions". Pursuant to the block assessment proceedings, Shoppers Stop received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for assessment years 2012-2013 to 2017-2018 and under Section 143(3) of the Income Tax Act, 1961, assessment year 2018-2019, for an aggregate demand of ₹ 102.06 million. Shoppers Stop has filed rectification applications and appeals which are pending before the relevant authority.

### (iii) Material civil/commercial litigation

1. South Delhi Municipal Corporation ("SDMC") conducted an inspection on April 10, 2017 and sent a demand notice to Shoppers Stop demanding ₹ 0.74 million per month towards damages for putting on advertisement without any permission from the competent authority ("Notice"). Shoppers Stop filed a writ petition before the Delhi High Court ("Court") against the Notice. The Court disposed of the writ petition and directed SDMC to consider the representation of Shoppers Stop for deciding the matter. The demand of ₹ 0.74 million per month was subsequently affirmed by SDMC, pursuant to which Shoppers Stop filed another writ petition before the Court. The Court passed an order on February 18, 2015 in favour of Shoppers Stop on grounds that SDMC did not have jurisdiction to demand damages. Aggrieved by the order, SDMC has filed a special leave petition before the Supreme Court of India. The matter is current pending before the Supreme Court of India.
2. Shoppers Stop has filed a special leave petition before the Supreme Court of India against the Union of India ("Respondent") challenging Section 65(90a) of the Finance Act, 1994, whereby, the Government of India has notified the activity of leasing being a service and consequently making it amenable to levy of service tax, resulting in arrears of service tax of approximately ₹ 360 million. The Supreme Court of India, in its interim order dated October 14, 2011, has directed Shoppers Stop to deposit 50 % of the arrears towards service tax and furnished surety for the balance 50%. Shoppers Stop has deposited the entire arrears under protest. The matter is currently pending before the Supreme Court of India.

**D. Stargaze****(i) Criminal matters**

There are no pending criminal matters against Stargaze.

**(ii) Regulatory actions**

1. The Income Tax Department had issued a warrant dated November 29, 2017 under Section 132 of the Income Tax Act, 1961 against Stargaze and others. For details, see "Material litigation and regulatory actions pending against MindSpace REIT and the Asset SPVs – Avacado – Regulatory Actions". Pursuant to the block assessment proceedings, Stargaze received orders under Section 143(3) read with Section 153A of the Income Tax Act, 1961 for the assessment years of block assessment period (ranging from assessment years 2012-2013 to 2017-2018), for an aggregate refund of ₹ 0.02 million. Stargaze has filed rectification applications which are pending before the relevant authority. The assessment proceeding for the assessment year 2018-2019 is ongoing.

2. Development Commissioner, Visakhapatnam SEZ, Government of India, Hyderabad ("Development Commissioner") has issued a show cause notice dated February 9, 2018 to Stargaze for non-compliance of certain provisions of the Special Economic Zones Rules, 2006 ("SEZ Rules") pertaining to construction of minimum built-up area specified in the under the SEZ Rules within a period of ten years from the date of notification of a SEZ and the Foreign Trade (Development & Regulation) Act, 1992 ("FTDR Act"). The Development Commissioner has sought to take action against Stargaze. Stargaze has replied to the show cause notice denying any default under the FTDR Act. No Further correspondence has been received.

**(iii) Material civil/commercial litigation**

1. For other pending material civil/commercial litigation against Stargaze, see "- Material litigation and regulatory actions pending against the Associates of the Sponsors - JT Holdings - Material civil/commercial litigation".

2. The Office of the Land Reforms Tribunal Cum Deputy Collector & Revenue Divisional Officer, Ranga Reddy East Division ("Tribunal") had, by letter dated August 11, 2009, sought certain information from Stargaze under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of its land at Raviryal Village. Stargaze has filed a detailed response stating that the land was granted by APIIC (who had acquired the property from the Government of Andhra Pradesh), and 170.40 out of 250 acres been declared as an SEZ; and is therefore not "land" covered under the APLRAC. The authorized officer filed counter dated July 23, 2012 and Stargaze filed rejoinder dated August 29, 2012. Stargaze also submitted a copy of the order dated August 9, 2012, which was passed by the Hon'ble High Court of Andhra Pradesh ("High Court") in a similar matter (being Writ Petition No. 19300/2012 filed by Neogen Properties Pvt. Ltd.) whereas a stay was granted by the High Court until further orders. The matter is currently pending before the Land Reforms Tribunal cum Revenue Divisional Officer, Ranga Reddy East Division.

In addition to the above pending proceedings, Chalet Hotels has been identified as a party in seven separate labour proceedings filed by certain trade unions and employees before the labour /industrial courts and high court in Mumbai alleging unfair labour practices under the Maharashtra Recognition of Trade Unions and Prevention of Unfair Labour Practices Act, 1971, for failure to assign certain workers at its project, recognition of trade unions and termination of services. The matters are currently pending before the relevant courts.

**VI. MATERIAL LITIGATION AND REGULATORY ACTIONS PENDING AGAINST THE TRUSTEE**

As of March 31, 2021, the Trustee does not have any pending regulatory actions, criminal matters or material civil/commercial litigation pending against it. For the purpose of pending material civil/ commercial litigation against the Trustee, matters involving amounts exceeding 5% of the profit after tax of the Trustee for Financial Year 2021 have been considered material.

**VII. TAX PROCEEDINGS**

As on March 31, 2021, there are no direct, indirect or property tax matters against the Sponsors, the Manager and the Trustee. Details of all direct tax, indirect tax and property tax matters against the Relevant Parties (other than the Sponsors and the Manager), as of March 31, 2021 is set forth:

Nature of case	Number of cases	Amount involved (in ₹ million) (to the extent quantifiable)
<b>MindSpace REIT and Asset SPVs</b>		
Direct tax	29	952.79
Indirect tax	23	1,837.13
Property tax	1	0.26
<b>Total</b>	<b>53</b>	<b>2,790.18</b>
<b>Sponsor Group (excluding the Sponsors)</b>		
Direct tax	27	1,511.80
Indirect tax	3	221.01
Property tax	10	71.57
<b>Total</b>	<b>40</b>	<b>1,804.38</b>

Nature of case	Number of cases	Amount involved (in ₹ million) (to the extent quantifiable)
Associates of MindSpace REIT (excluding the Asset SPVs), Associates of the Sponsors (excluding the Manager, the Asset SPVs, their respective Associates and the Sponsor Group), Associates of the Manager (to the extent that such Associates are not the Sponsor Group) and entities where any of the Sponsors hold any interest/shareholding		
Direct tax	21	2,217.58
Indirect tax	20	671.01
Property tax	4	440.17
<b>Total</b>	<b>45</b>	<b>3,328.76</b>

**Notes:**

The direct tax matters are primarily in the nature of demand notices and/or orders issued by the income tax authorities alleging non/short deduction of TDS, computation of taxable income on account of certain additions/disallowances, deduction of tax incentive and classifications of income resulting in additional demand of TDS/income tax. Such matters are pending at the relevant appellate authorities including income tax appellate tribunals and high courts.

The indirect tax matters are primarily in the nature of demand notices and/or orders issued by indirect tax authorities alleging irregularities in payment of indirect taxes on identified transactions, irregular availment of CENVAT credit of service tax and mismatch in turnover reported in service tax returns vis-à-vis income tax returns. Such matters are pending before different indirect tax authorities and courts, including indirect tax appellate tribunals.

The Asset SPVs, the Sponsor Group and Associates of Sponsors (excluding the Sponsors Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), have, with an intention to settle some of the service tax disputes and avail the benefit of reduced tax liability, interest and penalty waiver, opted for the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019. In some instances, the applications have been rejected by the authorities and some of the entities have filed, or in the process of filing, writ petitions before Bombay High Court in relation to such matters. Some of the Asset

SPVs, Sponsor Group and Associates of Sponsors (excluding the Sponsor Group) with the intention to settle income tax disputes and avail the benefit of interest and penalty waiver, have made applications under Direct Tax Vivad se Vishwas Act, 2020. In some instances, the applications have been accepted by the authorities and the disputes have been settled.

In addition to the above, the Asset SPVs, the Sponsor Group and Associates of Sponsors (excluding the Sponsors Group) and entities where any of the Sponsors hold any interest/shareholding (excluding the Asset SPVs and members of the Sponsor Group), are in receipt of notices, intimations, letters, enquiries, etc., in connection with the assessment (regular, best judgment, scrutiny, etc.) procedures prescribed under the applicable indirect tax legislations (state value added tax and entry tax legislations, central sales tax, the Finance Act 1994, customs legislation) and Income Tax Act, 1961 read with the relevant rules and regulations prescribed thereunder. All requisite information, records, documents, returns, payment challans, submissions and declarations sought by the tax authorities have been provided from time to time. As of the date of this Final Offer Document, the assessment proceedings are pending finalization.

Amount involved in connection with tax proceedings includes, in addition to the tax/duty demanded, the penalty levied under the direct and indirect tax laws to the extent explicitly quantified. Interest has not been included.

## Report on Corporate Governance

### MINDSPACE REIT'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Accountability, fairness and transparency with all its stakeholders are the guiding principles of governance framework of MindSpace Business Parks REIT ("MindSpace REIT") and K Raheja Corp Investment Managers LLP, acting as Manager to MindSpace REIT ("Manager") aimed at creating sustainable and long-term value for its stakeholders.

### AUTHORIZATION STRUCTURE

MindSpace REIT was settled on November 18, 2019, at Mumbai, Maharashtra, India, as a contributory determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated November 18, 2019 ("Trust Deed"). MindSpace REIT was registered with the Securities and Exchange Board of India ("SEBI") on December 10, 2019, at Mumbai, as a real estate investment trust ("REIT") pursuant to the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars and guidelines issued by SEBI thereunder, each as amended from time to time (the "REIT Regulations"), having registration number IN/REIT/19-20/0003.

Anbee Constructions LLP and Cape Trading LLP are the Sponsors of MindSpace REIT. Units of MindSpace REIT got listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on August 07, 2020.

### MANAGER

K Raheja Corp Investment Managers LLP is the Manager to MindSpace REIT. The Manager is a limited liability partnership in India under the Limited Liability Partnership Act, 2008 incorporated on February 26, 2018. The Designated Partners of the Manager are Mr. Ravi C. Raheja and Mr. Neel C. Raheja, with a capital contribution of 50% by each of them in the Manager. The Manager's role is to manage MindSpace REIT and its assets in accordance with the Trust Deed, the investment management agreement dated November 21, 2019 ("Investment Management Agreement") and the REIT Regulations in the interests of unitholders.

### TRUSTEE

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

The Trustee is not an associate of either of the Sponsors or the Manager. The Trustee is responsible for safe custody of the assets of MindSpace REIT and monitoring the activities of Manager under Investment Management Agreement for the benefit of the Unitholders.

### GOVERNING BOARD OF THE MANAGER ("BOARD") AND MANAGEMENT

#### Constitution of the Board:

- The Board has been constituted in accordance with the applicable provisions of the REIT Regulations, in a manner that not less than 50% of the Board comprises independent members. As on March 31, 2021, the Board comprises 6 (Six) members with 3 (Three) members being non-executive non-independent members and 3 (Three) being non-executive independent members. The profiles of the Board members are set forth on pages 10-11.
- The Board is responsible for overseeing the management and governance of the Manager and MindSpace REIT.
- Mr. Vinod Rohira, Chief Executive Officer of the Manager, is responsible for the day-to-day business operations and the management of the Manager and MindSpace REIT, subject to the superintendence and direction of the Board. Mr. Vinod Rohira is supported by a seven-member core team with an experience in operating, developing, leasing and managing commercial real estate in India.

The independence of members of the Board is determined similar to that applicable for Board of directors of a company in accordance with the Companies Act 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is determined vis-a-vis the Manager and each of the Sponsors. Based on the declarations and confirmations received from the independent members of the Board, in the opinion of the Board, the independent members fulfil the desired criteria for independence and are independent of the Manager in exercise of their opinions and judgements and have no pecuniary relationship apart from receiving remuneration for the duties performed by virtue of the office held by them. Mr. Bobby Parikh, independent member of Manager confirms having no material pecuniary relationships with Manager apart from remuneration received by M/s. Bobby Parikh Associates, an entity in which he is a partner, for acting as advisor to MindSpace REIT, it's Special purpose vehicles ("Asset SPVs") and the Manager.

None of the members are directors or members of the Governing Board of the manager to another REIT.

### Composition of the Board is given below:

Name of member & nature of membership in MindSpace REIT	Name(s) of other listed entity(ies) where he/she is a director & nature of directorship	No. of directorships (including membership of Governing Board of this listed entity)*	No. of memberships in audit committee(s) / stakeholders' relationship committee (s) of other listed entities and public companies # (including membership of Governing Board of this listed entity)	No. of post of chairperson in audit committee(s)/ stakeholders' relationship committee(s) of other listed entities and public companies # (including membership of Governing Board of this listed entity)
Mr. Deepak Ghaisas (Chairperson of the Board and Independent member)	Shoppers Stop Limited (Non-Executive - Independent Director)	12	3	2
Ms. Manisha Girotra (Independent member)	Ashok Leyland Limited (Non - Executive Independent Director)	4	1	-
Mr. Bobby Parikh (Independent member)	1) Biocon Limited (Non-Executive - Independent Director) 2) Indostar Capital Finance Limited (Chairperson, Non-Executive - Independent Director) 3) Infosys Limited (Non-Executive Independent Director)	9	4	6
Mr. Alan Miyasaki (Non-Executive Non-Independent member)	-	-	-	-
Mr. Ravi C. Raheja (Non-Executive Non-Independent member)	1) Shoppers Stop Limited (Promoter & Non-Executive - Non Independent Director) 2) Chalet Hotels Limited (Promoter & Non-Executive - Non Independent Director)	14	8	1
Mr. Neel C. Raheja (Non-Executive Non-Independent member)	1) Shoppers Stop Limited (Promoter & Non-Executive - Non Independent Director) 2) Chalet Hotels Limited (Promoter & Non-Executive - Non Independent Director)	13	7	-

\* Includes directorships in public limited and private limited entities incorporated in India

# membership and posts of chairperson in a committee are counted only once i.e. if a member is a chairperson of a committee, he/she is not counted as member separately.

Mr. Ravi C. Raheja and Mr. Neel C. Raheja are related to each other and apart from them no other members of the Board are related to each other. None of the Independent members of the Board have resigned from their office during the financial year ended March 31, 2021.

### CHAIRPERSON

Mr. Deepak Ghaisas, Chairperson of the Board is an Independent member and no reimbursements are made by the Manager to the Chairperson for expenses incurred by him in performance of his duties. The Chairperson is however entitled to remuneration by way of sitting fees and commission in accordance with the limits approved by the Board.

### MEETINGS OF THE BOARD MEMBERS

During the financial year ended March 31, 2021, 4 (Four) meetings of the Board were held on June 20, 2020, September 14, 2020, November 11, 2020, and February 10, 2021. The necessary quorum was present for all the meetings.

The Board members passed a circular resolution on July 20, 2020, covering matter which was subsequently noted at the meeting held on September 14, 2020.

The table below sets out the number of meetings attended by each Board member during financial year ended March 31, 2021:

Name of member	Nature of membership	No. of meetings attended
Mr. Deepak Ghaisas	Independent member	4
Ms. Manisha Girotra	Independent member	4
Mr. Bobby Parikh	Independent member	4
Mr. Alan Miyasaki	Non-Executive Non-Independent	4
Mr. Ravi C. Raheja	Non-Executive Non-Independent	4
Mr. Neel C. Raheja	Non-Executive Non-Independent	4

Considering the COVID-19 outbreak, majority of the Board meetings were held via audio video electronic facility. The said facility was provided to the Board members for all the meetings conducted during financial year ended March 31, 2021.

As on March 31, 2021, the following members of the Board and Key Managerial Personnel held units in Mindspace REIT:

Name	Nature of membership	Number of units held
Mr. Ravi C. Raheja *	Non-Executive Non-Independent	1,68,63,069
Mr. Neel C. Raheja *	Non-Executive Non-Independent	1,68,60,892
Mr. Bobby Parikh	Independent member	32,600
Mr. Vinod Rohira	Chief Executive Officer	33,600

\* The number of units held are mentioned basis first name unitholding

#### COMMITTEES CONSTITUTED BY THE BOARD

As on March 31, 2021, the Board has 5 (Five) committees#. The composition and terms of reference of each of those committees is set forth below:

Name of the Committee	Composition	Nature of membership
Audit Committee	Mr. Bobby Parikh – Chairperson	Independent member
	Mr. Deepak Ghaisas	Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
Nomination and Remuneration Committee	Mr. Bobby Parikh – Chairperson	Independent member
	Ms. Manisha Girotra*	Independent member
	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
Stakeholders' Relationship Committee	Mr. Deepak Ghaisas – Chairperson	Independent member
	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
Investment Committee	Mr. Deepak Ghaisas – Chairperson	Independent member
	Ms. Manisha Girotra	Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
Executive Committee	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member
	Mr. Vinod Rohira	Chief Executive Officer
	Ms. Preeti Chheda	Chief Financial Officer
REIT Offer Committee ^	Mr. Ravi C. Raheja	Non-Executive Non-Independent member
	Mr. Bobby Parikh	Independent member
	Mr. Neel C. Raheja	Non-Executive Non-Independent member

\* With effect from November 11, 2020, Mr. Deepak Ghaisas resigned and Ms. Manisha Girotra was appointed as member of the Nomination and Remuneration Committee.

^ Dissolved w.e.f. September 14, 2020

# It may be noted that (a) under the Compliance Policy adopted by the Board, a compliance committee has been formed, (b) under the Whistle Blower / Vigil Mechanism Policy, a whistle blower committee has been formed and (c) under Policy on Sexual Harassment, an internal committee has been formed. Meeting of these committees take place from time to time. However, these committees do not comprise of members of the Board and hence the details of their composition and attendance are not covered in this report.

#### NUMBER OF COMMITTEE MEETINGS HELD AND ATTENDANCE RECORDS:

The table below sets out the number of Committee meetings and attendance thereof:

Name of the Committee	Audit Committee ("AC")	Nomination and Remuneration Committee ("NRC")	Stakeholders' Relationship Committee ("SRC")	Investment Committee ("IC")	Executive Committee ("EC")	REIT Offer Committee ("ROC")
No. of meetings held	3	2	2	1	14	9
Date of meetings	14-09-2020	11-11-2020	13-10-2020	10-02-2021	20-07-2020	24-06-2020
	11-11-2020	10-02-2021	14-01-2021		07-08-2020	06-07-2020
	10-02-2021				14-09-2020	16-07-2020
					26-09-2020	20-07-2020
					29-09-2020	24-07-2020
					17-10-2020	30-07-2020*
					08-12-2020	03-08-2020
					10-12-2020	04-08-2020
					17-12-2020	

(in DD-MM-YYYY format)

Name of the Committee	Audit Committee ("AC")	Nomination and Remuneration Committee ("NRC")	Stakeholders' Relationship Committee ("SRC")	Investment Committee ("IC")	Executive Committee ("EC")	REIT Offer Committee ("ROC")
					18-01-2021	
					08-02-2021	
					09-03-2021	
					18-03-2021 ^	
					25-03-2021	

^ Includes adjourned meeting held on the same day.

\*The REIT Offer Committee met twice on July 30, 2020, for two separate meetings.

#### Number of meetings attended

Name of member	AC	NRC	SRC	IC	EC*	ROC
Mr. Deepak Ghaisas	3	1	2	1	NA	NA
Ms. Manisha Girotra	NA	1	NA	1	NA	NA
Mr. Bobby Parikh	3	2	NA	NA	NA	9
Mr. Alan Miyasaki	NA	NA	NA	NA	NA	NA
Mr. Ravi C. Raheja	NA	2	2	NA	11	8
Mr. Neel C. Raheja	3	NA	2	1	9	9

\* The Executive Committee meeting held on March 18, 2021 was adjourned and the adjourned meeting was later held on the same day. For the purpose of counting attendance of Executive Committees, the attendance for the aforesaid meetings of March 18, 2021, is considered separately for each meeting.

\* Mr. Vinod Rohira, CEO and member of EC, attended 8 meetings.

\* Ms. Preeti Chheda, CFO and member of EC, attended 8 meetings.

#### TERMS OF REFERENCE OF EACH COMMITTEE

##### Audit Committee

- Giving recommendations to the Governing Board of the Manager regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of Mindspace REIT and the audit fee, subject to the approval of the Unitholders;
  - Approving payments to statutory auditors of Mindspace REIT for any other services rendered by such statutory auditors;
  - Overseeing Mindspace REIT's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
  - Reviewing and monitoring the independence and performance of the statutory auditor of Mindspace REIT, and effectiveness of audit process;
  - Reviewing the annual financial statements and auditor's report thereon of Mindspace REIT, before submission to the Governing Board of the Manager for approval, with particular reference to:
    - changes, if any, in accounting policies and practices and reasons for such change;
    - major accounting entries involving estimates based on the exercise of judgment by management;
    - significant adjustments made in the financial statements arising out of audit findings;
    - compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions; and
  - qualifications/modified opinions in the draft audit report.
- Reviewing, with the management, all periodic financial statements, including but not limited to quarterly or half - yearly, as the case may be and annual financial statements of Mindspace Business Parks Group before submission to the Governing Board of the Manager for approval;
  - Reviewing, with the management, the statement of uses/ application of funds raised through an issue of units by Mindspace REIT (public issue, rights issue, preferential issue, etc.) and the statement of funds utilized for purposes other than those stated in the offer documents/ notice, and making appropriate recommendations to the Governing Board of the Manager for follow-up action;
  - Providing recommendations to the Governing Board of the Manager regarding any proposed distributions;
  - Approval of transactions of Mindspace REIT with related parties including reviewing agreements or transactions in this regard and any subsequent modifications of terms of such transactions;
  - Scrutinizing loans and investments of Mindspace REIT;
  - Reviewing all valuation reports required to be prepared under applicable law, periodically, and as required, under applicable law;
  - Evaluating internal financial controls and risk management systems of Mindspace REIT;

- (xiii) Reviewing, with the management, the performance of statutory and internal auditors of MindSPACE REIT, and adequacy of the internal control systems, as necessary; exceeding ₹ 1,000 million or 10% of the asset size of the Asset SPV, whichever is lower including existing loans / advances / investments;
- (xiv) Reviewing the adequacy of internal audit activities, if any, of MindSPACE REIT; (xxviii) Approving any management information systems or interim financial statements to be submitted by MindSPACE REIT to any unitholder or regulatory or statutory authority;
- (xv) Discussing with the internal auditors of MindSPACE REIT of any significant findings and follow up there on; (xxix) Approving any reports required to be issued to the Unitholders under the REIT Regulation;
- (xvi) Reviewing the findings of any internal investigations with respect to MindSPACE REIT into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Governing Board of the Manager; (xxx) Approving any transaction involving a conflict of interest; (xxxi) Formulating any policy for the Manager as necessary, with respect to its functions, as specified above; and
- (xvii) Reviewing the procedures put in place by the Manager for managing any conflict that may arise between the interests of the Unitholders, the parties to MindSPACE REIT and the interests of the Manager, including related party transactions, the indemnification of expenses or liabilities incurred by the Manager, and the setting of fees or charges payable out of MindSPACE REIT's assets; (xxxii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xviii) Discussing with statutory auditors and valuers prior to commencement of the audit or valuation, respectively, about the nature and scope, as well as post-audit/ valuation discussion to ascertain any area of concern; (xxxiii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xix) Reviewing and monitoring the independence and performance of the valuer of MindSPACE REIT; (xxxiv) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xx) Giving recommendations to the Governing Board of the Manager regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the valuer of MindSPACE REIT; (xxxv) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxi) Evaluating any defaults or delay in payment of distributions to the Unitholders or dividends by the Asset SPVs to MindSPACE REIT and payments to any creditors of MindSPACE REIT or the Asset SPVs, and recommending remedial measures; (xxxvi) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxii) Reviewing the management's discussion and analysis of factors affecting the financial condition and results of operations; (xxxvii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxiii) Reviewing the statement of all related party transactions, submitted by the management; (xxxviii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxiv) Reviewing the Management letters/ letters of internal control weaknesses issued by the statutory auditors of MindSPACE REIT; (xxxix) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxv) Reviewing the functioning of the whistle blower mechanism; (xl) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxvi) Approval of appointment of chief financial officer/finance head after assessing the qualifications, experience and background, etc. of the candidate; (xli) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.
- (xxvii) Reviewing the utilization of loans and/ or advances from/investment by MindSPACE REIT in the Asset SPVs (xlii) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.

#### Nomination and Remuneration Committee

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a member and recommend to the Governing Board of the Manager a policy relating to, the remuneration of the members and key managerial personnel;
- (ii) Formulation of criteria for evaluation of performance of independent members and the Governing Board of the Manager;
- (iii) Identifying persons who are qualified to become members in accordance with the criteria laid down and recommend to the Governing Board of the Manager their appointment and removal and evaluation of members' performance;
- (iv) Determining whether to extend or continue the term of appointment of the independent member, on the basis of the report of performance evaluation of independent members;
- (v) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key management personnel of the quality required to run the Manager successfully;
- (vi) Implementing the policy for nomination of directors on the Board of directors of the Asset SPVs (including qualification and experience requirements, compensation model, process for appointment and removal);
- (vii) Recommend the Board, remuneration, in whatever form, payable to key management personnel;
- (viii) Carrying out any other function as prescribed under applicable law; and
- (ix) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

#### Stakeholders' Relationship Committee

- (i) Considering and resolving grievances of the Unitholders, including complaints related to the transfer/transmission of units, non-receipt of annual report, non-receipt of declared distributions, issue of new/duplicate certificates, general meetings, etc.;
- (ii) Review of measures taken for effective exercise of voting rights by unitholders;
- (iii) Reviewing of any litigation related to unitholders' grievances;
- (iv) Undertaking all functions in relation to protection of unitholders' interests and resolution of any conflicts, including reviewing agreements or transactions in this regard
- (v) Reporting specific material litigation related to unitholders' grievances to the Governing Board of the Manager;
- (vi) Implementing procedure for summoning and conducting meetings of the unitholders or for seeking the vote of the unitholders either by calling a meeting or through postal ballot or otherwise;
- (vii) Resolving any issue, in the ordinary course of business, which in the opinion of the Sponsors, the Trustee or the Manager, is material and requires the approval of the Unitholders under the REIT Regulations;
- (viii) Providing clarification on any matter on which SEBI or the designated stock exchange requires the approval of unitholders in accordance with the REIT Regulations;
- (ix) Approving report on investor grievances, if any, to be submitted to the Trustee by the Manager; and
- (x) Performing such other activities as may be delegated by the Governing Board of the Manager and/ or are statutorily prescribed under any law to be attended to by the Stakeholders' Relationship Committee.

#### Investment Committee

- (i) To review decisions in respect of acquisition of ROFO or third-party assets or divestment of project(s) of MindSPACE Business Parks REIT or its Asset SPVs,
- (ii) To grant approval for making binding offers for acquisition of assets or further issue of units in relation to the acquisition of such assets subject to compliance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and / or unitholders' approval, as may be required,
- (iii) To approve and recommend to the Governing Board on acquisitions of assets or further issue of units before making binding or firm commitments for such acquisition or further issuance or divestment of project(s) of Portfolio,
- (iv) To ensure all related party or ROFO acquisitions are as per the terms of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and Right of First Offer Agreement dated June 29, 2020 ("ROFO Agreement"), as amended from time to time,

- (v) To put in place policies or procedures as may be required in relation to such acquisitions or divestment,
- (vi) To act on any responsibilities delegated by the Governing Board to it in respect of such investments / divestments, and
- (vii) To delegate its powers to the Executive Committee or such other committee or persons as it may deem necessary.

#### Executive Committee

- (i) To approve transfer and/or transmission of units of MindSPACE Business Parks REIT, approve any communication required to be sent to the Unitholders of MindSPACE Business Parks REIT,
- (ii) To open, operate, close or change the operating instructions of any bank accounts, demat accounts, escrow account, investment account, and authorize any person(s) (a) for execution of any application, form, KYC, declaration, disclosure, affidavit and any other submission required to be made in respect of any such account and (b) for operation of any such account, from time to time and to avail additional facilities and features such as online access, net-banking services, cash management, treasury management from bankers, depository participants and other intermediaries,
- (iii) To authorize any persons for attending and representing MindSPACE Business Parks REIT and/or the Manager and voting at any meetings including general meetings (and/or by way of postal ballot or any other modes and means permitted under the applicable law for exercising the voting rights) of any company or limited liability partnership of which MindSPACE Business Parks REIT and/or the Manager is a shareholder, member, secured or unsecured creditor or partner,
- (iv) (A) To receive, consider and evaluate proposals for (i) acquisition of properties, real estate projects, directly or through holdco or special purpose vehicle including Asset SPVs and/or (ii) expansion, modification, alteration of existing projects and properties ("Acquisition Prospects"), (B) to sign and execute non-disclosure agreements for the Acquisition Prospects and (C) to appoint, change or remove lawyers, valuers, surveyors, architects, chartered accountants, property consultants, brokers and such other consultants, advisors and service providers as the Executive Committee may deem fit for study, assessment, evaluation of the Acquisition Prospects,
- (v) To appoint, change or remove nominees shareholders to hold shares for and on behalf of MindSPACE Business Parks REIT in any holdco or Asset SPV from time to time,
- (vi) To grant permission and authorize holdco and/or Asset SPV and/or any other person, to use any trademark and logo, which MindSPACE Business Parks REIT or Manager is entitled to use pursuant to and in accordance with the agreements entered into by MindSPACE Business Parks REIT,

- (vii) To give effect to the policies adopted by the Board from time to time in respect of Mindspace Business Parks REIT, holdco or Asset SPVs, lay down necessary systems and procedures, appoint officials, consultants and advisors as may be necessary in this regard and to resolve any difficulties and questions as may be faced in implementation of such policies,
- (viii) To regularly review and monitor (a) the statutory approvals required for Mindspace Business Parks REIT, holdco and Asset SPVs and any assets owned or businesses carried on by them, (b) progress of the under-construction properties, (c) outstanding litigations against Mindspace Business Parks REIT, Manager, holdco and Asset SPVs and (d) compliance with extant SEBI (Real Estate Investment Trusts) Regulations, 2014 (“REIT Regulations”), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements), 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, read together with the circulars, guidelines, notifications issued or framed thereunder and any other applicable acts, regulations, rules, circulars, orders under the applicable laws,
- (ix) To take any steps required for managing and mitigating any crisis arising at or in respect of the portfolio of Mindspace Business Parks REIT,
- (x) To make donations and contributions pursuant to the Environment, Social and Governance (ESG) Initiatives of Mindspace Business Parks REIT, Manager and its SPVs,
- (xi) To apply, obtain, renew and surrender any membership / registration as may be required to be obtained legally, commercially or under any regulation,
- (xii) To consider, approve (with or without appointment of signatories wherever required in this regard), sign and submit (a) any applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies or any other documents for availing any certificate, registration, membership, access login or facility, (whether afresh or for renewal) to the depositories, stock exchanges, SEBI, RBI or any other statutory bodies, any authorities (including under any tax laws), local authorities and bodies, ministries, government departments, undertakings, corporations (including Telangana State Industrial Infrastructure Corporation, Maharashtra State Industrial Corporation), municipalities, local authorities, and any other regulatory or statutory authorities as may be required from time to time, (b) any applications, submissions, forms, letters, reports, certificates, statements, confirmations, intimations, notices, replies or any other documents to the Trustee, debenture trustee, security trustee, valuer, auditors, depositories, credit rating agencies, stock exchanges, SEBI, RBI or any other statutory bodies, any authorities (including under any tax laws), local authorities and bodies, ministries, government departments, undertakings, corporations (including Telangana State Industrial Infrastructure Corporation, Maharashtra State Industrial Corporation), municipalities, local authorities, and any other regulatory or statutory authorities as may be necessary from time to time, which are required to be submitted in compliance with any extant and applicable laws or pursuant to any agreement, arrangement or engagement with these parties and (c) any modifications, variations, amendments, supplements (however fundamental they may be) to the documents specified and/or signatories appointed, under this clause,
- (xiii) To negotiate, approve, execute, deliver and perform various documents like certificates, non-disclosure agreements, engagement letters, consents, forms, any other applications, agreements, deeds, letters and documents in respect of accounting, audit, valuation, statutory registrations and permissions,
- (xiv) To appoint any vendors, service providers, advisors, consultants and any other agencies as may be statutorily, legally or otherwise required from time to time and to negotiate, approve, execute, deliver and perform (a) any non-disclosure agreements, engagement letters, service level agreements for their appointment and/or cessation and (b) any modifications, variations, amendments, supplements (however fundamental they may be) thereto,
- (xv) To approve sending of any letter, notice, demand in respect of any matter related to Mindspace Business Parks REIT and / or Manager and filing of any complaint, suit, petition, application, affidavit, declaration, undertaking, written statement, reply, rejoinder, consent, settlement in respect of any dispute / litigation and also to authorize any individual, consultant or any company or firm to represent Mindspace Business Parks REIT and/ or the Manager before any court, tribunal, consumer redressal forum or any statutory, judicial or regulatory or any other authority on any matter relating or concerning Mindspace Business Parks REIT and/or the Manager or with which Mindspace Business Parks REIT and/or the Manager is in any way connected and to represent Mindspace Business Parks REIT and/or the Manager generally or for any specific purpose(s),
- (xvi) To invest / divest / redeem from time to time any funds of Mindspace Business Parks REIT and/or Manager, in fixed deposit with any bank or financial institution, securities, mutual funds, liquid and/or money market instruments and / or any other instrument as permitted under applicable law and to authorize employees of the Manager or any other person from time to time to undertake all necessary and incidental activities in respect of such investment, divestment or redemption,
- (xvii) To make administrative arrangements for holding of meetings of unitholders including selecting and booking of the venue, hiring service providers (a) for designing, printing and despatch of notices, annual / half yearly / other reports and any other documents to unitholders by email or physical delivery, (b) for providing e-voting facilities, (c) for providing participation by any audio-visual means and such other consultants including scrutinizers, and all other ancillary and incidental activities in relation to holding of meetings of unitholders,
- (xviii) In respect of (a) giving loan(s) or any other credit facility(ies) to the Asset SPVs of Mindspace Business Parks REIT, (b) subscribing, purchasing, selling or redeeming the debt securities issued by the Asset SPVs, (c) giving guarantee and/or providing security for any loan(s) or credit facility(ies) of any nature as may be availed by the Asset SPVs from time to time, from any person as may be permitted under extant applicable law and/or any debt securities as may be issued by the Asset SPVs to any person as may be permitted under extant applicable law, the Executive Committee be and is hereby authorized and empowered to undertake all the activities and to exercise all powers and perform all acts which are necessary and incidental in this regard, including but not limited to:
- granting of any type and nature of credit facilities to the Asset SPVs and terms of such loans including interest rate, interest period, due dates etc. from time to time,
  - approving draw-down of any credit facility to Asset SPVs,
  - repayment and/or prepayment of any credit facility availed by Asset SPVs,
  - subscription of debt securities issued by Asset SPVs and terms of such debt securities,
  - sale, purchase or redemption of debt securities issued by Asset SPVs,
  - giving of guarantee(s) by Mindspace Business Parks REIT and withdrawal of such guarantee(s),
  - providing of security(ies) by Mindspace Business Parks REIT and withdrawal or redemption of such security(ies),
  - obtaining necessary approvals, permissions, registrations whether statutory or otherwise and/or submitting necessary intimations in this regard,
  - negotiating and settling the terms and conditions of any facility agreements and other agreements and deeds, drawdown request letters and such other documents, applications, notices, letters, instrument or papers as may be required, including amendments, supplements, modifications, rectifications, cancellations thereof (collectively, hereinafter referred to as the “**Transaction Documents**”), and (ii) executing, delivering and performing the Transaction Documents, in this regard,
  - designing, approving and laying down such standard operating procedures (“**SOPs**”), authority matrix and other processes as it may deem fit for authorization and operationalization of such (a) giving loan(s) or any other credit facility(ies) to the Asset SPVs, (b) subscribing, purchasing, selling or redeeming the debt securities issued by the Asset SPVs, (c) giving guarantee and/or providing security for any loan(s) or credit facility(ies) of any nature as may be availed by the Asset SPVs from time to time, in this regard,
  - engaging / appointing any advisors, consultants, service providers or agency registrar & transfer agent,
- merchant banker, arranger, depository participant, stock exchange and or any other consultant or agency as may be required for the purpose of grant of such credit facility and / or guarantee and / or security and as the Executive Committee may deem fit in this regard,
- l) settling any question or difficulties that may arise for giving effect to this resolution.
- (xix) To borrow, from time-to-time, at Mindspace Business Parks REIT level such that the aggregate consolidated borrowing and deferred payments (excluding refundable security deposits to tenants) of Mindspace Business Parks REIT and its Asset SPVs net of cash and cash equivalents does not exceed 25% (twenty-five per cent) of the value of total assets of Mindspace Business Parks REIT together with its Asset SPVs:
- from any bank, housing finance company, non-banking finance company, financial institution, mutual fund, foreign institutional investor, statutory corporation, government organization or body, company (including the Asset SPVs of Mindspace Business Parks REIT), limited liability partnership firm, trust, society or any person or entity (“**Lenders**”), whether in rupee or foreign currency and as may be permitted under extant applicable law and as the Executive Committee may deem fit,
  - whether as a loan, line of credit, overdraft facility or any other form of credit facility as may be permitted under extant applicable law and as the Executive Committee may deem fit (“**Borrowings**”),
  - by offering, issuing and allotting debentures, bonds or any other debt security or such other instrument as may be permitted under extant applicable law and as the Executive Committee may deem fit (“**Offerings**”), and
  - in each case, on such terms as the Executive Committee may approve, sanction and/or ratify and as may be permitted under extant applicable law, and in relation to such Borrowings and/or Offerings, the Executive Committee be and is hereby also empowered to undertake all activities pertaining to the Borrowings and Offerings from time to time, including without limitation:
- negotiating, finalizing and approving (a) the terms of Borrowings and Offerings, (b) allotment of securities and instruments under Offerings, (c) the terms of all agreements, deeds, letters (including sanction letters, engagement letters), term sheets, undertakings, documents including offer documents etc. in relation to the Borrowings and Offerings, (d) execution, delivery and performance of all agreements, deeds, letters (including sanction letters, engagement letters), term sheets, undertakings, documents including offer documents etc. in relation to the Borrowings and Offerings and (e) any modifications, variations, amendments, supplements (however fundamental they may be) thereto;



- B. negotiating, finalizing and approving (a) creation of security in favour of the Lenders, debenture trustee and/ or the security trustee for the repayment of all amounts in connection with the Borrowings and Offerings, over movable and/ or immovable properties of Mindspace Business Parks REIT and/ or any SPVs of Mindspace Business Parks REIT, whether by way of pledge, hypothecation, mortgage, lien or any form of encumbrance, (b) terms of documents for creation of the aforesaid security for the Borrowings and Offerings, (c) execution, delivery and performance of documents for creation of the aforesaid security for the Borrowings and Offerings, (d) execution, presentation and registration of any documents before the sub registrar of assurances for creation of the aforesaid security for the Borrowings and Offerings and (e) any modifications, variations, amendments, supplements (however fundamental they may be) thereto;
- C. liaising with and completing all legal, statutory, procedural, operational, registration, engagement and appointment related formalities for applying, borrowing, draw-down, repayment, prepayment, restructuring of the Borrowings and/ or for marketing, issue, security creation, allotment, listing and redemption of securities and instruments offered under the Offerings, including (a) appointment of various intermediaries [including but not limited to debenture trustee(s), security trustee(s), merchant banker(s) and lead manager(s), arranger(s), registrar and transfer agent(s), custodians, legal and tax counsel(s), valuation agency(s), credit rating agency(ies), banker(s), depository(ies) subscriber(s), investor(s), underwriter(s), guarantor(s), escrow agent(s), consultant(s), advisor(s), auditor(s), chartered accountant(s), monitoring agency(ies), advertising agency(ies) and any other agency(ies) or person(s) or intermediary(ies)] and negotiating terms of their appointment and execution, delivery and performance of any agreements, letters and documents with them and any modifications, variations, amendments, supplements (however fundamental they may be) to such agreements, letters and documents, (b) filing / registering of any documents including the Information Memorandum with SEBI, the Stock Exchange(s), (c) payment of stamp duties, registration fees and all other stamp taxes, as required under applicable law and (d) approving, executing and submitting any other forms, documents, letters, undertakings or applications required to be filed with any other governmental/regulatory/statutory/ quasi-judicial and judicial authorities, including any local authority, the Reserve Bank of India ("RBI"), SEBI, the central government, any state government, the Ministry of Corporate Affairs, (as may be applicable), tax authorities and/ or other governmental bodies or undertakings (collectively "Governmental Authorities"), in accordance with applicable law and (e) to do all acts in relation thereto;
- D. to seek, if required, the consent of the lenders, parties with whom the Asset SPVs have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Borrowings and Offerings,
- E. to negotiate, finalize, approve and settle and to execute where applicable and deliver or arrange the delivery of the draft and/ or final offer document / information memorandum, offer letter or any other document inviting subscriptions to the securities and instruments offered under the Offerings (including any notices, amendments, addenda, corrigenda or supplements thereto), the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable with respect to the securities and instruments offered under the Offerings and to set up an online bidding mechanism on the electronic book platform of the Stock Exchanges, if required;
- F. to issue advertisements and/ or notices as it may deem fit and proper in accordance with applicable law;
- G. to finalize the allotment of and to allot the securities and instruments offered under the Offerings on the basis of the applications received including the basis of the allotment;
- H. to authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses, including the stamp duty, registration costs and all other charges to be incurred in connection with the Borrowings and Offerings;
- I. giving or authorizing any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- J. approving terms of and acceptance or execution of the sanction letter, term sheet, Information Memorandum, application form etc. (including amending, varying or modifying the same, however fundamental they may be, as may be considered desirable or expedient), in relation to the Borrowings and Offerings;
- K. filing of the information memorandum with the Stock Exchange within the prescribed time period and setting up an online bidding mechanism on the electronic book platform of the Stock Exchanges, if required, in accordance with applicable law;
- L. filing and obtaining listing approval (in-principle and final), seeking the listing of the securities and instruments offered under the Offerings on the Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;
- M. authorizing the maintenance of a register of debenture holders;
- N. dealing with all matters relating to the issue, allotment and listing of the securities and instruments offered under the Offerings including but not limited to as specified under the SEBI (Real Estate Investment Trusts) Regulations, 2014 ("REIT Regulations"), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Debenture Trustees) Regulations, 1993, guidelines issued by SEBI titled 'Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs)' dated April 13, 2018, as may be amended from time to time ("REIT Debenture Guidelines"), guidelines issued by SEBI titled 'Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures dated September 28, 2011, as may be amended from time to time ("MLD Guidelines") and other circulars, directives and regulations issued by SEBI and other regulatory/ governmental/statutory bodies, from time to time;
- O. accepting and utilizing the proceeds of the Borrowings and Offerings in the manner provided under the respective agreements, deeds, letters, documents etc. to be executed in relation to the Borrowings and Offerings and the applicable law with power to amend the utilization in accordance with applicable laws and the respective agreements, deeds, letters, documents etc. to be executed in relation to the Borrowings and Offerings;
- P. deciding the pricing and all the other terms of the Borrowings and Offerings (including interest, repayment, prepayment, coupon, redemption amounts and all other monies payable in relation to the Borrowings and Offerings), and all other related matters;
- Q. appointing the registrar and any other intermediaries and security trustee / debenture trustee in relation to the Borrowings and Offerings, in accordance with the provisions of the REIT Regulations and other applicable law and entering into the required agreements with all intermediaries and security trustee / debenture trustee; and
- R. designing, approving and laying down such standard operating procedures ("SOPs"), authority matrix and other processes as it may deem fit for Borrowings and Offerings and reviewing and revising the same from time to time,
- S. to open, operate, close or change the operating instructions of any bank accounts, demat accounts, escrow account, investment account, and authorize any person(s) (a) for execution of any application, form, KYC, declaration, disclosure, affidavit and any other submission required to be made in respect of any such account and (b) for operation of any such account, from time to time and to avail additional facilities and features such as online access, net-banking services, cash management, treasury management from bankers, depository participants and other intermediaries,
- T. to (a) do any other act and/ or deed, (b) negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, (c) settle any questions or difficulties that may arise for giving effect to this resolution, and (d) give such direction as it deems fit or as may be necessary or desirable with regard, and
- (xx) To design, approve, lay down and revise from time to time, such Standard Operating Procedures ("SOPs") and Delegation of Authority Matrix for day to day management of the business (including laying down monetary limits, appointment of third party consultants, advisors, contractors, agents, etc. as the case may be, authority to make filings to government authorities etc., sign and execute various documents or writings as may be required for day to day management of the business, etc.) to the employees of the Manager or such other persons as the Executive Committee may deem fit.

#### REIT Offer Committee (dissolved w.e.f. September 14, 2020)

- (i) To make applications, where necessary, to such authorities or entities as may be required and accept on behalf of the Governing Board of the Manager such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions as may be required with respect to the Offer;
- (ii) To authorize any member or members of the Manager or other officer or officers of the Manager, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/ her/ its absolute discretion may deem necessary or desirable in connection with the issue, offer, allotment and transfer of units;
- (iii) To give or authorize the giving by concerned persons on behalf of the Manager of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) To seek, if required, the consent of the lenders, parties with whom the Asset SPVs have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer;
- (v) To approve and file, where applicable, the Draft Offer Document, the Offer Document and this Final Offer Document, the preliminary and final international wrap (including any notices, amendments, addenda, corrigenda or supplements thereto), as finalized in consultation with the Book Running Lead Managers, in

- accordance with all applicable law, rules, regulations and guidelines, to be filed with the SEBI and the Stock Exchanges and such other authorities, as may be applicable, and to make necessary amendments or alterations, therein with respect to the Offer;
- (vi) To decide on the timing, pricing and all the terms and conditions with respect to the Offer, including the determination of the minimum subscription for the Offer, allotment, any rounding off in the event of over subscription as permitted under applicable law in consultation with the Book Running Lead Managers, etc. and to accept any amendments, modifications, variations or alterations thereto;
- (vii) To appoint and enter into arrangements with the Book Running Lead Managers, legal counsel and any other agencies or persons or intermediaries with respect to the Offer and to negotiate and finalize the terms of their appointment;
- (viii) To negotiate, finalize and settle and to execute where applicable and deliver or arrange the delivery of the Draft Offer Document, the Offer Document and this Final Offer Document, the preliminary and final international wraps (including any notices, amendments, addenda, corrigenda or supplements thereto), the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable with respect to the Offer;
- (ix) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and to authorize one or more officers of the Manager to execute all documents/ deeds as may be necessary in this regard;
- (x) To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- (xi) To issue all documents and authorize one or more officers of the Manager to sign all or any of the aforesaid documents;
- (xii) To seek the listing of the units on any Indian stock exchanges, submitting the listing application to such stock exchanges and taking all actions as may be necessary in connection with obtaining such listing and trading approval;
- (xiii) To appoint the registrar and other intermediaries to the Offer, in accordance with the REIT Regulations and other statutory and/ or regulatory requirements;
- (xiv) To enter into agreements with, and remunerate the lead managers, syndicate members, bankers to the Offer, the registrar to the Offer, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, custodians, credit rating agencies, monitoring agencies, advertising agencies and all other agencies or persons as may be involved in or concerned with the Offer, by the way of commission, brokerage, fees or the like;
- (xv) To issue advertisements and/or notices as it may deem fit and proper in accordance with applicable law;
- (xvi) To authorize the maintenance of a register of unitholders;
- (xvii) To accept and appropriate the proceeds of the Offer;
- (xviii) To finalize the allotment of units on the basis of the applications received including the basis of the allotment;
- (xix) To enter into debt financing documentation, debenture subscription agreements, share acquisition agreements and other agreements in connection with the Offer with the Asset SPVs;
- (xx) Authorizing and empowering certain individuals for and on behalf of the Manager, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the authorized officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the offer agreement with the lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement, confirmation of allocation notes, the advertisement agency agreement, unit Subscription and Purchase Agreement and any agreement or document in connection with the Offer and any such agreements or documents so executed and delivered and acts and things done by any such authorized officer shall be conclusive evidence of the authority of the authorized officer and the Manager in so doing; and
- (xxi) To do all such acts, deeds, matters and things and execute all such other document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, etc., deemed necessary or desirable for such purpose of with respect to the Offer.

#### REMUNERATION OF MEMBERS

Remuneration to the members is paid in the form of sitting fees for attending Board / Committee meetings. Further, Mr. Deepak Ghaisas, Chairperson, is paid commission at 0.75% of the total fee earned by the Manager from MindSpace REIT and the Asset SPVs in a given financial year, subject to a maximum of ₹ 45,00,000 (Rupees forty-five lakhs only) in addition to the sitting fees paid for attending Board / Committee meetings.

During the financial year ended March 31, 2021, following sitting fees were paid to the Board members:

Name of the member	Amount paid in (₹)
Mr. Deepak Ghaisas (sitting fees)	18,00,000
Ms. Manisha Girotra	8,00,000
Mr. Bobby Parikh	25,00,000
Mr. Ravi C. Raheja	26,00,000
Mr. Neel C. Raheja	21,00,000

**Note:** Mr. Alan Miyasaki did not take any fees for meetings held during the financial year ended March 31, 2021.

Further, during the financial year ended March 31, 2021, Mr. Deepak Ghaisas, Chairperson of the Board, is also paid

commission of ₹ 23,48,000/- (Rupees twenty three lakhs forty eight thousand only).

For the advisory services rendered by M/s. Bobby Parikh Associates, (a) with respect to tax matters of MindSpace REIT and its Asset SPVs, fees of ₹ 81,93,978/- (Rupees eighty one lakhs ninety three thousand nine hundred seventy eight only) are paid and/or payable and (b) with respect to tax matters of the Manager fees of ₹ 19,40,929/- (Rupees nineteen lakhs forty thousand nine hundred twenty nine only) are paid and/ or payable, during the financial year ended March 31, 2021.

#### Key Policies of the Manager in relation to MindSpace REIT

As on the date of this report, the Manager has adopted the following key policies in relation to MindSpace REIT. Website link to the said policies are provided below.

#### Borrowing Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/BORROWING-POLICY.pdf>

#### Policy on Related Party Transactions and Conflict of Interest:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-ON-RELATED-PARTY-TRANSACTIONS-AND-CONFLICT-OF-INTEREST.pdf>

#### Distributions Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/DISTRIBUTIONS-POLICY.pdf>

#### Unitholders

As on March 31, 2021, MindSpace REIT had 9,824 unitholders. Category wise break-down of the composition of the Unitholders as on March 31, 2021 is as follows:

Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
			No. of units	As a % of total units held	No. of units	As a % of total units held
<b>(A) Sponsor(s) / Manager and their associate/ related parties and Sponsor Group</b>						
<b>(1) Indian</b>						
(a) Individuals / HUF	7,63,40,444	12.87	7,63,40,444	100.00	3,25,27,465	42.61
(b) Central/State Govt.	0	0.00	0	0.00	0	0.00
(c) Financial Institutions/Banks	0	0.00	0	0.00	0	0.00
(d) Any Other						
1 Trust	87,64,604	1.48	87,64,604	100.00	0	0.00
2 Bodies Corporates	28,97,92,033	48.87	28,97,92,033	100.00	15,42,73,263	53.24
<b>Sub- Total (A) (1)</b>	<b>37,48,97,081</b>	<b>63.22</b>	<b>37,48,97,081</b>	<b>100.00</b>	<b>18,68,00,728</b>	<b>49.83</b>
<b>(2) Foreign</b>						
(a) Individuals (Non Resident Indians / Foreign Individuals)	0.00	0.00	0.00	0.00	0.00	0.00
(b) Foreign government	0.00	0.00	0	0.00	0	0.00
(c) Institutions	0.00	0.00	0	0.00	0	0.00
(d) Foreign Portfolio Investors	0.00	0.00	0	0.00	0	0.00
(e) Any Other (Specify)	0.00	0.00	0	0.00	0	0.00
<b>Sub- Total (A) (2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Total unit holding of Sponsor &amp; Sponsor Group (A) = (A)(1)+ (A)(2)</b>	<b>37,48,97,081</b>	<b>63.22</b>	<b>37,48,97,081</b>	<b>100.00</b>	<b>18,68,00,728</b>	<b>49.83</b>

#### Policy on Appointment of Auditor and Valuer:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-ON-APPOINTMENT-OF-AUDITOR-AND-VALUER.pdf>

#### Policy on unpublished price sensitive information and dealing in units:

[https://www.mindspacereit.com/wp-content/themes/mindspace\\_theme/pdf/policies/5-Insider-Trading-Policy.pdf](https://www.mindspacereit.com/wp-content/themes/mindspace_theme/pdf/policies/5-Insider-Trading-Policy.pdf)

#### Policy for determination of materiality of events / information to be disclosed to Stock Exchange

<https://www.mindspacereit.com/wp-content/uploads/2021/05/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-EVENTS-INFORMATION-TO-BE-DISCLOSED-TO-STOCK-EXCHANGE.pdf>

#### Document Archival Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/DOCUMENT-ARCHIVAL-POLICY.pdf>

#### Nomination and Remuneration Policy:

<https://www.mindspacereit.com/wp-content/uploads/2021/05/NOMINATION-AND-REMUNERATION-POLICY.pdf>

	No. of units	As a % of total outstanding units held
<b>(B) Public Holding</b>		
<b>(1) Institutions</b>		
(a) Mutual Funds	5,10,200	0.09
(b) Financial Institutions/Banks	0	0.00
(c) Central/State Govt.	0	0.00
(d) Venture Capital Funds	0	0.00
(e) Insurance Companies	0	0.00
(f) Provident/pension funds	0	0.00
(g) Foreign Portfolio Investors	9,19,92,800	15.51
(h) Foreign Venture Capital investors	0	0.00
(i) Any Other (specify)	0	0.00
1 Bodies Corporates	5,45,95,301	9.21
2 Alternative Investment Funds	75,12,600	1.27
<b>Sub- Total (B) (1)</b>	<b>15,46,10,901</b>	<b>26.07</b>
<b>(2) Non-Institutions</b>		
(a) Central Government/State Governments(s)/President of India	0	0.00
(b) Individuals	3,95,88,355	6.68
(c) NBFCs registered with RBI	12,48,000	0.21
(d) <b>Any Other (specify)</b>		0.00
1 Trusts	18,800	0.00
2 Non Resident Indians	15,58,600	0.26
3 Clearing Members	4,87,045	0.08
4 Bodies Corporates	2,06,09,400	3.48
<b>Sub-Total (B) (2)</b>	<b>6,35,10,200</b>	<b>10.71</b>
<b>Total Public Unit holding (B) = (B)(1)+(B)(2)</b>	<b>21,81,21,101</b>	<b>36.78</b>
<b>Total Units Outstanding (C) = (A) + (B)</b>	<b>59,30,18,182</b>	<b>100.00</b>

**Sponsors Unitholding**

Name of the Sponsors	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
			No. of units	As a % of total units held	No. of units	As a % of total units held
1 Anbee Constructions LLP	3,54,04,890	5.97	3,54,04,890	100.00	25,203,273	71.19
2 Cape Trading LLP	3,54,04,890	5.97	3,54,04,890	100.00	2,52,03,273	71.19

**Sponsor Group Unitholding#**

Name of the Sponsor group	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
			No. of units	As a % of total units held	No. of units	As a % of total units held
1 Ravi Chandru Raheja	1,68,63,069	2.84	1,68,63,069	100.00	0	0.00
2 Neel Chandru Raheja	1,68,60,892	2.84	1,68,60,892	100.00	0	0.00
3 Chandru Lachmandas Raheja	3,26,34,433	5.50	3,26,34,433	100.00	3,25,27,465	99.67
4 Jyoti Chandru Raheja	99,82,050	1.68	99,82,050	100.00	0	0.00
5 Capstan Trading LLP	4,10,95,719	6.93	4,10,95,719	100.00	0	0.00
6 Casa Maria Properties LLP	4,10,95,719	6.93	4,10,95,719	100.00	0	0.00
7 Palm Shelter Estate Development LLP	4,10,95,719	6.93	4,10,95,719	100.00	2,71,90,548	66.16
8 Raghukool Estate Development LLP	3,62,12,069	6.11	3,62,12,069	100.00	1,77,31,322	48.97
9 Genext Hardware & Parks Private Limited	2,28,86,731	3.86	2,28,86,731	100.00	2,28,86,731	100.00
10 K Raheja Corp Private Limited	3,65,96,296	6.17	3,65,96,296	100.00	3,60,58,116	98.53
11 Chandru Lachmandas Raheja*	87,64,604	1.48	87,64,604	100.00	0	0.00

\*held for and on behalf of Ivory Property Trust

# Sponsor group holding is mentioned on first name basis

**Public holding more than 1% of total outstanding units**

Name of the Unitholders	No. of Units Held	As a % of Total Outstanding Units
1 BREP ASIA SG PEARL HOLDING (NQ) PTE LTD	5,42,91,425	9.16
2 CAPITAL INCOME BUILDER	2,14,91,600	3.62
3 GOVERNMENT OF SINGAPORE	2,05,14,800	3.46
4 SMALLCAP WORLD FUND INC	90,00,000	1.52
5 MONETARY AUTHORITY OF SINGAPORE	60,87,800	1.03

**MEETINGS OF THE UNITHOLDERS**

As MindSpace REIT got listed on August 07, 2020, no annual meeting of unitholders was held during the financial year ended March 31, 2021.

The first annual meeting of the Unitholders is scheduled to be held on Tuesday, June 29, 2021 at 02:00 pm through Video Conferencing (VC) or through other audio – visual means (OAVM) due to the prevailing COVID-19 pandemic situation. Since the meeting is scheduled to be conducted via VC/OAVM, there is no requirement for venue of annual meeting of the Unitholders.

**Listing Details**

The securities issued by MindSpace REIT are listed on the following Stock Exchanges:

Name and Address of the Stock Exchange	Security Type	Scrip Code	ISIN Code
<b>BSE Limited ("BSE")</b>	Units	543217	INE0CCU25019
Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	Secured, listed, senior, taxable, non-cumulative, rated, redeemable, Non-Convertible Debentures Series 1	960327	INE0CCU07025
	10 yr G-Sec Linked Secured Rated Listed Principal Protected Market Linked Non- Convertible Debenture Series 2	973070	INE0CCU07041
	10 Yr G-Sec Linked, Secured, Guaranteed, Senior, Taxable, Non-Cumulative, Rated, Redeemable, Non-Convertible Private Placement of Debentures	960104	INE0CCU07017
	Secured, listed, senior, taxable, non-cumulative, rated, redeemable, Non- Convertible Debenture Series 2	973069	INE0CCU07033
<b>National Stock Exchange of India Limited ("NSE")</b>	Units	MINDSPACE	INE0CCU25019
Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051			

The annual listing fees for the financial year ended March 31, 2021, have been duly paid to the Stock Exchanges where the units and debentures of MindSpace REIT are listed.

**Disclosure of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules thereunder, the Manager and the Asset SPVs have not received any complaint of sexual harassment during the financial year ended March 31, 2021.

**SEBI Complaints Redress System (SCORES)**

The investor complaints on SCORES are processed by SEBI in a centralized web based complaints redress system.

The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

MindSpace REIT has been registered on SCORES and Manager makes every effort to resolve all investor complaints received through SCORES or otherwise, within the statutory time limit from the receipt of the complaint.

**Investor complaints**

Details of investor complaints received and redressed during the financial year ended March 31, 2021 are as follows:

**Financial Year**

April 1, 2020 to March 31, 2021

**Distribution History**

The details of distribution declared by MindSpace REIT during financial year ended March 31, 2021, are as follows:

Date of Board meeting	Type of Distribution	Distribution (in ₹)	Record Date	Payment Date
February 10, 2021	Dividend and interest	₹ 4.78/- per unit	February 18, 2021	February 25, 2021

**For Units:**

Opening Balance	Received during the financial year ended March 31, 2021	Resolved during the financial year ended March 31, 2021	Closing Balance
0	119	119	0

**For Debentures (includes all series of debentures issued by MindSpace REIT):**

Opening Balance	Received during the financial year ended March 31, 2021	Resolved during the financial year ended March 31, 2021	Closing Balance
0	0	0	0

**Compliance Officer and Address for Correspondence**

Mr. Rohit Bhasse\*  
Raheja Tower, Plot No. C-30, Block 'G',  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051  
Phone: +91 – 22- 2656 4000

\* Mr. Vishal Kumar resigned as Compliance Officer w.e.f. close of business hours of November 11, 2020 and Mr. Rohit Bhasse was appointed as Compliance Officer w.e.f. commencement of business hours of November 12, 2020.

**Statutory Auditors**

M/s. Deloitte Haskins & Sells LLP (ICAI Firm Registration No.: 117366W/W-100018) Chartered Accountants, having their office at Indiabulls Finance Centre, Tower 3 27<sup>th</sup>-32<sup>nd</sup> Floor, Senapati Bapat Marg, Elphinstone Mill Compound, Elphinstone (W), Mumbai - 400 013, Maharashtra, India, have been appointed as the Statutory Auditors of MindSpace REIT for a period of

three years i.e. for the financial year ended March 31, 2020, March 31, 2021 and March 31, 2022.

#### Valuer

Mr. Shubhendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class 'Land and Building' under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017, bearing registration No. – IBBI/RV/05/2019/11552, has been appointed as the valuer of Mindspace REIT, for a period of 3 years i.e. for the financial year ended March 31, 2021, March 31, 2022 and March 31, 2023.

#### Registrar and Transfer Agent (Units)

Name and Address: Kfin Technologies Private Limited (formerly Karvy Fintech Private Limited)

Selenium Tower B,  
Plot 31-32, Gachibowli, Financial District, Nanakramguda,  
Hyderabad - 500 032, Telangana, India

Toll free number: 1-800-309-4001  
E-mail: kraheja.reit@kfintech.com  
Website: http://www.kfintech.com

#### Registrar and Transfer Agent (Debentures):

Name and Address: Link Intime India Private Limited,  
247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W),  
Mumbai – 400 083

Telephone: +91 22 49186000  
E-mail: debtca@linkintime.co.in  
Website: www.linkintime.co.in

#### Market price data

Monthly High, Low (based on daily closing prices) and the number of REIT units traded during each month for the financial year ended March 31, 2021 on the BSE and NSE:

Month	BSE			NSE		
	High Price (In ₹)	Low Price (In ₹)	Total No. of units traded	High Price (In ₹)	Low Price (In ₹)	Total No. of units traded
Aug - 20*	316.4	298.50	35,04,000	317	299.20	3,61,21,000
Sep-20	315.45	299.51	15,30,200	315.05	299.74	1,46,49,800
Oct-20	308.00	302.05	7,54,800	309	301.10	53,40,800
Nov-20	314.93	300.00	10,18,000	314.2	303.05	1,24,44,200
Dec-20	341.00	304.50	6,19,800	335	306.54	1,53,74,200
Jan-21	348.00	317.95	7,16,200	342	317.55	36,40,200
Feb-21	336.71	303.12	6,10,800	336	303.00	91,49,600
Mar-21	309.70	292.45	8,32,200	315.95	292.07	73,66,200

\*w.e.f. August 07, 2020

#### Transfer of units

The units of Mindspace REIT were issued in dematerialized form and transfers, if any, of such units are effected through the depositories in dematerialized form.

#### Green Initiative

In view of the outbreak of COVID-19, social distancing and restricted movement of goods and persons and as a part of 'go green initiative' encouraged by the government, we intend to send various communication to the Unitholders via email. This will not only enable a quick despatch but will also help us create a sustainable environment and also contain the spread of COVID-19 by limiting the movement of persons and goods. Therefore, we request you to update your correct email addresses with your depository participant so that all future communication, can be sent to your respective email addresses.

#### Digital initiative

The Unitholders whose correct bank details are updated in the records of the depositories as on the record date, shall be paid the distribution amount via net-banking modes such as NACH / NEFT / RTGS etc. and other unitholders shall be paid the distribution via demand draft which shall be couriered to their registered address. Therefore, we request you to update your correct bank accounts details with your depository participant so that future distributions, if any, can be remitted directly to your bank account.

#### Publications

The information required to be disclosed to the stock exchanges (including financial results, press releases, presentations made to the investors, etc.) have been duly submitted to the National Stock Exchange of India Limited and BSE Limited as well as uploaded on Mindspace REIT's website.

#### Half Yearly Report

In view of the outbreak of COVID-19, social distancing imposed, restricted movement of goods and persons and as a part of 'go green initiative' encouraged by the government, we had informed the Unitholders, who had registered their email id with their respective depository participants, through an email, and the rest of the Unitholders through a letter, that the half yearly report for the half year ended September 30, 2020 ("Half Yearly Report") was uploaded on the website of Mindspace Business Parks REIT. Further, unitholders were also informed that in case any unitholder required a physical copy of the Half Yearly Report, the Manager would arrange to provide the same.

#### Unmodified Opinion

The statutory auditors have given an unmodified opinion on the financial statements of Mindspace REIT for the financial year ended March 31, 2021.

#### Reporting of Internal Auditor

The Internal Auditors are regularly invited to the meetings of Audit Committee to make presentation on various internal controls followed & exercised by Mindspace REIT and its Asset SPVs together with observations, if any, during the course of their Internal Audit.

## Independent Auditor's Report

To The Unitholders of Mindspace Business Parks REIT

### REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying standalone financial statements of Mindspace Business Parks REIT (the "REIT"), which comprise the Standalone Balance Sheet as at March 31, 2021, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Unitholders' Equity for the year then ended, Standalone Statement of Net Assets at fair value as at March 31, 2021 and Standalone Statement of Total Returns at fair value for the year then ended, Statement of Net Distributable Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with the REIT Regulations and other accounting principles generally accepted in India, of the state of affairs of the REIT as at March 31, 2021, and its profit including other comprehensive income, its cash flows, its changes in unitholders' equity for the year ended March 31, 2021, its net assets at fair value as at March 31, 2021, total returns at fair

#### Key Audit Matter:

Fair Value of investments in special purpose vehicles (SPVs):

In accordance with REIT Regulations, the REIT discloses Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets and liabilities. As at March 31, 2021, the carrying value of total assets was ₹ 177,448 million, out of which carrying value of investments in SPVs was ₹ 153,103 million representing 86% of carrying value of total asset.

The fair value of investments in SPVs is primarily determined basis the fair value of the underlying investment properties as at March 31, 2021.

The fair value of investment properties is determined by an independent valuer using discounted cash flow method and mix of market approach and discounted cash flow method, as applicable.

value and the net distributable cash flows of the REIT for the year ended on that date and other financial information of the REIT.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"), issued by Institute of Chartered Accountants of India (the "ICAI"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibility for the Audit of the Standalone Financial Statements' section of our report. We are independent of the REIT in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Emphasis of matter

We draw attention to note 2 which describes the Basis of preparation of standalone financial statements and note 12 which describes the presentation of "Unit Capital" as "Equity" instead of compound financial instrument to comply with the REIT Regulations. Our opinion is not modified in respect of this matter.

#### Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the standalone financial statements of the current period. This matter was addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

#### Auditor's Response:

Principal Audit Procedures Performed:

Our audit procedures related to the forecasted market rent, terminal capitalization rates and discount rate used to determine the fair value of investment properties included the following, among others:

- We obtained the independent valuer's valuation reports to obtain an understanding of the source of information used by the independent valuer in determining these assumptions.
- We tested the reasonableness of inputs shared by management with the independent valuer by comparing it to source information used in preparing the inputs.
- We evaluated the reasonableness of management's forecasted market rent by comparing it with sample of lease agreements for market rentals, and contractual lease escalations.

**Key Audit Matter:**

While there are several assumptions that are required to determine the fair value of investment properties; assumptions with the highest degree of estimate, subjectivity and impact on fair values are forecasted market rent, terminal capitalization rate and discount rate. Auditing these assumptions required a high degree of auditor judgement as the estimates made by the independent valuer contains significant measurement uncertainty.

Refer Statement of Net assets at fair value and Statement of total returns at fair value and note 4 – Investments in the standalone financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

- K. Raheja Corp Investment Manager LLP (the 'Investment Manager') acting in its capacity as an Investment Manager of REIT is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**

The Governing Board of the Investment Manager (the "Management") is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows, changes in unitholders' equity, net assets at fair value, total returns at fair value and the net distributable cash flows of the REIT in accordance with the REIT Regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT Regulations. This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the REIT and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Response:**

- With the assistance of our fair valuation specialist, we evaluated the reasonableness of forecasted market rent, terminal capitalization rates and discount rate by comparing it with market information such as recent market transactions for comparable properties, market surveys by property consultants and broker quotes, as applicable.

In preparing the standalone financial statements, the Governing Board of Investment Manager is responsible for assessing the REIT's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the REIT or to cease operations, or has no realistic alternative but to do so.

The Management is also responsible for overseeing the financial reporting process of REIT.

**Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the REIT's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the

audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the REIT's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the REIT to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone financial statements of the REIT to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most

significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

Based on our audit and as required by REIT regulations, we report that:

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Unitholders' Equity, and Statement of Net Distributable Cashflows dealt with by this Report are in agreement with the relevant books of account of the REIT.
- In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT Regulations and other accounting principles generally accepted in India.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Reg. No. 117366W/W-100018)

**Nilesh Shah**  
Partner  
(Membership No.49660)  
(UDIN: 21049660AAAAABP7406)

Place: Mumbai  
Date: 14-May-2021

## Standalone Balance Sheet

as at 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	Note	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets			
- Investments	4	153,103	-
- Loans	5	21,178	-
- Other financial assets	6	213	-
Other non-current assets	7	4	-
<b>Total non-current assets</b>		<b>174,498</b>	<b>-</b>
<b>Current assets</b>			
Financial assets			
- Cash and cash equivalents	8	2,938	0
- Other financial assets	9	2	-
Other current assets	10	10	-
<b>Total current assets</b>		<b>2,950</b>	<b>0</b>
<b>Total assets</b>		<b>177,448</b>	<b>0</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Corpus	11	0	0
Unit capital	12	162,839	-
Other equity	13	2,950	(49)
<b>Total equity</b>		<b>165,789</b>	<b>(49)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
- Borrowings	14	11,425	-
- Other financial liabilities	15	193	-
<b>Total non-current liabilities</b>		<b>11,618</b>	<b>-</b>
<b>Current liabilities</b>			
Financial liabilities			
- Trade payables	16	-	-
- total outstanding dues of micro and small enterprises; and		-	-
- total outstanding dues of Creditors other than micro and small enterprises.		13	-
- Other financial liabilities	17	19	49
Other current liabilities	18	6	-
Current tax liabilities (net)	19	3	-
<b>Total current liabilities</b>		<b>41</b>	<b>49</b>
<b>Total equity and liabilities</b>		<b>177,448</b>	<b>0</b>
Significant accounting policies	3		
See the accompanying notes to the standalone Financial Statements	4 - 37		

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

[Neel C. Raheja](#) [Vinod N. Rohira](#) [Preeti N. Chheda](#)  
Member Chief Executive Officer Chief Financial Officer  
DIN: 00029010 DIN: 00460667 DIN: 08066703

Place: London Place: Mumbai Place: Mumbai  
Date: 14-May-2021 Date: 14-May-2021 Date: 14-May-2021

## Standalone Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	Note	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>INCOME AND GAINS</b>			
Interest	20	789	-
Dividend		5,344	-
Other Income	21	12	-
<b>Total Income</b>		<b>6,145</b>	<b>-</b>
<b>EXPENSES</b>			
Valuation expenses		9	-
Audit fees		7	1
Insurance expenses		0	-
Management fees		34	-
Trustee fees		2	-
Legal and professional fees		17	25
Other expenses	22	7	23
<b>Total Expenses</b>		<b>76</b>	<b>49</b>
<b>Earnings/ (loss) before finance costs, depreciation, amortization and tax</b>		<b>6,069</b>	<b>(49)</b>
Finance costs	23	230	-
Depreciation and amortization expense		-	-
<b>Profit/ (loss) before tax</b>		<b>5,839</b>	<b>(49)</b>
<b>TAX EXPENSE:</b>	24		
Current tax		5	-
Deferred tax		-	-
		<b>5</b>	<b>-</b>
<b>Profit/ (loss) for the period / year</b>		<b>5,834</b>	<b>(49)</b>
<b>Items of other comprehensive income</b>			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurements of defined benefit liability, net of tax		-	-
<b>Total comprehensive income for the period / year</b>		<b>5,834</b>	<b>(49)</b>
<b>Earning per unit</b>	25		
Basic		14.67	Not Applicable
Diluted		14.67	Not Applicable
Significant accounting policies	3		
See the accompanying notes to the Standalone Financial Statements.	4 - 37		

\*Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Standalone Statement of Profit and Loss with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

[Neel C. Raheja](#) [Vinod N. Rohira](#) [Preeti N. Chheda](#)  
Member Chief Executive Officer Chief Financial Officer  
DIN: 00029010 DIN: 00460667 DIN: 08066703

Place: London Place: Mumbai Place: Mumbai  
Date: 14-May-2021 Date: 14-May-2021 Date: 14-May-2021

## Standalone Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>Cash flows from operating activities</b>		
Profit/ (loss) before tax	5,839	(49)
<b>Adjustments:</b>		
Interest income	(789)	-
Dividend income	(5,344)	-
Guarantee commission fees	(7)	-
Net gains/(losses) on financial assets at fair value through profit or loss	(3)	-
Gain on redemption of mutual fund units	(2)	-
Finance costs	230	-
<b>Operating cash flows before working capital changes</b>	<b>(76)</b>	<b>(49)</b>
Changes in:		
(Increase) / Decrease in financial and other assets	(13)	-
Increase / (Decrease) in financial and other liabilities	(26)	49
Increase / (Decrease) in Trade payables	12	-
<b>Cash (used in)/ generated from operations</b>	<b>(103)</b>	<b>0</b>
Income taxes paid, net	(3)	-
<b>Net cash generated / (used in) from operating activities</b>	<b>(106)</b>	<b>0</b>
<b>Cash flow from investing activities</b>		
Loans given to SPVs	(26,682)	-
Loans repaid by SPVs	5,504	-
Purchase of Investments (Preference shares)	(334)	-
Investment in mutual fund	(7,525)	-
Proceeds from Redemption of mutual fund	7,527	-
Proceeds from Redemption of Preference shares	337	-
Investment in fixed deposits	(387)	-
Maturity proceeds of fixed deposits	388	-
Dividend received	5,344	-
Interest received	581	-
<b>Net cash (used in) from investing activities</b>	<b>(15,247)</b>	<b>-</b>
<b>Cash flow from financing activities</b>		
Proceeds received as initial corpus	-	0
Proceeds from issue of units	10,000	-
Loans taken from SPV	150	-
Loans repaid to SPV	(150)	-
Collection towards Offer For Sale	35,000	-
Payment to Sponsor Group and Blackstone entities in respect of Offer For Sale	(35,000)	-
Expenses incurred towards Initial Public Offering	(264)	-
Proceeds from issue of debentures	11,500	-
Distribution to unit holders	(2,835)	-
Recovery Expense Fund Deposits	(1)	-
Interest paid	(39)	-
Debentures issue expenses	(70)	-

## Standalone Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>Net cash generated from financing activities</b>	<b>18,291</b>	<b>0</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,938</b>	<b>0</b>
<b>Cash and cash equivalents at the beginning of the period / year</b>	<b>0</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the period / year</b>	<b>2,938</b>	<b>0</b>
<b>Cash and cash equivalents comprise:</b>		
Cash on hand	-	-
Balances with banks		
- in current accounts	2,888	0
- in escrow accounts	-	-
Fixed deposits with original maturity less than 3 months	50	-
<b>Cash and cash equivalents at the end of the period / year (refer note 8)</b>	<b>2,938</b>	<b>0</b>

**Note:** The Trust has issued Units in exchange for investments in SPVs during the quarter ended 30 September 2020. The same has not been reflected in Standalone Statement of Cash Flows during the year ended 31 March 2021 since these were non-cash transactions. (refer note 12(iii))

Significant accounting policies	3
See the accompanying notes to the Standalone Financial Statements.	4-37

\*Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Standalone Statement of Cash Flows with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

**Nilesh Shah**  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

**Neel C. Raheja**      **Vinod N. Rohira**      **Preeti N. Chheda**  
Member      Chief Executive Officer      Chief Financial Officer  
DIN: 00029010      DIN: 00460667      DIN: 08066703

Place: London      Place: Mumbai      Place: Mumbai  
Date: 14-May-2021      Date: 14-May-2021      Date: 14-May-2021

# Standalone Statement of changes in Unitholder's Equity

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## A. CORPUS

	Amount
Balance as on 18 November 2019*	-
Corpus received during the period**	0
Balance as on 31 March 2020	0
<b>Balance as on 1 April 2020</b>	<b>0</b>
Additions during the year	-
<b>Closing balance as at 31 March 2021</b>	<b>0</b>

\*\* Corpus received during the period ₹ 10,000 (Rupees Ten Thousand only)

## B. UNIT CAPITAL

	Amount
Balance as on 18 November 2019*	-
Units issued during the year	-
Balance as on 31 March 2020	-
<b>Balance as on 1 April 2020</b>	<b>-</b>
Add: Units issued during the year (refer note 12)	163,080
Less: Issue expenses	(241)
<b>Closing balance as at 31 March 2021</b>	<b>162,839</b>

## C. OTHER EQUITY

Particulars	Retained Earnings
Balance as on 18 November 2019*	-
Loss for the period	(49)
Other comprehensive income for the period	-
Balance at 31 March 2020	<b>(49)</b>
<b>Balance as at 1 April 2020</b>	<b>(49)</b>
Profit for the year ended 31 March 2021	5,834
Other comprehensive income for the year	-
***Less: Distribution to Unitholders for the quarter ended 31 December 2020	(2,835)
<b>Closing balance as at 31 March 2021</b>	<b>2,950</b>

\*Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Standalone Statement of changes in Unit holder's equity with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

\*\*\*The distributions made by Mindspace REIT to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Mindspace REIT under the REIT Regulations.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

**Nilesh Shah**  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

<b>Neel C. Raheja</b> Member DIN: 00029010	<b>Vinod N. Rohira</b> Chief Executive Officer DIN: 00460667	<b>Preeti N. Chheda</b> Chief Financial Officer DIN: 08066703
--	--	---

Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
------------------------------------	------------------------------------	------------------------------------

# Standalone Statement of Net Assets at fair value

as at 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

### A) Statement of Net Assets at fair value

S. No.	Particulars	Unit of measurement	As at 31 March 2021	
			Book Value	Fair Value
A	Assets	₹ in million	177,448	211,694
B	Liabilities	₹ in million	11,659	11,659
C	Net Assets (A-B)	₹ in million	<b>165,789</b>	<b>200,035</b>
D	No. of units	Numbers	593,018,182	593,018,182
E	NAV (C/D)	₹	<b>279.57</b>	<b>337.32</b>

### Notes:

#### 1) Measurement of fair values:

The fair value of investments in SPVs are computed basis the fair value of the underlying Investment property, Investment property under development, Property, Plant and Equipment and Capital Work-in-progress as at 31 March 2021 along with book values of other assets and liabilities accounted in the respective SPV financial statements as at 31 March 2021. The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

#### 2) Break up of Net asset value as at 31 March 2021

S.No	Particulars	As at 31 March 2021
A	Fair Value of Investments in SPVs	208,527
B	Add: Other assets	3,167
C	Less: Liabilities	(11,659)
<b>D</b>	<b>Net Assets</b>	<b>200,035</b>

3) The Trust holds investment in SPVs which in turn hold the properties. Hence, the breakup of property wise fair values has been disclosed in the Consolidated financial statements.

### B) Statement of Total Returns at fair value

S.No	Particulars	For the year ended 31 March 2021
A	Total comprehensive income	5,834
B	Add: Changes in fair value not recognized in the other comprehensive income and other adjustments	2,677
<b>C=(A+B)</b>	<b>Total Return</b>	<b>8,511</b>

**Note:** Total Return for the purpose of Standalone financials has been considered based on the total return of Mindspace REIT on a consolidated basis adjusted for consolidation adjustments.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

**Nilesh Shah**  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

<b>Neel C. Raheja</b> Member DIN: 00029010	<b>Vinod N. Rohira</b> Chief Executive Officer DIN: 00460667	<b>Preeti N. Chheda</b> Chief Financial Officer DIN: 08066703
--	--	---

Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
------------------------------------	------------------------------------	------------------------------------



# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## NET DISTRIBUTABLE CASH FLOWS (NDCF) PURSUANT TO GUIDANCE UNDER PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

Sl No Particulars	For the year ended 31 March 2021
1 Cash flows received from Asset SPVs including but not limited to:	
• interest	456
• dividends (net of applicable taxes)	5,344
• repayment of REIT Funding	-
• proceeds from buy-backs/ capital reduction (net of applicable taxes)	-
• redemption proceeds from preference shares or any other similar instrument	-
2 Add: Proceeds from sale of investments, assets, sale of shares of Asset SPVs, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at Mindspace REIT level adjusted for the following: <sup>(3)&amp;(4)</sup>	7,620
• applicable capital gains and other taxes, if any	-
• debts settled or due to be settled from sale proceeds	-
• transaction costs	(50)
• proceeds re-invested or planned to be reinvested in accordance with the REIT regulations	-
• any acquisition	-
• investments as permitted under the REIT regulations	-
• lending to Asset SPVs	(7,570)
as may be deemed necessary by the Manager	
3 Add: Proceeds from sale of investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest in accordance with the REIT Regulations, if such proceeds are not intended to be invested subsequently	-
4 Add: Any other income received by Mindspace REIT not captured herein	2
5 Less: Any other expenses paid by Mindspace REIT not captured herein	(72)
6 Less: Any expense in the nature of capital expenditure at Mindspace REIT level	-
7 Less: Net debt repayment / (drawdown), redemption of preference shares / debentures / any other such instrument / premiums / any other obligations / liabilities, etc., as may be deemed necessary by the Manager	-
8 Add/Less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager <sup>(5)&amp;(6)</sup>	(24)
9 Less: Interest paid on external debt borrowing at Mindspace REIT level	-
10 Less: Income tax and other taxes (if applicable) at the Standalone Mindspace REIT level	-
<b>Net Distributable Cash Flows (NDCF)</b>	<b>5,706</b>

### Notes:

- The Governing Board of the Manager to the Trust, in their meeting held on 14 May 2021, has declared distribution to unitholders of ₹ 4.81 per unit which aggregates to ₹ 2,852 million for the quarter ended 31 March 2021. The distributions of ₹ 4.81 per unit comprises ₹ 4.44 per unit in the form of dividend and ₹ 0.37 per unit in the form of interest payment.  
  
Along with distribution of ₹ 4.78 per unit for the quarter ended 31 December 2020, the cumulative distribution for the year ended 31 March 2021 aggregates to ₹ 9.59 per unit. The distribution of ₹ 9.59 per unit comprises ₹ 8.69 per unit in the form of dividend and ₹ 0.90 per unit in the form of interest payment.
- Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.
- Lending to SPVs from fund raised at REIT level prior to 1 October 2020 has been excluded for the purpose of NDCF calculation.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- Repayment of REIT funding which is further lent to SPVs has been captured under "Liquidation of assets"
- Lending to and repayment from SPVs within the same quarter has been adjusted under "Other Adjustments"
- Borrowing from and repayment to SPVs within the same quarter has been adjusted under "Other Adjustments"

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a> Member DIN: 00029010	<a href="#">Vinod N. Rohira</a> Chief Executive Officer DIN: 00460667	<a href="#">Preeti N. Chheda</a> Chief Financial Officer DIN: 08066703
---	---	--

Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
------------------------------------	------------------------------------	------------------------------------

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 1 MINDSPACE REIT BACKGROUND

Mindspace Business Parks REIT ('Mindspace REIT') was settled on 18 November 2019 at Mumbai, Maharashtra, India as a contributory, determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated 18 November 2019. Mindspace REIT was registered with SEBI on 10 December 2019, at Mumbai as a REIT pursuant to the REIT Regulations having registration number IN/REIT/19-20/0003. The Trust's principal place of business address is at Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400 051.

Anbee Constructions LLP (ACL) and Cape Trading LLP ('CTL') are the sponsors of Mindspace REIT. The Trustee to Mindspace REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Mindspace REIT is K Raheja Corp Investment Managers LLP (the 'Manager').

The objectives and principal activity of Mindspace REIT is to carry on the activity of a real estate investment trust, as permissible under the REIT Regulations, to raise funds through the REIT, to make investments in accordance with the REIT Regulations and the investment strategy and to carry on the activities as may be required for operating the REIT, including incidental and ancillary matters thereto.

Mindspace REIT acquired the Special Purpose Vehicles ('SPVs') by acquiring all the equity interest held by the Sponsor Group and Blackstone entities in the SPVs on 30 July 2020. In exchange for these equity interests, the above shareholders have been allotted 55,66,54,582 units of Mindspace REIT on 30 July 2020 which were issued at ₹ 275 each.

The brief activities and shareholding pattern of the SPVs are provided below:

Name of the SPV	Activities	Equity Shareholding (in percentage) upto 30 July 2020	Equity Shareholding (in percentage) as at 31 March 2021
MBPPL	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai), Pune and Pocharam (Hyderabad). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 9 April 2015.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (10.58%) Mrs. Jyoti C. Raheja jointly with Mr. Chandru L. Raheja (8.01%) Capstan Trading LLP (8.01%) Casa Maria Properties LLP (8.01%) Palm Shelter Estate Development LLP (8.01%) K. Raheja Corp Private Limited (6.47%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Anbee Constructions LLP (6.37%) Cape Trading LLP (6.37%) Raghukool Estate Developement LLP (5.26%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%) Others (3.17%)	Mindspace REIT: 100%

Mindspace REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The units were allotted to the successful applicants on 4 August 2020.

All these units were subsequently listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 7 August 2020.

Accordingly, the equity interest in each of the below SPVs have been transferred from the respective shareholders to Mindspace REIT.

1. Mindspace Business Parks Private Limited (MBPPL)
2. Gigaplex Estate Private Limited (Gigaplex)
3. Sundew Properties Limited (Sundew)\*
4. Intime Properties Limited (Intime)\*
5. K. Raheja IT Park (Hyderabad) Limited (KRIT)\*
6. KRC Infrastructure and Projects Private Limited (KRC Infra)
7. Horizonview Properties Private Limited (Horizonview)
8. Avacado Properties and Trading (India) Private Limited (Avacado)

\*Remaining 11% of equity interest in Intime Properties Limited, K. Raheja IT Park (Hyderabad) Limited and Sundew Properties Limited is owned by Andhra Pradesh Industrial Infrastructure Corporation ('APIIC')

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Equity Shareholding (in percentage) upto 30 July 2020	Equity Shareholding (in percentage) as at 31 March 2021
Gigaplex	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 19 April 2016.	K Raheja Corp Private Limited (58.90%) Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja (37.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (3.59%) Others (0.01%)	Mindspace REIT: 100%
Sundew	The SPV is engaged in development and leasing/licensing of IT park, SEZ to different customers in Hyderabad.	Genext Hardware & Parks Private Limited (19.20%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (9.97%) Casa Maria Properties LLP (5.85%) Raghukool Estate Developement LLP (5.85%) Capstan Trading LLP (5.85%) Palm Shelter Estate Development LLP (5.85%) Anbee Constructions LLP (5.23%) Cape Trading LLP (5.23%) Others (11.02%)	Mindspace REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
Intime	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	Chandru Raheja jointly with Jyoti Raheja (23.98%) BREP Asia SG Pearl Holding (NQ) Pte Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11%) Casa Maria Properties LLP (6.12%) Raghukool Estate Development LLP (6.12%) Capstan Trading LLP (6.12%) Palm Shelter Estate Development LLP (6.12%) Anbee Constructions LLP (5.47%) Cape Trading LLP (5.47%) Others (14.65%)	Mindspace REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRIT	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11%) Palm Shelter Estate Development LLP (9.50%) Casa Maria Properties LLP (9.50%) Raghukool Estate Developement LLP (9.50%) Capstan Trading LLP (9.50%) Anbee Constructions LLP (8.50%) Cape Trading LLP (8.50%) Ivory Properties And Hotels Private Limited (8.22%) Chandru L. Raheja jointly with Jyoti C. Raheja (6.00%) Others (4.83%)	Mindspace REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRC Infra	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) and Information Technology Parks. The SPV has its project in Kharadi Pune. The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Kharadi, Pune from 1 June 2019.	K Raheja Private Limited (42.50%) K Raheja Corp Private Limited (42.50%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%)	Mindspace REIT: 100%

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Equity Shareholding (in percentage) upto 30 July 2020	Equity Shareholding (in percentage) as at 31 March 2021
Horizonview	The SPV is engaged in development and leasing/licensing of IT park to different customers in Chennai.	Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Others (0.05%)	Mindspace REIT: 100%
Avacado	The SPV has developed an Industrial park for the purpose of letting out to different customers in Paradigm building at Malad-Mumbai and is being maintained and operated by the SPV. The SPV also has a commercial project in Bandra Kurla Complex, Mumbai.	Anbee Constructions LLP (13.18%) Cape Trading LLP (13.18%) Capstan Trading LLP (14.53%) Raghukool Estate Developement LLP (14.53%) Casa Maria Properties LLP (14.53%) Palm Shelter Estate Development LLP (14.53%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) Others (0.57%)	Mindspace REIT: 100%

## 2 BASIS OF PREPARATION

The Standalone Financial Statements of Mindspace Business Parks REIT comprise the Standalone Balance Sheet as at 31 March 2021, the Standalone Statement of Profit and Loss, including other comprehensive income, the Standalone Statement of Cash Flow for the year ended 31 March 2021, the Standalone Statement of Changes in Unitholders Equity for the year ended 31 March 2021, the Statement of Net Distributable Cashflows of Mindspace REIT for the year ended 31 March 2021, the Statement of Total Returns at Fair Value for the year ended 31 March 2021, the Statement of Net Assets at Fair Value as at 31 March 2021 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures.

The Standalone financial statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations"); Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with the REIT regulations (refer note 12 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The Standalone Financial Statements are authorized for issue in accordance with resolution passed by the Governing Board of the Manager on behalf of Mindspace REIT on 14 May 2021.

The Standalone Financial Statements are presented in Indian Rupees in Million, except when otherwise indicated.

## Statement of compliance to Ind-AS

These Standalone financial statements for the year ended 31 March 2021 have been prepared in accordance with the REIT regulations; Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations as more fully described above and note 12 to the standalone financial statements.

## 3 SIGNIFICANT ACCOUNTING POLICIES

### a) Functional and Presentation Currency

The Standalone Financial Statements are presented in Indian Rupees, which is also Mindspace REIT functional currency in which Mindspace REIT operates. All financial information presented in Indian Rupees has been rounded off to the nearest million except otherwise stated.

### b) Basis of measurement

These Standalone Financial Statements are prepared on the historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instrument) measured at fair values;

### c) Use of judgments and estimates

The preparation of the Standalone Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimated and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Standalone Financial Statements is included in the following notes:

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (i) Presentation of "Unit Capital" as "Equity" in accordance with the REIT Regulations instead of compound instrument (note no 12)
- (ii) Impairment and Fair valuation of Investments in SPVs.
- (iii) Recognition and measurement of provisions for contingencies and disclosure of contingent liabilities (note 31 (a))

## d) Current versus non-current classification

Mindspace REIT presents assets and liabilities in the Balance Sheet based on current/ non-current classification:

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting date; or
- Cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting date; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Mindspace REIT classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Mindspace REIT has identified twelve months as its operating cycle.

## e) Measurement of fair values

Mindspace REIT accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Mindspace REIT has an established control framework with respect to the measurement of fair values.

Mindspace REIT regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, Mindspace REIT uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

## 3.1 Impairment of assets

Mindspace REIT assesses at each reporting date, whether there is any indication that an asset may be impaired. If any such indication exists, the trust estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 3.2 Asset Acquisition

If the acquisition of an asset or a group of assets does not constitute a business, Mindspace REIT identifies and recognizes the individual identifiable assets acquired including those assets that meet the definition of, and recognition criteria for, intangible assets in Ind AS 38, Intangible Assets and liabilities assumed. The cost of the group is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase and no goodwill is recognized.

Allocation of the cost of the group is done as follows:

For any identifiable asset or liability initially measured at an amount other than cost, Mindspace REIT initially measures that asset or liability at the amount specified in the applicable Ind AS Standard. Mindspace REIT deducts from the transaction price of the group the amounts allocated to the assets and liabilities initially measured at an amount other than cost, and then allocates the residual transaction price to the remaining identifiable assets and liabilities based on their relative fair values at the date of the acquisition.

## 3.3 Foreign currency transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the end of the period and not covered by forward contracts, are translated at the end of the period at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

## 3.4 Compound financial instruments

The component parts of compound financial instruments issued by Mindspace REIT are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Trust's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible instrument using the effective interest method.

## 3.5 Embedded derivatives

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

## 3.6 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognized in the Standalone Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income in which case, the current and deferred tax are also recognized in equity and other comprehensive income respectively.

### a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

### b) Deferred tax

Deferred tax asset/ liability is recognized on temporary differences between the carrying amounts of assets and liabilities in the Standalone Financial Statements and the corresponding tax bases used

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

in the computation of taxable profit. Deferred tax assets and liabilities are measured that are expected to apply to the period when the asset is realized or the liability is settled, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Mindspace REIT expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

## 3.7 Provisions, contingent liabilities and contingent assets

Provisions are recognized when Mindspace REIT has a present legal or constructive obligation as a result of a past event, it is probable that the Trust will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of Mindspace REIT.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each reporting date and adjusted to reflect the current best estimates.

## 3.8 Investment in SPVs

The Company has elected to recognize its investments in SPVs at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. The details of such investments are given in note 4.

Assets representing investments in SPVs are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

## 3.9 Financial instruments

### 1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognized when Mindspace REIT becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

### 2 Financial assets:

#### a) Classification of financial assets:

(i) Mindspace REIT classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortized cost.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (ii) The classification is done depending upon Mindspace REIT business model for managing the financial assets and the contractual terms of the cash flows.
- (iii) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (iv) Mindspace REIT reclassifies debt investments when and only when its business model for managing those assets changes.

## b) Subsequent Measurement

### (i) Debt instruments:

Subsequent measurement of debt instruments depends on Mindspace REIT business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Trust classifies its debt instruments:

#### Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

#### Financial assets at fair value through the Statement of Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through the Statement of Profit and Loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Statement of Profit and Loss.

### c) Impairment of financial assets:

The Mindspace Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For

trade receivables, the Mindspace Group measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Mindspace Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

### d) Derecognition of financial assets:

A financial asset is primarily derecognized when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) Mindspace REIT has transferred its rights to receive cash flows from the asset; and

Mindspace REIT has transferred substantially all the risks and rewards of the asset, or

Mindspace REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognized in Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by Mindspace REIT is recognized as a separate asset or liability.

## 3.10 Financial liabilities and equity instruments

### (a) Classification as debt or equity

Financial liabilities and equity instruments issued by Mindspace REIT are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Financial Liabilities

##### Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Statement of Profit and Loss, or b) at amortized cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

Mindspace REIT financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

financial liabilities depends on their classification as fair value through the Statement of Profit and Loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Statement of Profit and Loss. Amortized cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortized cost using the Effective Interest Rate method.

#### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognized amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

### 3.11 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract are measured initially at the fair value and in accordance with Ind AS 109 unless on a case to case basis company elects to account for financial guarantee as Insurance Contracts as specified under Ind AS 104.

### 3.12 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue is recognized when recovery of the consideration is probable and the amount of revenue can be measured reliably.

#### Recognition of dividend income, interest income

Dividend income is recognized in profit or loss on the date on which Mindspace REIT's right to receive payment is established.

Interest income is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

### 3.13 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Interest expense is recognized using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortized cost of the financial liability. In calculating interest expense, the effective interest rate is applied to the amortized cost of the liability.

### 3.14 Cash and cash equivalents

Cash and cash equivalents comprises of cash at bank and on hand, demand deposits, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 3.15 Cash distribution to unit holders

Mindspace REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Governing Board of the Manager. A corresponding amount is recognized directly in equity.

### 3.16 Standalone Statement of Cash flows

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of Mindspace REIT are segregated.

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

they are considered an integral part of the Trust's cash management.

### 3.17 Subsequent events

The Standalone Financial Statements are adjusted to reflect events that occur after the reporting date but before the Financial Statements are issued. The Financial Statements have their own date of authorization. Therefore, when preparing the Financial Statements, management considers events up to the date of authorization of these financial statements.

### 3.18 Earnings per unit

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unit holders of the REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per share or increase loss per units are included.

### 3.19 Earnings before finance costs, depreciation, amortization and income tax

Mindspace REIT has elected to present earnings before finance cost, depreciation, amortization and income tax as a separate line item on the face of the Standalone Statement of Profit and Loss. Mindspace REIT measures earnings before finance cost, depreciation, amortization and income tax on the basis of profit/ (loss) from continuing operations. In its measurement, Mindspace REIT does not include depreciation and amortization expense, finance costs and tax expense.

### 3.20 Errors and estimates

Mindspace REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Financial Statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

### 3.21 Applicability of new and revised Ind AS:

New and amended standards adopted by the Mindspace REIT.

Mindspace REIT has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2020:

- Definition of material - amendments to Ind AS 1 and Ind AS 8
- Definition of business - amendments to Ind AS 103
- Covid-19 related concessions - amendments to Ind AS 116
- Interest rate benchmark reform - amendments to Ind AS 109 and Ind AS 107

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

### 3.22 Distributions

The Net Distributable Cash Flows of Mindspace REIT are based on the cash flows generated from Mindspace REIT's assets and investments.

In terms of the Distribution Policy and the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, in proportion of their shareholding in the Asset SPV, subject to applicable provisions of the Companies Act. Presently, NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment, proceeds of any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable law.

The Manager is required to and shall declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions ("REIT Distributions") to the Unitholders. Such REIT Distributions shall be declared and made for every quarter of a Financial Year.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 4 NON-CURRENT INVESTMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unquoted Investments in SPVs (at cost) (refer note below)</b>		
- 39,75,000 (31 March 2020: Nil) equity shares of Avacado Properties and Trading Private Limited of ₹ 10 each, fully paid up	9,482	-
- 11,765 (31 March 2020: Nil) equity shares of Horizonview Properties Private Limited of ₹ 10 each, fully paid up	0	-
- 5,88,235 (31 March 2020: Nil) equity shares of KRC Infrastructure And Projects Private Limited of ₹ 10 each, fully paid up	6,868	-
- 1,96,01,403 (31 March 2020: Nil) equity shares of Gigaplex Estate Private Limited of ₹ 1 each, fully paid up	13,121	-
- 2,50,71,875 (31 March 2020: Nil) equity shares of Sundew Properties Limited of ₹ 10 each, fully paid up	33,722	-
- 12,03,033 (31 March 2020: Nil) equity shares of Intime Properties Limited of ₹ 10 each, fully paid up	15,478	-
- 1,78,00,000 (31 March 2020: Nil) equity shares of K. Raheja IT Park (Hyderabad) Limited of ₹ 10 each, fully paid up	25,618	-
- 81,513 (31 March 2020: Nil) equity shares of Mindspace Business Parks Private Limited of ₹ 10 each, fully paid up	48,814	-
<b>Total</b>	<b>153,103</b>	<b>-</b>

**Note:** The Trust has issued units as consideration to acquire these investments wherein the tradable REIT Unit has been issued at ₹ 275 each.

Details of % shareholding in the SPVs, held by Mindspace REIT is as under:

Name of SPVs	Ownership Interest	
	31 March 2021	31 March 2020
Avacado Properties and Trading (India) Private Limited	100%	-
Horizonview Properties Private Limited	100%	-
KRC Infrastructure and Projects Private Limited	100%	-
Gigaplex Estate Private Limited	100%	-
Intime Properties Limited*	89%	-
K. Raheja IT Park (Hyderabad) Limited*	89%	-
Sundew Properties Limited*	89%	-
Mindspace Business Parks Private Limited	100%	-

\* Remaining 11% of ownership interest in Intime Properties Limited, K. Raheja IT Park (Hyderabad) Limited and Sundew Properties Limited is owned by Andhra Pradesh Industrial Infrastructure Corporation (APIIC)

## 5 LOANS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Loan to SPVs- refer note 28	21,178	-
	<b>21,178</b>	<b>-</b>

**Note:** Mindspace REIT has given loan amounting ₹ 26,682 million during the year ended 31 March 2021 (31 March 2020 ₹ Nil) to Gigaplex, Avacado, Horizonview, KRC Infra, MBPPL and Sundew and the outstanding balance as at end of 31 March 2021 is ₹ 21,178 million (31 March 2020 ₹ Nil).

Security: Unsecured

Interest: 7.55% - 8.75% per annum for the financial year ending 31 March 2021 in accordance with interest rate policy as adopted by Mindspace REIT.

Terms of repayment:

- Bullet repayment of ₹ 9,728 million on date falling 15 years from the first disbursement date or such other date as may be mutually agreed between the Lender and the Borrower in writing.

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- b) Bullet repayment of ₹ 5,000 million is due on 29 April 2022.  
 c) Bullet repayment of ₹ 4,470 million is due on 17 May 2024.  
 d) Bullet repayment ₹ 1,980 million is due on 16 December 2023.  
 e) At any time prior to the repayment date, the Borrower may on any date, prepay the whole or any part of the loan outstanding.

### 6 OTHER FINANCIAL ASSETS (NON-CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
Interest receivable on loan to SPVs	205	-
Other Receivables from related parties	8	-
	<b>213</b>	-

### 7 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
Prepaid Expenses	4	-
	<b>4</b>	-

### 8 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2021	As at 31 March 2020
Cash on hand	-	-
Balances with banks		
- in current accounts	2,888	0
- fixed deposits with original maturity less than 3 months	50	-
	<b>2,938</b>	0

### 9 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
Interest receivable on loan to SPVs	2	-
	<b>2</b>	-

### 10 OTHER CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
Unsecured, considered good		
Advance for supply of goods and rendering of services	6	-
Deposits	1	-
Prepaid Expenses	2	-
Balances with government authorities	1	-
	<b>10</b>	-

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 11 CORPUS

Corpus	Amount
<b>As at 18 November 2019</b>	-
Corpus received during the period*	0
<b>As at 31 March 2020</b>	<b>0</b>
<b>As at 1 April 2020</b>	0
Additions during the year	-
<b>Closing Balance as at 31 March 2021</b>	<b>0</b>

\* Corpus received during the period ₹ 10,000 (Rupees Ten Thousand only)

### 12 UNIT CAPITAL

Unit Capital	No.	Amount
<b>As at 18 November 2019</b>	-	-
Units issued during the period	-	-
<b>As at 31 March 2020</b>	-	-
<b>As at 1 April 2020</b>	-	-
Units issued during the year		
- pursuant to the initial public offer, issued, subscribed and fully paid-up in cash (refer note a(ii) below)	36,363,600	10,000
- in exchange for equity interest in SPVs (refer note a(iii) below)	556,654,582	153,080
Less: Issue expenses (refer note below)	-	(241)
<b>Closing Balance as at 31 March 2021</b>	<b>593,018,182</b>	<b>162,839</b>

**Note:** Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the units on the NSE and BSE have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

#### (a) Terms/rights attached to units and other disclosures

- (i) Mindspace REIT has only one class of Units. Each Unit represents an undivided beneficial interest in Mindspace REIT. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Governing Board of the Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. Mindspace REIT declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Mindspace REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Mindspace REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Mindspace REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Governing Board of the Investment Manager.

- (ii) Initial Public Offering of 36,363,600 units for cash at price of ₹ 275 per unit aggregating to ₹ 10,000 million.

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (iii) MindSpace REIT has acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone Entities in the SPVs. The acquisition of equity interest in the SPVs has been done by issue of 556,654,582 units of ₹ 275 each as per the table below.

Name of the SPV	Number of Units allotted for acquiring equity interest held by Sponsor Group and Blackstone entities in SPVs		
	Sponsor Group	Blackstone Entities	Total
Avacado	29,304,371	5,171,359	34,475,730
Horizonview	364	64	428
KRC Infra	21,224,693	3,745,522	24,970,215
Gigaplex	47,334,745	372,113	47,706,858
Intime	46,789,935	9,484,426	56,274,361
Sundew	101,943,753	20,664,275	122,608,028
KRIT	77,443,859	15,698,080	93,141,939
MindSpace	150,855,361	26,621,662	177,477,023
<b>Total number of Units issued</b>	<b>474,897,081</b>	<b>81,757,501</b>	<b>556,654,582</b>

### (b) Unitholders holding more than 5 percent Units in MindSpace REIT (other than Sponsor and Sponsor Group)

Name of the unitholder	As at 31 March 2021	
	No of Units	% holding
BREP Asia SG Pearl Holding (NQ) Pte Ltd	54,291,425	9.16%

- (c) MindSpace REIT has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further, MindSpace REIT has not issued any units for consideration other than cash from the date of registration till the balance sheet date, except as disclosed above.

### 13 OTHER EQUITY

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Reserves and Surplus</b>		
Retained earnings*	2,950	(49)
	2,950	(49)

\*Refer Standalone Statement of changes in Unit holder's Equity for detailed movement in other equity balances.

### Retained earnings

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the year, the profit after tax is transferred from the statement of profit and loss to the retained earnings account.

### 14 BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 1)	4,975	-
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 2)	3,719	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 3)	1,981	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note 4)	750	-
	<b>11,425</b>	-

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### Note 1:

In September 2020, MindSpace REIT issued 5,000 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only). The tenure of the said MLD Series 1 is 577 days from 29 September 2020, being date of allotment of the MLD Series 1 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 29 April 2022. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 30 March 2022. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 29 September 2020, the coupon rate will be 6.80% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of MLD Series 1, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 1 was listed on BSE Limited on 13 October 2020.

### Security terms

MLD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the
- Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1")	Secured	Not Applicable	Not Applicable	On Maturity	On Maturity

- Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AA+/Stable" to MLD Series 1 of the issuer / MindSpace REIT. Subsequently there is no change in the credit rating.

### Note 2:

In March 2021, MindSpace REIT issued 3,750 10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 375,00,00,000 (Rupees three hundred seventy five crores only). The tenure of the said MLD Series 2 is 38 months from 18 March 2021, being date of allotment of the MLD Series 2 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 17 May 2024. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 16 April 2024. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 18 March 2021, the coupon rate will be 6.65% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or

aggregate leasable area of approximately 974,500 Sq. Ft. or thereabouts in buildings no. 6, 7 and 8 of Commerzone Yerawada (approx. 178,569 sq ft. in building no. 6, approx. 371,799 sq. ft. in building no. 7 and approx. 424,132 in building no. 8) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 25,313 sq. mtrs on which the said three building no. 6, 7 and 8, out of all those pieces and parcels of larger land are situate, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of MLD Series 1.

- A charge on the escrow account in which receivables of the Mortgaged Properties of MBPPL shall be received.

- Corporate guarantee executed by MBPPL.

### Redemption terms:

- MLD Series 1 are redeemable by way of bullet payment at the end of 577 days from the date of allotment, i.e. 29 April 2022.

- The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 1 if the rating is downgraded to A+.

- Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.



## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of these MLD Series 2, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 2 was listed on BSE Limited on 22 March 2021.

### Security terms

MLD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- a) First and exclusive charge being created by way of equitable mortgage on the aggregate leasable area of approximately 13,71,442 Sq. Ft. or thereabouts in buildings no. 12A and Units of Building 12B of Madhapur, Hyderabad (approx. 12,69,140 sq. ft. in building no.12A and approx. 1,02,302 sq. ft in building no. 12B) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 29,842 sq. mtrs on which the said two building no.12A and 12B, out of all those pieces and parcels of larger land that are situated, lying and being in Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad ("Mortgaged Properties"), for MLD Series 2.

- b) First ranking exclusive charge to be created by way of a hypothecation over the Hypothecated Properties of MLD Series 2.

- c) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties of Sundew shall be received, save and except any common area maintenance charges payable to Sundew with respect to the maintenance of the mortgaged properties.

- d) Corporate guarantee executed by Sundew.

### Redemption terms:

- a) MLD Series 2 are redeemable by way of bullet payment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 2 if the rating is downgraded to A+.
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

- d) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2")	Secured	Not Applicable	Not Applicable	On Maturity	On Maturity

- e) Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AAAr/Stable" to MLD Series 2 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

### Note 3:

In December 2020, Mindspace Business Parks REIT issued 2,000 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 200,00,00,000 (Rupees two hundred crores only) with a coupon rate of 6.45% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 31 March 2021, with last coupon payment on the scheduled redemption date i.e. 16 December 2023. The tenure of the said NCD Series 1 is 36 months from 17 December 2020, being date of allotment.

This NCD Series 1 was listed on BSE Limited on 21 December 2020.

### Security terms

NCD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 414,599 Sq. Ft. or thereabouts in buildings no. 1 and 5 of Commerzone Yerawada (approx. 43,200 sq. ft. in building no. 1 and approx. 371,399 in building no. 5) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 18,264.86 sq. mtrs on which the said two building no. 1 and 5, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 1.

- b) A charge on the escrow account in which receivables of the Mortgaged Properties shall be received save and except any common area maintenance charges payable to MBBPL with respect to the maintenance of the mortgaged properties.

- c) Corporate guarantee executed by MBPPL.

- e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1)	Secured	On Maturity	31 March 2021	On Maturity	30 June 2021

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 1 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

### Note 4:

In March 2021, Mindspace Business Parks REIT issued 750 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 75,00,00,000 (Rupees seventy five crores only) with a coupon rate of 6.69% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 30 June 2021, with last coupon payment on the scheduled redemption date i.e. 17 May 2024. The tenure of the said NCD Series 2 is 38 months from 18 March 2021, being date of allotment.

NCD Series 2 was listed on BSE Limited on 22 March 2021.

### Security terms

NCD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- a) First and exclusive charge being registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 151,460 Sq. Ft. or thereabouts in building no. 4 of Commerzone Yerawada together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 9,561 sq. mtrs on which the said building, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 2.

- b) A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.

- c) Corporate guarantee executed by MBPPL.

### Redemption terms:

- a) NCD Series 1 are redeemable by way of bullet repayment at the end of 36 months from the date of allotment, i.e. 16 December 2023.

- b) Interest is payable on the last day of each financial quarter in a year (starting from 31 March, 2021) until the scheduled redemption date.

- c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.

- d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Redemption terms:

- a) NCD Series 2 are redeemable by way of bullet repayment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- b) Interest is payable on the last day of each financial quarter in a year (starting from 30 June, 2021) until the scheduled redemption date.
- c) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
- d) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.
- e) Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured / Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2)	Secured	Not Applicable	Not Applicable	On Maturity	30 June 2021

- f) Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to the NCD Series 2 of the issuer / Mindspace REIT. Subsequently there is no change in the credit rating.

## Other requirements as per SEBI circular (No. SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018) for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs).

Particulars	As at and for the year ended 31 March 2021
Security / Asset cover (MLD Series 1)(refer a below)	2.20
Security / Asset cover (NCD Series 1)(refer b below)	2.34
Security / Asset cover (MLD Series 2)(refer c below)	2.34
Security / Asset cover (NCD Series 2)(refer d below)	2.40
Debt-equity ratio (refer e below)	0.07
Debt-service coverage ratio (refer f below)	26.40
Interest-service coverage ratio (refer g below)	26.40
Net worth (₹ in million) (refer h below)	<b>165,789</b>

Formulae for computation of ratios are as follows basis Standalone Financial Statements:-

- a) Security / Asset cover ratio (MLD Series 1) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of MLDs + Interest accrued thereon)
- b) Security / Asset cover ratio (NCD Series 1) = Lower of Fair value of the secured assets as on 31 March 2021 as computed by two independent valuers / (Outstanding principal amount of NCDs + Interest accrued thereon)
- c) Security / Asset cover ratio (MLD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of MLDs + Interest accrued thereon)
- d) Security / Asset cover ratio (NCD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of NCDs + Interest accrued thereon)
- e) Debt equity ratio = Borrowings / Total Equity
- f) Debt Service Coverage Ratio = Earnings before interest, depreciation and tax/ (Interest expenses + Principal repayments made during the period)
- g) Interest Service Coverage Ratio = Earnings before interest, depreciation and tax/ Interest expenses
- h) Net worth = Corpus + Unit capital + Other equity

Borrowings = Non current borrowings + Current borrowings + Current maturities of long-term borrowings + Interest accrued

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Movement of borrowings (secured)

Particulars	As at 31 March 2021	As at 31 March 2020
Opening Balance	-	-
Add: Drawdown made during the year	11,650	-
Less: Repayment during the year (Including Interest)	(189)	-
Add: Interest Expense for the year	226	-
Less: Transaction cost	(79)	-
Add: Unwinding transaction cost for the year	4	-
<b>Closing Balance</b>	<b>11,612</b>	<b>-</b>

## 15 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Interest accrued but not due on debentures	185	-
Other payables to related party	8	-
	<b>193</b>	<b>0</b>

## Current liabilities

### 16 TRADE PAYABLES

Particulars	As at 31 March 2021	As at 31 March 2020
Trade payable	-	-
- Total outstanding dues to micro and small enterprises	-	-
-Total outstanding dues other than micro and small enterprises	13	-
	<b>13</b>	<b>-</b>

## Notes:

- (i) All the trade payables are current in nature. The Trust's exposure to currency and liquidity risks related to trade payables is disclosed in note 32.
- (ii) The Trust does not have any dues of principal or interest to micro and small enterprises as at 31 March 2021 and 31 March 2020.

### 17 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Interest accrued but not due on debentures	2	-
Other liabilities	-	-
- to related party*	17	49
- to others	-	-
	<b>19</b>	<b>49</b>

\* Expense of ₹ 17 million is payable to the Manager for Mindspace REIT Management Fees.

### 18 OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Statutory dues	6	-
	<b>6</b>	<b>-</b>

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 19 CURRENT TAX LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for Income Tax (Net of Advance Tax)	3	-
	<b>3</b>	<b>-</b>

## 20 INTEREST INCOME

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Interest income		
- on fixed deposits	1	-
- on loans given to SPVs (refer note 28)	788	-
	<b>789</b>	<b>-</b>

## 21 OTHER INCOME

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Guarantee Commission Fees	7	-
Net gains/(losses) on financial assets at fair value through profit or loss*	3	-
Gain on redemption of mutual fund units	2	-
	<b>12</b>	<b>-</b>

\* Gain on redemption of investment in preference shares invested in SPV.

## 22 OTHER EXPENSES

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Bank charges	1	-
Filing and stamping fees	3	15
Royalty Charges	1	8
Marketing and advertisement expenses	0	-
Brokerage Expenses	1	-
Miscellaneous expenses	1	-
	<b>7</b>	<b>23</b>

## 23 FINANCE COSTS

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Interest expense on debentures (refer note 14)	228	-
Interest expense on loans taken from SPV (refer note 28)	2	-
	<b>230</b>	<b>-</b>

## 24 TAX EXPENSE

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Current tax	5	-
	<b>5</b>	<b>-</b>

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Profit / (Loss) before tax	5,839	(49)
Domestic tax rate	42.74%	42.74%
Tax using the Mindspace REIT domestic tax rate	2,495	-
Effect of exempt incomes	(2,621)	-
Effect of non-deductible expenses	131	-
Tax expense	<b>5</b>	<b>-</b>

## 25 EARNINGS PER UNIT (EPU)

Basic EPU amounts are calculated by dividing the profit for the year attributable to unit holders by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit attributable to unit holders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The units of the Trust were allotted to Sponsor Group and Blackstone entities on 30 July 2020 and to the applicants of initial public offer on 4 August 2020.

The following reflects the profit and unit data used in the basic and diluted EPU computation

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Profit / (loss) after tax for calculating basic and diluted EPU	5,834	(49)
Weighted average number of Units (Nos)	397,555,169	Not Applicable
Earnings Per Unit		
- Basic (Rupees/unit)	14.67	Not Applicable
- Diluted (Rupees/unit)*	14.67	Not Applicable

\*Mindspace REIT does not have any outstanding dilutive units

## 26 MANAGEMENT FEES

### REIT Management Fees

Pursuant to the Investment Management Agreement dated 21 November 2019, the Manager is entitled to fees @ 0.5% of REIT Net Distributable Cash Flows which shall be payable either in cash or in units or a combination of both, at the discretion of the Manager. The fees has been determined for undertaking management of the REIT and its investments. The REIT Management fees accrued for the year ended 31 March 2021 are ₹ 34 million. There are no changes during the year in the methodology for computation of fees paid to the Manager.

## 27 ASSESSMENT OF POSSIBLE IMPACT RESULTING FROM COVID-19 PANDEMIC

Mindspace REIT has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations and carrying amounts of Loans given, Investments and other assets. Mindspace REIT, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Company. Mindspace REIT based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities Mindspace REIT will continue to monitor developments to identify significant impacts, if any, on the operations.

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 28 RELATED PARTY DISCLOSURES

#### A Parties to MindSpace REIT as at 31 March 2021

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6		Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
10		Casa Maria Properties LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
11		Raghukool Estate Developement LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
12		Palm Shelter Estate Development LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
13		K. Raheja Corp Pvt. Ltd.	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Vinod Rohira

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
14		Inorbit Malls (India) Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha Ivory Properties & Hotels Pvt Ltd K Raheja Corp Private Limited	Ravi C. Raheja Neel C. Raheja Sunil Hingorani
15		Ivory Properties and Hotels Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Vinod Rohira Ramesh Valecha
16		K Raheja Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Vinod Rohira
17		Ivory Property Trust	Chandru L. Raheja Jyoti C. Raheja Ivory Properties & Hotels Pvt Ltd Ravi C. Raheja Neel C. Raheja (all are trustees)	-

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
18		Genext Hardware & Parks Pvt. Ltd.	Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Chandru L. Raheja jointly with Jyoti C. Raheja, on behalf of the beneficiaries of Ivory Property Trust.	Ravi C. Raheja Neel C. Raheja Ramesh Valecha
19	Names of SPVs and their subsidiaries	1. Avacado Properties and Trading (India) Private Limited 2. Gigaplex Estate Private Limited 3. Horizonview Properties Private Limited 4. KRC Infrastructure and Projects Private Limited 5. Intime Properties Limited 6. Sundew Properties Limited 7. K. Raheja IT Park (Hyderabad) Limited 8. Mindspace Business Parks Private Limited. 9. Dices Realcon Private Limited. (upto 19 February 2021) 10. Educator Protech Private Limited (upto 19 February 2021) 11. Happy Eastcon Private Limited (upto 4 February 2021) 12. Sampada Eastpro Private Limited (upto 17 March 2021)		
20	Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP)	<b>Governing Board</b> Mr. Deepak Ghaisas Ms. Manisha Girotra Mr. Bobby Parikh Mr. Alan Miyasaki Mr. Ravi C. Raheja Mr. Neel C. Raheja <b>Key Managerial Personnel</b> Mr. Vinod Rohira Ms. Preeti Chheda		
21	Entities controlled/ jointly controlled by members of Governing Board.	Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Limited Sustain Properties Private Limited Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Limited Sundew Real Estate Private Limited Gencoval Strategic Services Private Limited Stemade Biotech Private Limited Hariom Infracilities Services Private Limited M/s Bobby Parikh & Associates		

\* only when acting collectively

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### B Transactions during the year

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Unsecured loans given to</b>		
Avacado Properties and Trading Pvt. Ltd.	4,498	-
Gigaplex Estate Private Limited	6,924	-
Horizonview Properties Pvt. Ltd.	4,490	-
Sundew Properties Limited	4,620	-
KRC Infrastructure and Projects Private Limited	2,080	-
Mindspace Business Parks Private Limited	4,070	-
<b>Unsecured loans taken from</b>		
Intime Properties Limited	150	-
<b>Investment in preference shares</b>		
Mindspace Business Parks Private Limited	334	-
<b>Redemption of investment in preference shares</b>		
Mindspace Business Parks Private Limited	337	-
<b>Unsecured loans repaid by</b>		
Avacado Properties and Trading Pvt. Ltd.	400	-
Gigaplex Estate Private Limited	2,104	-
Mindspace Business Parks Private Limited	1,300	-
Sundew Properties Limited	480	-
KRC Infrastructure and Projects Private Limited	1,220	-
<b>Unsecured loans repaid to</b>		
Intime Properties Limited	150	-
<b>Investment in equity share of SPVs</b>		
Avacado Properties and Trading (India) Private Limited	9,482	-
Gigaplex Estate Private Limited	13,121	-
Horizonview Properties Private Limited	0	-
KRC Infrastructure and Projects Private Limited	6,868	-
Intime Properties Limited	15,478	-
Sundew Properties Limited	33,722	-
K. Raheja IT Park (Hyderabad) Limited	25,618	-
Mindspace Business Parks Private Limited	48,814	-
<b>Trustee fee expenses</b>		
Axis Trustee Services Limited	2	-
<b>Dividend Income</b>		
Intime Properties Limited	925	-
Sundew Properties Limited	1,257	-
K. Raheja IT Park (Hyderabad) Limited	1,202	-
Mindspace Business Parks Private Limited	1,960	-
<b>Interest Income</b>		
Avacado Properties and Trading (India) Private Limited	205	-
Gigaplex Estate Private Limited	257	-
Horizonview Properties Private Limited	222	-
KRC Infrastructure and Projects Private Limited	19	-
Sundew Properties Limited	23	-
Mindspace Business Parks Private Limited	62	-
<b>Interest Expense</b>		
Intime Properties Limited	2	-
<b>Gain on Redemption of Preference Shares</b>		
Mindspace Business Parks Private Limited	3	-

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Royalty Charges</b>		
Anbee Constructions LLP	-	1
Cape Trading LLP	-	1
MindSpace Business Parks Pvt Ltd	-	1
Ivory Properties & Hotels Pvt Ltd	-	1
K. Raheja Pvt Ltd	-	1
K. Raheja Corp Pvt Ltd	-	2
<b>Reimbursement of Expenses</b>		
K Raheja Corp Investment Managers LLP*	61	41
*Includes fees paid to M/s Bobby Parikh & Associates amounting to ₹ 0.48 million for the year ended 31 March 2021 and ₹ 1 million for the year ended 31 March 2020.		
<b>Investment Management Fees</b>		
K Raheja Corp Investment Managers LLP	34	-
<b>Payment to Sponsor Group in relation to Offer for Sale</b>		
Chandru L Raheja	10	-
Jyoti C Raheja	1,139	-
Ravi C Raheja	1,180	-
Neel C Raheja	1,180	-
Genext Hardware & Parks Private Limited	958	-
Inorbit Malls (India) Private Limited	1,506	-
Ivory Properties And Hotels Private Limited	3,387	-
Ivory Property Trust	10,357	-
K. Raheja Corp Private Limited	4,304	-
K. Raheja Private Limited	2,852	-
<b>Guarantee commission fees from SPV</b>		
KRC Infrastructure and Projects Private Limited	6	-
Horizonview Properties Private Limited	1	-
<b>Guarantee commission fees to SPV</b>		
Sundew Properties Limited	0	0
MindSpace Business Parks Pvt Ltd	9	-
<b>Initial receipt from Co-sponsor - received</b>		
Anbee Constructions LLP	-	0
Cape Trading LLP	-	0
<b>Issue of Unit capital</b>		
Anbee Constructions LLP	9,736	-
Cape Trading LLP	9,736	-
Capstan Trading LLP	11,301	-
Casa Maria Properties LLP	11,301	-
Chandru L. Raheja	8,984	-
Genext Hardware & Parks Private Limited	7,274	-
Inorbit Malls (I) Private Limited	1,541	-
Ivory Properties & Hotels Private Limited	3,466	-
Ivory Property Trust	13,008	-
Jyoti C. Raheja	3,912	-
K Raheja Corp Private Limited	14,468	-
K Raheja Private Limited	2,918	-
Neel C. Raheja	5,845	-
Palm Shelter Estate Development LLP	11,301	-
Raghukool Estate Development LLP	9,958	-
Ravi C. Raheja	5,846	-

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### C Closing Balances

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured loan receivable (non-current)</b>		
MindSpace Business Parks Private Limited	2,770	-
Avacado Properties and Trading (India) Private Limited	4,098	-
Gigaplex Estate Private Limited	4,820	-
KRC Infrastructure and Projects Private Limited	860	-
Sundew Properties Limited	4,140	-
Horizonview Properties Private Limited	4,490	-
<b>Investment in equity shares of SPVs</b>		
Avacado Properties and Trading (India) Private Limited	9,482	-
Gigaplex Estate Private Limited	13,121	-
Horizonview Properties Private Limited	0	-
KRC Infrastructure and Projects Private Limited	6,868	-
Intime Properties Limited	15,478	-
Sundew Properties Limited	33,722	-
K. Raheja IT Park (Hyderabad) Limited	25,618	-
MindSpace Business Parks Private Limited	48,814	-
<b>Interest receivable (non current)</b>		
MindSpace Business Parks Private Limited	16	-
Gigaplex Estate Private Limited	94	-
Sundew Properties Limited	11	-
Avacado Properties and Trading (India) Private Limited	84	-
<b>Interest receivable (current)</b>		
MindSpace Business Parks Private Limited	2	-
<b>Guarantee commission fees receivable (non current)</b>		
KRC Infrastructure and Projects Private Limited	7	-
Horizonview Properties Private Limited	1	-
<b>Other Financial Liabilities (non current)</b>		
Sundew Properties Limited	0	-
MindSpace Business Parks Private Limited	8	-
<b>Other Financial Liabilities (current)</b>		
K Raheja Corp Investment Managers LLP	17	49
<b>Co-Sponsor Initial Corpus</b>		
Anbee Constructions LLP	0	0
Cape Trading LLP	0	0
<b>Corporate guarantees outstanding</b>		
Horizonview Properties Private Limited	689	-

**Note:** MindSpace REIT is in process of executing the corporate guarantees given to the financial institutions amounting to ₹ 13,086 million as on balance sheet date for the loan facilities availed by the SPVs.

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 29 DETAILS OF UTILIZATION OF PROCEEDS OF IPO ARE AS FOLLOWS:

Objects of the issue as per the prospectus	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Partial or full pre-payment or scheduled repayment of certain debt facilities of the Asset SPVs availed from banks/financial institutions (including any accrued interest and any applicable penalties/ premium)	9,000	9,300	Refer note
Purchase of Non Convertible Redeemable Preference Shares of MBPPL	334	334	-
General Corporate Purposes and REIT Issue Expenses	666	366	Refer note
<b>Total</b>	<b>10,000</b>	<b>10,000</b>	<b>-</b>

**Note:** ₹ 300 million is used in excess for providing loans to Asset SPVs for the purpose of repayment of debt facilities of the SPVs.

## 30 DETAILS OF UTILIZATION OF PROCEEDS OF DEBENTURES ARE AS FOLLOWS:

Objects of the issue as per the Issue memorandum	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Providing loans to the SPVs for meeting their construction related expenses, working capital or general corporate requirements, repayment of financial indebtedness, general corporate purposes including payment of fees and expenses in connection with the Issue, acquisition of commercial properties or such other purposes as stipulated in the transaction documents.	11,500	11,498	2
<b>Total</b>	<b>11,500</b>	<b>11,498</b>	<b>2</b>

## 31 COMMITMENTS AND CONTINGENCIES

### a) Contingent Liabilities

Mindspace REIT has provided corporate guarantees for loans availed by Horizonview and the outstanding amount is ₹ 689 million.

Mindspace REIT is in process of executing corporate guarantees as on balance sheet date for loans availed by SPVs amounting to ₹ 13,086 million.

### b) Statement of capital and other commitments

- There are no capital commitments as at 31 March 2021 and 31 March 2020.
- Mindspace REIT is committed to provide financial support to some of its SPVs to ensure that these entities operate on going concern basis and are able to meet their debts and liabilities as they fall due.

## 32 FINANCIAL INSTRUMENTS:

### (a) The carrying value and fair value of financial instruments by categories are as below:

Particulars	Carrying value	Fair Value	Carrying value	Fair Value
	31 March 2021	31 March 2021	31 March 2020	31 March 2020
<b>Financial assets</b>				
Fair value through profit and loss	-	-	-	-
Fair value through other comprehensive income	-	-	-	-
<b>Amortized cost</b>				
Loans	21,178	-	-	-
Cash and cash equivalents	2,938	-	0	-
Other financial assets	215	-	-	-
<b>Total assets</b>	<b>24,331</b>	<b>-</b>	<b>0</b>	<b>-</b>
<b>Financial liabilities</b>				
Fair value through profit and loss	-	-	-	-
Fair value through other comprehensive income	-	-	-	-
<b>Amortized cost</b>				
Borrowings	11,425	-	-	-
Other financial liabilities	212	-	49	-
Trade payables	13	-	-	-
<b>Total liabilities</b>	<b>11,650</b>	<b>-</b>	<b>49</b>	<b>-</b>

# Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

The management considers that the carrying amounts of above financial assets and financial liabilities approximate their fair values.

### (b) Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

- recognized and measured at fair value
- measured at amortized cost and for which fair values are disclosed in the Standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, Mindspace REIT has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### (c) Financial instruments

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2021:

Particulars	Total	Level 1	Level 2	Level 3
<b>Financial assets &amp; liabilities measured at fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2020:

Particulars	Total	Level 1	Level 2	Level 3
<b>Financial assets &amp; liabilities measured at fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### (d) Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended 31 March 2021 and 31 March 2020.

the future contracted cashflows discounted at the current market rate.

### (e) Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- The fair value of mutual funds are based on price quotations at reporting date.
- The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.
- The fair values of borrowings at fixed rates are considered to be equivalent to present value of

### (f) Financial risk management

Mindspace REIT has exposure to following risks arising from financial instruments:

- Credit risk (refer note (a) below)
- Liquidity risk (refer note (b) below)
- Market risk (refer note (c) below)

#### (a) Credit risk

Credit risk is the risk of financial loss to Mindspace REIT if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Mindspace REIT receivables and other financial assets. The carrying amounts of financial assets represent the maximum credit exposure.

Mindspace REIT holds cash and cash equivalents with credit worthy banks of ₹ 2,938 millions as at 31

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

March 2021 (2020: ₹ 0 mn). The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

As at the reporting date, there is no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying value of each financial asset on the Balance Sheet.

### (b) Liquidity risk

Liquidity risk is the risk that Mindspace REIT will not be able to meet its financial obligations as they become due. Mindspace REIT manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to Mindspace REIT reputation.

### Maturities of financial liabilities

The below table provides details of the undiscounted cash flow (principal and interest) of non-derivative financial liabilities of Mindspace REIT based on the remaining contractual maturities including estimated Interest payments:

Particulars	Carrying Value	Contractual cash flows				Total
		0-12 months	1-2 years	2-5 years	More than 5 years	
<b>31 March 2021</b>						
Borrowings	11,425	-	5,000	6,500	-	11,500
Trade payables	13	13	-	-	-	13
Estimated interest payment	-	179	553	987	-	1,719
Other financial liabilities	212	19	183	10	-	212
<b>Total</b>	<b>11,650</b>	<b>211</b>	<b>5,736</b>	<b>7,497</b>	<b>-</b>	<b>13,444</b>
<b>31 March 2020</b>						
Borrowings	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-
Other financial liabilities	49	49	-	-	-	49
<b>Total</b>	<b>49</b>	<b>49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>49</b>

### (c) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – which will affect the Mindspace REIT income or the value of its holdings of financial instruments. Mindspace REIT is domiciled in India and has its income and other transactions in its functional currency i.e. Rupees. Accordingly Mindspace REIT is not materially exposed to any currency risk.

### Foreign exchange risk

Majority of transactions entered into by Mindspace REIT are denominated in Indian Rupees. Accordingly, Mindspace REIT does not have any material foreign exchange risk.

### Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Mindspace REIT is not exposed to any material interest rate risk since all its debts are at fixed interest rates.

## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Fixed rate instruments</b>		
Fixed rate borrowings	11,425	-
<b>Variable rate instruments</b>		
Financial assets	21,178	-

### 33 CAPITAL MANAGEMENT

Mindspace REIT objectives when managing capital are:

- to ensure Mindspace REIT's ability to continue as a going concern.
- to provide adequate return to unitholders

The capital structure of the Mindspace REIT consists of net debt and total unit capital of the Mindspace REIT. Mindspace REIT manages its capital to ensure that the Mindspace REIT will be able to continue as going concern while maximizing the return to unitholders through an optimum mix of debt and equity within the overall capital structure. Mindspace REIT governing board reviews the capital structure of Mindspace REIT considering the cost of capital and the risks associated with each class of capital.

Mindspace REIT adjusted net debt to equity ratio as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
Gross debt	11,687	-
Less: Cash and Cash equivalents	(2,938)	-
Adjusted net debt	<b>8,748</b>	-
Total equity	165,789	-
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.05</b>	-

### 34 SEGMENT REPORTING

Mindspace REIT does not have any Operating segments as at 31 March 2021 and hence, disclosure under Ind AS 108, Operating segments has not been provided in the Standalone financial statements.

### 35 INITIAL DISCLOSURE TO BE MADE BY AN ENTITY IDENTIFIED AS A LARGE CORPORATE (ANNEXURE A)

Sr. No.	Particulars	Details
1	Name of the entity	Mindspace Business Parks REIT
2	CIN / SEBI Registration No.	CIN - Not applicable SEBI Registration No. - IN/REIT/19-20/0003
3	Outstanding borrowing of the entity as on 31 <sup>st</sup> March, 2021	₹ 11500 million (₹ Eleven thousand five hundred million only)
4	Highest Credit Rating During the previous FY along with name of the Credit Rating Agency	For Issuer: CRISIL CCR AAA/Stable, ICRA - AAA Stable For Non-Convertible Debentures: CRISIL AAA/Stable For Market Linked Debentures: CRISIL PP-MLD AA+/Stable
5	Name of Stock Exchange in which the fine shall be paid, in case of shortfall in the required borrowing under the framework	BSE Limited ("BSE")

We confirm that the Mindspace Business Parks REIT is a 'Large Corporate' as per the applicability criteria given under the SEBI circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.



## Notes to the Standalone Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### Annual Disclosure to be made by an entity identified as a Large Corporate (Annexure B1)

Sr. No.	Particulars	Details
1	Name of the Entity	Mindspace Business Parks REIT
2	CIN / SEBI Registration No:	CIN - Not applicable SEBI Registration No. - IN/REIT/19-20/0003
3	Report filed for FY:	2020-21

### Details of the borrowings

Sr. No.	Particulars	As on 31 March 2021
i	Incremental borrowing done in FY (a)	11,500
ii	Mandatory borrowing to be done through issuance of debt securities (b) = (25% of a)	2,875
iii	Actual borrowings done through debt securities in FY (c)	11,500
iv	Shortfall in the mandatory borrowing through debt securities, if any (d) = (b) – (c)	Nil
v	Reasons for shortfall, if any, in mandatory borrowings through debt securities	N.A.

### 36 DISTRIBUTIONS

The Governing Board of the Manager to the Trust, in their meeting held on 14 May 2021, has declared distribution to unitholders of ₹ 4.81 per unit which aggregates to ₹ 2,852 million for the quarter ended 31 March 2021. The distributions of ₹ 4.81 per unit comprises ₹ 4.44 per unit in the form of dividend and ₹ 0.37 per unit in the form of interest payment.

Along with distribution of ₹ 4.78 per unit for the quarter ended 31 December 2020, the cumulative distribution for the year ended 31 March 2021 aggregates to ₹ 9.59 per unit. The distribution of ₹ 9.59 per unit comprises ₹ 8.69 per unit in the form of dividend and ₹ 0.90 per unit in the form of interest payment.

### 37 “0” REPRESENTS VALUE LESS THAN ₹ 0.5 MILLION.

## Independent Auditor's Report

To The Unitholders of Mindspace Business Parks REIT

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying consolidated financial statements of Mindspace Business Parks REIT (the "REIT") and its subsidiaries (the "Special Purpose Vehicles") (together referred to as the "Mindspace Group"), which comprise the Consolidated Balance Sheet as at March 31, 2021, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Unitholders' Equity for the year then ended, Consolidated Statement of Net Assets at fair value as at March 31, 2021 and Consolidated Statement of Total Returns at fair value for the year then ended, Statement of Net Distributable Cash Flows of the REIT and each of its special purpose vehicles for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT Regulations and other accounting principles generally accepted in India, of the consolidated state of affairs of the Mindspace Group as at March 31, 2021, and its consolidated profit including other comprehensive income, its consolidated cash flows, its consolidated changes in unitholders' equity for the year ended March 31, 2021, net assets at fair value as at March 31, 2021, total returns at fair value and the net distributable cash flows of the REIT and each of its special purpose vehicles for the year ended on that date and other financial information of the Group.

#### Key Audit Matter:

Fair Value of investment properties:

In accordance with REIT Regulations, the REIT discloses Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets and liabilities. As at March 31, 2021, fair value of total assets was ₹ 266,099 million, out of which fair value of investment properties was ₹ 256,508 million representing 96% of the fair value of total asset.

The fair value of investment properties is determined by an independent valuer using discounted cash flow method and mix of market approach and discounted cash flow method, as applicable.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SA) issued by Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Mindspace Group in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Emphasis of Matters

- We draw attention to note 45 of the consolidated financial statements regarding freehold land and building thereon (Paradigm, Malad) held by special purpose vehicle, Avacado Properties and Trading (India) Private Limited which is presently under litigation. Pending the outcome of the proceedings and a final closure of the matter, no adjustments have been made in the consolidated financial statements. Our opinion is not modified in respect of this matter.
- We draw attention to note 2 which describes the Basis of preparation of consolidated financial statements and note 20 which describes the presentation of "Unit Capital" as "Equity" instead of compound financial instrument to comply with the REIT Regulations.

Our opinion is not modified in respect of these matters.

#### Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matters to be communicated in our report.

#### Auditor's Response:

Principal Audit Procedures Performed:

Our audit procedures related to the forecasted market rent, terminal capitalization rates and discount rate used to determine the fair value of investment properties included the following, among others:

- We obtained the independent valuer's valuation reports to obtain an understanding of the source of information used by the independent valuer in determining these assumptions.

**Key Audit Matter:**

While there are several assumptions that are required to determine the fair value of investment properties; assumptions with the highest degree of estimate, subjectivity and impact on fair values are forecasted market rent, terminal capitalization rate and discount rate. Auditing these assumptions required a high degree of auditor judgement as the estimates made by the independent valuer contains significant measurement uncertainty.

Refer Statement of Net assets at fair value and Statement of total returns at fair value and note 6 – Investment Properties in the consolidated financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

- K. Raheja Corp Investment Manager LLP (the "Investment Manager") in its capacity as an Investment Manager is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Consolidated Financial Statements**

The Management of the Investment Manager (the "Management") is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows, consolidated changes in unitholders' equity of the Mindspace Group, net assets at fair value, total returns at fair value and the net distributable cash flows of the of the REIT and each of its special purpose vehicles in accordance with the requirements of the REIT regulations, the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations. The respective Board of Directors of the companies included in the Mindspace Group are responsible for maintenance of adequate accounting records for safeguarding the assets of the Mindspace Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

**Auditor's Response:**

- We tested the reasonableness of inputs shared by management with the independent valuer by comparing it to source information used in preparing the inputs.
- We evaluated the reasonableness of management's forecasted market rent by comparing it with sample of lease agreements for market rentals, and contractual lease escalations.
- With the assistance of our fair valuation specialist, we evaluated the reasonableness of forecasted market rent, terminal capitalization rates and discount rate by comparing it with market information such as recent market transactions for comparable properties, market surveys by property consultants and broker quotes, as applicable.

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Investment Manager of the REIT, as aforesaid.

In preparing the consolidated financial statements, the Governing Board of the Investment Manager and the respective Board of Directors of the companies included in the Mindspace Group are responsible for assessing the ability of the REIT and respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Governing Board of the Investment Manager along with respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The Governing Board and the respective Board of Directors of the companies included in the Mindspace Group are also responsible for overseeing the financial reporting process of the Mindspace Group.

**Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Mindspace Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Mindspace Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Mindspace Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the REIT and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

Based on our audit and as required by REIT regulations, we report that:

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Unitholders' Equity, and Statement of Net Distributable Cashflows of the REIT and each of its special purpose vehicles dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT Regulations and other accounting principles generally accepted in India.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
(Firm's Reg. No. 117366W/W-100018)

[Nilesh Shah](#)  
Partner  
(Membership No.49660)  
(UDIN: 21049660AAAABQ1855)

Place: Mumbai  
Date: 14-May-2021

# Consolidated Balance Sheet

as at 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	Note	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	1,556	-
Capital work-in-progress		22	-
Investment property	6	194,579	-
Investment property under construction	7	15,317	-
Other intangible assets	8	1	-
<b>Financial assets</b>			
- Investments	9	18	-
- Other financial assets	10	1,927	-
Deferred tax assets (net)	11	1,543	-
Non-current tax assets (net)	12	1,064	-
Other non-current assets	13	957	-
<b>Total non-current assets</b>		<b>216,984</b>	<b>-</b>
<b>Current assets</b>			
Inventories	14	51	-
<b>Financial assets</b>			
- Trade receivables	15	214	-
- Cash and cash equivalents	16 A	3,539	0
- Other bank balances	16 B	123	-
- Other financial assets	17	1,129	-
Other current assets	18	511	-
<b>Total current assets</b>		<b>5,567</b>	<b>0</b>
<b>Total assets before regulatory deferral account</b>		<b>222,551</b>	<b>0</b>
Regulatory deferral account - assets		167	-
<b>Total assets</b>		<b>222,718</b>	<b>0</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Corpus	19	0	0
Unit Capital	20	162,839	-
Other equity	21	191	(49)
<b>Equity attributable to unit holders of the Mindspace REIT</b>		<b>163,030</b>	<b>(49)</b>
Non-controlling interest	62	9,104	-
<b>Total equity</b>		<b>172,134</b>	<b>(49)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	22	33,489	-
- Other financial liabilities	23	2,699	-
Provisions	24	28	-
Deferred tax liabilities (net)	25	258	-
Other non-current liabilities	26	524	-
<b>Total non-current liabilities</b>		<b>36,998</b>	<b>-</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	27	2,574	-
- Trade payables	28		-
- total outstanding dues of micro enterprises and small enterprises		52	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		813	-
- Other financial liabilities	29	9,172	49
Provisions	30	21	-
Other current liabilities	31	924	-
<b>Total current liabilities</b>		<b>13,556</b>	<b>49</b>
<b>Total equity and liabilities before regulatory deferral account</b>		<b>222,688</b>	<b>0</b>
Regulatory deferral account - liabilities		30	-
<b>Total equity and liabilities</b>		<b>222,718</b>	<b>0</b>
<b>Significant accounting policies</b>			
See the accompanying notes to the Consolidated Financial Statements	3		
	4-64		

As per our report of even date attached.

for Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

Nilesh Shah  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

Neel C. Raheja Member DIN: 00029010	Vinod N. Rohira Chief Executive Officer DIN: 00460667	Preeti N. Chheda Chief Financial Officer DIN: 08066703
---	---	--

Place: London  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

# Consolidated Statement of Profit and Loss

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	Note	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>INCOME AND GAINS</b>			
Revenue from operations	32	11,381	-
Interest	33	133	-
Other income	34	51	-
<b>Total Income</b>		<b>11,565</b>	<b>-</b>
<b>EXPENSES</b>			
Cost of work contract services		274	-
Cost of materials sold		2	-
Cost of power purchased		341	-
Employee benefits expense	35	115	-
Cost of property management services	36	191	-
Trustee fees		2	-
Valuation fees		9	-
Insurance expense		57	-
Audit fees		23	1
Management fees		316	-
Repairs and maintenance	37	416	-
Legal & professional fees		138	25
Impairment Loss	7	176	-
Other expenses	38	1,039	23
<b>Total Expenses</b>		<b>3,099</b>	<b>49</b>
<b>Earnings/(loss) before finance costs, depreciation and amortization, regulatory income / expense and tax</b>		<b>8,466</b>	<b>(49)</b>
Finance costs	39	1,707	-
Depreciation and amortization expense	40	1,964	-
<b>Profit/(Loss) before rate regulated activities and tax</b>		<b>4,795</b>	<b>(49)</b>
Add: Regulatory income/ (expense) (net)		32	-
Add: Regulatory income/(expense) (net) in respect of earlier years		(33)	-
<b>Profit/(Loss) before tax</b>		<b>4,794</b>	<b>(49)</b>
Current tax	41	1,033	-
Deferred tax charge	41	628	-
MAT credit (entitlement)	41	(216)	-
<b>Tax expense</b>		<b>1,445</b>	<b>-</b>
<b>Profit/(Loss) for the period/year</b>		<b>3,349</b>	<b>(49)</b>
<b>Profit/(Loss) for the period/year attributable to unit holders of Mindspace REIT</b>		<b>3,075</b>	<b>(49)</b>
<b>Profit for the period/year attributable to non-controlling interests</b>		<b>274</b>	<b>-</b>
<b>Other comprehensive income</b>			
<b>A. (i) Items that will not be reclassified to profit or loss</b>			
- Remeasurements of defined benefit liability/ (asset)		(0)	-
<b>(ii) Income tax relating to above</b>			
		-	-
<b>B. (i) Items that will be reclassified to profit or loss</b>			
		-	-
<b>(ii) Income tax relating to above</b>			
		-	-
<b>Other comprehensive income attributable to unit holders of Mindspace REIT</b>		<b>(0)</b>	<b>-</b>
<b>Other comprehensive income attributable to non controlling interests</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period/ year</b>		<b>3,349</b>	<b>(49)</b>
<b>Total comprehensive income/(loss) for the period / year attributable to unit holders of Mindspace REIT</b>		<b>3,075</b>	<b>(49)</b>
<b>Total comprehensive income for the period/year attributable to non controlling interests</b>		<b>274</b>	<b>-</b>
<b>Earnings per unit</b>			
Basic	50	7.74	Not Applicable
Diluted		7.74	Not Applicable
<b>Significant accounting policies</b>			
See the accompanying notes to the Consolidated Financial Statements	3		
	4-64		

\* Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Consolidated Statement of Profit and Loss with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

Nilesh Shah  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

Neel C. Raheja Member DIN: 00029010	Vinod N. Rohira Chief Executive Officer DIN: 00460667	Preeti N. Chheda Chief Financial Officer DIN: 08066703
---	---	--

Place: London  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

Place: Mumbai  
Date: 14-May-2021

## Consolidated Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>A CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	4,794	(49)
Adjustments for:		
Depreciation and amortization expense	1,964	-
Finance costs	1,707	-
Interest income	(133)	-
Provision for doubtful debts (net)	11	-
Gain on redemption of preference shares	(3)	-
Gain on redemption of mutual fund units	(5)	-
Lease Rent	5	-
Liabilities no longer required written back	(40)	-
Inventory written off	1	-
Impairment Loss	176	-
<b>Operating profit/(loss) before working capital changes</b>	<b>8,477</b>	<b>(49)</b>
<b>Movement in working capital</b>		
Decrease in inventories	5	-
(Increase) in trade receivables	(272)	-
Decrease in other non-current financial assets	23	-
(Increase) in other current financial assets	(1,145)	-
Decrease in other non-current assets	14	-
Decrease in other current assets	19	-
Increase in other non current financial liabilities	136	-
Increase in other current financial liabilities	183	49
Increase in other current liabilities and provisions	114	-
Increase in regulatory deferral account (assets / liabilities)	0	-
Increase in trade payables	543	-
<b>Cash generated from operations</b>	<b>8,095</b>	<b>0</b>
Direct taxes paid net of refund received	(571)	-
<b>Net cash generated from operating activities (A)</b>	<b>7,525</b>	<b>0</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditure incurred on investment property and investment property under construction including capital advances, net of capital creditors	(3,555)	-
Purchase of property, plant and equipment and intangible assets	(30)	-
Investment in mutual fund	(9,612)	-
Proceeds from redemption of mutual fund	9,617	-
Movement in fixed deposits	(127)	-
Loans repayment received from body corporates	12,382	-
Purchase of Investments (Preference shares)	(334)	-
Interest received	1,526	-
<b>Net cash generated from investing activities (B)</b>	<b>9,867</b>	<b>-</b>

## Consolidated Statement of Cash Flow

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020*
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from external borrowings	3,542	-
Repayment of external borrowings	(34,785)	-
Proceeds from issue of units	10,000	-
Collection towards Offer For Sale	35,000	-
Payment to Sponsor Group and Blackstone entities in respect of Offer For Sale	(35,000)	-
Proceeds from issue of non-convertible debentures	11,500	-
Expenses incurred towards Initial Public Offering	(264)	-
Non-convertible debentures issue expenses	(70)	-
Proceeds from Corpus	-	0
Payment towards lease liabilities	(16)	-
Dividend paid (including tax)	(3,253)	-
Recovery Expense Fund Deposits	(1)	-
Finance costs paid	(1,697)	-
<b>Net cash (used in) from financing activities (C)</b>	<b>(15,044)</b>	<b>-</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>2,348</b>	<b>0</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>0</b>	<b>-</b>
<b>Cash and cash equivalents acquired due to asset acquisition (refer note 44)</b>	<b>(883)</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,465</b>	<b>0</b>
<b>Cash and cash equivalents comprises (refer note no. 16A &amp; 27)</b>		
Cash on hand	2	-
Balance with banks		
- on current accounts	3,060	0
- in escrow accounts	64	-
Deposit accounts with less than or equal to three months maturity	413	-
Less: Bank overdraft	(2,074)	-
<b>Cash and cash equivalents at the end of the year</b>	<b>1,465</b>	<b>0</b>
<b>Significant accounting policies (refer note 3)</b>		

**Note:**

- The Trust has issued units in exchange for acquisition of assets during the period ended 30 September 2020. The same has not been reflected in Consolidated Statement of Cash Flows for the year ended 31 March, 2021 since these were non-cash transactions. (refer note 44) See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

\* Since Mindspace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Consolidated Statement of Cash Flow with effect from said period i.e. 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

**Nilesh Shah**  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

**Neel C. Raheja**      **Vinod N. Rohira**      **Preeti N. Chheda**  
Member      Chief Executive Officer      Chief Financial Officer  
DIN: 00029010      DIN: 00460667      DIN: 08066703

Place: London      Place: Mumbai      Place: Mumbai  
Date: 14-May-2021      Date: 14-May-2021      Date: 14-May-2021

# Consolidated Statement of changes in Unit holder's Equity

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## A. CORPUS

	Amount
<b>Balance as on 18 November 2019*</b>	-
Corpus received during the period**	0
<b>Balance as on 31 March 2020</b>	<b>0</b>
<b>Balance as on 1 April 2020</b>	<b>0</b>
Additions during the year	-
<b>Closing balance as at 31 March 2021</b>	<b>0</b>

\*\*Corpus received during the period ₹ 10,000 (Rupees Ten Thousand only)

## B. UNIT CAPITAL

	Amount
<b>Balance as on 18 November 2019*</b>	-
Units issued during the period	-
<b>Balance as at 31 March 2020</b>	-
<b>Balance as at 1 April 2020</b>	-
Add: Units issued during the period (refer note 20)	163,080
Less: Issue expenses	(241)
<b>Balance as at 31 March 2021</b>	<b>162,839</b>

## C. OTHER EQUITY

	Amount
<b>Retained Earnings</b>	<b>Amount</b>
<b>Balance as on 18 November 2019*</b>	-
<b>Loss for the period</b>	<b>(49)</b>
<b>Balance as at 31 March 2020</b>	<b>(49)</b>
<b>Balance as at 1 April 2020</b>	<b>(49)</b>
Add: Profit / (loss) for the year	3,075
Add: Other comprehensive income	-
Less: Distribution to Unitholders for the quarter ended 31 December 2020**	(2,835)
<b>Balance as at 31 March 2021</b>	<b>191</b>

\*\* The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of MindSpace REIT under the REIT Regulations.

### Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

\* Since MindSpace REIT was registered pursuant to a trust deed dated 18 November 2019, the management has provided the information in Consolidated Statement of changes in Unit holder's Equity with effect from said period ie 18 November 2019 for the year ended 31 March 2020.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

**Nilesh Shah**  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

<b>Neel C. Raheja</b> Member DIN: 00029010	<b>Vinod N. Rohira</b> Chief Executive Officer DIN: 00460667	<b>Preeti N. Chheda</b> Chief Financial Officer DIN: 08066703
--	--	---

Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
------------------------------------	------------------------------------	------------------------------------

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

### A) Statement of Net Assets At Fair Value (Total)

S. No.	Particulars	As at 31 March 2021	
		Book Value*	Fair Value
A	Assets	222,718	266,099
B	Liabilities**	50,584	50,395
<b>C</b>	<b>Net Assets (A-B)</b>	<b>172,134</b>	<b>215,704</b>
D	Less: Non controlling interests	9,104	10,998
<b>E</b>	<b>Net Assets attributable to MindSpace REIT (C-D)</b>	<b>163,030</b>	<b>204,706</b>
F	No. of units	593,018,182	593,018,182
G	NAV (E/F)	274.92	345.19

\* as reflected in the Balance Sheet

\*\*excluding lease liabilities in Fair value

### Measurement of fair values:

The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

### Valuation technique

The fair value measurement for all of the Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress has been categorized as a Level 2 / Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

### Notes:

1. Project wise break up of Fair value of Assets as at 31 March 2021 is as follows

Particulars	Fair value of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress	Other assets at book value	Total assets*
Intime	17,742	3,293	<b>21,035</b>
KRIT	27,386	6,306	<b>33,692</b>
Sundew	56,926	1,877	<b>58,803</b>
MBPPL			
MBPPL - MindSpace Airoli East	42,699	6,490	<b>80,009</b>
MBPPL - MindSpace Pocharam	2,746		
MBPPL - Commerzone Yerwada	19,606		
MBPPL - The Square, Nagar Road	8,468		
Gigaplex	36,474	289	<b>36,763</b>
Avacado			
Avacado - MindSpace Malad	9,569	2,699	<b>16,173</b>
Avacado - The Square, BKC	3,905		
KRC Infra	-		
KRC Infra - Gera Commerzone Kharadi	18,899	743	<b>25,621</b>
KRC Infra - Camplus	5,979		
Horizonview	6,993	255	<b>7,248</b>
MindSpace REIT	-	24,344	<b>24,344</b>
Less: Eliminations and Other Adjustments*		(37,589)	<b>(37,589)</b>
<b>Total</b>	<b>257,392</b>	<b>8,707</b>	<b>266,099</b>
Less: Non-controlling interest	(11,226)	(1,262)	<b>(12,488)</b>
<b>Total attributable to owners</b>	<b>246,167</b>	<b>7,445</b>	<b>253,611</b>

\* It includes eliminations primarily pertaining to inter company lending / borrowing and consolidation adjustments

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- 2 Other assets at book value excludes capital advances, unbilled revenue and finance lease receivable (which form part of fair valuation of the Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress).
- 3 Gigaplex has made an application for denotification of a part of the SEZ into Non-SEZ. Therefore, the fair valuation has been computed by valuers considering that part as Non-SEZ unit.
- 4 Power Deemed Distribution License operations in Gigaplex, MBPPL and KRC Infra have been valued by the valuer separately using Discounted Cash Flow method.
- 5 Liabilities at book value for calculation of fair value of NAV, excludes lease liability (which is factored in fair valuation of the Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress).

### Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

[Neel C. Raheja](#)  
Member  
DIN: 00029010

Place: London  
Date: 14-May-2021

[Vinod N. Rohira](#)  
Chief Executive Officer  
DIN: 00460667

Place: Mumbai  
Date: 14-May-2021

[Preeti N. Chheda](#)  
Chief Financial Officer  
DIN: 08066703

Place: Mumbai  
Date: 14-May-2021

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### B) Statement of Total Return at Fair Value (Attributable to unit holders of Mindspace REIT)

Total Return - Attributable to unit holders of Mindspace REIT		For the year ended 31 March 2021
S. No.	Particulars	
A	Total comprehensive Income	3,076
B	Add: Changes in fair value not recognized in total comprehensive income (refer note below)	5,548
<b>C (A+B) Total Return</b>		<b>8,624</b>

### Notes:

#### 1 Measurement of fair values:

The fair values of Investment Property, Property, Plant and Equipment, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

- 2 In the above statement, changes in fair value not recognized for the year ended 31 March 2021 have been computed based on the change in fair values from 31 July 2020 (30 July 2020 being the date of acquisition for SPVs) to 31 March 2021 adjusted for change in book value of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 31 July 2020 to 31 March 2021.

- 3 For the purpose of determination of fair values of Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress as at 31 July 2020 (30 July 2020 being the date of acquisition for SPVs), additions to Investment Property, Investment property under construction and Property, Plant and Equipment and Capital work in progress, Capital advances, Unbilled revenue, Finance lease receivable and Lease Liabilities from 1 April 2020 to 31 July 2020 are added to fair value as on 31 March 2020 (as per summary valuation report dated 10 June 2020).

### Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

[Neel C. Raheja](#)  
Member  
DIN: 00029010

Place: London  
Date: 14-May-2021

[Vinod N. Rohira](#)  
Chief Executive Officer  
DIN: 00460667

Place: Mumbai  
Date: 14-May-2021

[Preeti N. Chheda](#)  
Chief Financial Officer  
DIN: 08066703

Place: Mumbai  
Date: 14-May-2021

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## NET DISTRIBUTABLE CASH FLOWS (NDCF) PURSUANT TO GUIDANCE UNDER PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

### (i) Mindspace REIT Standalone

Sr. No.	Description	For the year ended 31 March 2021
1.	Cash flows received from Asset SPVs including but not limited to:	
	• interest	456
	• dividends (net of applicable taxes)	5,344
	• repayment of REIT Funding	-
	• proceeds from buy-backs/ capital reduction (net of applicable taxes)	-
	• redemption proceeds from preference shares or any other similar instrument	-
2.	Add: Proceeds from sale of investments, assets, sale of shares of Asset SPVs, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at Mindspace REIT level adjusted for the following: (3) & (4)	7,620
	• applicable capital gains and other taxes, if any	-
	• debts settled or due to be settled from sale proceeds	-
	• transaction costs	(50)
	• proceeds re-invested or planned to be reinvested in accordance with the REIT regulations	-
	• any acquisition	-
	• investments as permitted under the REIT regulations	-
	• lending to Asset SPVs	(7,570)
	as maybe deemed necessary by the Manager	
3.	Add: Proceeds from sale of investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest in accordance with the REIT Regulations, if such proceeds are not intended to be invested subsequently	-
4.	Add: Any other income received by Mindspace REIT not captured herein	2
5.	Less: Any other expenses paid by Mindspace REIT not captured herein	(72)
6.	Less: Any expense in the nature of capital expenditure at Mindspace REIT level	-
7.	Less: Net debt repayment / (drawdown), redemption of preference shares / debentures / any other such instrument / premiums / any other obligations / liabilities, etc., as maybe deemed necessary by the Manager	-
8.	Add/Less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager (5) & (6)	(24)
9.	Less: Interest paid on external debt borrowing at Mindspace REIT level	-
10.	Less: Income tax and other taxes (if applicable) at the standalone Mindspace REIT level	-
	Net Distributable Cash Flows (NDCF)	<b>5,706</b>

#### Notes:

1. The Governing Board of the Manager to the Trust, in their meeting held on 14 May 2021, has declared distribution to unitholders of ₹ 4.81 per unit which aggregates to ₹ 2,852 million for the quarter ended 31 March 2021. The distributions of ₹ 4.81 per unit comprises ₹ 4.44 per unit in the form of dividend and ₹ 0.37 per unit in the form of interest payment.

Along with distribution of ₹ 4.78 per unit for the quarter ended 31 December 2020, the cumulative distribution for the year ended 31 March 2021 aggregates to ₹ 9.59 per unit. The distribution of ₹ 9.59 per unit comprises ₹ 8.69 per unit in the form of dividend and ₹ 0.90 per unit in the form of interest payment.

2. Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.

3. Lending to SPVs from fund raised at REIT level before 1 October 2020 has been excluded for the purpose of NDCF calculation.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- Repayment of REIT funding which is further lent to SPVs has been captured under "Liquidation of assets"
- Lending to and repayment from SPVs within the same quarter has been adjusted under "Other Adjustments"
- Borrowing from and repayment to SPVs within the same quarter has been adjusted under "Other Adjustments"

### Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for [Deloitte Haskins & Sells LLP](#)  
Chartered Accountants  
Firm's registration number: 117366W/W-100018

[Nilesh Shah](#)  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

for and on behalf of the Governing Board of  
[K Raheja Corp Investment Managers LLP](#)  
(acting as the Manager to Mindspace Business Parks REIT)

<a href="#">Neel C. Raheja</a> Member DIN: 00029010	<a href="#">Vinod N. Rohira</a> Chief Executive Officer DIN: 00460667	<a href="#">Preeti N. Chheda</a> Chief Financial Officer DIN: 08066703
---	---	--

Place: London Date: 14-May-2021	Place: Mumbai Date: 14-May-2021	Place: Mumbai Date: 14-May-2021
------------------------------------	------------------------------------	------------------------------------

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016 ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016 NET DISTRIBUTABLE CASH FLOWS (NDCF) PURSUANT TO GUIDANCE UNDER PARAGRAPH 6 TO SEBI CIRCULAR NO. CIR/IMD/DF/146/2016

### (ii) Calculation of net distributable cash flows at each Asset SPV

For the year ended 31 March 2021 pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sr. No.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination (4)	Total
1.	<b>Profit after tax as per Statement of profit and loss/income and expenditure (standalone) (A)</b>	105	1,357	(606)	177	(28)	524	671	901	-	3,101
2.	Add: Depreciation and amortization as per Statement of profit and loss/income and expenditure	37	220	60	172	71	17	17	153	-	747
3.	Add/less: Loss/gain on sale of real estate assets	-	-	-	-	-	-	-	-	-	-
4.	Add: Proceeds from sale of real estate assets, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at the Asset SPV level adjusted for the following:	2,170	2,370	220	2,430	860	250	315	4,380	(1,925)	11,070
	• debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
	• transaction costs	-	-	-	-	-	-	-	-	-	-
	• proceeds re-invested or planned to be reinvested in accordance with the REIT Regulations	-	-	-	-	-	-	-	-	-	-
	• any acquisition	-	-	-	-	-	-	-	-	-	-
	• investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-	-	-
5.	Add: Proceeds from sale of real estate assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
6.	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager.	45	1	267	(11)	172	(9)	2	30	-	497
	For example, any decrease/increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	-	-	-	-	-	-	-	-	-	-
7.	Add: Cash flow received from Asset SPV and investment entity, if any including (applicable for Holdco only, to the extent not covered above):	-	-	-	-	-	-	-	-	-	-
	• repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-	-	-	-
	• proceeds from buy-backs/ capital reduction	-	-	-	-	-	-	-	-	-	-
8.	Add: Interest on borrowings from Mindspace REIT	90	44	167	124	19	-	-	12	-	456
9.	Add/less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager <sup>(2,3, &amp; 5)</sup>	213	226	(32)	373	(316)	141	485	(465)	-	625
10.	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Mindspace REIT), overheads, etc.	(82)	(80)	(195)	(615)	(1,294)	(6)	(231)	(156)	-	(2,659)

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sr. No.	Description	Avacado	MBPPL	Horizonview	Gigaplex	KRC Infra	Intime	KRIT	Sundew	Elimination (4)	Total
11.	Less: Net debt repayment / (drawdown) / redemption of preference shares / debentures / any other such instrument / premiums / accrued interest / any other obligations / liabilities etc., to parties other than Mindspace REIT, as may be deemed necessary by the Manager	(2,086)	(2,136)	272	(1,817)	476	0	71	(3,420)	805	(7,855)
12.	Less: Proceeds to shareholders other than Mindspace REIT through buyback of shares/ capital reduction/ dividend paid on preference or equity capital, buyback distribution tax if any paid on the same, and further including buyback distribution tax, if applicable on distribution to Mindspace REIT <sup>(6)</sup>	-	-	-	-	-	(114)	(149)	(155)	-	(418)
	<b>Total Adjustments (B)</b>	<b>387</b>	<b>645</b>	<b>759</b>	<b>656</b>	<b>(12)</b>	<b>279</b>	<b>510</b>	<b>379</b>	<b>(1,120)</b>	<b>2,483</b>
	<b>Net Distributable Cash Flows (C) = (A+B)</b>	<b>492</b>	<b>2,002</b>	<b>153</b>	<b>833</b>	<b>(40)</b>	<b>803</b>	<b>1,181</b>	<b>1,280</b>	<b>(1,120)</b>	<b>5,584</b>

**Note 1:** Statement of Net Distributable Cash Flows have been disclosed from 1 October 2020 since the first distribution of the REIT as stated in the Final Offer Document was made upon completion of the first full quarter after the listing of the Units on the Stock Exchanges i.e. 31 December 2020.

**Note 2:** Lending to and repayment from REIT within the same quarter has been adjusted under "Other Adjustments".

**Note 3:** Borrowing from and repayment to REIT within the same quarter has been adjusted under "Other Adjustments".

**Note 4:** For the purpose of eliminations, repayment of Inter SPV loans and repayment of loans from REIT (further lent to Asset SPVs) is considered.

**Note 5:** During the half year ended 31 March 2021, a total amount of ₹ 603 million has been booked in other adjustments pursuant to lease commencement of fit outs.

**Note 6:** As per Chapter V, clause 16(a) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time, the entity is required to distribute not less than 90% of net distributable cash flows of the entity to Mindspace REIT in proportion of its holding in the SPV subject to applicable provisions in the Companies Act, 2013. As per distribution policy adopted by the governing board of Mindspace REIT's Manager (K Raheja Corp Investment Managers LLP), any proceeds to shareholders other than Mindspace REIT is reduced to arrive at net distributable cash flows (NDCF).

The above note has been prepared as per the distribution policy adopted by the governing board of Mindspace REIT's Manager, which is forming part of the Final offer document of Mindspace REIT and does not represent amount available for declaring dividend as per section 123 of the Companies Act, 2013 read with Declaration and Payment of Dividend Rules 2014.

### Significant accounting policies - refer note 3

See the accompanying notes to the Consolidated Financial Statements - refer note 4-64

As per our report of even date attached.

for Deloitte Haskins & Sells LLP  
Chartered Accountants

Firm's registration number: 117366W/W-100018

Nilesh Shah  
Partner  
Membership number: 49660

Place: Mumbai  
Date: 14-May-2021

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

Neel C. Raheja  
Member  
DIN: 00029010

Place: London  
Date: 14-May-2021

Preeti N. Chheda  
Chief Financial Officer  
DIN: 08066703

Place: Mumbai  
Date: 14-May-2021



# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 1 ORGANIZATION STRUCTURE

The consolidated financial statements ('Consolidated Financial Statements') comprise financial statements of MindSpace Business Parks Real Estate Investment Trust ('MindSpace Business Parks REIT/ MindSpace REIT'), its SPVs MindSpace Business Parks Private Limited ('MBPPL'), Gigaplex Estate Private Limited ('Gigaplex'), Sundew Properties Limited ('Sundew') Intime Properties Limited ('Intime'), K. Raheja IT Park (Hyderabad) Limited ('KRIT'), KRC Infrastructure and Projects Private Limited ('KRC Infra'), Horizonview Properties Private Limited ('Horizonview'), Avacado Properties and Trading (India) Private Limited ('Avacado') (individually referred to as 'Special Purpose Vehicle' or 'SPV' and together referred to as 'MindSpace Business Parks Group'/MindSpace Group'). The SPVs are companies domiciled in India.

Anbee Constructions LLP ('ACL') and Cape Trading LLP ('CTL') collectively known as (the 'Sponsors' or the 'Co-Sponsors') have set up the 'MindSpace Business Parks REIT' as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 18th November 2019 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 having registration number RN:IN/REIT/19-20/003. The

Trustee to MindSpace REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for MindSpace REIT is K Raheja Corp Investment Managers LLP (the 'Investment Manager').

The objectives and principal activity of MindSpace REIT is to carry on the activity of a real estate investment trust, as permissible under the REIT Regulations, to raise funds through the REIT, to make Investments in accordance with the REIT Regulations and the Investment Strategy and to carry on the activities as may be required for operating the REIT, including incidental and ancillary matters thereto.

MindSpace REIT acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone entities in the SPVs on 30 July 2020. In exchange for these equity interests, the above shareholders have been allotted 55,66,54,582 Units of MindSpace Parks REIT issued at ₹ 275 each.

MindSpace REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 4 August 2020. All these units were subsequently listed on the Bombay Stock Exchange (BSE Limited) and National Stock Exchange (NSE) on 7 August 2020."

The brief activities and shareholding pattern of the SPVs are provided below:

Name of the SPV	Activities	Shareholding (in percentage) upto 30 July 2020	Shareholding (in percentage) as at 31 March 2021
MBPPL	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai), Pune and Pocharam (Hyderabad). The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 9 April 2015.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (10.58%) Mrs. Jyoti C. Raheja jointly with Mr. Chandru L. Raheja (8.01%) Capstan Trading LLP (8.01%) Casa Maria Properties LLP (8.01%) Palm Shelter Estate Development LLP (8.01%) K. Raheja Corp Private Limited (6.47%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (7.37%) Anbee Constructions LLP (6.37%) Cape Trading LLP (6.37%) Raghukool Estate Development LLP (5.26%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%) Others (3.17%)	MindSpace Business Parks REIT: 100%

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Shareholding (in percentage) upto 30 July 2020	Shareholding (in percentage) as at 31 March 2021
Gigaplex	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The SPV has its projects in Airoli (Navi Mumbai).The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Airoli, Navi Mumbai from 19 April 2016.	K Raheja Corp Private Limited (58.90%) Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja (37.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (3.59%) Others (0.01%)	MindSpace Business Parks REIT: 100%
Sundew	The SPV is engaged in development and leasing/licensing of IT park, SEZ to different customers in Hyderabad.	Genext Hardware & Parks Private Limited (19.20%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11.00%) Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja (9.97%) Casa Maria Properties LLP (5.85%) Raghukool Estate Development LLP (5.85%) Capstan Trading LLP (5.85%) Palm Shelter Estate Development LLP (5.85%) Anbee Constructions LLP (5.23%) Cape Trading LLP (5.23%) Others (11.02%)	MindSpace Business Parks REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
Intime	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	Chandru Raheja jointly with Jyoti Raheja (23.98%) BREP Asia SG Pearl Holding (NQ) Pte Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11.00%) Casa Maria Properties LLP (6.12%) Raghukool Estate Development LLP (6.12%) Capstan Trading LLP (6.12%) Palm Shelter Estate Development LLP (6.12%) Anbee Constructions LLP (5.47%) Cape Trading LLP (5.47%) Others (14.65%)	MindSpace Business Parks REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRIT	The SPV is engaged in development and leasing/licensing of IT park to different customers in Hyderabad.	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Andhra Pradesh Industrial Infrastructure Corporation Limited (11.00%) Palm Shelter Estate Development LLP (9.50%) Casa Maria Properties LLP (9.50%) Raghukool Estate Development LLP (9.50%) Capstan Trading LLP (9.50%) Anbee Constructions LLP (8.50%) Cape Trading LLP (8.50%) Ivory Properties And Hotels Private Limited (8.22%) Chandru L. Raheja jointly with Jyoti C. Raheja (6.00%) Others (4.83%)	MindSpace Business Parks REIT: 89% Andhra Pradesh Industrial Infrastructure Corporation Limited (11%)
KRC Infra	The SPV is engaged in real estate development projects such as Special Economic Zone (SEZ) and Information Technology Parks. The SPV has its project in Kharadi Pune.The SPV is a deemed distribution licensee pursuant to which it can distribute power to the SEZ tenants within the Park. It commenced distribution of electricity in its project at Kharadi, Pune from 1 June 2019.	K Raheja Private Limited (42.50%) K Raheja Corp Private Limited (42.50%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) BREP VIII SBS Pearl Holding (NQ) Ltd (0.02%) BREP ASIA SBS Pearl Holding (NQ) Ltd. (0.03%)	MindSpace Business Parks REIT: 100%
Horizonview	The SPV is engaged in development and leasing/licensing of IT park to different customers in Chennai.	Mr. Neel C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) Mr. Ravi C. Raheja jointly with Mr. Chandru L. Raheja and Mrs. Jyoti C. Raheja (42.50%) BREP ASIA SG Pearl Holding (NQ) Pte. Ltd. (14.95%) Others (0.05%)	MindSpace Business Parks REIT: 100%

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Name of the SPV	Activities	Shareholding (in percentage) upto 30 July 2020	Shareholding (in percentage) as at 31 March 2021
Avacado	The SPV has developed an Industrial park for the purpose of letting out to different customers in Paradigm building at Malad-Mumbai and is being maintained and operated by the SPV. The SPV also has a commercial project in Bandra Kurla Complex, Mumbai.	Anbee Constructions LLP (13.18%) Cape Trading LLP (13.18%) Capstan Trading LLP (14.53%) Raghukool Estate Development LLP (14.53%) Casa Maria Properties LLP (14.53%) Palm Shelter Estate Development LLP (14.53%) BREP Asia SG Pearl Holding (NQ) Pte. Ltd (14.95%) Others (0.57%)	Mindspace Business Parks REIT: 100%

## 2 BASIS OF PREPARATION

The Consolidated Financial Statements of Mindspace Business Parks REIT comprise the Consolidated Balance Sheet as at 31 March 2021, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Statement of Cash Flow for the year ended 31 March 2021, the Statement of Changes in Unitholders Equity for the year ended 31 March 2021, the Statement of Net Distributable Cashflows of Mindspace Business Parks REIT and each of the SPVs for the year ended 31 March 2021, the Statement of Total Returns at Fair Value for the year ended 31 March 2021, the Statement of Net Assets at Fair Value as at 31 March 2021 and a summary of the significant accounting policies and select explanatory information and other additional financial disclosures. The Consolidated financial statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations"); Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations (refer note 20 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The Consolidated Financial Statements were authorized for issue in accordance with the resolution passed by the Governing Board of the Manager on 14 May 2021.

Statement of compliance to Ind AS: These Consolidated Financial Statements for the year ended 31 March 2021 have been prepared in accordance with the REIT regulations; Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations as more fully described above and note 20 to the Consolidated financial statements.

## Basis of Consolidation

Mindspace Business Parks Group consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of Mindspace Business parks REIT and its subsidiary SPVs as disclosed in note 1. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The procedure for preparing Consolidated Financial Statements of Mindspace Business Parks Group are stated below:

- The financial statements of Mindspace Business Parks Group are consolidated for like items and intragroup balances and transactions for assets and liabilities, equity, income, expenses and cash flows between entities of Mindspace Business Parks Group are eliminated in full upon consolidation.
- Andhra Pradesh Industrial Infrastructure Corporation Limited, which is a shareholder in Intime, KRIT and Sundew have not agreed to exchange their equity interest in the SPVs (Intime, KRIT and Sundew), thus, Mindspace Business Parks REIT has recorded a non-controlling interests for these SPVs. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.
- The figures in the notes to accounts and disclosures have been Consolidated line by line and Inter-company transactions and balances

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

including unrealized profits are eliminated in full on consolidation.

- MBPPL had applied to the MCA for striking of the name of the four subsidiaries Dices Realcon Pvt Ltd, Sampada Eastpro Pvt Ltd, Happy Eastcon Pvt Ltd, Educator Protech Pvt Ltd on 19 March 2019. The application was processed and the Ministry of Corporate Affairs vide order dated 10.02.2021, 17.03.2021, 04.02.2021, 19.02.2021 issued Notice of Strike off resulting in dissolution of the below four subsidiaries. Accordingly, actual write off of investment has been made in the financial year ending 31st March 2021 and consequently the provision for impairment loss made is reversed. Further, in view of the current status of striking off notice, no consolidation for subsidiaries is required.
- Mindspace Business Parks Group holds 4% of the equity share capital of Stargaze Properties Private Limited, a company involved in the real estate development. Mindspace Business Parks Group is of the view that it is not able to exercise significant influence over Stargaze Properties Private Limited and hence it has not been accounted using equity method.

## 3 SIGNIFICANT ACCOUNTING POLICIES

- Functional and presentation currency

The Consolidated Financial Statements are presented in Indian rupees, which is Mindspace Business Parks Group's functional currency and the currency of the primary economic environment in which Mindspace Business Parks Group operates. All financial information presented in Indian rupees has been rounded off to nearest million except otherwise stated.

- Basis of measurement

The Consolidated Financial Statements are on the historical cost basis, except for the following:

- Certain financial assets and liabilities (refer accounting policy regarding financial instrument): measured at fair values;
- Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan.

- Use of judgements and estimates

The preparation of the Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires

management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimated and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements is included in the following notes:

- Presentation of "Unit Capital" as "Equity" in accordance with the REIT Regulations instead of compound instrument (note 20)
- Estimation of lease term for revenue recognition
- Estimation of useful life of property, plant and equipment and investment property
- Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used and income taxes.
- Impairment and Fair valuation of Investment Property, Investment property under construction, Property, plant and equipment and Capital work-in-progress
- Recognition and measurement of provisions for contingencies and disclosure of contingent liabilities (note 45)
- Applying the concentration test for acquisition made during the year.

Mindspace Group has applied judgment in determining whether the acquisition of SPVs during the year are considered to be asset acquisitions or business combinations. Mindspace Group has also applied the optional concentration test available under Ind AS 103. Significant judgement involved in allocating the cost of the acquisition to the assets and liabilities acquired based upon their relative fair values determined by independent valuers at the acquisition date, and no goodwill is recognized. – refer note 44 on Asset acquisition.

- Current versus non-current classification

Mindspace Business Parks Group presents assets and liabilities in the Consolidated Balance Sheet based on current/ non-current classification:

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Mindspace Business Parks Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Mindspace Business Parks Group has identified twelve months as its operating cycle.

## (e) Measurement of fair values

Mindspace Business Parks Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Mindspace Business Parks Group has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, Mindspace Business Parks Group uses

observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

## 3.1 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract are measured initially at the fair value and in accordance with Ind AS 109 unless on a case to case basis company elects to account for financial guarantee as Insurance Contracts as specified under Ind AS 104.

## 3.2 Property, plant and equipment

### (a) Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is charged when the assets are ready for their intended use. Purchase price or construction cost is defined as any consideration paid or fair value of any other consideration given to acquire the asset.

### (b) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to Mindspace Business Parks Group. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to Mindspace Business Parks Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## (c) Depreciation

Depreciation / amortization is provided using straight line method as per the useful life of the assets estimated by the management over the balance useful life. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Companies Act 2013, are listed in the table below. Depreciation on addition / deletion of property, plant and equipment made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)	
	Power assets	Other assets
Right to use - Leasehold land	Balance	-
	Lease term	
Buildings*	75/90	-
Plant and machinery	15	15
Electrical installation*	15	15
Computers	3	3
Temporary Structure*	-	1
Office equipment*	4	4
Furniture and fixtures*	-	7
Vehicles*	-	5

\*For these class of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Companies Act, 2013.

- (1) Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.
- (2) Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition.
- (3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

## (d) De-recognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Consolidated Statement of Profit and Loss.

## (e) Capital work in progress

Property, plant and equipment under construction is disclosed as capital work in progress which is carried at cost less any recognized impairment losses. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid and expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under other non current assets as advances on capital account and capital work-in-progress respectively.

## 3.3 Intangible assets

### (a) Recognition and measurement

An intangible asset is an identifiable non-monetary asset without physical substance. Intangible assets with finite useful lives that are acquired separately are initially measured at its cost and then carried at the cost less accumulated amortization and impairment, if any. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less impairment, if any.

### (b) Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in the Consolidated Statement of Profit and Loss as incurred.

### (c) Amortization

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortization is recognized in the Consolidated Statement of Profit and Loss on a straight line method over the estimated useful lives of intangible assets, from the date that they are available for use.

Asset group	Estimated Useful Life (in years)	
	Power assets	Other assets
Computer Softwares		3
Trademarks		10

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

### (d) De-recognition

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal, gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Consolidated Statement of Profit and Loss when the asset is derecognized.

### 3.4 Investment property

#### (a) Recognition and measurement

Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by MindSPACE Business Parks Group are classified as investment property.

Investment properties are initially recognized at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirement of Ind AS 16's requirements for cost model i.e. Cost less depreciation less impairment losses, if any. Depreciation is charged when the investment property is ready for its intended use. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project. Plant and machinery, furniture and fixtures, office equipment and electrical equipments which are physically attached to the commercial buildings are considered as part of investment property. Acquisitions and disposals are accounted for at the date of completion of acquisitions and disposals.

#### (b) Subsequent expenditure

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to MindSPACE Business Parks Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

#### (c) Depreciation

Depreciation / amortization is provided using straight line method as per the useful life of the assets

estimated by the management over the balance useful life. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Companies Act 2013 and listed in the table below. Depreciation on addition / deletion of investment property made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

Asset group	Estimated Useful Life (in years)
Right to use - Leasehold land	Balance Lease term
Buildings*	75/90
Infrastructure and development	15
Roadwork*	15
Plant and machinery	15
Office equipment*	4
Furniture and fixtures*	7
Electrical installation*	15

\* For these class of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Companies Act, 2013.

Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

Assets individually costing less than ₹ 5,000 are fully written off in the year of acquisition.

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

#### (d) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Statement of Net assets at Fair Value.

#### (e) De-recognition

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss in the period in which the property is de-recognized.

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### (f) Investment properties under construction

Property that is being constructed for future use as investment property is accounted for as investment property under construction until assets are ready for their intended use.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment properties under construction represent the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

Advance paid for acquisition of investment property which are not ready for their intended use at each balance sheet date are disclosed under other non current assets as capital advance.

### 3.5 Impairment of assets

MindSPACE Business Parks Group assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, MindSPACE Business Parks Group estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognized in the Consolidated Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Consolidated Statement of Profit and Loss.

### 3.6 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. Borrowing costs consist of interest and other costs that an entity incurs in connection with the

borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalization rate used to determine the amount of borrowing costs to be capitalized is the weighted average interest rate applicable to the general borrowings. Capitalization of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalization of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost incurred by the SPVs on inter-company loans is continued to be capitalized only to the extent MindSPACE Group has incurred external borrowing cost.

### 3.7 Inventories

#### (a) Measurement of inventory

Inventories comprise of building material and components. Contractual work in progress, in respect of third party customers, is classified as work in progress. MindSPACE Business Parks Group measures its inventories at the lower of cost and net realizable value.

#### (b) Cost of inventories

The cost of inventories of building material and components and work in progress comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

#### (c) Net realizable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### 3.8 Revenue recognition

#### (a) Facility rentals

Revenue from property leased out under an operating lease is recognized over the lease term on a straight line basis, except where there is an uncertainty of ultimate collection.

#### (b) Revenue from works contractual services

Revenue from works contractual service is accounted for on the basis of completion of work as per the specification and agreement with the customer.

#### (c) Maintenance services

Maintenance income is recognized over a period of time for services rendered to the customers.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## (d) Revenue from power supply

Revenue from power supply is accounted for on the basis of billings to consumers and includes unbilled revenues accrued up to the end of the accounting year. MindSpace Business Parks Group determines surplus/deficit i.e. excess/ shortfall of aggregate gain over return on equity entitlement for the period in respect of its operations based on the principles laid down under the respective Tariff Regulations as notified by Maharashtra Electricity Regulatory Commission (MERC), on the basis of the tariff order issued by it. In respect of such surplus/deficit, appropriate adjustments as stipulated under the regulations are made during the period. Further, any adjustments that may arise on annual performance review by the MERC under the tariff regulations is made after the completion of such review.

## (e) Finance Lease

For assets let out under finance lease, MindSpace Business Parks Group recognizes a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

## (f) Sale of surplus construction material and scrap

Revenue from sale of surplus construction material is recognized on transfer of risk and rewards of ownership which is generally on dispatch of material.

### 3.9 Recognition of dividend income, interest income:

- Dividend income is recognized in profit or loss on the date on which MindSpace REIT group has right to receive payment is established.
- Interest income is recognized on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.
- Delayed payment charges and interest on delayed payments are recognized, on time proportion basis, except when there is uncertainty of ultimate collection.

### 3.10 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income in which case, the current and deferred tax are also recognized in equity and other comprehensive income respectively.

## (a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

## (b) Deferred tax

Deferred tax asset/liability is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured that are expected to apply to the period when the asset is realized or the liability is settled, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which MindSpace Business Parks Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that MindSpace Business Park Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

For operations carried out under tax holiday period (80IA benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends. In the situations where one or more units of the Group are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

## (c) Minimum Alternate Tax (MAT)

MAT credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and shown as MAT credit entitlement under deferred tax assets. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

### 3.11 Earnings per unit (EPU):

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unit holders of MindSpace REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the

weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per unit or increase loss per units are included.

### 3.12 Provisions, contingent liabilities and contingent assets

Provisions are recognized when MindSpace Business Parks Group has a present legal or constructive obligation as a result of a past event, it is probable that MindSpace Business Parks Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of MindSpace Business Parks Group.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

### 3.13 Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Consolidated Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the year-end and not covered by forward contracts, are translated at the year-end at the closing exchange rate and the resultant

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

exchange differences are recognized in the Consolidated Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

## 3.14 Leases

As a Lessor

Mindspace Business Parks Group enters into lease agreements as a lessor with respect to some of its investment properties.

Leases for which Mindspace Business Parks Group is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When Mindspace Business Parks Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of Mindspace Business Parks Group's net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on Mindspace Business Parks Group's net investment outstanding in respect of the leases.

As a Lessee

Mindspace Business Parks Group assesses whether a contract is or contains a lease, at inception of a contract. Mindspace Business Parks Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, Mindspace Business Parks Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined,

Mindspace Business Parks Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Consolidated balance sheet as Lease Liability.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Mindspace Business Parks Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever Mindspace Business Parks Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

and measured under Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets'. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. Mindspace Business Parks Group applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 3.4. Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Consolidated Statement of Profit and Loss.

## 3.15 Financial instruments

### 1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognized when Mindspace Business Parks Group becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Consolidated Statement of Profit and Loss.

### 2 Financial assets:

#### (a) Classification of financial assets:

- Mindspace Business Parks Group classifies its financial assets in the following measurement categories:
  - those to be measured subsequently at fair value (either through other comprehensive income, or through the Consolidated Statement of Profit and Loss), and
  - those measured at amortized cost.
- The classification is done depending upon Mindspace Business Parks Group's business model for managing the financial assets and the contractual terms of the cash flows.
- For investments in debt instruments, this will depend on the business model in which the investment is held.

- Mindspace Business Parks Group reclassifies debt investments when and only when its business model for managing those assets changes.

### (b) Subsequent Measurement

#### (i) Debt instruments:

Subsequent measurement of debt instruments depends on Mindspace Business Parks Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which Mindspace Business Parks Group classifies its debt instruments:

#### Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

#### Financial assets at fair value through the Consolidated Statement of Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through the Consolidated Statement of Profit and Loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the Consolidated Statement of Profit and Loss.

#### (ii) Equity instruments:

Mindspace Business Parks Group subsequently measures all equity investments at fair value. There are two measurement categories into which Mindspace Business Parks Group classifies its equity instruments:

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless MindSPACE Business Parks Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

## Investments in equity instruments at FVTOCI:

On initial recognition, MindSPACE Business Parks Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Consolidated Statement of Profit and Loss on disposal of the investments, but is transferred to retained earnings.

### (c) Impairment of financial assets:

MindSPACE Business Parks Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, MindSPACE Business Parks Group measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, MindSPACE Business Parks Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

### (d) De-recognition of financial assets:

A financial asset is primarily de-recognized when:

- the right to receive cash flows from the asset has expired, or
- MindSPACE Business Parks Group has transferred its rights to receive cash flows from the asset; and

MindSPACE Business Parks Group has transferred substantially all the risks and rewards of the asset, or

MindSPACE Business Parks Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognized in Consolidated Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by the SPV is recognized as a separate asset or liability.

## 3 Financial liabilities and equity instruments

### (a) Classification as debt or equity

Financial liabilities and equity instruments issued by MindSPACE Business Parks Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### (b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of MindSPACE Business Parks Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of MindSPACE Business Parks Group's own equity instrument is recognized and deducted directly in equity. No gain or loss is recognized in the Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of MindSPACE Business Parks Group's own equity instruments.

### (c) Compound financial instruments

The component parts of compound financial instruments issued by MindSPACE Business Parks Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of MindSPACE Business Parks Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible instrument using the effective interest method.

### (d) Financial Liabilities

#### • Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Consolidated Statement of Profit and Loss, or b) at amortized cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

MindSPACE Business Parks Group's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments. Subsequent measurement of financial liabilities depends on their classification as fair value through the Consolidated Statement of Profit and Loss or at amortized cost. All changes in fair value of financial liabilities classified as FVTPL are recognized in the Consolidated Statement of Profit and Loss. Amortized cost category is applicable to loans and borrowings, trade and other payables. After initial recognition the financial liabilities are measured at amortized cost using the Effective Interest Rate method.

#### • Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in the Consolidated Statement of Profit and Loss when the liabilities are derecognized.

## 4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when

there is a currently enforceable legal right to offset the recognized amounts and there is an intention either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

## 3.16 Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand, demand deposits, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 3.17 Statement of Cash flow

Cash flow is reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of MindSPACE Business Parks Group are segregated. For the purpose of the Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of MindSPACE Business Parks Group's cash management.

As per para 8 of Ind AS 7 "where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. Bank overdraft, in the Consolidated Balance Sheet, is included as 'borrowings' under Financial Liabilities.

## 3.18 Employee benefits plan

### Disclosure pursuant to Ind AS – 19 'Employee benefits'

#### (1) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognized in the year in which the employee rendered the related services. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the year.

#### (2) Long term employee benefits

##### Defined contribution plans

Contributions to defined contribution schemes such as provident fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. MindSPACE Business Parks Group's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense. The above benefits are classified as defined contribution

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

schemes as Mindspace Business Parks Group has no further defined obligations beyond the monthly contributions.

## Defined benefit plan

Mindspace Business Parks Group's gratuity benefit scheme is a defined benefit plan. Mindspace Business Parks Group has determined the gratuity liability based on internal calculation based on the number of years completed and last drawn basic salary as mentioned in the Payment of Gratuity Act, 1972. The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries / SPVs using the projected unit credit method. The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Consolidated Statement of Profit and Loss.

## Other long term employee benefits - Compensated absences

Benefits under compensated absences are accounted as other long-term employee benefits. Mindspace Business Parks Group has determined the liability for compensated absences based on internal calculation which is determined on the basis of leave credited to employee's account and the last drawn salary. Mindspace Business Parks Group's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation / by SPVs using the projected unit credit method. Remeasurement is recognized in the Consolidated Statement of Profit and Loss in the period in which they arise. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability.

## 3.19 Statement of net assets at fair value

The disclosure of Statement of Net Assets at Fair Value comprises of the fair values of the real estate assets and facility management business as well as book

values of the total liabilities and other assets of all SPVs consolidated. The fair value of the real estate assets and facility management business are reviewed regularly by the independent property valuer taking into consideration market conditions existing at the reporting date, using generally accepted market practices. The independent valuer is leading independent appraiser with a recognized and relevant professional qualification and experience. Such independent appraisals are carried out on half yearly basis.

## 3.20 Statement of total returns at fair value

The disclosure of total returns at fair value comprises of the total Comprehensive Income as per the Consolidated Statement of Profit and Loss and Other Changes in Fair Value of investment property, investment property under construction, property, plant and equipment and capital work in progress where the cost model is followed which were not recognized in total Comprehensive Income.

## 3.21 Earnings before finance costs, depreciation and amortization, regulatory income / expense and tax

Mindspace Business Parks Group has elected to present earnings before interest, depreciation and amortization, regulatory income / expense and tax as a separate line item on the face of the Consolidated Statement of Profit and Loss. Mindspace Business Parks Group measures earnings before interest, depreciation and amortization, regulatory income / expense and tax on the basis of profit/(loss) from continuing operations.

## 3.22 Subsequent events

The Consolidated Financial Statements are adjusted to reflect events that occur after the reporting date but before the Consolidated Financial Statements are issued. The Consolidated Financial Statements have their own date of authorization, which differs from that of the financial statements of the entities which are part of Mindspace REIT group. Therefore, when preparing the Consolidated Financial Statements, management considers events up to the date of authorization of these financial statements.

## 3.23 Errors and estimates

Mindspace Business Parks Group revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Consolidated financial statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

## 3.24 Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognized in the Consolidated Statement of Profit and Loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortized or depreciated, and any equity-accounted investee is no longer equity accounted.

## 3.25 Segment Information

### Primary segment information

The primary reportable segment is business segments.

### Business segment

Mindspace Business Parks Group is organized into the two operating divisions - 'real estate', and 'power distribution', which are determined based on the internal organization and management structure of Mindspace Business Parks Group and its system of internal financial reporting and the nature of its risks and its returns. The Governing Board of the manager has been identified as the chief operating decision maker (CODM). CODM evaluates Mindspace Business Parks Group's performance, allocates resources based on analysis of various performance indicators of Mindspace Business Parks Group as disclosed below.

### Real estate

Real estate comprises development of project/property under special economic zone (SEZ), information technology parks (IT parks) and other commercial project/building. After development of the project/property, the same is leased out to the different customers. Real Estate will also include Facilities Maintenance services received from tenants for common area maintenance (CAM) services. Mindspace Business Parks Group has its project/property in Mumbai, Hyderabad, Pune and Chennai. Mindspace Business Parks Group executes works contracts for construction of buildings based on customers specification and requirements.

### Power distribution

The state power regulator has taken on record the SEZ developer MBPPL, Gigaplex, Sundew and KRC Infra as Deemed Distribution Licensee for Power. The approved SPV being Deemed Distributor, supplies power to customers within the notified SEZ.

## Secondary segment information

Mindspace Business Parks Group's operations are based in India and therefore Mindspace Business Parks Group has only one geographical segment - India.

## 3.26 Non-controlling interests

Non-controlling interests represent the share of reserves and capital attributable to the shareholders of the SPVs who have not agreed to exchange their shares in the SPVs for units of Mindspace REIT and will not become the unitholders of Mindspace REIT. Below is the list of shareholders of the SPVs for whom non-controlling interest has been recognized. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

SPV	Shareholder	% Holding in SPV (As on reporting date)
KRIT	Andhra Pradesh Industrial Infrastructure Corporation Limited	11.0%
Intime	Andhra Pradesh Industrial Infrastructure Corporation Limited	11.0%
Sundew	Andhra Pradesh Industrial Infrastructure Corporation Limited	11.0%

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of Mindspace REIT and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance.

## 3.27 Cash distribution to unit holders

The Group recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Governing Board of the Manager. A corresponding amount is recognized directly in equity.

## 3.28 Applicability of new and revised Ind AS:

New and amended standards adopted by the Mindspace REIT.

Mindspace REIT has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2020:

- Definition of material - amendments to Ind AS 1 and Ind AS 8
- Definition of business - amendments to Ind AS 103
- Covid-19 related concessions - amendments to Ind AS 116



# Consolidated Financial Statements

for the year ended 31 March 2021

- Interest rate benchmark reform - amendments to Ind AS 109 and Ind AS 107

The amendments listed above except one related to Ind AS 103 (refer note 44), did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

### 3.29 Distribution Policy

The Net Distributable Cash Flows of Mindspace REIT are based on the cash flows generated from Mindspace REIT's assets and investments.

In terms of the Distribution Policy and the REIT Regulations, not less than 90% of the NDCF of each of the Asset SPVs is required to be distributed to Mindspace REIT, in proportion of their shareholding in the Asset SPV, subject to applicable provisions of the Companies Act or the LLP Act. Presently, NDCF to be received by Mindspace REIT from the Asset SPVs may be in the form of dividends, interest income, principal loan repayment, proceeds of

(All amounts in ₹ million unless otherwise stated)

any capital reduction or buyback from the Asset SPVs, sale proceeds out of disposal of investments if any or assets directly held by Mindspace REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable law.

The Manager is required to and shall declare and distribute at least 90% of the NDCF of Mindspace REIT as distributions ("REIT Distributions") to the Unitholders. Such REIT Distributions shall be declared and made for every quarter of a Financial Year.

- 4 Pursuant to the share acquisition agreements entered between Mindspace REIT, Sponsor Group and Blackstone Entities for acquisition of the shares of the Asset SPVs held by the Sponsor Group and Blackstone Entities, the acquisition was effected on 30 July 2020. However, consolidation of the financials of these Assets SPVs has been done effective 1 August 2020 considering the impact of 1 day operation on the financial results is immaterial.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 5 PROPERTY, PLANT AND EQUIPMENT

#### Reconciliation of carrying amounts for the year ended 31 March 2021

Particulars	Power assets				Other assets				Total		
	Right of use - Leasehold Land	Buildings	Plant and machinery	Electrical Installation	Right of use - Plant & Machinery	Plant and machinery	Electrical Installation	Office equipment		Computers	Furniture and fixtures
<b>Gross block (cost)</b>											
<b>At 18 November 2019</b>	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2020</b>	-	-	-	-	-	-	-	-	-	-	-
<b>At 1 April 2020</b>	-	-	-	-	-	-	-	-	-	-	-
Additions due to Asset acquisition	1	467	711	150	63	238	32	5	1	15	1,683
Additions during the year	-	-	-	-	-	26	2	-	0	(0)	28
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>1</b>	<b>467</b>	<b>711</b>	<b>150</b>	<b>63</b>	<b>264</b>	<b>34</b>	<b>5</b>	<b>1</b>	<b>15</b>	<b>1,711</b>
<b>Accumulated depreciation</b>											
<b>At 18 November 2019</b>	-	-	-	-	-	-	-	-	-	-	-
Charge for the period	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2020</b>	-	-	-	-	-	-	-	-	-	-	-
<b>At 1 April 2020</b>	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	0	4	47	3	5	89	2	3	1	1	155
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>0</b>	<b>4</b>	<b>47</b>	<b>3</b>	<b>5</b>	<b>89</b>	<b>2</b>	<b>3</b>	<b>1</b>	<b>1</b>	<b>155</b>
<b>Carrying amount (net)</b>											
<b>At 31 March 2020</b>	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>1</b>	<b>463</b>	<b>664</b>	<b>147</b>	<b>58</b>	<b>175</b>	<b>32</b>	<b>2</b>	<b>0</b>	<b>14</b>	<b>1,556</b>

Note: refer note 44 for Asset acquisition

#### MBPPL

(a) Power assets of MBPPL have been pledged as security against the borrowings. (Refer note 22)

(b) Leasehold land (power assets) of MBPPL is a part of land (admeasuring 198,997 sq mtrs. in Airoli, Navi Mumbai) which has been acquired on lease by MBPPL from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 31 July 2064. MBPPL has right to renewal of said lease for a further year of 99 years upon payment of premium as may be decided.

#### Sundew

(a) In the year 2013, Sundew had applied to The Andhra Pradesh Electricity Regulatory Commission (APERC) for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in Sundew's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Telangana State Electricity Regulatory Commission (TSERC), the successor to APERC passed an order identifying Sundew as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain conditions including the maintenance of debt equity ratio of 70:30 for power distribution business.

# Consolidated Financial Statements

for the year ended 31 March 2021

(b) Sundew has filed miscellaneous applications before TSERC seeking modification/clarification of its order under regulation 38 & 39 of TSERC (Conduct of business) Regulations 2015 read with Regulations 52(iv) and (v) of the APERC (Distribution License) Regulations, 2013. TSERC disposed off the application without giving any consideration to the modification/clarification application filed. Sundew has filed a separate appeal to Appellate Tribunal of Electricity (APTEL). The matter was heard by APTEL on 2 May 2019 and the case was dismissed on 27 September 2019. Sundew has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India. The Matter is pending before Hon'ble Supreme Court of India.

## 6 INVESTMENT PROPERTY

### Reconciliation of carrying amounts for the year ended 31 March 2021

Particulars	Freehold Land	Right of use - Leasehold Land	Buildings	Infrastructure and development	Roadwork	Plant and machinery	Furniture and fixtures	Electrical installation	Total
<b>Gross block (cost or deemed cost)</b>									
<b>At 18 November 2019</b>	-	-	-	-	-	-	-	-	-
Additions during the period	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
<b>At 31 March 2020</b>	-	-	-	-	-	-	-	-	-
<b>As at 1 April 2020</b>	-	-	-	-	-	-	-	-	-
Additions due to Asset acquisition	70,424	26,206	88,720	3,421	29	5,214	70	888	194,972
Additions during the year	-	-	862	112	-	436	11	113	1,534
Disposals	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>70,424</b>	<b>26,206</b>	<b>89,582</b>	<b>3,533</b>	<b>29</b>	<b>5,650</b>	<b>81</b>	<b>1,001</b>	<b>196,506</b>
<b>Accumulated amortization</b>									
<b>At 18 November 2019</b>	-	-	-	-	-	-	-	-	-
Charge for the period	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
<b>At 31 March 2020</b>	-	-	-	-	-	-	-	-	-
<b>As at 1 April 2020</b>	-	-	-	-	-	-	-	-	-
Charge for the year	-	328	822	195	1	401	10	52	1,809
Disposals	-	-	-	-	-	-	-	-	-
Impairment Loss*	-	-	118	-	-	-	-	-	118
<b>At 31 March 2021</b>	-	<b>328</b>	<b>940</b>	<b>195</b>	<b>1</b>	<b>401</b>	<b>10</b>	<b>52</b>	<b>1,927</b>
<b>Carrying amount (net)</b>									
<b>At 31 March 2020</b>	-	-	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	<b>70,424</b>	<b>25,878</b>	<b>88,642</b>	<b>3,338</b>	<b>28</b>	<b>5,249</b>	<b>71</b>	<b>949</b>	<b>194,579</b>

Note: refer note 44 for Asset acquisition

Investment Property has been pledged as security for borrowings. Refer note 22 for details.

SPVs has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer note 54 for future minimum lease payments in respect of these properties till the expiry of lease term.

(All amounts in ₹ million unless otherwise stated)

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Horizonview

Conveyance of the proportionate share in the land will happen upon handover of 22% of the proportionate share of the constructed area belonging to the landowner as per the Joint Development Agreement.

## Gigaplex

Lease hold land under Gigaplex is a part of land (admeasuring 202,300 sq. mtrs. in Airoli, Navi Mumbai) which has been acquired on lease from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 28 June 2102. Gigaplex has right of renewal of said lease for a period of 95 years upon payment of premium as may be decided.

## MBPPL

Leasehold land (admeasuring 198,997 sq mtrs. in Airoli, Navi Mumbai) has been acquired on lease by MBPPL from Maharashtra Industrial Development Corporation ('MIDC'). The lease is due to expire on 31 July 2064. MBPPL has right to renewal of said lease for a further period of 99 years upon payment of premium as may be decided.

## Amount recognized in Consolidated Statement of Profit and Loss for investment properties:

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Rental Income	10,766	-
Direct operating expenses arising from investment property that generated rental income	1,925	-

## Fair value disclosures:

Particulars	Amount
Fair value as at 31 March 2021	256,508
Fair value as at 31 March 2020	-

## Measurement of fair values of investment property

### Fair value hierarchy:

The fair values of Investment Property, Investment property under construction and Capital work-in-progress are solely based on an independent valuation performed by an external property valuer ("independent valuer"), having appropriately recognized professional qualification and recent experience in the location and category of the properties being valued.

### Valuation technique:

The fair value measurement for all of the Investment Property, Investment property under construction and Capital work-in-progress has been categorized as a Level 2 / Level 3 fair value based on the inputs to the valuation technique used. The valuer has followed a Discounted Cash Flow method, except for valuation of land for future development where the valuer has adopted a mix of Market Approach and Discounted Cash Flow method, as the case may be. The Discounted Cash Flow valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investor return expectations from such properties.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 7 INVESTMENT PROPERTY UNDER CONSTRUCTION

The breakup of investment property under construction comprises upcoming buildings in various parks. The SPV wise details are as follows:

Particulars	As at 31 March 2021
MBPPL*	2,203
Gigaplex	7,579
Sundew	656
KRIT	627
KRC Infra	4,122
Avacado	130
Horizonview	0
<b>Total</b>	<b>15,317</b>

**Note:** refer note 44 for Asset acquisition

### Gigaplex

Gigaplex has land admeasuring 2,02,300 sq. mtrs. at Airoli, Navi Mumbai. Gigaplex has so far constructed 6 buildings for commercial purposes (SEZ & Non-SEZ), part of which has been let out. The lease of the land is due to expire on 28 June 2102. Gigaplex has right of renewal of said lease for a period of 95 years upon payment of premium as may be decided.

### KRC Infra

The cost of construction and other related expenses incurred on building no. G1 for Gera Developments Private Limited is classified under IPUC as on 31 March 2021, since KRC Infra is in the process of finalizing the arrangement with Gera Developments Private Limited.

\*During the year ended 31 March 2021, an impairment loss of ₹ 176 million has been recognized in the Consolidated Statement of Profit and Loss against MindSpace Pocharam, Hyderabad held by MBPPL ('Property') and recorded as "Buildings" under Investment Property and Investment Property under construction in the financial statements of the Group. These assets are used in the Group's "Real estate" segment. The Group has determined this Property as Cash Generating Unit (CGU) of the Group for the purpose of Ind AS 36. The impairment charge arose due to vacancies at the Property and the Group's expectation of longer time to lease the vacant area against earlier estimates, as a result of the existing market conditions due to Covid - 19 pandemic. The recoverable amount of ₹ 2,746 million as at 31 March 2021 as being is the higher of value in use and the fair value of the Property as per Ind AS 36 is considered for impairment and has been determined at the level of the CGU. In determining the fair value of the property as at 31 March 2021, the Independent Valuer has discounted the cash flows at a rate of 12.25% on a pre-tax basis.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 8 OTHER INTANGIBLE ASSETS

Reconciliation of carrying amounts for the year ended 31 March 2021

Particulars	Trademarks
<b>Gross block</b>	
<b>At 18 November 2019</b>	-
Additions during the period	-
Disposals	-
<b>As at 31 March 2020</b>	-
<b>As at 1 April 2020</b>	-
Additions due to Asset acquisition*	0
Additions	1
Disposals	-
<b>At 31 March 2021</b>	<b>1</b>
<b>Accumulated amortization</b>	
<b>At 18 November 2019</b>	-
Charge for the period	-
Disposals	-
<b>As at 31 March 2020</b>	-
<b>As at 1 April 2020</b>	-
Charge for the year	0
Disposals	-
<b>At 31 March 2021</b>	<b>0</b>
<b>Carrying amount (net)</b>	
<b>At 31 March 2020</b>	-
<b>At 31 March 2021</b>	<b>1</b>

\*includes trademark and computer softwares (less than ₹ 0.5 million)

**Note:** refer note 44 for Asset acquisition

## 9 INVESTMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Financial assets</b>		
<b>Investments in equity instruments</b>		
<b>Unquoted equity shares measured at FVTOCI</b>		
2,000 equity shares of Stargaze Properties Private Limited, face value of ₹ 10 each fully paid-up (31 March 2020: Nil)	0	-
<b>Financial assets</b>		
<b>Unquoted Investment in Government Securities at amortized cost</b>		
25,000 7.61% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	3	-
25,000 8.24% GOI 2027 Bond (Face value ₹ 100), (31 March 2020: Nil)	3	-
25,000 7.17% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	2	-
22,000 7.26% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	2	-
22,000 7.06% Central Government Loan (Face value ₹ 100), (31 March 2020: Nil)	2	-
10,000 7.72% GOI 2055 Bond (Face value ₹ 100), (31 March 2020: Nil)	1	-
18,000 7.26% GOI 2029 Bond (Face value ₹ 100), (31 March 2020: Nil)	2	-
28,700 7.40% GOI 2055 Bond (Face value ₹ 100), (31 March 2020: Nil)	3	-
	<b>18</b>	-
<b>Investments measured at cost (gross)</b>	-	-
<b>Investments measured at fair value through profit or loss</b>	-	-
<b>Investments measured at fair value through other comprehensive income</b>	<b>0</b>	-
<b>Investments measured at amortized cost</b>	<b>18</b>	-
<b>Aggregate amount of impairment recognized</b>	-	-
<b>Aggregate amount of quoted investments and market value thereof</b>	-	-
<b>Aggregate amount of unquoted investments</b>	<b>18</b>	-

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 10 OTHER FINANCIAL ASSETS (NON CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Fixed deposits with banks*	201	-
Unbilled revenue	496	-
Finance lease receivable	712	-
Security deposits for development rights	6	-
Security deposits	506	-
Other receivables	6	-
	<b>1,927</b>	<b>-</b>

\*Includes fixed deposits with banks amounting to ₹ 199 million held as lien against loan availed to support debt servicing and bank guarantees.

## 11 DEFERRED TAX ASSETS (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred tax assets (net) (refer note 43)	1,543	-
	<b>1,543</b>	<b>-</b>

## 12 NON-CURRENT TAX ASSETS (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
Advance tax (net of provision for tax)	1,064	-
	<b>1,064</b>	<b>-</b>

## 13 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Capital advances	577	-
Advance to vendors	12	-
Balances with government authorities	24	-
Prepaid expenses	344	-
	<b>957</b>	<b>-</b>

## 14 INVENTORIES (VALUED AT LOWER OF COST AND NET REALIZABLE VALUE)

Particulars	As at 31 March 2021	As at 31 March 2020
Building materials and components	51	-
	<b>51</b>	<b>-</b>

## 15 TRADE RECEIVABLES

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured</b>		
Considered good	214	-
Credit impaired	62	-
Less: loss allowance	(62)	-
	<b>214</b>	<b>-</b>

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 16A CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2021	As at 31 March 2020
Cash on hand	2	-
Balances with banks		
- in current accounts	3,060	0
- in escrow accounts	64	-
- in deposit accounts with original maturity of less than three months	413	-
	<b>3,539</b>	<b>0</b>

## 16B OTHER BANK BALANCES

Particulars	As at 31 March 2021	As at 31 March 2020
Fixed deposits with maturity remaining upto twelve months*	123	-
	<b>123</b>	<b>-</b>

\*Includes fixed deposits with banks amounting to ₹ 122 million held as lien against loan availed to support debt servicing and bank guarantees.

## 17 OTHER FINANCIAL ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Interest receivable		
- on fixed deposits	2	-
Interest accrued but not due		
- from others	41	-
Security deposit for development rights	61	-
Security deposits	23	-
Fixed deposits with banks*	221	-
Unbilled revenue	526	-
Finance lease receivable	209	-
Other receivables		
- Considered good	46	-
- Credit impaired	1	-
Less: loss allowance	(1)	-
	<b>1,129</b>	<b>-</b>

\* fixed deposits with banks amounting to ₹ 221 million held as lien against loan availed to support debt servicing and bank guarantees.

## 18 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Unsecured, considered good</b>		
Deposit / advance for supply of goods and rendering of services	61	-
Balances with government authorities	206	-
Prepaid expenses	244	-
	<b>511</b>	<b>-</b>

## 19 CORPUS

Corpus	Amount
<b>As at 18 November 2020</b>	-
Corpus received during the period*	0
<b>As at 31 March 2020</b>	<b>0</b>
<b>As at 1 April 2020</b>	<b>0</b>
Additions during the year	-
<b>Closing balance as at 31 March 2021</b>	<b>0</b>

\* Corpus received during the previous period ₹ 10,000 (Rupees Ten Thousand only)

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 20 UNIT CAPITAL

A. Unit Capital	No.	Amount
<b>As at 18 November 2020</b>	-	-
Units issued during the year	-	-
<b>As at 31 March 2020</b>	-	-
<b>As at 1 April 2020</b>	-	-
Units issued during the year		
- pursuant to the initial public offer, issued, subscribed and fully paid-up in cash (refer note a (ii) below)	36,363,600	10,000
- in exchange for equity interest in SPVs (refer note a (iii) below)	556,654,582	153,080
Less: Issue expenses	-	(241)
<b>Closing balance as at 31 March 2021</b>	<b>593,018,182</b>	<b>162,839</b>

**Note:** Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

#### (a) Terms/rights attached to Units

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Governing Board of the Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Mindspace Business Parks REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Mindspace Business Parks REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Mindspace Business Parks REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contains equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unitholders' funds have been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Governing Board of Investment Manager.

- (ii) Initial Public Offering of 3,63,63,600 Units for cash at price of ₹ 275 per Unit aggregating to ₹ 10,000 million.
- (iii) Mindspace REIT has acquired the SPVs by acquiring all the equity interest held by the Sponsor Group and Blackstone Entities in the SPVs. The acquisition of equity interest in the SPVs has been done by issue of 55,66,54,582 Units of ₹ 275 each as per the table below.

Name of the SPV	Number of Units allotted for acquiring equity interest held by Sponsor Group and Blackstone entities in SPVs		
	Sponsor group	Blackstone Entities	Total
Avacado	29,304,371	5,171,359	34,475,730
Horizonview	364	64	428
KRC Infra	21,224,693	3,745,522	24,970,215
Gigaplex	47,334,745	372,113	47,706,858
Intime	46,789,935	9,484,426	56,274,361
Sundew	101,943,753	20,664,275	122,608,028
KRIT	77,443,859	15,698,080	93,141,939
Mindspace	150,855,361	26,621,662	177,477,023
<b>Total number of Units issued</b>	<b>474,897,081</b>	<b>81,757,501</b>	<b>556,654,582</b>

#### (b) Unitholders holding more than 5 percent Units in the Trust (other than Sponsor and Sponsor Group)

Name of the unitholder	As at 31 March 2021	
	No of Units	% holding
BREP Asia SG Pearl Holding (NQ) Pte Ltd	54,291,425	9.16%

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

- (c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further the Trust has not issued any units for consideration other than cash from the date of incorporation till the balance sheet date, except as disclosed above.

### 21 OTHER EQUITY\*

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Reserves and Surplus</b>		
Retained earnings	191	(49)
	191	(49)

\*Refer Consolidated Statement of changes in Unit holder's equity for detailed movement in other equity balances.

#### Retained earnings:

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the year, the profit/loss after tax is transferred from the Consolidated Statement of Profit and Loss to the retained earnings account.

### 22 BORROWINGS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured</b>		
<b>Terms loans</b>		
- from banks / financial institutions (refer below notes)	22,064	-
<b>Debentures</b>		
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (i))	4,975	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (ii))	1,981	-
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (iii))	3,719	-
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2) (net of issue expenses, at amortized cost) (31 March 2020: Nil) (refer note (iv))	750	-
	<b>33,489</b>	-

#### Notes:

#### Repayment terms, rate of interest and security details

##### Gigaplex

**Note 1 Axis Bank:** Non current borrowings of ₹ 803 million; Current maturities of long-term debt of ₹ 78 million and Bank overdraft balance of ₹ 207 million.

#### (1) Nature of securities:

- (a) Exclusive EM/ RM (Equitable Mortgage/ Registered Mortgage) charge of Building No.1 along with Pari-Passu charge on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park), Navi Mumbai admeasurements, 202,300 Square Meters.
- (b) Exclusive charge on entire current assets (including receivables, moveable fixed assets and cash flows) and moveable fixed assets, both present and future, of Building No. 1.
- (c) Exclusive charge by way of hypothecation over;
- i) all the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower, in the contracts, agreements, clearances, loss protection covers, etc, pertaining to Building No.1.
- (ii) all the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower in any letter of credit, guarantee, performance bond provided by any counterparty to the Borrower, pertaining to Building No.1.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

(iii) all the rights, titles, interest, benefits, claims and demands whatsoever, of the Borrower in the insurance contracts, policies, insurance proceeds, procured by the Borrower or procured by any of its contractors favouring the Borrower, pertaining to Building No.1.

(d) Exclusive charge over the Escrow Account of Building No.1.

(e) The above loan has been shown as secured loan, however the necessary charge in favour of lender is yet to be created.

## (2) Terms for repayment:

The said loan shall be repaid in structured monthly installment, beginning from the end of the month of the date of first disbursement of rupee term loan. Current Rate of interest is 7.25% p.a. for term loans and 7.30% p.a. for Bank Overdraft.

## Note 2 Housing Development Finance Corporation Limited (HDFC): Short term borrowings of ₹ 500 million from HDFC

### (1) Nature of securities:

Term loans from HDFC Limited are secured by

- Pari-Passu charge by way of registered mortgage on all that piece or parcel of land known as Plot No. IT- 5 in the Trans Thane Creek (T.T.C.) Industrial Area, MIDC (Airoli Knowledge Park), Navi Mumbai admeasurements, 202,300 Square Meters.
- Exclusive charge on receivables of all Buildings except Building No 1.
- Exclusive charge on all Buildings except Building No 1.
- The changes in securities terms on loan from HDFC compared to previous year are subject to no objection certificate from HDFC, which is pending as on 31 March 2021.

### (2) Terms for repayment:

Principal outstanding limits reducing quarterly by variable amount from the 44th month till 72nd month or earlier at HDFC's option. The loan currently carries an interest rate of 8.50% p.a.

### Horizonview

**Axis Bank:** Non current borrowings of ₹ 496 million and Bank Overdraft of ₹ 189 million.

### (1) Nature of securities:

- First and exclusive charge through registered mortgage over units comprising of leasable area of 4.68 lacs sq. ft. i.e. company's share in Tower 'B' located at Poonamallee Road, Porur, Chennai,

alongwith proportionate car parks, open space, amenities and undivided share of land (present and future) with all rights appurtenants there to along with right of way to be herein referred to as "Security Property".

(ii) together with first and exclusive charge by way of hypothecation on Current Assets, Movable Properties, Escrow Account, Receivables and Specific Assets related to above Security Property.

(iii) Guarantee from Mindspace Business Parks REIT.

### (2) Terms of repayment:

Bullet repayment at the end of the month after 36 months from the date of first disbursement. The Lender and the borrower have a put-call option on June 30, 2022 and June 30, 2023. Current Rate of interest for term loan is 7.20% and Bank Overdraft is at 7.25% p.a.

### KRC infra

**The Hong Kong and Shanghai Banking Corporation Limited (HSBC):** Non current borrowings of ₹ 3,966 million; Current maturities of long-term debt of ₹ 206 million and Bank Overdraft of ₹ 886 million.

### (1) Nature of securities:

- Exclusive registered mortgage over project Land & Building for R1 and Exclusive registered mortgage over project Land & Building for R4. SPV is in process of filing requisite forms for creation of charge for loan.
- Exclusive charge over receivables of Building R1 and Exclusive charge over receivables of Building R4.
- Fixed deposit pledged equivalent to 3 months interest and principal (Debt Service Reserve Account -DSRA).

### (2) Terms of repayment:

Repayment in 110 instalments upto February 10, 2030. The loans carry an interest rate of 7.20% p.a and Bank Overdraft is also charged at 7.55% p.a.

### MBPPL

**Note 1 Axis Bank:** Non current borrowings of ₹ 4,798 million; Current maturities of long-term debt of ₹ 294 million and Bank Overdraft of ₹ 397 million.

### (1) Nature of securities:

- Term loan and overdraft from Axis Bank Limited are secured by assignment of lease rent receivable and exclusive charge by way of equitable mortgage of property being all that piece and parcel of land together with the building No.1, 3 and 4 at Airoli constructed thereon.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Exclusive 1st Charge over all the current assets, present and future, including Cash flow / rentals arising out of Building No. 1, 3 & 4. (Excluding the corresponding electricity receivables of Bldg. No. 1, 3 & 4.

Exclusive hypothecation charge on all the movable fixed assets of the property, both present and future.

### (2) Terms of repayment:

Term loan is repayable 168 monthly installments starting from 30 June 2018. Rate of interest is 7.50% p.a.

### (1) Nature of securities:

- Term loan and overdraft from Axis Bank Limited are secured by exclusive charge by way of mortgage of the building No. 2, 7, 8 & 9 (only floor no 6,7,8) alongwith undivided interest in the appurtenant land thereon at Mindspace Airoli East.

Exclusive charge on the future cash flows of lease rentals to be received from and out of the Building 2,7,8,9 (only floor no 6,7,8)."

### (2) Terms of repayment:

Term loan is repayable 156 monthly installments starting from 27 March 2020. Rate of interest is 7.5% p.a.

**Note 2: The Hongkong and Shanghai Banking Corporation Limited (HSBC):** Non current borrowings of ₹ 3,132 million; Current maturities of long-term debt of ₹ 204 million and Bank Overdraft of ₹ 35 million

### (1) Nature of securities:

- All that piece and parcel of demarcated portion of the land admeasuring about 16,292 sq mtrs ("the Building No. 5-6 Portion") together with the building no. 5 and 6 consisting of stilt, 2 parking floors and 8 office floors constructed thereon having a chargeable area of about 0.85 mn sq. ft. which is constructed at Mindspace, Airoli.
- First and exclusive charge on lease rentals from the tenants of building 5 and 6 at Mindspace, Airoli.
- Debt Service Reserve Account (DSRA) of 2 equated monthly installments in the form of Deposit Under Lien.

### (2) Terms of repayment:

Term loan is repayable in 120 ballooning monthly installments beginning from October 2018. The loan currently carries an interest rate of 7.20% p.a. and Bank Overdraft is currently at 7.55% p.a.

**Note 3 HDFC bank:** Non current borrowings of ₹ 1,551 million; Current maturities of long-term debt of ₹ 169 million and Bank Overdraft of ₹ 6 million

### (1) Nature of securities:

- exclusive 1st charge and mortgage of Building No.11 together with undivided proportionate interest in the demarcated portion of the land on which the building no.9, 10, 11 and 12 are constructed at Airoli and exclusive 1st charge and mortgage of Building No. 14 together with demarcated portion of land on which the building no. 14 is constructed at Airoli.
- Exclusive 1st charge on the future cash flows of lease rentals to be received from Building 11 & 14
- Exclusive 1st charge on escrow account opened with HDFC Bank Limited for depositing lease rentals of Building 11 & 14

### (2) Terms of repayment:

Term loan is repayable in 144 monthly installments. Rate of interest for term loan and overdraft is 7.3% p.a.

**Note 4 Kotak Mahindra bank:** Non current borrowings of ₹ 2,785 million; Current maturities of long-term debt of ₹ 269 million.

### (1) Nature of securities:

- first and exclusive charge by way of registered mortgage on land admeasuring approx. 23,400 sq. meters located at Survey No. 35, Hissa No. 9+10+11+12B, Ahmednagar Road, Vadgaon Sheri, Pune - 411014 along with building/ structures constructed/to be constructed thereon admeasuring Approx. 4.63 lakh sq.ft of leasable carpet area and car parking's and on all the movable fixed assets in the building excluding those owned by the lessees;
  - Escrow of receivables from sale/lease/transfer of the property offered as security including all revenues generated from existing and future lessees of the property;
  - An amount equivalent to one months Debt Servicing obligation during the entire Tenure of the Facility shall be maintained in the (DSRA) maintained with KMBL at all times from the date of first disbursement. In case of shortfall in the DSRA, it shall be topped up within 7 business days by Borrower to Guarantor.

- First and exclusive charge by way of registered mortgage on land of 8355.09 sq. mtrs / 2.0645 acres excluding amenity Open Space

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

handed over to Pune Municipal Corporation (admeasuring 1253.26 sq.mtrs / 0.309 acres) located at Nagar Road, Vadgaon Sheri, Haveli, Pune, Maharashtra 411014;

- (ii) The Building known as (Trion IT Park) with total leasable chargeable area of approx. 187,020 sq.ft.s.;
- (iii) Hypothecation and Escrow of receivables from sale/lease/transfer of the Mortgaged Properties including all revenues being generated from existing and future lessees of the building being Trion IT Park; and
- (iv) The existing and future constructions, buildings, development potential of the plot, buildings, benefits, claims, rights, FSI/FAR, TDR and compensation available and to be available in future.

## (2) Terms of repayment:

Term loan is repayable in 144 monthly installments starting from the month after date of first disbursement. Current rate of interest is 7.35% p.a.

## KRIT

**Note 1 Axis Bank:** Overdraft facility of ₹ 72 million

### (1) Nature of securities:

- a) Exclusive charge by way of equitable mortgage of Buildings 1A, 2B, 3B,4A&B, 5,7,8 including proportionate land parcel and buildings constructed thereon
- b) Exclusive charge on entire current assets (including receivables, moveable fixed assets and cash flows) and movable fixed assets, both present and future, pertaining to Buildings 1A, 2B, 3B,4A&B, 5,7,8
- c) First pari passu charge by way of hypothecation over
  - i) all the rights, title, interest, benefits, claims and demands whatsoever, of the Borrower, in the Property Project contracts, agreements, clearances, loss protection covers, etc.
  - ii) all the rights, title, interest, benefits, claim and demands whatsoever, of the Borrower in any letter of credit, guarantee, performance bond provided by any counterparty to the Borrower, pertaining to the subject property
  - iii) all the rights, title, interest, benefits, claim and demands whatsoever, of the Borrower in the insurance contracts, policies, insurance proceeds, procured by the Borrower or procured by any of its contractors favoring the Borrower, pertaining to the Property subject

d) Exclusive charge over the Escrow Account

## (2) Terms of repayment:

Current rate of interest is 8.1% p.a.

## Sundew

**Note 1 The Hong Kong and Shanghai Banking Corporation Limited (HSBC):** Non current borrowings of 4,209 million; Current maturities of long-term debt of ₹ 264 million and Bank Overdraft of ₹ 91 million

### (1) Nature of securities:

Term loan and Bank Overdraft from The Hongkong and Shanghai Banking Corporation Limited is secured by way of charge on all piece and parcel of land admeasuring 15,538.64 sq. mtrs (3.84 acres) together with the building no. 12C having built -up area of about 7.84 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further secured by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.12C bearing Survey no. 64 (part) situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad and also by a lien(including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any renewals thereof from time to time and further, secured by way of charge on all piece and parcel of land admeasuring about 12,008.46 sq. mtrs (2.96 acres) (de-notified SEZ Portion) together with the building no. 11 having built-up area of about 5.79 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.11 bearing Survey no. 64 (part) situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad.

## (2) Terms of repayment:

Repayable in 120 monthly installments of varying amounts commencing from October 2018. The loan currently carries an interest rate of 7.20% p.a. and Bank Overdraft is currently at 7.55% p.a.

**Note 2 Standard Chartered Bank:** Non current borrowings of ₹ 324 million; Current maturities of long-term debt of ₹ 7 million

### (1) Nature of securities:

Terms Loans and Bank Overdraft from Standard Chartered Bank is secured by way of equitable mortgage through deposit of title deeds, over the piece and parcel of the demarcated portion of the land admeasuring about 20,451.58 sq mtrs (5.05 acres) together with the building thereon (Building No. 20) having leasable area admeasuring about 9.06 Lacs sq.ft. bearing Survey No. 64 (part) being and situated at Madhapur Village, Serilingmpally Mandal, Ranga Reddy District, Hyderabad, First and exclusive charge by way of hypothecation over present and future receivables including the lease/rental income from the Mortgaged Properties (Receivables)

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## (2) Terms of repayment:

Repayable in 180 monthly installments. The loan currently carries an interest rate of 7.09% p.a.

## Avacado

**Note 1 ICICI Bank:** Overdraft facility of ₹ 191 million availed.

### (1) Nature of securities:

Secured by way of exclusive charge by way of registered mortgage on all the piece & parcel of land located at Plot no. C-61, admeasuring approx. 3,818.19 square meters, G-Block, Bandra Kurla Complex, Bandra East, Mumbai together with the structure constructed thereon consisting of two basements and ground plus eight upper floors all collectively admeasuring 12,246.43 square meters along with any additional TDR and by way of exclusive charge on movable fixed, current assets and receivables both present and future associated with the Property.

Current rate of Interest is 8.95% p.a.

## Mindspace REIT

- (i) In September 2020, Mindspace REIT issued 5,000 10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 500,00,00,000 (Rupees five hundred crores only). The tenure of the said MLD Series 1 is 577 days from 29 September 2020, being date of allotment of the MLD Series 1 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 29 April 2022. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 30 March 2022. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 29 September 2020, the coupon rate will be 6.80% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of MLD Series 1, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 1 was listed on BSE Limited on 13 October 2020.

### (1) Nature of securities:

MLD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- a) First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 974,500 Sq. Ft. or thereabouts in buildings no. 6, 7 and 8 of Commerzone Yerawada (approx. 178,569 sq ft. in building no. 6, approx. 371,799 sq. ft. in building no. 7 and approx. 424,132 in building no. 8) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 25,313 sq. mtrs on which the said three building no. 6, 7 and 8, out of all those pieces and parcels of larger land are situate, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of MLD Series 1.
- b) A charge on the escrow account in which receivables of the Mortgaged Properties of MBPPL shall be received.
- c) Corporate guarantee executed by MBPPL.

## (2) Terms of Repayment:

- a) MLD Series 1 are redeemable by way of bullet payment at the end of 577 days from the date of allotment, i.e. 29 April 2022.
- b) The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 1 if the rating is downgraded to A+ . 2
- c) Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full (or as the case may be, in part), all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.
- (ii) In December 2020, Mindspace Business Parks REIT issued 2,000 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 1") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 200,00,00,000 (Rupees two hundred crores only) with a coupon rate of 6.45% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 31 March 2021, with last coupon payment on the scheduled redemption date i.e. 16 December 2023. The tenure of the said NCD Series 1 is 36 months from 17 December 2020, being date of allotment.

This NCD Series 1 was listed on BSE Limited on 18 December 2020.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

**(1) Nature of securities:**

NCD Series 1 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- First and exclusive charge registered by way of simple mortgage (including receivables arising therefrom) on the aggregate leasable area of approximately 414,599 Sq. Ft. or thereabouts in buildings no. 1 and 5 of Commerzone Yerawada (approx. 43,200 sq. ft. in building no. 1 and approx. 371,399 in building no. 5) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 18,264 sq. mtrs on which the said two building no. 1 and 5, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 1.
- A charge on the escrow account in which receivables of the Mortgaged Properties shall be received save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.
- Corporate guarantee executed by MBPPL.

**(2) Terms of Repayment:**

- NCD Series 1 are redeemable by way of bullet repayment at the end of 36 months from the date of allotment, i.e. 16 December 2023.
- Interest is payable on the last day of each financial quarter in a year (starting from 31 March, 2021) until the scheduled redemption date.
- The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
- Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.

(iii) In March 2021, Mindspace REIT issued 3,750 10 year G-Sec linked secured, listed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2") having face value

of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 375,00,00,000 (Rupees three hundred seventy five crores only). The tenure of the said MLD Series 2 is 38 months from 18 March 2021, being date of allotment of the MLD Series 2 and coupon, if any shall be payable on the Scheduled Redemption Date i.e. on maturity on 17 May 2024. The coupon payoff structure is linked to condition where the payoff will be fixed on the final fixing date i.e. 16 April 2024. If identified 10 year G-Sec's last traded price as on final fixing date is greater than 25% of its last traded price as on initial fixing date i.e. 18 March 2021, the coupon rate will be 6.65% p.a. If identified 10 year G-Sec's last traded price as on final fixing date is less than or equal to 25% of its last traded price as on initial fixing date, the coupon rate will be zero percent. As per the valuers report in respect of valuation of these MLD Series 2, the probability of occurrence of such an event (last traded price of identified 10 year G-Sec on final fixing date being less than or equal to 25% of its last traded price on initial fixing date) is remote and hence the value of the option considered as zero.

This MLD Series 2 was listed on BSE Limited on 22 March 2021.

**(1) Nature of securities:**

MLD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the Debenture Holders):

- First and exclusive charge being created by way of equitable mortgage on the aggregate leasable area of approximately 13,71,442.16 Sq. Ft. or thereabouts in buildings no. 12A and Units of Building 12B of Madhapur, Hyderabad (approx. 12,69,140 sq. ft. in building no.12A and approx. 1,02,302 sq. ft in building no. 12B) together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 29,842 sq. mtrs on which the said two building no.12A and 12B, out of all those pieces and parcels of larger land that are situated, lying and being in Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad ("Mortgaged Properties"), for MLD Series 2.
- First ranking exclusive charge to be created by way of a hypothecation over the Hypothecated Properties of MLD Series 2.
- A charge on the escrow account to be created, in which receivables of the Mortgaged Properties of Sundew shall be received, save and except any common area maintenance charges payable to Sundew with respect to the maintenance of the mortgaged properties.
- Corporate guarantee executed by Sundew.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

**(2) Terms of Repayment:**

- MLD Series 2 are redeemable by way of bullet payment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade. The Investors shall have the right to accelerate the MLD Series 2 if the rating is downgraded to A+.
- Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days notice to the Issuer require the Issuer to redeem in full, all the Debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each Debenture.

(iv) In March 2021, Mindspace Business Parks REIT issued 750 secured, listed, senior, taxable, non-cumulative, rated, redeemable, non-convertible debentures ("NCD Series 2") having face value of ₹ 10,00,000 (Rupees ten lakhs only) each, amounting to ₹ 75,00,00,000 (Rupees seventy five crores only) with a coupon rate of 6.69% p.a. payable quarterly beginning from the end of first full quarter from the date of allotment i.e. 30 June 2021, with last coupon payment on the scheduled redemption date i.e. 17 May 2024. The tenure of the said NCD Series 2 is 38 months from 18 March 2021, being date of allotment.

NCD Series 2 was listed on BSE Limited on 22 March 2021.

**(1) Nature of securities:**

NCD Series 2 are secured by each of the following security in favour of the Debenture Trustee (holding for the benefit of the NCD Holders):

- First and exclusive charge being registered by way of simple mortgage (including receivables
- Details of disclosure required as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018 are as follows:

Particulars	Secured/ Unsecured	Previous due date	Next due date
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 1")	Secured	Principal - Not Applicable Interest - Not Applicable	Principal - On Maturity Interest - On Maturity
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 1)	Secured	Principal - Not Applicable Interest - 31 March, 2021	Principal - On Maturity Interest - 30 June, 2021
10 year G-Sec linked secured, listed, guaranteed, senior, taxable, non-cumulative, rated, principal protected – market linked, redeemable, non-convertible debentures ("Market Linked Debentures / MLD Series 2")	Secured	Principal - Not Applicable Interest - Not Applicable	Principal - On Maturity Interest - On Maturity
Secured, listed, senior, taxable, non-cumulative, rated, redeemable non-convertible debentures (NCD Series 2)	Secured	Principal - Not Applicable Interest - Not Applicable	Principal - On Maturity Interest - 30 June, 2021

arising therefrom) on the aggregate leasable area of approximately 151,460 Sq. Ft. or thereabouts in building no. 4 of Commerzone Yerawada together with the proportionate undivided right, title and interest in the notionally demarcated land admeasuring approximately 9,561 sq. mtrs on which the said building, out of all those pieces and parcels of larger land that are situated, lying and being in Village Yerawada, Taluka Haveli, District Pune ("Mortgaged Properties") of NCD Series 2.

- A charge on the escrow account to be created, in which receivables of the Mortgaged Properties shall be received, save and except any common area maintenance charges payable to MBPPL with respect to the maintenance of the mortgaged properties.
- Corporate guarantee executed by MBPPL.

**(2) Terms of Repayment:**

- NCD Series 2 are redeemable by way of bullet repayment at the end of 38 months from the date of allotment, i.e. 17 May 2024.
- Interest is payable on the last day of each financial quarter in a year (starting from 30 June, 2021) until the scheduled redemption date.
- The Coupon shall be increased by 25 bps for every notch downgrade in the rating by the Credit Rating Agency. In case rating is upgraded after any rating downgrade, the Coupon shall be decreased by 25 bps for each upgrade.
- Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) business days' notice to the Issuer require the Issuer to redeem in full, all the debentures then outstanding by paying an amount equal to the total mandatory redemption amount in respect of each debenture.



# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

5. Rating agency CRISIL has assigned a rating of "CRISIL PP-MLD AAAR/Stable" to MLD Series 1 & 2 and "CRISIL AAA/Stable" to the NCD Series 1 & 2 of the issuer / MindSpace REIT. Subsequently there is no change in the rating.

Other requirements as per SEBI circular (No. SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated 13 April 2018) for issuance of debt securities by Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs).

Particulars	For the year ended 31 March 2021
Security / Asset cover (MLD Series 1) (refer a below)	2.20 times
Security / Asset cover (NCD Series 1) (refer b below)	2.34 times
Security / Asset cover (MLD Series 2) (refer c below)	2.34 times
Security / Asset cover (NCD Series 2) (refer d below)	2.40 times
Debt-equity ratio (refer e below)	0.22
Debt-service coverage ratio (refer f below)	1.59
Interest-service coverage ratio (refer g below)	4.96
Net worth (refer h below)	172,134

Formulae for computation of ratios are as follows basis consolidated financial statements (including non-controlling interest):-

- Security / Asset cover ratio (MLD Series 1) = Fair value of the secured assets as on 31 August 2020 as computed by independent valuers / (Outstanding principal amount of MLD Series 1 + Interest accrued thereon)
- Security / Asset cover ratio (NCD Series 1) = Lower of Fair value of the secured assets as on 30 November 2020 as computed by two independent valuers / (Outstanding principal amount of NCD Series 1 + Interest accrued thereon)
- Security / Asset cover ratio (MLD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuer / (Outstanding principal amount of MLD Series 2 + Interest accrued thereon)
- Security / Asset cover ratio (NCD Series 2) = Fair value of the secured assets as on 31 March 2021 as computed by independent valuers / (Outstanding principal amount of NCD Series 2 + Interest accrued thereon)
- Debt equity ratio = Borrowings / Total equity
- Debt Service Coverage Ratio = Earnings before interest, depreciation and tax / (Interest expenses + Principal repayments made during the year\*)
- Interest Service Coverage Ratio = Earnings before interest, depreciation and tax / (Interest expenses {net of capitalization})
- Net worth = Total equity

Borrowings = Non current borrowings + Current borrowings + Current maturities of long-term borrowings + Interest accrued

\*Excludes bullet and full repayment of external borrowings.

## Movement of Borrowings (Secured):

Particulars	As at 31 March 2021	As at 31 March 2020
Opening balance	-	-
Add: Additions Due to Asset Acquisition	55,633	-
Add: Drawdown made during the year	15,042	-
Less: Repayment during the year	(34,785)	-
Less: Payment towards lease liabilities	(16)	-
Less: Interest paid during the year	(1,697)	-
Add: Interest Expense for the year	1,836	-
Less: Processing fees / transaction cost	(97)	-
Add: Unwinding processing fees / transaction cost	58	-
<b>Total</b>	<b>35,974</b>	<b>-</b>

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 23 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Security deposits	2,201	-
Retention money Payable		
- due to micro and small enterprises	76	-
- others	66	-
Interest Accrued but not due on debentures	185	-
Lease liabilities (refer note 59)	171	-
	<b>2,699</b>	<b>-</b>

## 24 PROVISIONS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Provision for employee benefits (refer note 55)</b>		
- gratuity	15	-
- compensated absences	13	-
	<b>28</b>	<b>-</b>

## 25 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred tax liabilities (net) (refer note 43)	258	-
	<b>258</b>	<b>-</b>

## 26 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Unearned rent	514	-
Other advance	10	-
	<b>524</b>	<b>-</b>

## 27 BORROWINGS (CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Secured:</b>		
<b>Loans repayable on demand</b>		
- overdraft from banks (refer note 22)	2,074	-
- Term loan from banks (refer note 22)	500	-
	<b>2,574</b>	<b>-</b>

## 28 TRADE PAYABLES

Particulars	As at 31 March 2021	As at 31 March 2020
Trade Payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 56)	52	-
- total outstanding dues of creditors other than micro enterprises and small enterprises*	813	-
	<b>865</b>	<b>-</b>

\* Expense of ₹ 40 million is payable to the Manager for Management Fees. Refer note 63

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 29 OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
Current maturities of long-term debt (refer note 22)		
- from banks / financial institutions / non convertible debentures	1,491	-
Employees dues payable	0	-
Interest accrued but not due on loans from		
- banks / financial institutions	62	-
- debenture	17	-
Interest accrued and due	40	-
Security deposits	5,397	-
Retention dues payable		
- due to micro and small enterprises (refer note 56)	128	-
- others	146	-
Capital creditors		
- Due to micro and small enterprises (refer note 56)	501	-
- Others	1,255	-
Deposits from customers		
Lease liabilities (refer note 59)	18	-
Other liabilities*	117	49
	<b>9,172</b>	<b>49</b>

\*Expense of ₹ 17 million is payable to the Manager for Mindspace REIT Management Fees. Refer note 63

## 30 PROVISIONS (CURRENT)

Particulars	As at 31 March 2021	As at 31 March 2020
Provision for employee benefits (refer note 55)		
- gratuity	3	-
- compensated absences	3	-
Provision for tax (net of advance tax & tax deducted at source)	15	-
	<b>21</b>	<b>-</b>

## 31 OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2021	As at 31 March 2020
Unearned rent	254	-
Advances received from customers	441	-
Statutory dues	174	-
Other advances	50	-
Other payable	5	-
	<b>924</b>	<b>-</b>

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 32 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Sale of services</b>		
Facility rentals	9,024	-
Maintenance services	1,665	-
Revenue from works contract services	278	-
<b>Revenue from power supply</b>	<b>315</b>	<b>-</b>
<b>Other operating income</b>		
Interest income from finance lease	77	-
Sale of surplus construction material and scrap	20	-
Service connection and other charges	2	-
	<b>11,381</b>	<b>-</b>

## 33 INTEREST

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Interest income</b>		
- loans given to body corporates	22	-
- on fixed deposits	20	-
- on electricity deposits	13	-
- on Income-tax refunds	75	-
- others	3	-
	<b>133</b>	<b>-</b>

## 34 OTHER INCOME

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Gain on redemption of mutual fund units	5	-
Gain on redemption of preference shares	3	-
Foreign exchange gain (net)	1	-
Liabilities no longer required written back	40	-
Miscellaneous income	2	-
	<b>51</b>	<b>-</b>

## 35 EMPLOYEE BENEFITS EXPENSE\*

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Salaries and wages	105	-
Contribution to provident and other funds	5	-
Gratuity expenses	0	-
Compensated absences	5	-
	<b>115</b>	<b>-</b>

\*Employee benefits expenses majorly refers to employee benefit expenses of facilities maintenance services.

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 36 COST OF PROPERTY MANAGEMENT SERVICES

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Housekeeping services	20	-
Façade cleaning	1	-
Engineering services	36	-
Security expenses	31	-
AMC expenses	64	-
Garden maintenance	3	-
Repair and maintenance	18	-
Consumables	16	-
Electricity consumption charges	2	-
	<b>191</b>	<b>-</b>

### 37 REPAIRS AND MAINTENANCE

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Repairs and maintenance:		
- building	232	-
- plant and machinery	168	-
- electrical installation	16	-
	<b>416</b>	<b>-</b>

### 38 OTHER EXPENSES

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Rent	5	-
Property tax	337	-
Royalty	1	8
Electricity, water and diesel charges	224	-
Travelling and conveyance	4	0
Rates and taxes	28	-
Business support fees	37	-
Brokerage and commission	127	-
Filing fees and stamping charges	16	15
Business promotion expenses/advertising expense	21	-
Bank Charges	6	-
Bad debts written off	4	-
Corporate Social Responsibility expenses	185	-
Provision for Doubtful Debts (expected credit loss allowance)	11	-
Foreign exchange loss (net)	0	-
Directors' sitting fees	2	-
Miscellaneous expenses	31	-
	<b>1,039</b>	<b>23</b>

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 39 FINANCE COSTS (NET OF CAPITALIZATION)

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Interest expense		
- on borrowings from banks and financial institutions	1,568	-
- debentures	228	-
- on lease liability	13	-
- on others	10	-
Accretion of interest on 0.001% non-cumulative redeemable preference shares	4	-
Unwinding of interest expenses on security deposits	188	-
Other finance charges	17	-
Less: Finance costs capitalized to investment property under construction	(321)	-
	<b>1,707</b>	<b>-</b>

### 40 DEPRECIATION AND AMORTIZATION

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Depreciation / amortization of property, plant and equipment	155	-
Depreciation / amortization of investment property	1,809	-
Amortization of intangible assets	0	-
Less: depreciation cost transferred to investment properties under construction	(0)	-
	<b>1,964</b>	<b>-</b>

### 41 TAX EXPENSE\*

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Current tax	1,033	-
Deferred tax charge	628	-
MAT credit entitlement	(216)	-
	<b>1,445</b>	<b>-</b>

\*refer note 43

### 42 SUBSEQUENT EVENTS

Gigaplex - Subsequent to the year ended 31 March 2021, the Company has repaid all outstanding secured loans of HDFC Limited.

MBPPL - Subsequent to the year ended 31 March 2021, the Company has repaid outstanding secured loans of ₹ 850 million to Kotak Mahindra Bank.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 43 TAX EXPENSE

### (a) Reconciliation of income tax expense to the accounting profit

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Profit/(Loss) before tax</b>	4,794	(49)
Enacted tax rate*	29.12%	42.74%
Tax expense using enacted tax rate	1,396	(21)
<b>Reconciliation Items:</b>		
Impact of differences in tax rate of SPVs	24	-
Tax Impact of Consolidation adjustments	55	-
Effect of tax holidays	(772)	-
Effect of non-deductible expenses	204	-
Effect of permanent disallowances	113	-
Adjustment of tax for prior years taken in current year	144	-
Unrecognized deferred tax asset**	249	-
Other Adjustments	32	21
<b>Income tax (income) / expense</b>	<b>1,445</b>	<b>-</b>

\* Enacted tax rate for the year ended 31 March 2021 is based on enacted tax rate applicable for majority of the SPVs.

\*\* Deferred tax assets have not been recognized as it is not probable that future taxable profits will be available against which these assets can be used

### (b) The major components of deferred tax (liabilities) arising on account of timing differences are as follows:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>A. Deferred tax Liabilities:</b>		
<b>Deferred Tax Liabilities</b>		
Impact of difference in carrying amount of Property, plant and equipment, Investment property and Intangible assets as per tax accounts and books.	354	-
On account of Income Computation Disclosure Standards (ICDS)	25	-
On Account of Ind AS Adjustments	17	-
<b>Deferred Tax Asset</b>		
On account of Unabsorbed Losses	133	-
Others	5	-
<b>Net Deferred Tax Liabilities (As presented in Consolidated Balance Sheet)</b>	<b>258</b>	<b>-</b>
<b>B. Deferred tax Asset*:</b>		
<b>Deferred Tax Assets</b>		
MAT Credit Entitlement	1,742	-
On account of Unabsorbed Losses	266	-
Others	2	-
<b>Deferred Tax Liabilities</b>		
Impact of difference in carrying amount of Property, plant and equipment, Investment property and Intangible assets as per tax accounts and books.	314	-
On account of ICDS	26	-
On Account of Ind AS Adjustments	127	-
<b>Net Deferred Tax Assets (As presented in Consolidated Balance Sheet)</b>	<b>1,543</b>	<b>-</b>

\*The Group has recognized deferred tax assets as at 31 March 2021, considering the deferred tax liability on temporary differences that will reverse in the future and estimated taxable income for future years.

For Financial statements drawn for the year ending 31 March 2021, Mindspace Group have not considered the tax rate as per the New Tax Regime and recognized current tax and deferred tax under the existing tax regime.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 44 ASSET ACQUISITION

The Mindspace REIT entered into share acquisition agreements with shareholders of 8 Asset SPVs (refer note 1 under accounting policies for list of these SPVs) for acquisition of shares of the Asset SPVs in exchange for the units of Mindspace REIT. The acquisition was effected on 30th July 2020 ("Acquisition Date").

Requirements of Ind AS 103 apply to a transaction in which assets acquired and liabilities assumed constitute a business. However, para B7A and B7B of Ind AS 103 allow an optional concentration test to perform simplified assessment of whether acquired set of activities and assets is not a business. The consequence of the test is that if the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

REIT has opted to apply optional concentration test in respect of acquisition of these SPVs. Acquired SPVs are engaged in the business of real estate development and leasing. Major asset pool of these SPVs comprise of investment property and investment property under construction. Based on the assessment performed, management has determined that substantially all of the fair value of the gross assets acquired is concentrated in investment property and investment property under construction (including other assets which meet the definition of group of similar identifiable assets as per definition provided in para B7B of Ind AS 103 such as investment property, property, plant and equipment attached to these investment properties which cannot be physically removed and used separately from these investment properties, without incurring significant cost, or significant diminution in utility or fair value to either asset).

Accordingly, acquisition of these SPVs has been accounted as acquisition of group of assets not constituting a business and requirements in Ind AS 103 for business combination accounting has not been applied to this transaction. The REIT has accounted for the transaction as follows:

- Identified asset or liability initially measured at an amount other than cost and applied applicable standards for initial measurement of these assets and liabilities
- Plant and Machinery recognized at fair value as determined by an independent valuer
- Deducted from the gross transaction price of the group acquired, amount recognized in respect of items listed in point (a) and (b) above
- Allocated the residual transaction price to the remaining identifiable assets (i.e. Land and Buildings which are then being classified as Investment Property

and Investment property under construction) based on their relative fair values at the date of acquisition, arrived at by an independent valuer.

The transaction has not resulted in recognition of goodwill or bargain gain in the books of the REIT. Non-controlling interests in these subsidiaries have a present ownership interest and is entitled to a proportionate share of net assets upon liquidation. These non-controlling interests have been accounted at their fair value on the date of acquisition of the SPVs. For this purpose, fair value has been determined in accordance with Ind AS 113.

As consideration for the assets acquired, Mindspace REIT issued 556,654,582 units at unit price of ₹ 275 per unit totalling to ₹ 153,080 million. Mindspace REIT has also incurred directly attributable expenses in relation to the asset acquisition, amounting to ₹ 23 million, resulting in the total transaction price of ₹ 153,103 million. The following tables summarize the total transaction price, gross transaction price and the allocation of the transaction price.

Particulars	Amount (in million)
Purchase consideration	153,080
Acquisition costs	23
<b>Total transaction price</b>	<b>153,103</b>
Issue price per unit	275

Based on the above total transaction price and adjusted for the other assets and liabilities assumed, the gross transaction price is as follows:

Particulars	Amount (in million)
<b>Total Transaction Price</b>	<b>153,103</b>
Less: Other Assets	44,344
Add: Other Liabilities	91,570
Add: Non-Controlling Interest	9,247
<b>Gross Transaction Price</b>	<b>209,576</b>

Based on the above total transaction price and adjusting for the other assets and liabilities assumed, the gross transaction price is allocated as follows on the basis of the allocation explained above:

Particulars	Amount (in million)
Land – freehold and leasehold as part of Investment property	96,631
Building as part of Investment property	88,720
Investment property under construction	12,898
Property, plant and equipment and other assets	11,327
<b>Total</b>	<b>209,576</b>

General development costs amounting to ₹ 3,782 million was included as part of investment property under construction up to December 31, 2020. On review of

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

classification, Management considers it appropriate to reclassify the same as part of Investment Property from the date of acquisition. Accordingly, it has now been reclassified as Investment Property to reflect the appropriate classification for the year ended 31 March 2021. Consequential impact on depreciation has been considered in the financial statements.

Further reclassified leasehold land of MBPPL (Airoli) amounting to ₹ 3,578 million from Freehold land during the year.

Depreciation on leasehold land, building, plant & machinery and other assets has been calculated on the above allocated amounts based on the balance useful lives of these assets as per the accounting policy.

### 45 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Contingent liabilities</b>		
Claims not acknowledged as debt in respect of		
- Income-Tax matters (Refer note 1 below) excluding interest	936	-
- Service-Tax matters (Refer note 2 below)	332	-
- Customs duty matters (Refer note 3 below)	25	-
- Stamp duty	65	-
- Bank guarantees to Telangana State Pollution Control Board	33	-
<b>Capital commitments</b>		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for (Refer note 4 below)	4,986	-

#### Notes:

- Gigaplex -An appeal has been filed for A.Y. 2010-11 before CIT(A) against the penalty order raising demand of ₹ 3 million and the appeal is pending. The company has paid 20% (₹ 0.6 million) with a request to keep the demand in abeyance. As per Income tax website, there is no demand outstanding.
  - KRIT - Contingent liability of ₹ 933 million related to AY 2012-13 to AY 2018-19 for which company has filed appeals before CIT(A) against orders under section 143(3) / 143(3) read with section 153A of the Act contesting the disallowance of deduction under section 80IA of the Income Tax Act, 1961. The company is hopeful of a favourable outcome for these Assessment Years. In case of unfavourable decisions in appeal for AY 2012-13 and AY 2018-19, the tax would be payable under normal tax and hence, MAT credit currently available with the Company will no longer be available. As a result, in addition to above contingent liability, the Company would require to pay additional tax of ₹ 326 million w.r.t. AY 2019-20 and AY 2020-21 (These years are not under litigation) because during these years the Company has utilized the MAT credit availed during AY 2012-13 to AY 2018-19.  
  
For AY 2009-10 and AY 2010-11, Income tax cases on 80IA disallowances are pending with Hon'ble HC of Telangana based on appeal filed by the department against the ITAT - Hyderabad order, which were in favour of the Company. Future Cash outflow in respect of above, if any, is determinable only on receipt of judgements / decisions pending with relevant authorities.
  - Avacado - Contingent liability of ₹ 33 million was created in preceding FY 2019-20 relating to AY 2015-16 to AY 2017-18 for which CIT(A) appeals were filed against order under section 143(3) read with 153A of the Income Tax Act, 1961 on account of 14A and 80IA disallowances. The appeals are disposed of by CIT(A) in current FY 2020-21 in favour of the company and hence contingent liability is Nil as at 31 March 2021.

Particulars	As at 31 March 2021	As at 31 March 2020
<b>SPVs</b>		
MBPPL	92	-
Sundew	2	-
Intime	41	-
KRIT	189	-
Avacado	8	-
	<b>332</b>	<b>-</b>

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

MBPPL: The SPV has received show cause and demand notices for inclusion in taxable value amounts received as reimbursement of electricity and allied charges and demand service tax there on of ₹ 92 million. SPV has filed appropriate replies to the show cause and demand notices.

Sundew: Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 2 million and Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services ₹ 0 million. SPV has filed an appeals with CESTAT and matter is pending.

Intime: Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 21 million and Demand for Service tax on electricity and water and irregular availment of credit of service tax paid on input services ₹ 20 million. SPV has filed an appeals with CESTAT and matter is pending.

KRIT: Demand for Non Payment of service tax on renting of fitouts and equipments ₹ 96 million and Demand for Service tax on electricity and water and irregular availment of credit of service tax paid on input services ₹ 93 million. SPV has filed an appeals with CESTAT and matter is pending.

Avacado: The SPV has received an order dated 31 January 2018 pronounced by the Commissioner (Appeals),

- The SPV wise details of capital commitments are as follows:

SPVs	As at 31 March 2021	As at 31 March 2020
MBPPL	404	-
Gigaplex	938	-
Sundew	434	-
KRC Infra	2,640	-
Horizonview	167	-
KRIT	301	-
Avacado	102	-
	<b>4,986</b>	<b>-</b>

- Avacado

- A Suit has been filed in the year 2008 by Nusli Neville Wadia (Plaintiff) against Ivory Properties and Hotels Private Limited (Ivory) & Others which includes the Company as one of the Defendants inter alia in respect of the land and the 'Paradigm' Industrial Park building of the Company. The Plaintiff has prayed against the Company and the said Ivory restraining them from carrying out further construction or any other activity on the land (on which the building Paradigm is constructed), demolition and removal of the structures on the said land, appointment of a Court Receiver in respect of the said land and Paradigm building, declaring the MOUs / Agreements

confirming the service tax demand of ₹ 7 million (excluding applicable interest and penalty thereon) on renting of immovable property services provided to tenants during the period April 2008 to March 2011. The Company has filed an Appeal before the Customs, Central Excise & Service Tax Appellate Tribunal. The matter is pending adjudication.

For the subsequent period April 2011 to September 2011, the Company has received a Show Cause cum Demand Notice dated 22 October 2012 alleging non-payment of service tax of ₹ 1 million (excluding applicable interest and penalty thereon) on renting of immovable property services provided to tenants. The Company has filed its detailed reply on 24 December 2012. No further correspondence has been received in this case.

For both the above matters, the Company has filed applications in Form SVLDRS-1 under the Sabka Vishwas (Legacy Dispute Resolution) Scheme, 2019. The Company has received SVLDRS-3 with service tax demand in respect of above matters. The Company has not accepted the demand and is evaluating the further course of action.

- Customs duty demand at the time of debonding of assets from the Software Technology Parks of India scheme (STPI) for Intime ₹ 16 million and KRIT ₹ 9 million

entered into by the Company with Ivory and the Plaintiff as voidable and having been avoided and rescinded by the Plaintiff and to be delivered up and cancelled, restraining from alienating, encumbering or parting with possession of structures and restraining from dealing with, creating fresh leases / licenses or renewing lease / license in respect of the said Paradigm building and from receiving or recovering any rent / license fee / compensation in respect of the said leases / licenses, depositing all the rents in the Court, etc. The Court has not granted any ad-interim relief to the Plaintiff. The Company has filed its reply to the said Suit denying

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

the allegations and praying that no interim relief be granted to the Plaintiff. The Company in its reply has also taken up a plea that issue of limitation should be decided as a preliminary issue before any interim relief could be granted to the Plaintiff. Pursuant to the Plaintiff's application for expedited hearing of the case, the Hon'ble High Court Bombay vide an Order dated 19/09/2013 and 20/09/2013 framed the issue of limitation under section 9 (A) of Code of Civil Procedure to be tried as to jurisdiction for the maintainability of the suit and directed the Plaintiff to file an affidavit in lieu of examination in chief of the first witness on or before 17/10/2013. Pursuant to the Plaintiff's SLP in the Supreme Court challenging the Orders of the Hon'ble High Court dated 19/09/2013 and 20/09/2013, the Hon'ble Supreme Court vide its Order dated 08/10/2013 stayed the operation of the aforesaid Orders and further proceedings in the High Court Suit No. 414 of 2008. Thereafter the Hon'ble Supreme Court by its Order dated 25 August 2015 has referred the said SLP to a three Judge Bench to be posted along with SLP (C) No. 22438 of 2015. The SC by its Order dated 12.12.2018 disposed off the said SLP as infructuous in view of deletion of Section 9A of the Civil Procedure Code by the Maharashtra Act 61 of 2018 on 29.10.2018. In view of the subsequent amendment by the State of Maharashtra to the said provisions, pursuant to the Petitioners application to restore the SLP by cancelling the Order dated 12.12.2018, by Judgement dated 4.10.2019, three Judge Bench of the SC held that u/s 9A CPC (Maharashtra) question of limitation cannot be decided as a preliminary issue as to jurisdiction. The SLP, application for interim relief and the High court Suit are pending for the final hearing.

Based on an advice obtained from an independent legal counsel, the management is confident that the Company will be able to suitably defend and the impact, if any, on the Ind AS financial statements can be determined on disposal of the above Petition and accordingly, Ind AS Financial statements of the company have been prepared on a going concern basis.

Further, the Plaintiff, through his advocates & solicitors, had addressed letter dated 13 February, 2020 including to MindSPACE REIT, the Manager, the Trustee, the Sponsors, Avacado, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L. Raheja, Ivory Properties and KRCPL, expressing his objection to the proposed Offer and any actions concerning the building Paradigm located at MindSPACE Malad project. The allegations and averments made by the Plaintiff have been responded and denied by the addressees, through their advocates & solicitors. No further correspondence has been received.

- b) Pursuant to the levy of service tax on renting of immovable properties given for commercial use, retrospectively with effect from 1 June 2007 by the Finance Act, 2010, some of the lessees to whom the Company has let out its premises, have based on a legal advice, challenged the said levy and, inter-alia, its retrospective application and withheld payment of service tax to the Company, based on certain judicial pronouncements and stay orders granted by appropriate High Courts from time to time. Further in this regard the Hon'ble Supreme Court has passed an interim order dated 14th October, 2011 in Civil appeal nos. 8390, 8391-8393 of 2011 and in compliance of which, such lessees have deposited with appropriate authority in 3 installments, 50% of the amount such service tax not so paid by them upto 30 September 2011 and have furnished surety for the balance 50% of the amount of service tax and which amount has also been deposited by them with the authorities. Further as per Hon'ble Supreme Court's Order dated 5th April 2018 in Civil Appeal No. (s) 4487/2010, the matter is deferred until disposal of the issues pending before the nine judges Bench in Mineral Area Development Authority and others.

In view of the above and subject to the final orders being passed by the Hon'ble Supreme Court in the aforesaid appeals, there may be a contingent liability on the Company in respect of interest payable on account of the delayed payment of service tax, which amount would be recoverable from the respective lessees by the Company.

### 6 KRC Infra

In respect of the Company's project at Village Kharadi, Pune, a special civil suit is filed. The suit filed by Ashok Phulchand Bhandari against Balasaheb Laxman Shivale and 29 others in respect of inter alia an undivided share admeasuring 44.15 Ares out of the land bearing S. No 65 Hissa No. 3 for declaration, specific performance, injunction and other reliefs. Neither Gera Developments Private Limited nor KRC Infrastructure and Projects Private Limited is a party to the aforementioned suit and neither of them have filed any intervention application. There are no orders passed in the matter affecting the suit lands or the development thereof or restraining the transfer or development of the aforesaid land in any manner whatsoever. Ashok Phulchand Bhandari's application to add legal representatives of deceased Defendant No.1 has been allowed. The matter is currently pending.

### 7 MBPPL

- a) Pursuant to the demerger and vesting of the Commerzone Undertaking of K Raheja Corp Pvt Ltd. (KRCPL), in the Company MBPPL, the company MBPPL is the owner to the extent of 88.16 %

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

undivided right title and interest in the land bearing S. No 144, 145 Yerawada, Pune which is comprised in the said Undertaking. "Shrimant Chhatrapati Udayan Raje Bhosale ("the Plaintiff") has filed a Special Civil Suit bearing No.133 of 2009 in the Court of Civil Judge, Senior Division Pune against the erstwhile land Owner Shri Mukund Bhavan Trust (who had entrusted development rights to MBPPL) and the State of Maharashtra, claiming to be the owner of the said land. The Hon'ble Court was pleased to reject the Application for amendment of plaint filed by the Plaintiff and allow the Third Party Applications on 14.11.2016. The Plaintiff has filed two writ petitions bearing Nos. 4415/2017 and 4268/2017 in the Bombay High Court challenging the aforesaid orders passed on 14.11.2016. The matter was transferred to another Court for administrative reasons and adjourned on several occasions for compliance of the order by the Plaintiff. On 5th March 2018 the Advocate for the Plaintiff filed a purshis on record stating that since he does not have any instructions in the matter from the Plaintiff, the Vakalatnama is being withdrawn by him and the matter was posted on 20th March 2018. On 20th March 2018 the Hon'ble Court was pleased to adjourn the matter till 22nd June 2018 since the Advocate for the Plaintiff had withdrawn the Vakalatnama and the Plaintiff was not represented by any Advocate. Writ Petition Nos. 4415/2017 and 4268/2017 filed in the Hon'ble Bombay High Court challenging the orders dated 14th November 2016 by Shrimant Chatrapati Udayanraje Bhosale against Shri. Mukund Bhavan Trust and others came up for hearing on 28 November 2017 wherein the Advocate for the Petitioner undertook to serve the copy of the petition on the Respondent No. 2 i.e. State of Maharashtra and the Hon'ble High Court was pleased to adjourn the same till 16.01.2018, 26.02.2018, 22.06.2018. On 22.06.2018 the Advocate for the Defendant No. 1 filed a purshis stating that the Defendant No. 1 (a) expired matter was further adjourned till 24.10.18, 26.11.18, 21.12.18, 01.02.2019, 25.03.2019 and 15.04.2019, 18.06.2019, 27.08.2019, 19.09.2019. On 19.09.2019 the matter has been stayed by the Hon'ble Court and further posted on 11.11.2019 for compliance of the order dated 14.11.2016 by the Plaintiff. The matter has been stayed under Sec 10 of Code of Civil Procedure. On 07.04.2020 the matter has been further adjourned till 11.06.2020. On 11.06.2020 the matter was further adjourned till 11.09.2020 and the same has now been further adjourned till 04.12.2020. On 04.12.20 the matter was further adjourned till 24.02.21 and is now posted on 17.04.21. Both the Writ Petitions were posted on 21.09.18, 11.10.18, 22.10.18 and further posted on 10.06.19 for Admission. The matters came on board on 20.06.2019, 14.11.2019, 15.01.2019 and 21.02.2019. As per the CMIS Writ Petition No.

4415/2017 was last posted on 27.03.2020 and is yet not listed. As per the CMIS Writ Petition No. 4268/2017 was last posted on 27.03.2020 and thereafter on 23.07.20 for Admission and is yet not listed. In the management's view, as per legal advice, considering the matter and the facts, no provision for any loss / liability is presently required to be made.

- b) Maharashtra State Electricity Distribution SPV Limited (MSEDCL) had sent a letter and subsequently, a show cause notice as to why the K. Raheja Corp Pvt. Ltd. (KRCPL) (of which the Commerzone Undertaking is demerged in the SPV MBPPL) should not be penalized for alleged laying of cable without obtaining proper permission from the Pune Municipal Corporation (PMC) and levied a penalty of ₹ 23 million on MBPPL. MBPPL has adequately responded to such allegations. Pune Municipal Corporation has issued to MSEDCL (with a copy to MBPPL and Panchashil Corporate Park Pvt. Ltd. (Panchasil) stating that the penalty has been waived however, since there has been a violation of PMC approved trenching policy the penalty of ₹ 5 million is to be paid by Panchasil and MBPPL. MBPPL has received letter from MSEDCL addressed to MBPPL and Panchashil to pay penalty charges of ₹ 5 millions and complete the balance cable laying work on priority by observing rules and regulations of MSEDCL with due permission from PMC. MSEDCL sent a letter to Panchashil and MBPPL providing the bifurcation of penalty of ₹ 5 millions and requesting Panchashil and MBPPL to make the payment at the earliest. MBPPL has sent a reply letter informing MSEDCL that MBPPL is not liable to pay penalty of ₹ 3 million and in respect of the penalty of ₹ 2 millions, MBPPL and Panchashil are both jointly liable to pay the same. MBPPL has further requested MSEDCL to confirm on the same to enable MBPPL and Panchashil to discuss/negotiate on the same. It is learnt that Panchashil made the payment of ₹ 5 million as penalty charges to MSEDCL and completed the work of laying cable. No provision is considered necessary at this stage.
- c) The Company is subject to other legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.
- d) MBPPL received a communication (alleged reminder) from Pune Municipal Corporation (PMC) demanding an amount of ₹ 157 million allegedly due from MBPPL based on objections by internal audit report of Pune Municipal Corporation. MBPPL, has submitted a letter denying all allegation of PMC, as

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

MBPPL has not been served with any document referred to the said PMC letter. Subsequently MBPPL addressed one more communication stating that MBPPL would be in a position to submit their reply upon receipt of the details of amount demanded as per their reply submitted which states that if any principal outstanding is due/recoverable, MBPPL agrees to make the said payment and sought detailed clarification on the interest amount.

## 8 Intime, Sundew and KRIT

- a) In accordance with the Scheme of arrangement which was approved by Hon'ble Andhra Pradesh High Court on 23 March 2007, the Industrial Park II and III undertakings of K.Raheja IT Park (Hyderabad) Limited (formerly known as K.Raheja IT Park (Hyderabad) Private Limited) ("KRIT", "JV Company") have been demerged and vested in the Company with effect from the appointed date i.e. 01 September 2006.

The Company had acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRIT. The said land is in lieu of the employment opportunities to be generated by KRIT and others.

The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part, continues to be retained by KRIT as at 31 March 2021.

During the year ended 31 March 2016, Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has returned the original Bank Guarantees to KRIT and also confirmed to the bank that TSIIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognized towards the price of the plot of land.

- b) An unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by KRIT. Losses incurred by the Government/TSIIC in its JV Company, if any, will be paid in full by K Raheja Corp Pvt Ltd and it has furnished to the JV Company in writing agreeing and admitting liability to make such payment to Government/TSIIC.

The shareholding pattern of the Government/TSIIC in the JV Company and the Company will not change as a result of conversion from Private to Public, the Government / TSIIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIIC

will not be asked to infuse further cash to maintain its 11% stake.

## 9 Gigaplex

Regular Civil Suit had been filed before the Hon. Civil Judge (J.D) Vashi at Central Business District by an Education Society ("the Plaintiff") who is claiming rights in existing school structure, claiming its area as 500 square meters and its existence since more than 30 years, seeking an injunction not to dispossess him. The Company has filed its reply opposing the Plaintiff's prayers. After hearing the parties, the Hon'ble Judge at the Vashi Court had rejected the Plaintiff's Injunction Application by Order dated 20.08.18 (Order). Thereafter the Plaintiff has filed an appeal in Thane District Court. The Plaintiff's Appeal filed in Thane District Court is still pending, it's next date is on 12.04.2021. In management view, the estimate of liability arising out of the same is remote, no provision has been taken.

## 10 KRIT

A Writ petition has been filed against the Company in the High Court of Judicature of Andhra Pradesh at Hyderabad with respect to specific use of the land admeasuring 4,500 square yards, earmarked as plot 18. Pursuant to it, the Court has passed an Order for no construction activity upon the triangular piece of 2 acres 40 cents of land earlier identified at the time of allotment as 'Common Facility Centre' in the software layout. until further orders of the Court. IALA and APIIC have filed affidavits opposing the writ petition, confirming the allotment and rights of KRIT in the Suit Land, and for vacating the Stay Order. The matter is pending before the Court. Greater Hyderabad Municipal Corporation ("GHMC") had filed an application in the Court for clarification that the Stay Order does not preclude GHMC from acquiring a portion of 0.14 acres (approximately 567 square meters) for road widening. Subsequently, GHMC has acquired the portion of land and constructed the road. The matter is pending for disposal by the High Court. Based on the facts of the case, the management does not expect any liability and is of the opinion that no provision needs to be made.

## 11 Horizonview

W.S. Industries (India) Limited ("WSIIL") has filed a writ petition before the Madras High Court against the District Revenue Officer, Thiruvallur ("DRO") and P. Jeyapal S/o R. Perumalsamy ("Jeyapal") seeking directions for quashing a notice dated May 25, 2017 issued by the DRO and Additional District Judge ("Notice"). The Notice was issued by the DRO cum Additional District Judge on a complaint presented by Jeyapal alleging that lands were handed over to WSIIL on certain conditions, and instead of using such lands for common purpose, WSIIL has been using the lands for commercial purpose. WSIIL

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

is the erstwhile owner of the land, a portion of which was subsequently sold and transferred by WSIL to certain entities. Horizonview has been granted development rights over such land. The Madras High Court, by its order dated June 5, 2017, has granted interim stay. The matter is pending before the Madras High Court. Neither RPIL Signalling Systems Limited (the present owner of the land at Porur being developed by Horizonview Properties Private Limited) nor Horizonview Properties Private Limited is a party to the aforementioned suit.

## 46 ASSESSMENT OF POSSIBLE IMPACT RESULTING FROM COVID-19 PANDEMIC

The Mindspace Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations of the Mindspace Group and carrying amounts of property, plant and equipment, Investment Property, Inventories, receivables and other assets. The Mindspace Group, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Mindspace Group. The Mindspace Group based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities the Management will continue to monitor developments to identify significant impacts, if any, on the Mindspace Group's operations.

## 47 MANAGEMENT FEES

### Property Management Fee

Pursuant to the Investment Management Agreement dated 29 June 2020 as amended, the Manager is entitled to fees @ 3% of the total rent (lease and fitout) per annum of the relevant property in respect to operations, maintenance and management of the SPVs, as applicable. The fees

## 48 DETAILS OF UTILIZATION OF PROCEEDS OF IPO ARE AS FOLLOWS:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Partial or full pre-payment or scheduled repayment of certain debt facilities of the Asset SPVs availed from banks/financial institutions (including any accrued interest and any applicable penalties/ premium)	9,000	9,300	Refer note
Purchase of Non Convertible Redeemable Preference Shares of MBPPL	334	334	-
General Corporate Purposes and REIT Issue Expenses	666	366	Refer note
<b>Total</b>	<b>10,000</b>	<b>10,000</b>	<b>-</b>

**Note:** ₹ 300 million is used in excess for providing loans to Asset SPVs for the purpose of repayment of debt facilities of the SPVs.

has been determined to meet the ongoing costs of the Investment Manager to undertake the services provided to the SPVs.

Property Management fees for the year ended 31 March 2021 amounts to ₹ 242 million (31 March 2020: ₹ Nil). There are no changes during the year in the methodology for computation of fees paid to the Manager.

### Support Services Fee

Pursuant to the Investment Management Agreement dated 29 June 2020 as amended, the Manager is entitled to fees @ 0.5% of the total rent (lease and fitout) per annum of the relevant property in respect to general administration and other support service of the SPVs, as applicable. The fees has been determined to meet the ongoing costs of the Investment Manager to undertake the services provided to the SPVs.

Support Management fees for the year ended 31 March 2021 amounts to ₹ 40 million (31 March 2020: ₹ Nil). There are no changes during the year in the methodology for computation of fees paid to the Manager.

### REIT Management Fees

Pursuant to the Investment Management Agreement dated 21 November 2019, Investment Manager is entitled to fees @ 0.5% of REIT Net Distributable Cash Flows which shall be payable either in cash or in Units or a combination of both, at the discretion of the Investment Manager. The fees has been determined for undertaking management of the REIT and its investments. The REIT Management fees accrued for the year ended 31 March 2021 is ₹ 34 million. There are no changes during the year in the methodology for computation of fees paid to the Investment Manager.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 49 DETAILS OF UTILIZATION OF PROCEEDS OF DEBENTURES ARE AS FOLLOWS:

Particulars	Proposed utilization	Actual utilization upto 31 March 2021	Unutilized amount as at 31 March 2021
Providing loans to the SPVs for meeting their construction related expenses, working capital or general corporate requirements, repayment of financial indebtedness, general corporate purposes including payment of fees and expenses in connection with the Issue, acquisition of commercial properties or such other purposes as stipulated in the transaction documents.	11,500	11,498	2

## 50 EARNINGS PER UNIT (EPU)

Basic EPU amounts are calculated by dividing the profit for the period attributable to Mindspace REIT by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit attributable to Mindspace REIT by the weighted average number of units outstanding during the year. The Units of the Trust were allotted to Sponsor Group and Blackstone entities on 30 July 2020 and to the applicants of initial public offer on 4 August 2020.

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Profit/ (loss) after tax for calculating basic and diluted EPU attributable to Mindspace REIT	3,075	(49)
Weighted average number of units (no. in million)	398	-
<b>Earnings Per Unit</b>		
- Basic (Rupees/unit)	7.74	Not Applicable
- Diluted (Rupees/unit)*	7.74	Not Applicable

\* Mindspace REIT does not have any outstanding dilutive units

## 51 IND AS 115 DISCLOSURES

### Note 1: Reconciliation of revenue from operations recognized in the Consolidated Statement of Profit and Loss with Revenue from contracts with customers

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Revenue from contracts with customers</b>		
Maintenance services	1,665	-
Revenue from works contract services	278	-
Other operating income	22	-
Revenue from power distribution	315	-
<b>Sub Total (A)</b>	<b>2,280</b>	-
Facility rentals	9,024	-
Interest income from finance lease	77	-
<b>Sub Total (B)</b>	<b>9,101</b>	-
<b>Revenue from operation (A + B)</b>	<b>11,381</b>	-

### Note 2: Contract Balances

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Contract Assets</b>		
Trade Receivables	126	-
Unbilled revenue	56	-
<b>Contract Liabilities</b>		
Trade Payables	13	-
Advance for maintenance	33	-

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 52 NET OPERATING INCOME (NOI)

The Mindspace REIT entered into share purchase agreement with Sponsor group and Blackstone entities of Asset SPVs for acquisition of the shares of the SPVs held by such shareholders in exchange for the units of Mindspace REIT (refer note 44). Acquisition of these SPVs has been accounted as acquisition of group of assets based on the concertation test permitted as per Companies (Indian Accounting Standards) Amendment Rules, 2020 and accordingly, requirements in Ind AS 103 for business combination accounting are not applicable to this transaction.

The revenue and expenses pertaining to these SPVs have been consolidated from 1 August 2020 and therefore these consolidated financial statements include results of these SPVs from 1 August 2020 to 31 March 2021 only. As the transaction is being accounted as asset acquisition and not a business combination, the proforma information is not required to be disclosed per Indian Accounting Standards applicable to the transaction. However, considering these proforma information to be relevant to the investors, the Governing Board has decided to provide following additional 'proforma' information to represent an approximate measure of the performance of the Mindspace REIT group for the year ended 31 March 2021 and 31 March 2020, as if the acquisition had occurred on 1 April 2019 following the analogy from disclosures required in Ind AS 103 for 'Business Combinations'.

The following proforma financial information has been prepared by combining the historical results of all the SPVs for the respective periods after making adjustment for intra group transactions and unrealized profits, if any. The proforma financial information is presented solely for informational purposes and is not indicative of the results of operations that would have been achieved if the acquisition of SPVs had taken place on 1 April 2019 or of results that may occur in the future.

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Proforma Revenue from operations	16,680	17,660
Proforma direct operating expenses*	2,939	5,403
<b>Net operating income</b>	<b>13,741</b>	<b>12,257</b>

\* direct operating expenses are repairs and maintenance - buildings, repairs and maintenance plant and machinery, repairs and maintenance electrical installation, property tax, insurance expense, cost of material sold, cost of power purchased and power operation & maintenance expenses)

## 53 FINANCIAL INSTRUMENTS

### Fair values and risk management

#### A Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

31 March 2021	Note	Carrying amount			
		FVTPL	FVTOCI	Amortized cost	Total
<b>Financial assets at amortized cost</b>					
Investments - non-current	9	-	0	18	18
Other financial assets - non current	10	-	-	1,927	1,927
Trade Receivables	15	-	-	214	214
Cash and cash equivalents	16 A	-	-	3,539	3,539
Bank Balances other than covered in Cash and Cash Equivalents	16 B	-	-	123	123
Other financial assets	17	-	-	1,129	1,129
<b>Total</b>		-	<b>0</b>	<b>6,950</b>	<b>6,950</b>
<b>Financial liabilities at amortized cost</b>					
Borrowings - non current	22	-	-	33,489	33,489
Borrowings - current	27	-	-	4,065	4,065
Security deposits	23 and 29	-	-	7,598	7,598
Trade payables	28	-	-	865	865
Other financial liabilities - non current	23	-	-	498	498
Other financial liabilities - current	29	-	-	2,284	2,284
<b>Total</b>		-	-	<b>48,799</b>	<b>48,799</b>



# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

31 March 2020	Note	Carrying amount			Total
		FVTPL	FVTOCI	Amortized cost	
<b>Financial assets at amortized cost</b>					
Investments - non-current	9	-	-	-	-
Other financial assets - non current	10	-	-	-	-
Trade Receivables	15	-	-	-	-
Cash and cash equivalents	16 A	-	-	0	0
Bank Balances other than covered in Cash and Cash Equivalents	16 B	-	-	-	-
Other financial assets	17	-	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>0</b>	<b>0</b>
<b>Financial liabilities at amortized cost</b>					
Borrowings - non current	22	-	-	-	-
Borrowings - current					
Other financial liabilities - non current	23	-	-	-	-
Trade payables	28	-	-	-	-
Other financial liabilities	29	-	-	49	49
<b>Total</b>		<b>-</b>	<b>-</b>	<b>49</b>	<b>49</b>

## Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

- recognized and measured at fair value
- measured at amortized cost and for which fair values are disclosed in the Standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, Mindspace REIT has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### Financial instruments

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2021:

Particulars	Total	Level 1	Level 2	Level 3
<b>Financial assets &amp; liabilities measured at fair value</b>				
Investment in equity shares	<b>0</b>	-	-	<b>0</b>

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2020:

Particulars	Total	Level 1	Level 2	Level 3
<b>Financial assets &amp; liabilities measured at fair value</b>				
Investment in equity shares	-	-	-	-

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Financial instruments measured at fair value	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
<b>Financial Assets</b>			
Investment in equity shares	Discounted cash flow approach	Discount rate determined as weighted average cost of capital (WACC)	Increase/decrease of 5% or so in the discount rate would result in decrease/increase in the fair value*

\* holding all other variables constant

## Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended 31 March 2021 and 31 March 2020.

## Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- The fair value of mutual funds are based on price quotations at reporting date.
- The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.
- The fair values of borrowings at fixed rates are considered to be equivalent to present value of the future contracted cashflows discounted at the current market rate.
- Security deposits accepted are measured at fair value based on the discounted cash flow method considering the discount rate determined as the average borrowing rate.

## B Financial risk management

The Mindspace Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

### i. Credit risk

Credit risk is the risk of financial loss to the Mindspace Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Mindspace Group's receivables and other financial assets. The carrying amounts of financial assets represent the maximum credit exposure.

### Trade receivables

The Mindspace Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Mindspace Group grants credit terms in the normal course of business.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Summary of the Mindspace Group's exposure to credit risk by age of the outstanding from various customers is as follows:

	As at 31 March 2021	As at 31 March 2020
Within credit period of 7 days	102	-
Past due - More than 8 days and upto 365 days	136	-
Past due - More than 365 days	38	-
	<b>276</b>	<b>-</b>
Less: Provision for bad and doubtful debts	62	-
	<b>214</b>	<b>-</b>

## Cash and cash equivalents

The Mindspace Group holds cash and cash equivalents with credit worthy banks of ₹ 3,539 million as at 31 March 2021 (2020: ₹ 0 million). The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

## Other financial assets

Other financial assets which includes finance lease receivable are measured at amortized cost. Credit risk related to these financial assets is managed by monitoring the recoveries of such amounts on regular basis.

## ii. Liquidity risk

Liquidity risk is the risk that the Mindspace Group will not be able to meet its financial obligations as they become due. The Mindspace Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Mindspace Group's reputation.

## Exposure to liquidity risk

The table below provides details of the undiscounted cash flow (principal and interest) of non-derivative financial liabilities of the Mindspace Group based on the remaining contractual maturities:

Particulars	1 year or less	1-2 years	2-5 years	More than 5 years	Total	Carrying amount
<b>As at 31 March 2021:</b>						
<b>Non-interest bearing</b>						
Trade payables	865	-	-	-	865	865
Security deposit	5,122	718	2,073	259	8,172	7,525
Other financial liabilities	2,429	192	138	23	2,782	2,782
<b>Interest bearing - Variable Interest Rate</b>						
Borrowings	2,856	3,030	12,823	5,569	24,278	24,055
Estimated interest payment	1,575	2,188	4,583	1,745	10,090	-
Bank Overdraft	2,074	-	-	-	2,074	2,074
<b>Interest bearing - Fixed Interest Rate</b>						
Borrowings	-	5,000	6,500	-	11,500	11,425
Security deposit (Power)	73	-	-	-	73	73
	<b>14,994</b>	<b>11,128</b>	<b>26,117</b>	<b>7,596</b>	<b>59,835</b>	<b>48,799</b>
<b>As at 31 March 2020:</b>						
<b>Non-interest bearing</b>						
Trade payables	-	-	-	-	-	-
Security deposit	-	-	-	-	-	-
Other financial liabilities	49	-	-	-	49	49
<b>Interest bearing - Variable Interest Rate</b>						
Borrowings	-	-	-	-	-	-
<b>Interest bearing - Fixed Interest Rate</b>						
Borrowings	-	-	-	-	-	-
	<b>49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>49</b>	<b>49</b>

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## Financing arrangements:

The Mindspace Group had access to the following undrawn borrowing facilities at the end of the reporting year:

	As at 31 March 2021	As at 31 March 2020
<b>Floating rate term loan</b>		
Expiring within one year	2,000	-
Expiring beyond one year	402	-

## iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Mindspace Group's income or the value of its holdings of financial instruments. The Mindspace Group is domiciled in India and has its income and other transactions in its functional currency i.e. Rupees. Accordingly the Mindspace Group is not materially exposed to any currency risk. Also the Mindspace Group does not hold any equity investments, accordingly the Mindspace Group is not exposed to any equity price risk.

## Foreign exchange risk

The Mindspace Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. The carrying amounts of the Mindspace Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are Nil.

## Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Mindspace Group is exposed to interest rate risk because it borrows fund at variable interest rate from banks and financial institution. Total borrowings at variable interest rate is ₹ 26,129 million and at fixed interest rate is ₹ 11,425 million.

Particulars	As at 31 March 2021	As at 31 March 2020
Fixed rate borrowings	11,425	-
Variable rate borrowings	26,129	-
<b>Total Borrowings</b>	<b>37,554</b>	<b>-</b>

## Interest rate sensitivity - variable rate borrowings

The below table mentions the impact of increase or decrease in the interest rates of variable rate borrowings on Consolidate Statement of Profit and Loss.

Particulars	Impact on Profit & Loss	
	Year ended 31 March 2021	Year ended 31 March 2020
Interest Rate increase by 50bps*	131	-
Interest Rate decrease by 50bps*	(131)	-

\* holding all other variables constant

## C Capital Management

The Mindspace Group's objectives when managing capital are:

- to ensure Mindspace Group's ability to continue as a going concern.
- to provide adequate return to unitholders.

The capital structure of the Mindspace Group consists of net debt and total equity of the Mindspace Group. The Mindspace Group manages its capital to ensure that the Mindspace Group will be able to continue as going concern while maximizing the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Mindspace Group's management reviews the capital structure of the Mindspace Group considering the cost of capital and the risks associated with each class of capital.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## The Mindspace Group's adjusted net debt to equity ratio as follows

Particulars	As at 31 March 2021	As at 31 March 2020
Gross debt	37,858	-
Less: Cash and cash equivalents	(3,539)	(0)
Adjusted net debt	34,319	(0)
Total equity	172,134	(49)
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.20</b>	<b>Not Applicable</b>

## 54 DISCLOSURE IN RESPECT OF LEASES

### A Finance lease

#### 1. Brief description of the leasing arrangements

The Mindspace Group's leasing arrangement represents the Fit-outs or interior work completed for the customers which have been classified as Finance lease. The lease terms are generally for the period of five years where substantially all the risks and rewards of ownership are transferred to the lessee. The Mindspace Group records disposal of the property concerned and recognizes the subsequent interest in the finance lease. No contingent rent is receivable. The Mindspace Group's obligation under finance lease is secured by the lessor's title to the leased asset.

#### 2. Components of finance lease receivable

Particulars	As at 31 March 2021	As at 31 March 2020
Gross investment	1,314	-
Unearned finance income	392	-
Net investment	921	-
Unguaranteed residual values	-	-
<b>Gross investment in lease</b>		
Not later than one year	350	-
One to five years	893	-
Later than five years	71	-

#### 3. The finance leases are receivable as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Present value of minimum lease payments</b>		
Not later than one year	209	-
One to five years	662	-
Later than five years	50	-
	<b>921</b>	<b>-</b>

### B Operating leases

#### 1. Brief description of the leasing arrangements

The Mindspace Group's leases its investment property under non cancellable operating lease for a term of 12 to 120 months. Initial direct costs incurred on these leasing transactions have been recognized in the Statement of profit and loss over the year of lease term. The lease arrangements with the customers have varied terms, escalation clauses and renewal rights. On renewal, the terms of the leases are re-negotiated. During the period, an amount of ₹ 9,024 millions (2020: ₹ Nil) lease income has been recognized in the Consolidated Statement of Profit and Loss. The following are the disclosures in respect of non-cancellable operating leases entered into during the year:

In the capacity as a lessor	As at 31 March 2021	As at 31 March 2020
<b>Future minimum lease related receivables under non-cancellable operating leases at the year end:</b>		
Not later than one year	5,317	-
Later than one but not later than five years	10,129	-
Later than five years	72	-

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 55 DISCLOSURE PURSUANT TO IND AS - 19 'EMPLOYEE BENEFITS'

### a) Defined contribution plans

Contribution to Defined Contribution Plans, recognized as expense for the year is as under:

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Employer's Contribution to Provident Fund	6	-

### b) Defined benefit plans

#### i. General description

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity (Unfunded)	
	As at 31 March 2021	As at 31 March 2020
Defined Benefit Obligation at beginning of the year	-	-
Additions due to Asset Acquisition	6	-
Interest cost	1	-
Current service cost	2	-
Liability transferred In/Acquisitions	13	-
Actuarial gain on obligations due to change in financial assumption	(1)	-
Actuarial loss on obligations due to change in experience	(1)	-
Benefit paid directly by the employer	(1)	-
Past service cost	(2)	-
Defined Benefit Obligation at the end of the year	18	-

### Fair value of Planned Assets

The Mindspace Group does not have any plan assets and consequently, disclosures related to the plan assets have not been given.

Particulars	Gratuity (Unfunded)	
	Year ended 31 March 2021	Year ended 31 March 2020
Expenses recognized		
Current service cost	2	-
Interest Cost	1	-
Return on Plan Asset	-	-
Net Cost	3	-

Particulars	Gratuity (Unfunded)	
	Year ended 31 March 2021	Year ended 31 March 2020
Expenses recognized in the Other Comprehensive Income (OCI)		
Actuarial loss on obligations due to change in experience/ financial assumptions	(0)	-
Interest Cost	-	-
Return on Plan Asset	-	-
Net Cost	(0)	-

Actuarial Assumptions	Gratuity (Unfunded)	
	Year ended 31 March 2021	Year ended 31 March 2020
Discount Rate (per annum)	5.58% - 7.00%	-
Expected rate of return on Plan Assets (per annum)	-	-
Rate of escalation in salary (per annum)	6.06% - 10.00%	-
Rate of employee turn over	2.00% - 42.00%	-

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## c) Sensitivity Analysis

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
<b>Projected benefit obligation on current assumptions</b>		-
Delta effect of +1% change in the rate of discounting	(1)	-
Delta effect of -1% change in the rate of discounting	1	-
Delta effect of +1% change in the rate of salary increase	1	-
Delta effect of -1% change in the rate of salary increase	(1)	-
Delta effect of +1% change in the rate of employee turnover	0	-
Delta effect of -1% change in the rate of employee turnover	0	-

## 56 DUE TO MICRO AND SMALL SUPPLIERS

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises.

Amounts due to micro, small and medium enterprises (MSME) as at 31 March 2021 was ₹ 757 million (2020: ₹ Nil). The information regarding MSMED has been determined to the extent such parties have been identified on the basis of information available with the MindSpace Group.

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Principal amount and the interest thereon remaining unpaid to any supplier as at the year-end	757	-
Amount of interest paid by the MindSpace Group in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	0	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	5	-
Amount of interest accrued and remaining unpaid at the end of the accounting year; and	3	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED	-	-

57 The REIT acquired the SPVs by issuing units to the erstwhile shareholders of the SPVs on July 30, 2020. The results of the SPVs have been consolidated accordingly from such date and hence the numbers for the previous year ended March 31, 2020 are not comparable.

## 58 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

There is no offsetting financial assets and financial liabilities as at 31 March 2021 and 31 March 2020.

## 59 DISCLOSURE IN RESPECT OF LEASE (IND AS 116):

### MindSpace Group as lessee:

#### Applying Ind AS 116, for all leases, the MindSpace Group:

- recognizes right-of-use assets and lease liabilities in the statement of financial position, initially measured at the present value of future lease payments;
- recognizes depreciation on right-of-use assets and interest on lease liabilities in the Consolidated Statement of Profit or Loss; and
- separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the statement of cash flows.

Under Ind AS 116, right-of-use assets are tested for impairment in accordance with Ind AS 36 Impairment of Assets. This replaces the previous requirement to recognize a provision for onerous lease contracts.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## The following are the restrictions or covenants imposed by lessor:

Avacado - The Company shall not sell the leased asset or part thereof without the consent of MMRDA.

## Amounts recognized in the Consolidated Statement of Profit and Loss

	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation expense on right-of-use assets	333	-
Interest expense on lease liabilities	13	-

## Maturity analysis of Lease liability

	For the year ended 31 March 2021	For the year ended 31 March 2020
Not later than 1 year	18	-
Later than 1 year and not later than 5 years	82	-
Later than 5 years	820	-

The total cash outflow for leases amount to ₹ 16 million.

## 60 REGULATORY DEFERRAL ACCOUNT

	Year ended 31 March 2021	Year ended 31 March 2020
<b>Regulatory deferral account - Liability</b>	<b>30</b>	-
<b>Total (A)</b>	<b>30</b>	-
<b>Regulatory deferral account - Asset</b>	<b>167</b>	-
<b>Total (B)</b>	<b>167</b>	-

## Rate Regulated Activities

As per the Ind AS-114 'Regulatory Deferral Accounts' the business of electricity distribution is a Rate Regulated activity wherein the regulators determine Tariff to be charged from consumers based on prevailing regulations in place.

The Multi Year Tariff (MYT) Regulations issued by respective State Regulators is applicable to the MindSpace Group's power distribution business. According, to these regulations, the regulators shall determine tariff in a manner in which the MindSpace Group can recover its fixed and variable costs including assured rate on return approved equity base, from its consumers. The MindSpace Group determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in respective MYT Regulations.

Reconciliation of Regulatory Assets/Liabilities of power distribution business as per Rate Regulated Activities is as follows:

Particular	Year ended 31 March 2021	Year ended 31 March 2020
Opening Regulatory Assets net of (Liabilities)	-	-
Add:- Additions due to asset acquisition (A)	<b>138</b>	-
Regulatory Income / (Expense) during the year as per MERC order		-
(i) Power Purchase Cost	342	-
(ii) Other Expenses as per the terms of the Tariff Regulations including ROE	148	-
(iii) Collected during the year as per approved tariff	(458)	-
Regulatory Income / (Expense) (net) [(i) + (ii) + (iii)]	<b>32</b>	-
Regulatory Income / (Expense) (net) in respect of the earlier years	(33)	-
Income / (Expense) (net) on Account of Rate Regulated Activities (B)	<b>(1)</b>	-
Amount collected (net) in respect of earlier years (C)	-	-
Closing Regulated Assets (A + B + C)	<b>137</b>	-
Regulated Assets	<b>167</b>	-
Regulated Liabilities	<b>(30)</b>	-

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## 61 SEGMENT INFORMATION

The Mindspace Group is organized into the two operating divisions - 'real estate' and 'power distribution', which are determined based on the internal organization and management structure of the Mindspace Group and its system of internal financial reporting and the nature of its risks and its returns. The Governing Board of the manager has been identified as the chief operating decision maker (CODM). CODM evaluates the Mindspace Group's performance, allocates resources based on analysis of various performance indicators of the Group as disclosed below.

### Primary segment information

The primary reportable segment is business segment.

### Real estate

Real estate comprises development and management of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial assets. The Group has its project/properties in Mumbai, Hyderabad, Pune and Chennai for development and management of commercial SEZ and IT parks.

### Power distribution

The state power regulator has taken on record the SEZ developer MBPPL, Gigaplex and KRC Infra as Deemed Distribution Licensee for Power. The approved SPVs being Deemed Distributor, supplies power to customers within the notified SEZ.

### 31 March 2021

Particulars	Real estate	Power distribution	Unallocable	Inter segment elimination	Total
Segment revenue	11,045	460	-	(124)	11,381
Segment result	7,158	3	(729)	-	6,433
Finance cost	188	1	1,519	-	1,707
Employee benefit expenses	83	-	33	-	115
Interest income	22	0	111	-	133
Other income	0	-	51	-	51
Profit / (Loss) before tax	6,910	2	(2,118)	-	4,794
Tax	-	-	1,445	-	1,445
Profit / (Loss) after tax	6,910	2	(3,563)	-	3,349
<b>Other Information</b>					
Segment assets	214,065	1,712	6,941	-	222,718
Segment liabilities	10,923	1,321	38,340	-	50,584
Capital expenditure	4,234	0	-	-	4,234
Depreciation & amortization	1,910	54	-	-	1,964

### Secondary segment information

Mindspace Group's operations are based in India and therefore the Group has only one geographical segment - India.

Segment accounting policies are in line with accounting policies of the Mindspace Group. In addition, the following specific accounting policies have been followed for segment reporting:

Segment revenue includes income directly attributable to the segment.

Revenue and expenses directly attributable to segments are reported under respective reportable segment.

Revenue and expenses which are not attributable or allocable to segments have been disclosed under 'Unallocable'.

Borrowings and finance cost of the Group which are not attributable or allocable to segments are considered as 'Unallocable' and disclosed under 'Unallocable'.

# Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

## SPV wise revenue from major customers:

Entity	For the year ended	
	31 March 2021	31 March 2020
MBPPL	439	-
Gigaplex	704	-
Sundew	329	-
Intime	552	-
KRIT	1,025	-
KRC Infra	903	-
Horizionview	8	-
Avacado	383	-

## 62 NON-CONTROLLING INTEREST

Name of the entity	For the year ended 31 March 2021			
	Net assets		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated total comprehensive income	Amount
<b>Parent</b>				
Mindspace Business Parks REIT	94.7%	163,030	91.8%	3,075
<b>SPVs</b>				
Intime Properties Limited	1.1%	1,865	2.0%	67
K. Raheja IT Park (Hyderabad) Limited	1.8%	3,099	2.4%	81
Sundew Properties Limited	2.4%	4,140	3.8%	126
<b>Consolidated net assets/ Total comprehensive income</b>	<b>100%</b>	<b>172,134</b>	<b>100%</b>	<b>3,349</b>

The following table summarizes the financial information relating to SPVs which have material Non-controlling interest.

### (i) Intime Properties Limited

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Non-current assets	17,664	-
Current assets	95	-
Non-current liabilities	(107)	-
Current liabilities	(696)	-
<b>Net assets</b>	<b>16,956</b>	<b>-</b>
<b>NCI holdings</b>	<b>11.0%</b>	<b>-</b>
<b>Carrying amount of Non-controlling interests</b>	<b>1,865</b>	<b>-</b>

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total comprehensive income for the year	605	-
<b>Attributable to Non-controlling interest</b>		
Total comprehensive income for the year	67	-
<b>Cash flows from/ (used in):</b>		
Operating activities	59	-
Investing activities	58	-
Financing activities	(116)	-
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>1</b>	<b>-</b>

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### (ii) K. Raheja IT Park (Hyderabad) Limited

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Non-current assets	29,165	-
Current assets	121	-
Non-current liabilities	(198)	-
Current liabilities	(917)	-
<b>Net assets</b>	<b>28,171</b>	<b>-</b>
<b>NCI holdings</b>	<b>11.0%</b>	<b>-</b>
<b>Carrying amount of Non-controlling interests</b>	<b>3,099</b>	<b>-</b>

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total comprehensive income for the year	739	-
<b>Attributable to Non-controlling interest</b>	<b>-</b>	<b>-</b>
Total comprehensive income for the year	81	-
<b>Cash flows from:</b>		
Operating activities	73	-
Investing activities	69	-
Financing activities	(150)	-
<b>Net decrease in cash and cash equivalents</b>	<b>(8)</b>	<b>-</b>

### (iii) Sundew Properties Limited

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Non-current assets	48,910	-
Current assets	407	-
Non-current liabilities	(9,337)	-
Current liabilities	(2,357)	-
<b>Net assets</b>	<b>37,623</b>	<b>-</b>
<b>NCI holdings</b>	<b>11.0%</b>	<b>-</b>
<b>Carrying amount of Non-controlling interests</b>	<b>4,140</b>	<b>-</b>

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Total comprehensive income for the year	1,149	-
<b>Attributable to Non-controlling interest</b>	<b>-</b>	<b>-</b>
Total comprehensive income for the year	126	-
<b>Cash flows from/ (used in):</b>		
Operating activities	140	-
Investing activities	652	-
Financing activities	(759)	-
<b>Net increase in cash and cash equivalents</b>	<b>33</b>	<b>-</b>
<b>Total carrying amount of NCI</b>	<b>9,104</b>	<b>-</b>

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### 63 RELATED PARTY DISCLOSURES

#### A. Parties to Mindspace REIT as at 31 March, 2021

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
1	Trustee	Axis Trustee Services Limited	-	-
2	Sponsors	Anbee Constructions LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
3		Cape Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
4	Manager	K Raheja Corp Investment Managers LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja	-
5	Sponsors Group	Mr. Chandru L. Raheja	-	-
6	(refer note below)	Mr. Ravi C. Raheja	-	-
7		Mr. Neel C. Raheja	-	-
8		Mrs. Jyoti C. Raheja	-	-
9		Capstan Trading LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
10		Casa Maria Properties LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
11		Raghukool Estate Developement LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
12		Palm Shelter Estate Development LLP	Mr. Ravi C. Raheja Mr. Neel C. Raheja Mr. Chandru L. Raheja Mrs. Jyoti C. Raheja	-
13		K. Raheja Corp Pvt. Ltd.	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Vinod Rohira

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
14		Inorbit Malls (India) Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP Mr. Neel C. Raheja Jointly with Mr. Ramesh M. Valecha Ivory Properties & Hotels Pvt Ltd K Raheja Corp Private Limited	Ravi C. Raheja Neel C. Raheja Sunil Hingorani
15		Ivory Properties and Hotels Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Ramesh Valecha Vinod Rohira
16		K Raheja Private Limited (till 30 July 2020)	Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mrs. Jyoti C. Raheja Jointly with Mr. Chandru L. Raheja Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Anbee Constructions LLP Cape Trading LLP Capstan Trading LLP Casa Maria Properties LLP Raghukool Estate Developement LLP Palm Shelter Estate Development LLP	Ravi C. Raheja Neel C. Raheja Vinod Rohira
17		Ivory Property Trust	Chandru L. Raheja Jyoti C. Raheja Ivory Properties & Hotels Pvt Ltd Ravi C. Raheja Neel C. Raheja (all are trustees)	-

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Sl. No.	Particulars	Name of Entities	Promoters/Partners*	Directors
18		Genext Hardware & Parks Pvt. Ltd.	Mr. Ravi C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Mr. Neel C. Raheja Jointly with Mr. Chandru L. Raheja Jointly with Mrs. Jyoti C. Raheja Chandru L. Raheja jointly with Jyoti C. Raheja, behalf of Ivory Property Trust	Ravi C. Raheja Neel C. Raheja Ramesh Valecha
19	Names of SPVs	1. Avacado Properties and Trading (India) Private Limited 2. Gigaplex Estate Private Limited 3. Horizonview Properties Private Limited 4. KRC Infrastructure and Projects Private Limited 5. Intime Properties Limited 6. Sundew Properties Limited 7. K. Raheja IT Park (Hyderabad) Limited 8. Mindspace Business Parks Private Limited. 9. Dices Realcon Private Limited. (upto 19 <sup>th</sup> February, 2021) 10. Educator Protech Private Limited (upto 19 <sup>th</sup> February, 2021) 11. Happy Eastcon Private Limited (upto 4 <sup>th</sup> February, 2021) 12. Sampada Eastpro Private Limited (upto 17 <sup>th</sup> March, 2021)		
20	Governing Board and Key Managerial Personnel of the Manager (K Raheja Corp Investment Managers LLP)	<b>Governing Board</b> Mr. Deepak Ghaisas Ms. Manisha Girotra Mr. Bobby Parikh Mr. Alan Miyasaki Mr. Ravi C. Raheja Mr. Neel C. Raheja <b>Key Managerial Personnel</b> Mr. Vinod Rohira Ms. Preeti Chheda		
21	Entities controlled/ jointly controlled by members of Governing Board.	Brookfields Agro & Development Private Limited Cavalcade Properties Private Limited Grange Hotels And Properties Private Limited Immense Properties Private Limited Novel Properties Private Limited Pact Real Estate Private Limited Paradigm Logistics & Distribution Private Limited Sustain Properties Private Limited Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Private Limited Asterope Properties Private Limited Content Properties Private Limited Grandwell Properties And Leasing Private Limited Sundew Real Estate Private Limited M/s Bobby Parikh and Associates Gencoval Strategic Services Pvt Ltd Stemade Biotech Private Limited Hariom Infrafacilities Services Private Limited		

\* only when acting collectively

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

### B. Related parties with whom the transactions have taken place during the year

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
<b>Project Management Fees</b>		
K Raheja Corp Investment Managers LLP	282	-
<b>Investment Management Fees</b>		
K Raheja Corp Investment Managers LLP	34	-
<b>Trustee fee expenses</b>		
Axis Trustee Services Limited	2	-
<b>Legal &amp; professional fees</b>		
M/s Bobby Parikh and Associates	7	-
<b>Interest income</b>		
Ivory Property Trust	19	-
<b>Rent expense</b>		
Genext Hardware & Parks Pvt. Ltd.	8	-
<b>Royalty Charges</b>		
Anbee Constructions LLP	-	1
Cape Trading LLP	-	1
Ivory Properties & Hotels Private Limited	-	1
K. Raheja Private Limited	-	1
K. Raheja Corp Private Limited	-	2
<b>Sitting Fees</b>		
Neel C Raheja	0	-
Ravi C Raheja	0	-
Vinod N. Rohira	0	-
Preeti Chheda	0	-
<b>Loan repaid</b>		
Ivory Property Trust	3150	-
<b>Reimbursement of Expenses</b>		
K Raheja Corp Investment Managers LLP*	61	41
*Includes fees paid to M/s Bobby Parikh & Associates amounting to ₹ 0.48 million for the year ended 31 March 2021 and ₹ 1 million for the year ended 31 March 2020.		
<b>Payment to Sponsor Group companies in relation to Offer for Sale</b>		
Chandru L Raheja	10	-
Jyoti C Raheja	1,139	-
Ravi C Raheja	1,180	-
Neel C Raheja	1,180	-
Genext Hardware & Parks Private Limited	958	-
Inorbit Malls (India) Private Limited	1,506	-
Ivory Properties And Hotels Private Limited	3,387	-
Ivory Property Trust	10,357	-
K. Raheja Corp Private Limited	4,304	-
K. Raheja Private Limited	2,852	-
<b>Initial receipt from Co-sponsor - received</b>		
Anbee Constructions LLP	-	0
Cape Trading LLP	-	0
<b>Issue of Unit capital</b>		
Anbee Constructions LLP	9,736	-
Cape Trading LLP	9,736	-
Capstan Trading LLP	11,301	-
Casa Maria Properties LLP	11,301	-
Chandru L. Raheja	8,974	-
Genext Hardware & Parks Private Limited	6,294	-

## Consolidated Financial Statements

for the year ended 31 March 2021

(All amounts in ₹ million unless otherwise stated)

Particulars	For the year ended 31 March 2021	From 18 November 2019 to 31 March 2020
Inorbit Malls (I) Private Limited	1,541	-
Ivory Properties & Hotels Private Limited	3,466	-
Ivory Property Trust	2,410	-
Jyoti C. Raheja	2,745	-
K Raheja Corp Private Limited	10,064	-
K Raheja Private Limited	2,918	-
Neel C. Raheja	4,637	-
Palm Shelter Estate Development LLP	11,301	-
Raghukool Estate Developement LLP	9,958	-
Ravi C. Raheja	4,637	-

### C. Balances

Particulars	As on 31 March 2021	As on 31 March 2020
<b>Other Receivable</b>		
Vinod N Rohira	0	-
<b>Trade Payables</b>		
K Raheja Corp Investment Managers LLP	40	-
M/s Bobby Parikh and Associates	0	-
<b>Sitting Fees Payable</b>		
Neel C.Raheja	0	-
Ravi C.Raheja	0	-
Preeti Chheda	0	-
<b>Other Financial Liabilities</b>		
K Raheja Corp Investment Managers LLP	17	49
<b>Security Deposit</b>		
K. Raheja Corp Pvt. Ltd.	2	-
<b>Co-Sponsor Initial Corpus</b>		
Anbee Constructions LLP	0	0
Cape Trading LLP	0	0

64 "0" REPRESENTS VALUE LESS THAN ₹ 0.5 MILLION.



**Disclaimer**

*This report is prepared exclusively for the benefit and use of K Raheja Corp Investment Managers LLP ( "Recipient" or "Entity" or "Manager") and / or its associates and, other than publication in offering document(s) and advertisement related materials prepared for the disclosure of valuation of assets forming part of the portfolio of Mindspace Business Parks REIT ("Mindspace REIT"), in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges. The Entity is the investment manager to Mindspace Business Parks REIT, a Real Estate Investment Trust under the Securities and Exchanges Board of India (Real Estate Investment Trust), 2014 and amended till date ("SEBI REIT Regulations"). The Manager may share the report with its appointed advisors for any statutory or reporting requirements, in connection with the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT. Neither this report nor any of its contents may be used for any other purpose other than the purpose as agreed upon in the Letter of Engagement ("LOE") dated 21 September 2020 without the prior written consent of the Valuer.*

*The information in this report reflects prevailing conditions and the view of Valuer as of this date, all of which are, accordingly, subject to change. In preparation of this report, the accuracy and completeness of information shared by the Manager has been relied upon and assumed, without independent verification, while applying reasonable professional judgment by the Valuer.*

*This report has been prepared upon the express understanding that it will be used only for the purposes set out in the LOE dated 21 September 2020. The Valuer is under no obligation to provide the Recipient with access to any additional information with respect to this report unless required by any prevailing law, rule, statute or regulation.*

*This report should not be deemed an indication of the state of affairs of the real estate financing industry nor shall it constitute an indication that there has been no change in the business or state of affairs of the industry since the date of preparation of this document*

## Summary Valuation Report: Portfolio of Mindspace Business Parks REIT

Date of Valuation: 31 March 2021

Date of Report: 8 May 2021

Submitted to:

K Raheja Corp Investment Managers LLP

## Contents

<b>1</b>	<b>Instruction.....</b>	<b>3</b>
1.1	Instructing Party .....	3
1.2	Purpose and Date of Valuation .....	4
1.3	Reliant Parties.....	4
1.4	Limitation of liability .....	5
1.5	Professional Competency of The Valuer.....	6
1.6	Disclosures .....	7
1.7	Assumptions, Disclaimers, Limitations & Qualifications to Valuation .....	9
<b>2</b>	<b>Valuation Approach and Methodology.....</b>	<b>12</b>
2.1	Purpose of Valuation .....	12
2.2	Basis of Valuation .....	12
2.3	Valuation Approach .....	12
2.4	Valuation Methodology .....	14
2.5	Information Sources .....	17
<b>3</b>	<b>Valuation Summary.....</b>	<b>18</b>
3.1	Assumptions, Disclaimers, Limitations & Qualifications.....	19
<b>4</b>	<b>Subject Properties .....</b>	<b>20</b>
4.1	MindSpace Madhapur (Sundew Properties Ltd), Hyderabad .....	20
4.2	MindSpace Madhapur (K Raheja IT Park (Hyderabad) Ltd), Hyderabad .....	23
4.3	MindSpace Madhapur (Intime Properties Ltd), Hyderabad.....	27
4.4	MindSpace Airoli East, Mumbai Region .....	30
4.5	MindSpace Airoli West, Mumbai Region .....	35
4.6	Paradigm MindSpace Malad, Mumbai Region .....	40
4.7	The Square, BKC, Mumbai Region .....	43
4.8	Commerzone Yerwada, Pune .....	46
4.9	Gera Commerzone Kharadi, Pune.....	49
4.10	The Square, Nagar Road, Pune .....	55
4.11	Commerzone Porur, Chennai.....	58
4.12	MindSpace Pocharam, Hyderabad.....	61

## 1 Instruction

### 1.1 INSTRUCTING PARTY

K Raheja Corp Investment Managers LLP (hereinafter referred to as “the Instructing Party” or “the Client”), in its capacity as the Manager of the MindSpace Business Parks REIT (MindSpace REIT), has appointed Mr. Shubhendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017 (hereinafter referred as the “Valuer”), in order to undertake the valuation of properties comprising commercial office real estate assets located across Mumbai, Hyderabad, Pune and Chennai as well as incidental or ancillary activities including a facility management business and power distribution facility (together herein referred as “Subject Properties”, as mentioned below):

S. No.	Location	Leasable area (Million sq. ft.)
1	MindSpace Madhapur, Hyderabad	10.6
2	MindSpace Airoli East, Navi Mumbai	6.8
3	MindSpace Airoli West, Navi Mumbai	5.1
4	Paradigm MindSpace Malad, Mumbai	0.7
5	The Square, BKC, Mumbai	0.1
6	Commerzone Yerwada, Pune	1.7
7	Gera Commerzone Kharadi, Pune	2.6
8	The Square, Nagar Road, Pune	0.8
9	Commerzone Porur, Chennai	0.8
10	MindSpace Pocharam, Hyderabad	1.0

The Subject Properties comprise land for future development a part of which may be considered for sale. The same have been valued separately.

The exercise has been carried out in accordance with the instructions (Caveats & Limitations) detailed in Section 1.7 of this report. The extent of professional liability towards the Client is also outlined within these instructions.

## 1.2 PURPOSE AND DATE OF VALUATION

The purpose of this valuation is to estimate the value of the Subject Properties as part of the portfolio of MindSpace REIT for the disclosure of valuation of assets, forming part of the portfolio of MindSpace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges and for accounting purposes. In addition, other documents in relation to the regulatory filings such as publicity material, research reports, presentations and press releases will also be prepared, wherein copies, summary or extracts of the valuation report are intended to be included.

## 1.3 RELIANT PARTIES

The reliance on this report is extended to the Manager, REIT and other parties including the trustee of REIT, debenture trustee(s), stock exchanges, unitholders of REIT, Securities and Exchange Board of India ("SEBI"), credit rating agencies, lenders of the REIT and/or its special purpose vehicles or any other person within or outside India as the Manager may deem fit for the purpose as highlighted in this report (valuation). The Valuer, however, would extend no liability to such reliant parties save and except for gross and willful negligence.

The valuation exercise is conducted strictly and only for the use of the parties as stated above who need to rely on such valuation ("Reliant Party") and for the Purpose specifically stated. The Instructing Party shall make all reliant parties aware of the terms and conditions of the agreement under which this exercise is being undertaken and take due acknowledgements to the same effect

## 1.4 LIMITATION OF LIABILITY

- The Valuer has provided the services exercising due care and skill but does not accept any legal liability arising from negligence or otherwise to any person in relation to possible environmental site contamination or any failure to comply with environmental legislation which may affect the value of the properties. Further, the Valuer shall not accept liability for any errors, misstatements, omissions in the report caused due to false, misleading or incomplete information or documentation provided to him by the Instructing Party.
- The Valuer's maximum aggregate liability for claims arising out of or in connection with the Valuation, under this contract shall not exceed the professional indemnity insurance obtained by it. As on the date of this report, the professional indemnity insurance maintained by the Valuer is for INR 50 Million (Rupees Fifty Million Only).
- In the event that any of the Manager, REIT and other parties including the trustee of REIT, debenture trustee(s), stock exchanges, unitholders of REIT, Securities and Exchange Board of India ("SEBI"), credit rating agencies, lenders of the REIT and/or its special purpose vehicles or any other person within or outside India as the Manager may deem fit in connection with the disclosure of valuation of assets, forming part of the portfolio of MindSpace REIT, be subject to any claim ("Claim Parties") in connection with, arising out of or attributable to the Valuation, the Claim Parties will be entitled to require the Valuer, to be a necessary party/ respondent to such claim and the Valuer shall not object to his inclusion as a necessary party/respondent. However, the legal cost with respect to appointment of lawyers by the Valuer as a respondent/defendant shall be borne by the Client. If the Valuer, as the case may be, does not co-operate to be named as a necessary party/ respondent to such claims or co-operate in providing adequate/ successful defence in defending such claims, the Claim Parties jointly or severally will be entitled to initiate a separate claim against the Valuer in this regard and his liability shall extend to the value of the claims, losses, penalties, costs and liabilities incurred by the Claim Parties.
- The Valuer is neither responsible for any legal due diligence, title search, zoning check, development permissions and physical measurements nor undertake any verification/validation of the zoning regulations/development controls etc.

## 1.5 PROFESSIONAL COMPETENCY OF THE VALUER

Mr. Shubhendu Saha, the Valuer for the Subject Property is registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of The Companies (Registered Valuers and Valuation) Rules, 2017 since 15 May 2019. He completed his Bachelor in Planning from the School of Planning and Architecture, New Delhi in 1997 and Master in Management Studies from Motilal Nehru National Institute of Technology, Allahabad in 1999.

Mr. Saha has more than 20 years of experience in the domain of urban infrastructure and real estate advisory. He was the national practice head of Valuation Advisory services of DTZ International Property Advisers Private limited (now known as Cushman and Wakefield Property Advisers Private Limited), a leading International Property Consulting firm in India, from 2009 to 2015. He also led the business solutions and consulting services for the property management business of Cushman and Wakefield India Private Limited from 2015 to 2017. In early part of his career, he worked with renowned organisations like ICRA Limited, Copal Research (now known as Moody's Analytics) and National Council of Applied Economic Research. His last employment was with PwC as Director Real Estate Advisory before he started his practice as an independent valuer.

As the leader of valuation services business at DTZ, Mr. Saha authored India specific guidelines of the RICS Valuation Standards ("Red Book") for financial accounting, taxation and development land, which became part of the 7th edition of Red Book. He undertook valuation of India's first listed portfolio of healthcare assets at Singapore Stock Exchange as a Business Trust and led numerous valuation exercises for multiple private equity/real estate funds, financial institutions, developers and corporates across asset classes of commercial, retail, residential and hospitality. His clientele included Air India, HDFC, Religare Health Trust, Duet Hotels, DLF, RMZ, Embassy Group, Citibank, Tishman Speyer, IL&FS, HSBC, IDFC, Ascendas India etc.

## 1.6 DISCLOSURES

The Valuer declares that:

- He is eligible to be appointed as a valuer in terms of Regulation 2(1)(zz) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (REIT) (Amendment) Regulations, 2016 with the valuation exercise having been conducted and valuation report prepared in accordance with aforementioned regulations.
- He is not an associate of Anbee Constructions LLP and Cape Trading LLP (referred to as the "Sponsors"), the Instructing Party or Axis Trustee Services Limited (the Trustee for the MindSpace REIT).
- He is registered with the Insolvency and Bankruptcy Board of India (IBBI) as registered valuer for asset class Land and Building under the provisions of the Companies (Registered Valuer and Valuation) Rules, 2017.
- He has more than a decade's experience in leading large real estate valuation exercises comprising investment portfolios of various real estate funds, trusts and corporates comprising diverse assets like residential projects, retail developments, commercial office buildings, townships, industrial facilities, data centres, hotels, healthcare facilities and vacant land and therefore has adequate experience and qualification to perform property valuations at all times.
- He has not been involved in acquisition or disposal within the last twelve months of any of the properties valued under this summary valuation report.
- He has educational qualifications, professional knowledge and skill to provide competent professional services.
- He has sufficient key personnel with adequate experience and qualification to perform property valuation.
- He is not financially insolvent and has access to financial resources to conduct his practice effectively and meet his liabilities.
- He has adequate and robust internal controls to ensure the integrity of the valuation report.
- He is aware of all statutes, laws, regulations and rules relevant to this valuation exercise.
- He has conducted the valuation exercise without any influence, coercion or bias and in doing so rendered high standards of service, ensured due care, and exercised due diligence and professional judgment.
- He has acted independently and with objectivity and impartiality in conducting this valuation exercise.
- The valuation exercise that has been undertaken is impartial, true and fair to his best understanding and knowledge, and in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2016 and subsequent amendments.
- He or any of his employees involved in valuing the assets of the REIT have not invested nor shall invest in the units of MindSpace REIT or in securities of any of the Subject

Properties being valued till the time he is designated as Valuer and not less than six months after ceasing to be the Valuer of the REIT.

- He has discharged his duties towards Mindspace REIT in an efficient and competent manner, utilising his professional knowledge, skill and experience in best possible way to conduct the valuation exercise.
- He has conducted the valuation of the Subject Properties with transparency and fairness and rendered, at all times, high standards of service, exercise due diligence, ensure proper care and exercised independent professional judgment.
- He has not and shall not accept any remuneration, in any form, for conducting valuation of any of the Subject Properties of Mindspace REIT from any person or entity other than Mindspace REIT or its authorised representatives.
- He has no existing or planned future interest in the Client, Trustee, Manager, Mindspace REIT, the Sponsors to Mindspace REIT, or their representative Sponsor Groups or the Special Purpose Vehicles (“SPVs”) and the fee for this valuation exercise is neither contingent upon the values reported nor on success of any of the transactions envisaged or required as part of the disclosure of valuation of assets, forming part of the portfolio of Mindspace REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges.
- The valuation reported is not an investment advice and should not be construed as such, and specifically he does not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Client or the SPVs.
- He shall, before accepting any assignment from any related party to Mindspace REIT, disclose to Mindspace REIT, any direct or indirect consideration which the Valuer may have in respect of such assignment
- He shall disclose to the Trustee of Mindspace REIT, any pending business transaction, contracts under negotiations and other arrangements with the Instructing Party or any other party whom the Mindspace REIT is contracting with or any other factors which may interfere with his ability to give an independent and professional conduct of the valuation exercise; as on date the Valuer has no constraints towards providing an independent professional opinion on the value of any of the Subject Properties.
- He has not and shall not make false, misleading or exaggerated claims in order to secure or retain his appointment.
- He has not and shall not provide misleading opinion on valuation, either by providing incorrect information or by withholding relevant information.
- He has not accepted this instruction to include reporting of the outcome based on a pre-determined opinions and conclusions required by Mindspace REIT.
- The valuation exercise has been conducted in accordance with internationally accepted valuation standards as required by SEBI (REIT) Regulations and The Companies (Registration of Valuers and Valuation) Rules, 2017.
- He notes that there are encumbrances, however, no options or pre-emptions rights in relation to the assets based on the title report prepared by Hariani & Co. and Wadia Ghandy & Co., Veritas Legal (hereinafter collectively referred to as “Legal Counsel”).

## 1.7 ASSUMPTIONS, DISCLAIMERS, LIMITATIONS & QUALIFICATIONS TO VALUATION

While the Valuation Report has been prepared independently by the Valuer, the report and this summary is subject to the following:

- a. The valuation exercise is based on prevailing market dynamics as on the date of valuation without taking into account any unforeseeable event or developments which could impact the valuation in the future.
- b. The outbreak of COVID-19, declared by the World Health Organisation as a Global Pandemic on the 11th March 2020, and has continued to impact many aspects of daily life and the global economy. Individual markets have reacted differently to the COVID-19 outbreak, aftermath and further waves. Travel, movement and operational restrictions have been implemented by many countries. In some cases, lockdowns have been applied to varying degrees and to reflect further waves of COVID-19. The pandemic and the measures taken to tackle COVID-19 continue to affect economies and real estate markets globally. In India as well, the government has adopted similar measures to contain the spread of Covid-19 which has caused business disruption impacting the economic activity. Although these may imply a new stage of the crisis, they are not unprecedented in the same way as the initial impact. As per WHO, there are more than 250 COVID-19 vaccine candidates at different stages of trials. COVID-19 vaccine in India was launched on 16 January 2021. This was initially deployed to essential services workers and senior citizens. The coverage has now been expanded to people aged 18 years and above and with increased coverage in subsequent months, it can reasonably be expected that disruptions caused by the pandemic would subside in the coming year. The commercial real estate sector has so far shown reasonable resilience to the disruptions caused by Covid-19. With the gained intelligence about the pandemic and rapid progress witnessed in the development and deployment of the vaccine, we expect the corporates to resume their operations from their respective office spaces, as the situation starts to stabilize soon. This is expected to be followed by the demand for commercial office spaces, which have been vacated due to pandemic over the last year, to come back and then the demand for additional commercial office spaces is expected to arise, as the deferred corporate decision-making starts to materialize. Therefore, we expect slow recovery in the demand for commercial real estate in short-mid term before the demand resumes its long-term trajectory.
- c. The valuation exercise is not envisaged to include all possible investigations with respect to the Subject Properties and wherein certain limitations to the investigations and inspections carried out are identified so as to enable the Reliant Party/Parties to undertake further investigations wherever considered appropriate or necessary prior to reliance. The Valuer is not liable for any loss occasioned by a decision not to conduct further investigation or inspections.
- d. Assumptions, being an integral part of any valuation exercise, are adopted as valuation is a matter of judgment and many parameters utilized to arrive at the valuation opinion

may fall outside the scope of expertise or instructions of the Valuer. The party relying on this report accepts that the valuation contains certain specific assumptions and acknowledge and accept the risk that if any of the assumptions adopted to arrive at the valuation estimates turns out to be incorrect, there may be a material impact on the valuations.

- e. The valuation exercise is based on the information shared by the Instructing Party or the Client, which has been assumed to be correct and used to conduct the valuation exercise. In case of information shared by any third party and duly disclosed in the report, the same is believed to be reasonably reliable, however, the Valuer does not accept any responsibility should those prove not to be so.
- f. Any statement regarding any future matter is provided as an estimate and/or opinion based on the information known at the date of this report. No warranties are given regarding accuracy or correctness of such statements.
- g. Any plan, map, sketch, layout or drawing included in this report is to assist reader in visualizing the relevant property and are for representation purposes only, with no responsibility being borne towards their mathematical or geographical accuracy.
- h. Except as disclosed by the Client, it is assumed that the Subject Properties are free from any encroachments and available on the date of valuation.
- i. For the purpose of this valuation exercise, reliance has been made on the Title Reports prepared by the Legal Counsels for each of the Subject Properties and no further enquiries have been made with authorities in this regard. It is understood that the Subject Properties have encumbrances, disputes and claims, however, the Valuer does not have the expertise or the purview to verify the veracity or quantify these encumbrances, disputes or claims. For the purpose of this valuation exercise, it is assumed that respective Subject Properties have clear and marketable titles.
- j. The current zoning of the Subject Properties has been assessed on the basis of review of various documents including title reports shared by the Instructing Party and the current land use maps publicly available. The same has been considered for the purpose of this valuation exercise. Additionally, it is also assumed that the development on the Subject Properties adheres/would adhere to the development regulations as prescribed by the relevant authorities. No further enquiries have been made with the competent jurisdictional authorities to validate the legality of the same.
- k. The total developable/developed area, leasable area, site/plot area considered for this valuation exercise is based on the Architect's Certificate shared by the Instructing Party and the same has been checked against the approvals/layout plans/building plans provided by the Client. However, no additional verification and physical measurement for the purpose of this valuation exercise has been undertaken.
- l. In absence of any information to the contrary, it is assumed that there are no abnormal ground conditions nor archaeological remains present which might adversely affect the current or future occupation, development or value of the Subject Properties and the Subject Properties are free from any rot, infestations, structural or latent defect; no

currently known deleterious or hazardous materials or suspect techniques are used in construction or subsequent alterations or additions to the property and comments made in the property details do not purport to express an opinion about an advice upon the conditions of uninspected parts and should be taken as making an implied representation or statement about such parts.

- m. It is also stated that this is a valuation report and not a structural survey.
- n. Unless specifically disclosed in the report, no allowances are made with respect to any existing or proposed local legislation relating to taxation on realization of the sale value of the Subject Properties.
- o. Given the evolving and maturing real estate markets in India, comparable evidences, if any or market quotes provided has been limited to basic details such as area of asset, general location, price/rate of transaction or sale and any other specific details that are readily available in public domain only shall be shared. Any factual information such as tenants' leasable area, lease details such as, rent, lease/rent commencement and end dates, lock-in period, rent escalation terms etc. with respect to Subject Properties is based on the documents/information shared by the Client/Instructing Party and the same has been adopted for the purpose of this valuation exercise. While few lease deeds have been reviewed on a sample basis, the Valuer does not take any responsibility towards authenticity of the rent rolls shared by the Client. Any change in the aforementioned information will have an impact on the valuation estimates and, in that case, the same would need to have a relook. The relevant information sources are mentioned in section 2.5.
- p. All measurements, areas and property age quoted/mentioned in the report are approximate.
- q. The Valuer is not an advisor with respect to any tax, regulatory or legal matters regarding the proposed transaction. No investigation or enquiries on the holding entity or any SPV's claim on the title of the Subject Properties has been made and the same is assumed to be valid based on the information shared by the Client/Instructing Party. No consideration shall be / has been given to liens or encumbrances against them. Therefore, no responsibility is assumed for matters of a legal nature.
- r. Kindly note that quarterly assessment of cash flows has been undertaken for the purpose of this valuation exercise.

## 2 Valuation Approach and Methodology

### 2.1 PURPOSE OF VALUATION

The purpose of this valuation exercise is to estimate the value of the Subject Properties as part of the portfolio of MindSPACE REIT for the disclosure of valuation of assets, forming part of the portfolio of MindSPACE REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges and for accounting purposes.

### 2.2 BASIS OF VALUATION

Given the purpose of valuation as mentioned above, the valuation exercise has been carried out to estimate the "Market Value" of the Subject Properties in accordance with the IVSC International Valuation Standards issued on 31 July 2019, effective from 31 January 2020.

Market Value is defined as 'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.'

### 2.3 VALUATION APPROACH

The basis of valuation for the Subject Property being Market Value, the same may be derived by any of the following approaches:

#### 2.3.1 Market Approach

In 'Market Approach', the Subject Property is compared to similar properties that have actually been sold in an arms-length transaction or are offered for sale (after deducting for value of built-up structure located thereon). The comparable evidence gathered during research is adjusted for premiums and discounts based on property specific attributes to reflect the underlying value of the property.

#### 2.3.2 Income Approach

The income approach is based on the premise that value of an income - producing asset is a function of future benefits and income derived from that asset. There are two commonly used methods of the income approach in real estate valuation namely, direct capitalization and discounted cash flow (DCF).

##### i. Income Approach - Direct Capitalization Method

Direct capitalization involves capitalizing a 'normalized' single - year net income estimated by an appropriate yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

##### ii. Income Approach - Discounted Cash Flow Method

Using this valuation method, future cash flows from the property are forecasted using precisely stated assumptions. This method allows for the explicit modelling of income associated with the property. These future financial benefits are then discounted to a present-day value (valuation date) at an appropriate discount rate. A variation of the Discounted Cash Flow Method is mentioned below.

##### iii. Income Approach - Discounted Cash Flow Method using Rental Reversion

The market practice in most commercial/ IT developments involves contracting tenants in the form of pre-commitments at sub-market rentals to increase attractiveness of the property to prospective tenants. Such benefits are typically extended to anchor tenants. Additionally, there are instances of tenants paying above-market rentals for certain properties as well (primarily owing to market conditions at the time of contracting the lease). In order to arrive at a unit value for these tenancies, we have considered the impact of such sub/above market leases on the valuation of the Subject Property.

***For the purpose of the valuation of Subject Properties (other than the portions of future development area part or whole of which may be considered for sale), Income Approach - Discounted Cash Flow Method using Rental Reversion has been adopted.***

## 2.4 VALUATION METHODOLOGY

In case of Subject Properties there are instances where the contracted rents are significantly different from prevailing rents in the concerned micro-market where the specific Subject Property is located, either because the rents prevailing at the time of executing the leases have been significantly different or discounts were given to large/anchor tenants.

Since the real estate industry is dynamic and is influenced by various factors (such as existing supply, demand for spaces, quality of spaces available in the market, overall health of the economy, existing rentals, future growth plans, etc.) at a particular point in time, negotiated rents may tend to move away from the prevalent market rents over a period of time.

It has also been witnessed that the market rents for some properties or micro-markets increase or decrease at a rate significantly different from those agreed to in initial leases. These factors reinforce the need to review each of these leases in isolation to assess the intrinsic value of the property under review.

Given the purpose and the nature of Subject Properties involved, the valuation of the commercial office assets has been undertaken using the Discounted Cash Flows method using Rental Reversion, for Facilities Management as well as Power Distribution, Discounted Cash Flow method has been adopted and for portions of future development area part of or whole of which may be considered for sale, Market Approach has been adopted. Further the following steps have been adopted as part of the valuation exercise, which have been elaborated in the detailed full valuation report ("Valuation Report").

### 2.4.1 Asset-specific Review:

- i. As the first step to the valuation of the asset, the rent rolls (and the corresponding lease deeds on a sample basis) were reviewed to identify tenancy characteristics for the asset. As part of the rent roll review, major tenancy agreements belonging to tenants with pre-committed area were reviewed on a sample basis.
- ii. For anchor/large tenants, adjustments on marginal rent or additional lease-up timeframe have been adopted upon lease reversion.
- iii. Title certificates, architect certificates and other related documents as mentioned in earlier sections of the report were reviewed for validation of area details, ownership interests of the Subject Property.
- iv. Physical site inspections were undertaken to assess the current status of the Subject Properties.

### 2.4.2 Micro-market Review:

For the purpose of the valuation exercise, reliance has been placed on the market report prepared by Cushman & Wakefield (CWI), who has been appointed by the Client as an independent consultant to carry out industry and market research. Accordingly, the review was carried out in the following manner:

- i. An assessment of the site and surroundings has been undertaken with respect to the prevailing activities, market dynamics impacting the values and the current use of the respective properties vis-à-vis its locational context, etc. of commercial office assets. Analysis of the micro-market was undertaken primarily based on the findings of the industry/market report prepared by Cushman & Wakefield and readily available information in public domain to ascertain the transaction activity of commercial/IT office space. The analysis entailed review of comparable assets in terms of potential competition (both completed and under-construction/future developments), comparable recent lease transactions witnessed in the micro-market along with the historical leasing and re-leasing history within the asset over the last 2-3 years, if available. This was undertaken to assess the market rent (applicable rental for the micro-market where the asset is located) and achievable market rent (Valuer's view on achievable rent for the Subject Properties for leasing vacant spaces as well as upon re-leasing).
- ii. Valuer also analysed the historical leasing within the asset for anchor tenants to identify the discount that is extended to such tenants at the time of fresh leasing or lease renewals. Rent roll and sample of lease deeds of large anchor-tenants were analysed and applicable adjustments to marginal rent was estimated for individual leases. For other tenants occupying relatively large space within the Subject Properties, it is assumed that the leases shall revert to marginal rents (duly adjusted from the date of valuation) following the expiry of the lease, factoring appropriate re-leasing time.



### 2.4.3 Cash Flow Projections:

- i. The cash flows for the operational and under-construction/future development area have been projected separately to arrive at their respective value estimates.
- ii. Net operating income (NOI) has primarily been used to arrive at the value of the commercial office assets. The following steps were undertaken to arrive at the value for operational and under-construction/ future development areas respectively.

The projected future cash flows from the property are based on existing lease terms for the operational area till the expiry of the leases or re-negotiation, whichever is earlier, following which, the lease terms have been aligned with market rents achievable by the Subject Properties. For vacant area and under-construction/ future development area, the achievable market rent-led cash flows are projected factoring appropriate lease-up time frame for vacant/under-construction/future development area. These cash flows have been projected for 10-year duration from the date of valuation and for 11th year (for assessment of terminal value based on NOI). These future cash flows are then discounted to present-day value (valuation date) at an appropriate discount rate.

For each lease, principally, the following steps have been undertaken to assess the rent over a 10-year time horizon:

**Step 1:** Projecting the rental income for identified tenancies up to the period of lease expiry, lock-in expiry, escalation milestones, etc. whichever is applicable. In the event of unleased spaces, market-led rent is adopted with suitable lease-up time.

**Step 2:** Generating a market led rental income stream for identified tenancies for the time period similar to the cash flows drawn in the aforementioned step.

**Step 3:** In the event the escalated contracted rent is higher than the achievable market rent by 15%, the contracted terms are ignored, and the terms are reverted to market. In the event the escalated contracted rent is below 115% of the achievable rent, the contracted terms are adopted going forward until the next lease review/ renewal. Intent of this step is to project the rental income for respective leases until lease expiry as well as post expiry.

**Step 4:** Computing the monthly rental income projected as part of Step 3 and translating the same to a quarterly income (for the next 10 years and NOI of the 11th year – considered for calculation of terminal value).

- iii. Recurring operational expenses, fit-out income (if any – the same has not been included in the NOI for the purpose of arriving at the terminal value by capitalisation) and vacancy provision have been adopted in-line with prevalent market dynamics. In addition, appropriate rent-free periods have been adopted during lease roll-overs to consider potential rent-free terms as well as outflows towards brokerage. For all commercial office assets, operational revenues and expenses of the respective assets are reviewed to understand the recurring, non-recurring, recoverable and non-recoverable expenses and accordingly estimate the margins on the common area maintenance income which accrues as cash inflows to the Subject Properties.

- iv. The net income on quarterly basis have been projected over the next 10 years and the one year forward NOI (for 11th year) as of end of year 10 has been capitalized to assess the terminal value of the development. The quarterly net cash flows over the next 10 years along with the terminal value estimated at the end of year 10 have been discounted at a suitable discount rate to arrive at the net present value of the cash flows accruing to the commercial office assets through this approach.
- v. For the purpose of valuing the Power Distribution service to the tenants, the cash flows have been projected on the basis of profit margins allowed by the Maharashtra Electricity Regulatory Commission in its latest tariff order for respective power distribution licenses covering the control period from 2020-21 to 2024-25. Thereafter, the same principles have been adopted to project the cash flows till the remaining period of licence for distributing power to tenants/operators by the concerned entity.
- vi. The Facilities Management Services which are planned to be commenced in KRC Infrastructure and Projects Private Limited from the 1<sup>st</sup> day of the quarter following the listing. For the purpose of valuation, it is assumed that the Facilities Management Services will commence effective October 1, 2020 and have been valued based on the proposed terms of the Facility Management Services to be entered into with the SPVs and the current revenue profile projected to capture the addition of new areas getting constructed and improvement of overall occupancies of the Subject Properties keeping normalised EBITDA margins through the projected years and estimating the terminal value using an appropriate earnings multiple, thereafter discounting the cash flows using appropriate discount rate. Deferment of commencement of Facilities Management Services beyond October 1, 2020 would result in suitable adjustments to the valuation.

## 2.5 INFORMATION SOURCES

Property related information relied upon for the valuation exercise have been provided to the Valuer by the Client and the market data provided by Cushman and Wakefield, unless otherwise mentioned. The documents provided has been assumed to be a true copy of the original. The rent rolls have been cross checked with the lease deeds on a sample basis only to ensure its correctness.

### 3 Valuation Summary

The following table highlights the summary of the market value of each of the Subject Properties which is part of the Mindspace REIT as on 31 March 2021.

S. No.	Asset Name and Location	Leasable area (Million sq ft) <sup>1</sup>	Market Value (in INR Million) <sup>2</sup>			REIT Ownership
			Completed	Under-Construction	Total	
1	Mindspace Madhapur, Hyderabad	Completed – 10.0 Under-construction/ Future development – 0.6	89,468	1,360	90,828	89%
2	Mindspace Airoli East, Mumbai Region	Completed- 4.7 Under-construction/ Future development – 2.1 <sup>3</sup>	40,849	1,850	42,699	100%
3	Mindspace Airoli West, Mumbai Region	Completed – 3.5 Under-construction/ Future development – 1.7	28,720	7,754	36,474	100%
4	Paradigm Mindspace Malad, Mumbai Region	Completed - 0.7	9,569	-	9,569	100%
5	The Square, BKC, Mumbai Region	Completed – 0.1	3,905	-	3,905	100%
6	Commerzone Yerwada, Pune	Completed – 1.7	19,606	-	19,606	100%
7	Gera Commerzone Kharadi, Pune	Completed – 1.3 Under-construction/ Future development – 1.3	13,360	5,539	18,899	100%
8	The Square, Nagar Road, Pune	Completed - 0.7 Under-construction/ Future development – 0.1	8,115	354	8,468	100%
9	Commerzone Porur, Chennai	Completed – 0.8	6,993	-	6,993	100%
10	Mindspace Pocharam, Hyderabad	Completed - 0.4 Under-construction/ Future development – 0.6	1,177	1,568	2,746	100%
<b>Sub-Total</b>			<b>221,762</b>	<b>18,425</b>	<b>240,187</b>	
11	Facility Management Business		5,327	652	5,979	
<b>Total</b>			<b>227,090</b>	<b>19,077</b>	<b>246,167</b>	

<sup>1</sup> Based on Architect's Certificate, Rent Rolls, Lease Deeds/Leave and License Agreements

<sup>2</sup> Value is for 100% ownership interest in the Subject Property except for Mindspace Madhapur, Hyderabad where value is for 89% ownership (excluding 11% ownership by TSIIC)

<sup>3</sup> While the park has aggregate development potential of 2.1 msf, Mindspace REIT has currently formulated development plans for 0.9 msf (including High Street), and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation

#### 3.1 ASSUMPTIONS, DISCLAIMERS, LIMITATIONS & QUALIFICATIONS

This Summary Valuation Report is provided subject to a summary of assumptions, disclaimers, limitations and qualification detailed throughout this Report which are made in conjunction with those included within the sections covering various assumptions, disclaimers, limitations and qualifications within the detailed Valuation Report. Reliance on this report and extension of the liability of the Valuer is conditional upon the reader's acknowledgement of these statements. This valuation is for the use of the parties mentioned in Section 1.3 of this Summary Valuation Report

Prepared by



(Shubhendu Saha)  
IBBI/RV/05/2019/11552

## 4 Subject Properties

### 4.1 MINDSPACE MADHAPUR (SUNDEW PROPERTIES LTD), HYDERABAD

#### 4.1.1 Property Name

MindSpace Madhapur (Sundew) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

#### 4.1.2 Address

MindSpace, Cyberabad, Survey Number 64 (part), Next to VSNL Bldg, Hitech City, Madhapur Village, Hyderabad - 500081, Telangana, India

#### 4.1.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for Sundew Properties Limited), it is understood that the total land area of the Subject Property is approximately 40.3 acres.

#### 4.1.4 Brief Description

MindSpace Madhapur (Sundew) forming part of MindSpace IT Park located in Madhapur, comprises of SEZ and Non-SEZ buildings. The Subject Property has two components i.e. a completed component and an under-construction component. The completed buildings are building 11, 12A, 12B, 12C, 14, 12D and 20. The under-construction building is Building 22 (Hotel building).

Of the total seven completed buildings, six are SEZs and one is a non-SEZ building (Building 11). The IT park has food courts, gaming zone and other amenities.

Building 22 is an under-construction hotel property and did not receive the occupancy certificate by 31 March 2021. The property received the occupancy certificate on 6 May 2021.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at MindSpace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

#### 4.1.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has completed and operational buildings collectively admeasuring approximately 5.6 million sq.

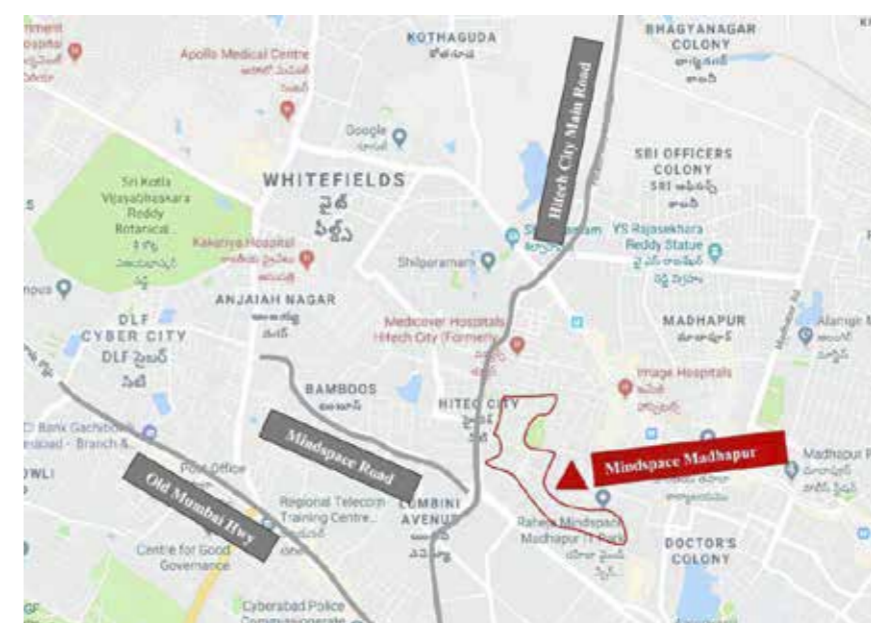
ft. of leasable area. Six operational buildings namely Buildings 12A, 12B, 12C, 14, 12D and 20 are SEZs and one operational building (Building 11) and another under-construction building (Building 22 – Hotel building) are Non-SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 11	590,271	Non-SEZ	Completed
Building 12A	856,837	SEZ	Completed
Building 12B	668,727	SEZ	Completed
Building 12C	786,257	SEZ	Completed
Building 14	529,307	SEZ	Completed
Building 20	910,385	SEZ	Completed
Building 12D	1,246,518	SEZ	Completed
Building 22	127,398	Non-SEZ	Under-construction
<b>Total</b>	<b>5,715,701</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

#### 4.1.6 Location Map



## 4.1.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2021-22
Current Effective Rent	INR/sq ft/mth	53
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgradation Capex: 270 Building 12D <sup>1</sup> : 605 Building 12D <sup>1</sup> (Fitout): 419 Under-construction (Bldg 22): 123
Expected Completion	Qtr, Year	Upgradation: Q2 FY 2022-23 Building 12D (Fitout): Q2 FY 2021-22 Building No. 22: Q1 FY 2021-22
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development) <sup>2</sup>	%	11.75

Note:

<sup>1</sup> Building 12D CAPEX represents pending payment of INR 605 Million. Capital Expenditure of INR 419 Million is planned for tenant specific fitouts for Building 12D. Fitout rent is being charged to the tenant against the same and is also accounted for in the cashflows.

<sup>2</sup> Building 22, which has already been pre-leased to Chalet hotels, is already complete and work on the services have also progressed significantly with the lessee having started its share of internal finishes and fit-outs. It is designated as under construction in accordance with the SEBI (REIT) regulations as it had not received the Occupancy Certificate as on 31 March 2021, however, it has received the Occupancy Certificate as on 6 May 2021, making the risk profile of the building similar to a completed building

## 4.1.8 Market Value

The market value of the full ownership interest of MindSpace REIT in the Subject Property as on 31 March 2021 is as follows:

NR 50,664 Million<sup>1</sup>  
(Indian Rupees Fifty Billion Six Hundred and Sixty-Four Million Only)

Note:

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

## 4.2 MINDSPACE MADHAPUR (K RAHEJA IT PARK (HYDERABAD) LTD), HYDERABAD

## 4.2.1 Property Name

MindSpace Madhapur (K Raheja IT Park (Hyderabad) Ltd ) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

## 4.2.2 Address

MindSpace Cyberabad, Next to VSNL Building Survey Number 64 (part), APIIC Software Unit Layout, Hitech City, Madhapur Village, Madhapur 500081, Telangana, India

## 4.2.3 Land/Plot Area

Based on the review of Title Report/ Architect's Certificate (Dated: 17 June 2020) (for K Raheja IT Park (Hyderabad) Private Limited), it is understood that the total land area of the Subject Property is approximately 48 acres.

## 4.2.4 Brief Description

MindSpace Madhapur (K Raheja IT Park (Hyderabad) Ltd ), forming part of MindSpace IT Park located in Madhapur has two components i.e. a completed component and land for future development. The completed buildings are 1A, 1B, 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10. Land for future development measures approximately 1.8 acres.

All of the total 11 completed buildings are Non-SEZ buildings. The IT park has food court, land scape area, Amphitheatre and other amenities.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at MindSpace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

## 4.2.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has ready and operational as well as future development buildings collectively admeasuring approximately 3.2 million sq. ft. of leasable area. Subject property buildings 1A, 1B, 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10 are Non-SEZ buildings. The Subject Property also has land for future development admeasuring approximately 1.8 acres with development potential of approximately 0.5 million sq. ft.

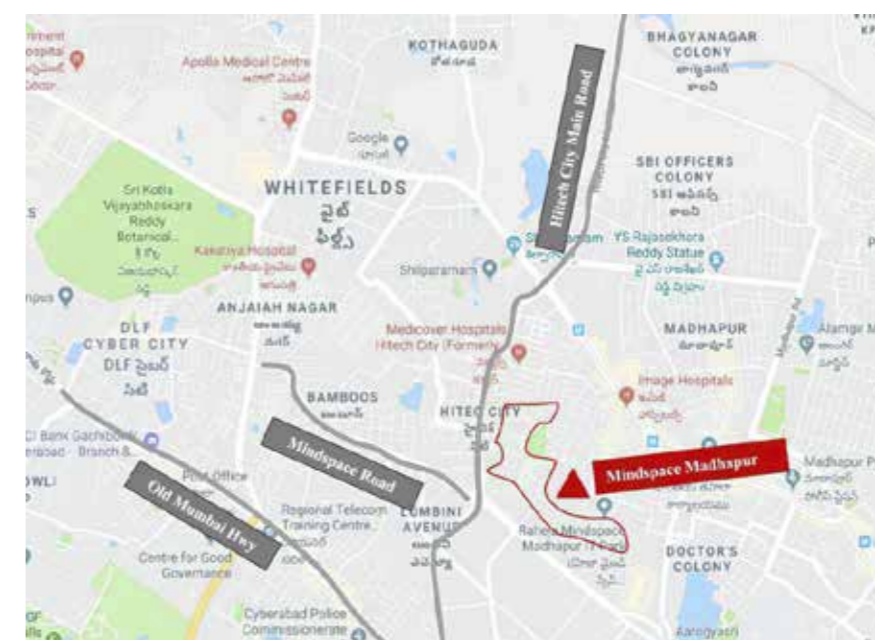
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1A	180,463	Non-SEZ	Completed
Building 1B	180,461	Non-SEZ	Completed
Building 2A	267,992	Non-SEZ	Completed
Building 2B	415,392	Non-SEZ	Completed
Building 3A	178,293	Non-SEZ	Completed
Building 3B	204,934	Non-SEZ	Completed
Building 4A&B	430,528	Non-SEZ	Completed
Building 5A	113,665	Non-SEZ	Completed
Building 7	190,889	Non-SEZ	Completed
Building 8	172,728	Non-SEZ	Completed
Building 10	337,289	Non-SEZ	Completed
Additional Development Potential	500,000	Non-SEZ	Future Development
Amenities*	5,297	Non-SEZ	Completed
<b>Total</b>	<b>3,177,931</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

\* Note: Amenities include Kiosks (678 sq.ft.) and Vantage Café (4,619 sq.ft.)

## 4.2.6 Location Map



## 4.2.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q4 FY 2022-23
Current Effective Rent	INR/sq ft/mth	52
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 560
Expected Upgrade Completion	Qtr, Year	Upgradation: Q1 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

#### 4.2.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 24,373 Million<sup>1</sup>

(Indian Rupees Twenty-Four Billion Three Hundred and Seventy-Three Million Only)

*Note:*

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

The above value includes the market value of land for future development based on the weighted average of market comparable and Discounted Cash Flow methods, admeasuring approximately 1.8 acres

#### 4.3 MINDSPACE MADHAPUR (INTIME PROPERTIES LTD), HYDERABAD

##### 4.3.1 Property Name

MindSpace Madhapur (Intime) is a commercial office development located within the Madhapur micro-market at Madhapur, Hyderabad in the state of Telangana.

##### 4.3.2 Address

MindSpace Cyberabad, Survey Number 64 (part), Next to VSNL Building, Hitech City, Madhapur Village, Hyderabad, - 500081, Telangana, India

##### 4.3.3 Land/Plot Area

Based on the review of Title Report/ Architect's Certificate (Dated: 17 June 2020) (for Intime Properties Limited), it is understood that the total land area of the Subject Property is approximately 9 acres.

##### 4.3.4 Brief Description

MindSpace Madhapur (Intime), forming part of MindSpace IT Park located in Madhapur, comprises of three completed and operational buildings spread across approximately 9 acres of land. The IT Park has food court, land scape area, open auditorium and other amenities. All three buildings are non-SEZ buildings.

The Subject Property is well connected to major locations in the city via road and rail network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 0-1 km from Hyderabad Metro Rail station at MindSpace circle
- Approximately 5-6 kms from Hitech City MMTS railway station
- Approximately 20-21 kms from Secunderabad railway station
- Approximately 34-35 kms from Shamshabad International Airport

## 4.3.5 Statement of Assets

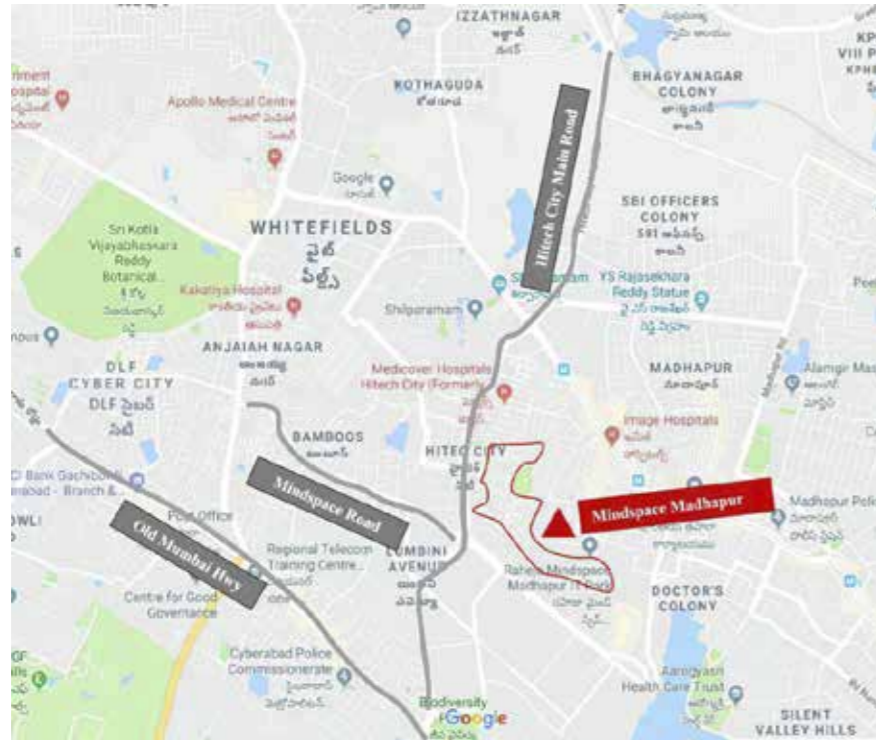
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has completed and operational buildings collectively admeasuring approximately 1.7 million sq. ft. of leasable area. Subject property buildings 5B, 6 and 9 are Non-SEZ buildings.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 5B	245,977	Non-SEZ	Completed
Building 6	388,543	Non-SEZ	Completed
Building 9	1,095,357	Non-SEZ	Completed
<b>Total</b>	<b>1,729,877</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

## 4.3.6 Location Map



## 4.3.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2021-22
Current Effective Rent	INR/sq ft/mth	56
Achievable Market Rent	INR/sq ft/mth	68
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 63
Expected Upgrade Completion	Qtr, Year	Q4 FY 2021 - 22
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.3.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 15,790 Million <sup>1</sup>

(Indian Rupees Fifteen Billion Seven Hundred and Ninety Million Only)

Note:

<sup>1</sup> The valuation presented is for 89% interest in the Subject Property.

#### 4.4 MINDSPACE AIROLI EAST, MUMBAI REGION

##### 4.4.1 Property Name

MindSPACE Airoli East is a commercial office development located within the Thane Belapur Road micro-market at Airoli, Navi Mumbai, Mumbai Region in the state of Maharashtra.

##### 4.4.2 Address

MIDC Plot No. 3, Kalwa Trans Thane Creek Industrial Area, MindSPACE, Opp. Airoli Station, Airoli, Navi Mumbai 400708

##### 4.4.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for MindSPACE Business Park Private Limited), it is understood that the total land area of the Subject Property is approximately 50 acres.

##### 4.4.4 Brief Description

Subject property comprises operational and completed buildings 1, 2, 3, 4, 5&6, 7, 8, 9, 10, 11, 12, 14 and future development Building 15 and High Street. While the park has aggregate development potential of 2.1 msf, MindSPACE REIT has currently formulated development plans for 0.9 msf (including High Street), and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation.

The Subject property, which are part of MindSPACE IT park located in Airoli East, Navi Mumbai, is spread over 50 acres comprising SEZ and future Non-SEZ office space. It enjoys good accessibility and connectivity with other parts of the city. The Subject Property also has a High Street, club house which has F&B outlets of Dominos, Faasos, Jumbo King on the ground floor. The Subject Property also has a gaming zone for employees.

#### 4.4.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020), etc., shared by the Client, the Subject Property has ready and operations buildings collectively admeasuring approximately 4.7 million sq. ft. of Leasable Area. All the ready buildings are SEZ. The future development buildings (Building 15 & High Street/Retail) are proposed to be Non- SEZ buildings admeasuring approximately 0.8 million sq. ft. and 0.05 million sq. ft. of leasable area respectively.

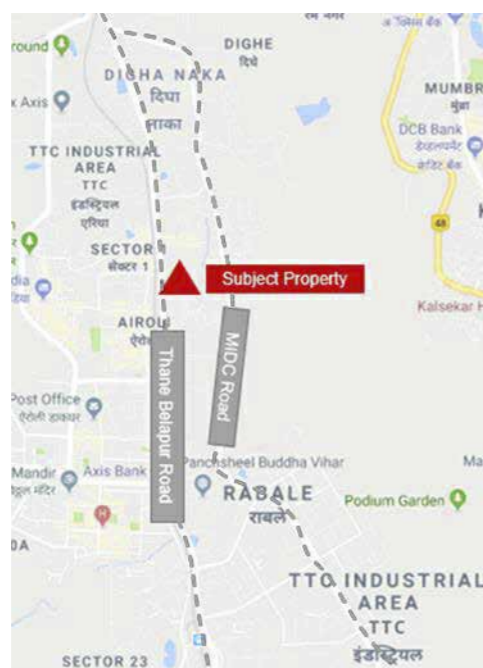
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	353,852	SEZ	Completed
Building 2	344,370	SEZ	Completed
Building 3	354,404	SEZ	Completed
Building 4	349,433	SEZ	Completed
Building 5&6	862,389	SEZ	Completed
Building 7	345,376	SEZ	Completed
Building 8	295,423	SEZ	Completed
Building 9	359,847	SEZ	Completed
Building 10	366,319	SEZ	Completed
Building 11	353,159	SEZ	Completed
Building 12	371,972	SEZ	Completed
Building 14	344,247	SEZ	Completed
Club House	5,331	SEZ	Completed
Building 15	800,000	Non-SEZ	Future Development
Retail Space (High Street)	50,000	Non-SEZ	Future Development
<b>Total</b>	<b>5,556,122</b>		

Source: Architect's Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/ Leave and License Agreements



## 4.4.6 Location Map



## 4.4.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2022-23
Current Effective Rent	INR/sq ft/mth	52
Achievable Market Rent	INR/sq ft/mth	58
Parking Charges	INR/bay/mth	1,500
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade <sup>1</sup> Capex: 1,450 Future Development: 4,300
Expected Completion	Qtr, Year	Building 15- Q4 FY 2024-25 High Street- Q3 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

Note:

<sup>1</sup> Includes capex for Upgrade, Development of High Street / Retail space. It also includes warm-shell conversion of Building 7 as assumed by the Valuer.

## 4.4.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, MindSpace Business Parks Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators /traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

## 4.4.9 Valuation Approach for Power Distribution Services

MindSpace Business Parks Private Limited (SPV) submitted the detailed tariff petition to Maharashtra Electricity Regulatory Commission ("MERC" or the "Commission"), who determined the tariff that may be charged to the customers/operators within the Subject property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising primarily of annual depreciation on investment, interest expenses on notional debt and return on equity.

## 4.4.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely as pass through.

## 4.4.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions for in accordance with the Commission order dated 30 March 2020:

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	489
Accumulated Depreciation YTD FY20	INR Million	-112
Notional Equity (30% of GFA)	INR Million	147
Notional Debt as on March 2020 (70% of GFA)	INR Million	342
Depreciation rate (Straight Line Method)	% pa	5.3%
Remaining License Period	Years	12
WACC	%	10.5%

#### 4.4.12 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 42,699 Million  
(Indian Rupees Forty-Two Billion Six Hundred and Ninety-Nine Million Only)

The above value includes the Market Value of land for future development (which may be considered for sale) based on market comparables, admeasuring 1.76 acres with available FSI of 15,092 sqm as on 31 March 2021, as mentioned hereunder:

INR 218 Million  
(Indian Rupees Two Hundred and Eighteen Million Only)

#### 4.5 MINDSPACE AIROLI WEST, MUMBAI REGION

##### 4.5.1 Property Name

Mindspace Airoli West is a commercial office development located within the Thane Belapur Road micro-market at Airoli, Navi Mumbai, Mumbai Region in the state of Maharashtra.

##### 4.5.2 Address

Plot IT - 5, Airoli Knowledge Park, Airoli and Dighe Special Economic Zone, Thane – 400710

##### 4.5.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for Gigaplex Estate Private Limited), it is understood that the total land area of the Subject Property is approximately 50 acres.

##### 4.5.4 Brief Description

Subject property comprises operational and completed buildings 1, 2, 3, 4, 5,6, under construction building 9 and Future Development Building 8 and Building 10, which are part of Gigaplex IT park located in Airoli West, Navi Mumbai. Gigaplex is spread over 50 acres comprising of SEZ and Non-SEZ office space. It enjoys good accessibility and connectivity with other parts of the city. The Subject Property also has two operational food courts namely Megabite and Gigabite. There are 3 private dining rooms (PDRs) also available to the employees with a seating capacity of 10 to 15 people. The park also offers day-care facilities to the employees.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 3-4 kms from Airoli Railway Station
- Approximately 5-6 kms from Thane Railway Station
- Approximately 7-8 kms from Eastern Express Highway
- Approximately 22-23 kms from Mumbai International Airport

## 4.5.5 Statement of Assets

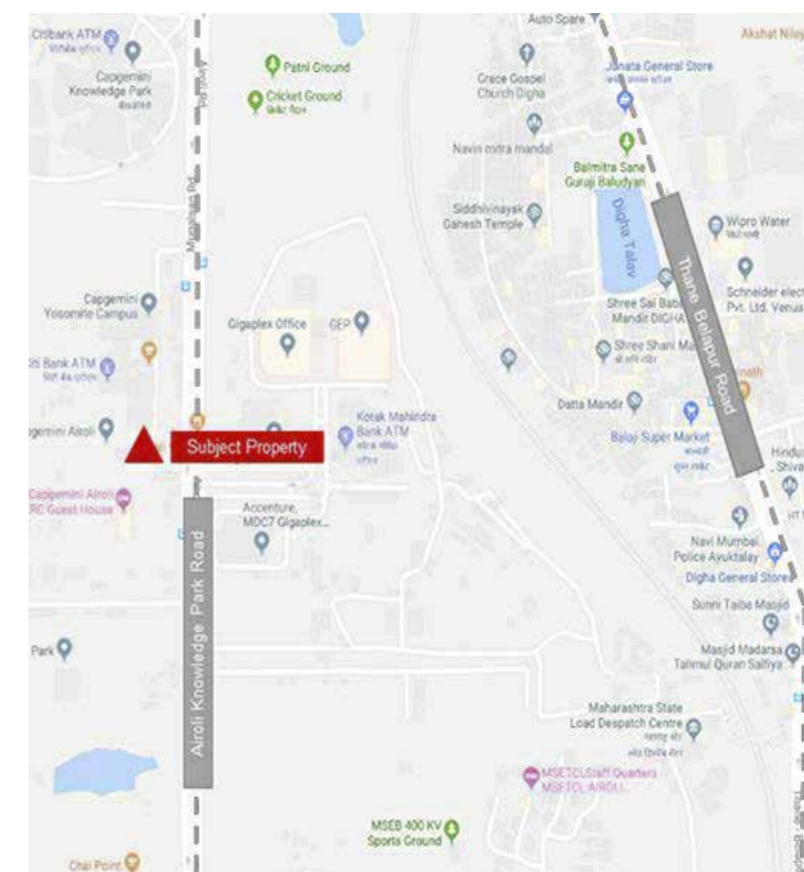
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020) etc. shared by the Client, the Subject Property has ready and operations buildings collectively admeasuring approximately 3.5 million sq. ft. of leasable area. Out of the total six completed buildings, five are SEZs whereas one building is a non-SEZ building. The under-construction building (Building 9) is an SEZ building presently admeasuring approximately ~1 million sq. ft. of leasable area. However, application has been made to de-notify this building from SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	409,661	Non-SEZ	Completed
Building 2	715,271	SEZ	Completed
Building 3	740,153	SEZ	Completed
Building 4	831,730	SEZ	Completed
Building 5	374,635	SEZ	Completed
Building 6	391,777	SEZ	Completed
Centre Court	796	SEZ	Completed
Building 9	1,033,590	Non-SEZ	Under-construction
Building 8	315,110	Data Center	Future Development
Building 10	315,110	Data Center	Future Development
<b>Total</b>	<b>5,127,833</b>		

Source: Architect's Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

## 4.5.6 Location Map



## 4.5.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q4 FY 2024-25
Current Effective Rent	INR/sq ft/mth	56
Achievable Market Rent	INR/sq ft/mth	54
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under-construction <sup>1</sup> : 1,259 Future Development (Bldg 8 & Bldg 10): 3,575 Under-construction (Bldg 9): Q4 FY 2021-22
Expected Completion	Qtr, Year	Future Development (Bldg 8): Q3 FY 2022-23 Future Development (Bldg 10): Q3 FY 2024-25
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

<sup>1</sup> Total Remaining Capital Expenditure includes the pending payments of INR 4 Million relating to Building 4 and remaining capital expenditure of INR1,255 Million for Building 9.

## 4.5.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution

Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, Gigaplex Estate Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators/traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

#### 4.5.9 Valuation Approach for Power Distribution Services

Gigaplex Estate Private Limited (SPV) submitted the detailed tariff petition to Maharashtra Electricity Regulatory Commission (“MERC” or the “Commission”), who determined the tariff that may be charged to the customers/operators within the Subject property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising annual depreciation on investment, interest expenses on notional debt and return on equity.

#### 4.5.10 Valuation Methodology for Power Distribution Services

Referring to the Commission’s latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets (“GFA”) is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely pass through.

#### 4.5.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions in accordance with the Commission order dated 30 March 2020:

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	297
Accumulated Depreciation YTD FY20	INR Million	-37
Notional Equity (30% of GFA)	INR Million	89
Notional Debt as on March 2020 (70% of GFA)	INR Million	208
Depreciation rate (Straight Line Method)	% pa	5.3%
Remaining License Period	years	18
WACC	%	10.50

#### 4.5.12 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows

INR 36,474 Million  
(Indian Rupees Thirty-Six Billion Four Hundred and Seventy-Four Million Only)

The above value includes the market value of land for future development (which may be considered for sale) based on market comparables, admeasuring approximately 9.08 acres with available FSI of 30,025 sqm as on 31 March 2021, as mentioned hereunder:

INR 548 Million  
(Indian Rupees Five Hundred and Forty-Eight Million Only)

#### 4.6 PARADIGM MINDSPACE MALAD, MUMBAI REGION

##### 4.6.1 Property Name

Paradigm Towers in Mindspace Malad is a commercial office building located within the Malad-Goregaon micro-market at Malad (West) in the Mumbai Region.

##### 4.6.2 Address

Paradigm S NO 1460 A/18 Mindspace Link Road, Mindspace, Malad (West), Mumbai, Maharashtra 400064

##### 4.6.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 15 June 2020) (for Avacado Properties and Trading India Private Limited), it is understood that the total land area of the Subject Property is approximately 4.2 acres.

##### 4.6.4 Brief Description

Paradigm Towers in Mindspace, Malad West is a Grade A, IT Park located in Malad West, Mumbai, within Malad-Goregaon micro market which is home to a number of IT and commercial establishments by prominent developers like K Raheja Corp, Nirlon, Oberoi etc. The micro market is strategically located in Mumbai with social infrastructure like Goregaon Sports Club, Infinity Mall, Inorbit Mall, etc. which are in close proximity to the Subject Property. The IT Park comprises of two Non-SEZ buildings and houses prominent tenants such as J.P Morgan Services India Pvt. Ltd., First Source Solutions Ltd., Tech Mahindra, etc.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from Malad Railway Station
- Approximately 3-4 kms from Goregaon Railway Station
- Approximately 3-4 kms from Western Express Highway
- Approximately 12-13 kms from Mumbai International Airport

#### 4.6.5 Statement of Assets

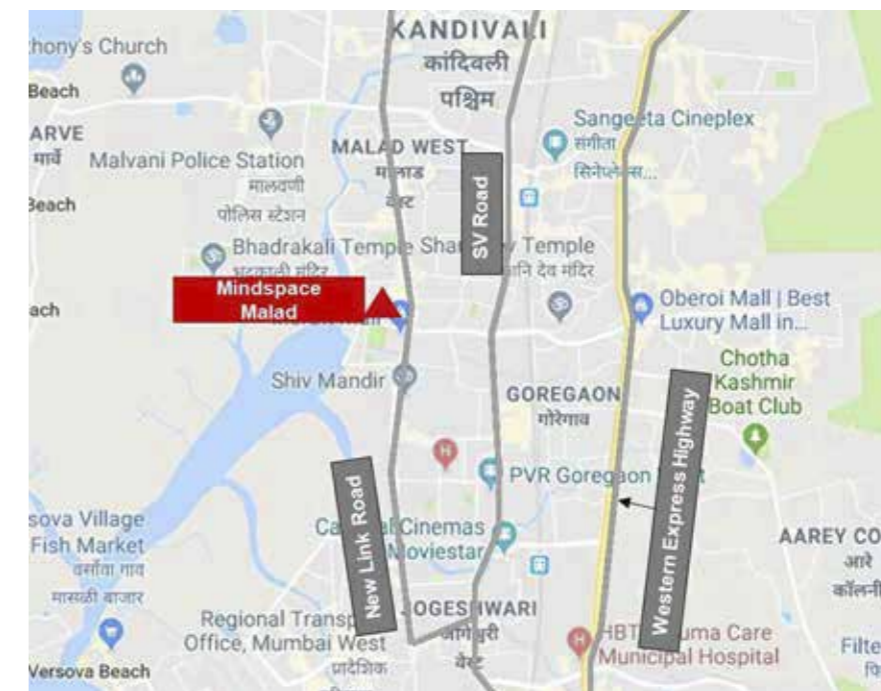
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 15 June 2020) etc. shared by the Client, the Subject Property has ready buildings collectively admeasuring approximately 0.7 million sq. ft. of leasable area.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 1	383,251	IT Park	Completed
Building 2	345,282	IT Park	Completed
<b>Total</b>	<b>728,533</b>		

Source: Architect's Certificate (Dated: 15 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

#### 4.6.6 Location Map



## 4.6.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/ 2021)</b>		
Lease Completion	Qtr, Year	Q2 FY 2021-22
Current Effective Rent	INR/sq ft/mth	91
Achievable Market Rent	INR/sq ft/mth	86
Parking Charges	INR/bay/mth	5,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex <sup>1</sup> : 198
Expected Completion	Qtr, Year	Q3 FY 2022-23
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

Note:

<sup>1</sup> In addition to the Upgrade CAPEX, we have provisioned for bareshell to warmshell conversion CAPEX (valued at INR 145 mn) which has been adjusted to the warmshell property value

## 4.6.8 Market Value

The market value of the full ownership interest in the Subject Property, as on 31 March 2021, is as follows

INR 9,569 Million  
(Indian Rupees Nine Billion Five Hundred and Sixty-Nine Million Only)

## 4.7 THE SQUARE, BKC, MUMBAI REGION

## 4.7.1 Property Name

The Square is a commercial office building located in the Bandra Kurla Complex micro market, Mumbai Region in the state of Maharashtra.

## 4.7.2 Address

C-61, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051

## 4.7.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 11 June 2020) (for Avacado Properties & Trading (India) Pvt. Ltd.), it is understood that the total land area of the subject property is approximately 0.9 acres.

## 4.7.4 Brief Description

The Square is a Grade A building located in G Block, Bandra Kurla Complex, Mumbai, which used to be corporate headquarters of Citigroup in Mumbai. The Subject Property was acquired in August 2019. The building has ground plus 8 floors and a terrace with two levels of basement parking. The Subject Property is accessible from the Bandra Kurla Complex Link Road and is currently unoccupied.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2 kms from Kurla Railway Station (Central Railway)
- Approximately 3 kms from Western Express Highway
- Approximately 4 kms from Bandra Railway Station (Western Railway)
- Approximately 5 kms from Eastern Express Highway
- Approximately 7 kms from Mumbai International Airport

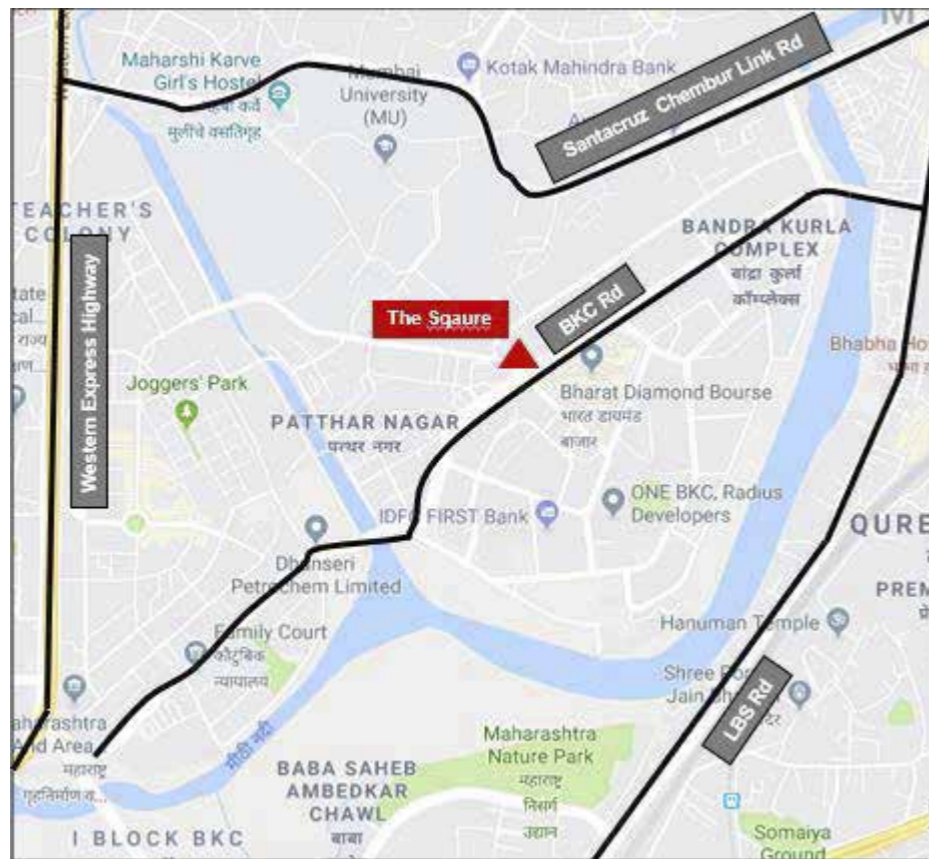
## 4.7.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated: 11 June 2020) etc. shared by the Client, the Subject Property has ready and non-operational building admeasuring approximately 0.1 million sq. ft. of leasable area. Details of the Subject Property are mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
The Square, BKC	115,000	Commercial	Completed

Source: Architect's Certificate (Dated: 11 June 2020)

## 4.7.6 Location Map



(Map not to Scale)

## 4.7.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q4 FY 2021-22
Current Effective Rent	INR/sq ft/mth	260
Achievable Market Rent	INR/sq ft/mth	260
Parking Charges	INR/bay/mth	N.A.
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Upgrade Capex: 155
Expected Completion	Qtr, Year	Q2 FY 2021-22
<b>Other Financial Assumptions</b>		
Cap Rate	%	7.75
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.7.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows:

INR 3,905 Million  
(Indian Rupees Three Billion Nine Hundred and Five Million Only)

#### 4.8 COMMERZONE YERWADA, PUNE

##### 4.8.1 Property Name

Commerzone is a commercial office development located within the Secondary Business District East (SBD East) micro-market at Yerwada, Pune in the state of Maharashtra.

##### 4.8.2 Address

Commerzone, Samrat Ashok Path, Off Airport Road, Yerwada, Taluka Haveli, Dist. Pune, Maharashtra 411006

##### 4.8.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated:31 March 2020) (for MindSpace Business Parks Private Limited), it is understood that the total land area of the Subject Property is approximately 25.7 acres.

##### 4.8.4 Brief Description

Commerzone is a Grade A, IT Park located in Yerwada, Pune, comprising a total of eight IT office buildings and one Amenity building. Amongst all the buildings in the campus, six IT office buildings and the amenity building are part of the Subject Property, except some areas within these six buildings. The Amenity building houses an operating school under the brand name VIBGYOR and is an independent building with exclusive access outside the campus of Commerzone.

The Subject Property is spread out over ~25.7 acres of land parcel. Located in Yerwada, the Subject Property enjoys good frontage and has a relatively flat topography with no significant variations in the height of the land. Further, basis our perusal of the site map provided by the client, we noted that the land plot is regular in shape.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 4-5 kms from Viman Nagar Chowk
- Approximately 4-5 kms from International Airport Pune
- Approximately 6-7 kms from Pune Railway Station
- Approximately 9-10 kms from Shivajinagar
- Approximately 10-11 kms from Pune University

##### 4.8.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated:31 March 2020) etc. shared by the Client, the Subject Property has ready and operational buildings collectively admeasuring approximately 1.7 million sq. ft. of leasable area across the IT Office and amenity buildings.

S. No.	Building No.	Units held by the SPV
1	Building 1	GF-1, GF -3 and 302
2	Building 4	201, 301, 501, 602, 603, 701, 702
3	Building 5	Entire Building
4	Building 6	201, 202, 301, 501 (part), 701, 702
5	Building 7	Entire Building
6	Building 8	Entire Building

In addition to the above, the undivided rights, title and interest in the following assets are also part of the Subject Property

- The total Amenity Plot
- The total Utility Areas and Internal Roads;
- The total Open Spaces;

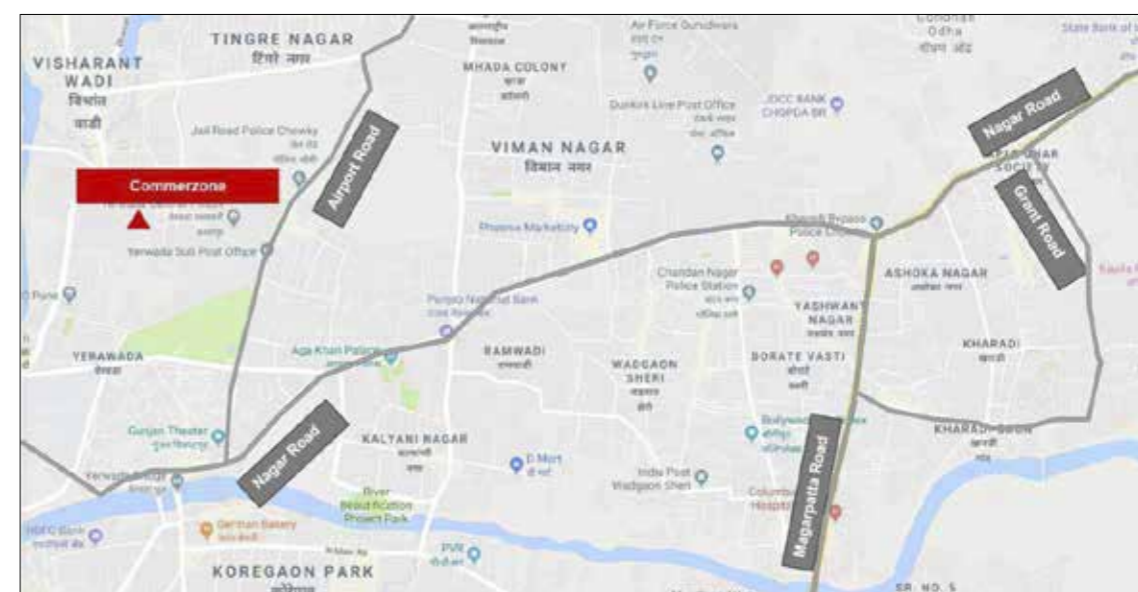
The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.) <sup>1</sup>	Usage type	Status
Building 1	43,200	Non-SEZ	Completed
Building 4	207,460	Non-SEZ	Completed
Building 5	371,399	Non-SEZ	Completed
Building 6	178,569	Non-SEZ	Completed
Building 7	372,858	Non-SEZ	Completed
Building 8	424,132	Non-SEZ	Completed
Amenity Building	79,521 <sup>1</sup>	Non-SEZ	Completed
<b>Total</b>	<b>1,677,139</b>		

Source: Architect's Certificate (Dated:31 March 2020), Rent Rolls, Lease Deeds//Leave and License Agreements

<sup>1</sup>. Area under full ownership of MindSpace REIT

##### 4.8.6 Location Map





## 4.8.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	N.A.
Current Effective Rent	INR/sq ft/mth	60
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	N.A.
Expected Completion	Qtr, Year	N.A.
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.8.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows:

INR 19,606 Million

(Indian Rupees Nineteen Billion Six Hundred and Six Million Only)

*Note: The above-mentioned value includes proportionate undivided ownership in the Amenity Plot, Utility Areas and Internal Roads and total open spaces of the Entire Campus.*

## 4.9 GERA COMMERZONE KHARADI, PUNE

## 4.9.1 Property Name

Gera Commerzone is an IT office development located within the Secondary Business District East (SBD East) micro-market at Kharadi, Pune in the state of Maharashtra.

## 4.9.2 Address

Gera Commerzone, Kharadi, S.No. 65 at Kharadi, Tal, Haveli, Pune, Maharashtra 411006

## 4.9.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated:31 March 2020) (for KRC Infrastructure and Projects Private Limited), it is understood that the total land area of the Subject Property is approximately 25.8 acres.

## 4.9.4 Brief Description

Gera Commerzone is a Grade A, SEZ and IT Park located in Kharadi Pune. Gera Commerzone campus is planned to house a total of six buildings. Amongst all the buildings in the campus, one under-construction building, one future development building and two completed buildings are part of the Subject Property.

**Completed Building – Building 3 & 6**

Buildings 3 and 6 which are operational SEZ buildings, admeasure ~ 1.3 Million sq. ft. of leasable area. Building 3 (2B+G+12) is currently fully occupied and Building 6 (4B+G+13) is partially occupied.

**Under-Construction –**

Buildings 4 and 5 (4B+G+13 each) which are IT buildings, admeasure ~1.3 Million sq. ft. of leasable area. Building 5 is under construction with 4 basements, the podium floor and three floors completed and casting of 4th floor in progress. Building 4 is currently vacant land with portion of excavation completed.

The entire campus has common parking and has a podium floor. Podium floor will house all the common amenities for the six buildings in the campus.

The Subject Property is spread out over approximately 26 acres of land parcel. Located on the Grant road, it enjoys good frontage. Further, basis the perusal of the site map provided by the client; it has been observed that the plot is slightly irregular in shape.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from Nagar Road
- Approximately 8-9 kms from Pune International Airport
- Approximately 11-12 kms from Pune Railway Station

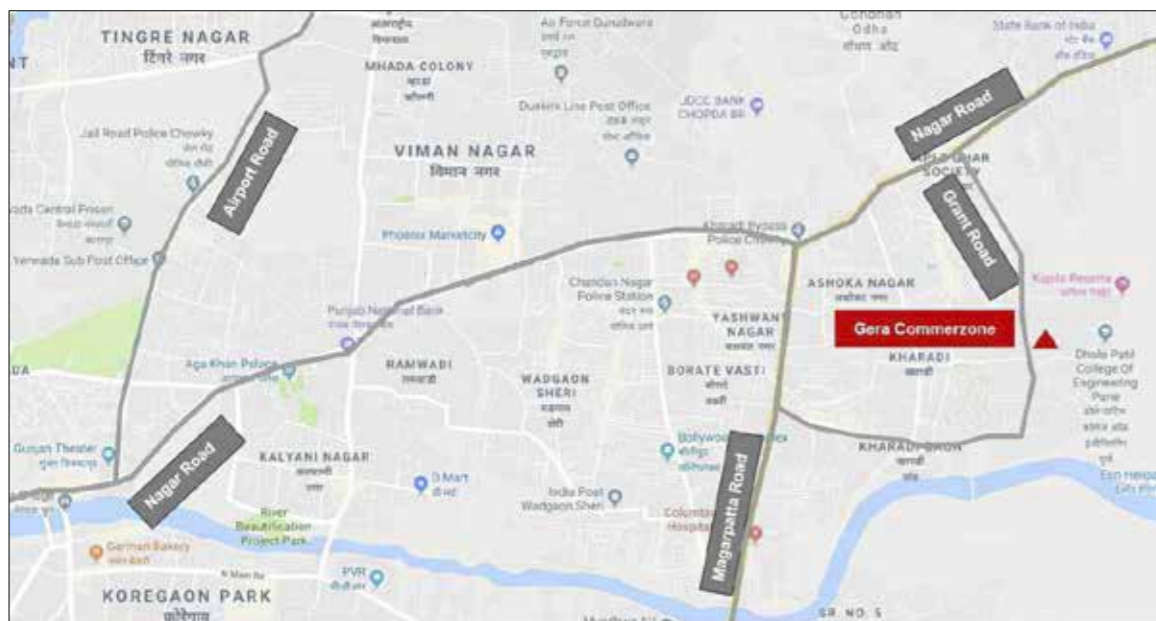
## 4.9.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (Dated:31 March 2020) etc. shared by the Client, the Subject Property has under-construction and future buildings only, admeasuring approximately 2.6 million sq. ft. of leasable area. The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 3 (Plot 65)	531,373	SEZ	Completed
Building 4 (Plot 65)	605,500	Non-SEZ	Future Development
Building 5 (Plot 65)	675,617	Non-SEZ	Under-construction
Building 6 (Plot 65)	753,094	SEZ	Completed
<b>Total</b>	<b>2,565,584</b>		

Source: Architect's Certificate (Dated: 31 March 2020), Rent Rolls, Lease Deeds/Lease and License Agreement

## 4.9.6 Location Map



(Map not to Scale)

## 4.9.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q1 FY 2024-25
Current Effective Rent	INR/sq ft/mth	71
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	N.A.
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under Construction <sup>1</sup> : 1,935 Future Development (Building 4): 2,756
Expected Completion	Qtr, Year	Under Construction (Building 5): Q1 FY 2022-23 Future Development (Building 4): Q3 FY 2023-24
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

Note: In addition to above mentioned construction cost:

1. Total Remaining Capital Expenditure includes the pending payments of INR 120 Million relating to Building 6 and construction cost of building 5.
2. The construction cost of Building 1 (INR 1,731 million) is loaded on buildings 5 and 4 apportioned to the area of respective building.
3. Cost to be incurred towards approvals/premiums of INR 645 million is loaded on the buildings 5 and 4 in accordance to the construction timelines.
4. Cost of INR 190 million against MLCP (Multi-Level Car Park) is loaded on the Buildings 5 and 4 in accordance to the construction timelines
5. Construction cost is including the PSS (Project Support Services) cost and General Development (GD) cost.
6. Cost of INR 73 million towards general development is planned to be incurred

## 4.9.8 Power Distribution Services

In accordance with Section 14 (b) of the Electricity Act, 2003 read with Section 4(1) of the SEZ Act, 2005, entities that own and operate SEZ Parks are considered Deemed Distribution Licensee for supplying electricity to consumers within the SEZ area. Pursuant to the above regulations, KRC Infrastructure and Projects Private Limited (SPV) also has the license to distribute power within the Subject Property, wherein it procures power from Power generators/traders supplying to the grid and then distribute it to the end consumers within the Subject Property.

## 4.9.9 Valuation Approach for Power Distribution Services

The detailed tariff petition submitted to Maharashtra Electricity Regulatory Commission (MERC or the Commission), by two of the SPVs, namely Gigaplex Estate Private Limited and MindSpace Business Parks Private Limited has been taken as the basis on which KRC Infrastructure and Projects Private Limited is expected to file its tariff petition. The Commission in those petitions determined the tariff that may be charged to the

customers/operators within the Subject Property allowing the licensee to charge cost plus mark up as approved by the Commission to the end users. This mark-up is equivalent to return on its investment comprising annual depreciation on investment, interest expenses on notional debt and return on equity.

#### 4.9.10 Valuation Methodology for Power Distribution Services

Referring to the Commission's latest order for the operational facility, the cash flows from the power distribution services are projected in the following manner:

**Step 1:** Amount of approved Gross Fixed Assets ("GFA") is considered.

**Step 2:** Further, Net Fixed Asset (NFA) which is GFA reduced by accumulated depreciation allowed as on date is computed.

**Step 3:** To compute the EBITDA, mainly return on equity, interest on notional debt, recovery of depreciation, interest on working capital have been added.

**Step 4:** Power procurement, operational and maintenance expenses are allowed completely pass through.

#### 4.9.11 Valuation Assumptions for Power Distribution Services

Following are the key assumptions for proposed license in line with Commission's order for Kharadi, Pune.

Assumptions	Unit	Figure
Gross Fixed Assets (GFA)	INR Million	146
Notional Equity (30% of GFA)	INR Million	-4
Notional Debt as on March 2020 (70% of GFA)	INR Million	44
Depreciation rate (Straight Line Method)	% pa	5.3
Remaining License Period	years	22
WACC	%	10.50

#### 4.9.12 Market Value

The market value of the economic interest of Mindspace REIT in the Subject Property comprising only Plot 65 (excluding Facilities Management Services), as on 31 March 2021, is as follows

INR 18,899 Million

(Indian Rupees Eighteen Billion Eight Hundred and Ninety-Nine Million Only)

*Note: The above-mentioned value includes the undivided ownership share in the common facilities and infrastructure of the entire campus.*

#### 4.9.13 Facilities Management Services

KRC Infrastructure and Projects Private Limited has planned to commence facility management business from the 1<sup>st</sup> day of the quarter following the listing of Mindspace REIT. For the purpose of valuation, it is assumed that the Facilities Management Services has commenced effective October 1, 2020 to provide such services to the Subject Properties within the portfolio as well as properties with ownership interests of/owned by third parties within the same parks as the Subject Properties of the Portfolio (as mentioned in the following table). Deferment of commencement of Facilities Management Services beyond October 1, 2020 would result in suitable adjustments to the valuation. Facility management services include housekeeping services, management of MEP equipment, façade cleaning, security expenses, repair and maintenance, maintenance of common areas etc. Service charges are levied on a cost plus mark-up basis to the SPVs owned by REIT, which has ownership interest in the Subject Properties.

The facilities management services business shall operate under the brand name CAMPLUS and shall manage the existing operational buildings / area in the Portfolio. In addition, area under-construction/ future development shall also be managed by KRC Infrastructure and Projects Private Limited on completion.

#### 4.9.14 Key Assumptions

Existing Operational Building which will be under facility management	Total area of ~24.8 million sq ft. as at (March 31, 2021) Mix of SEZ and non SEZ building.	The revenue of facility management is linked to the expense for such facility plus mark up, the growth in the revenues from existing tenants are in line with the inflation expectation of 5%.
Expansion in Existing business and Buildings under construction	Total area of ~3.3 million sq ft.	For future development/proposed buildings, revenue and margins of existing properties is considered as a base to compute the projected cash flows of new buildings. Growth in revenue is linked to the improvement in occupancy plus 5% revenue growth from existing tenants. Initially those buildings are likely to have lower margins due to lesser occupancy.

For the purpose of arriving at terminal year income multiple, Indian and International comparable companies listed on various stock exchanges were studied. It was observed that International companies with primary business of facility/property management trade at 10 - 13 times EV/EBITDA multiple. However, there are very limited comparable facility management listed companies. There is only listed comparable company, which offers facility management services in India including security services, cash logistic etc. Given the fact that facility/property management business is limited to Subject Properties within the portfolio as well as properties with ownership interests of/owned by third parties within the same parks as the Subject Properties of the portfolio, we have considered the EV/EBITDA multiple of 13x to compute the exit value post 10 years of cashflows. For the purpose of discounting the future cash flows, a Weighted Average Cost of Capital (WACC) of 11.75% has been used.

#### 4.9.15 Market Value of Facility Management Services

The market value of the full ownership interest in the facility/property management business, as on 31 March 2021 is as follows:

INR 5,979 Million

(Indian Rupees Five Billion Nine Hundred and Seventy-Nine Million Only)

#### 4.10 THE SQUARE, NAGAR ROAD, PUNE

##### 4.10.1 Property Name

The Square is a commercial office development located within the Secondary Business District East (SBD East) micro-market at Nagar Road, Pune in the state of Maharashtra.

##### 4.10.2 Address

The Square, Ahmednagar Road, Village Vadgaon Sheri, Taluka Haveli, District Pune, Maharashtra, 411014

##### 4.10.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 31 March 2020) (for Mindspace Business Parks Private Limited), it is understood that the total land area of the Subject Property is approximately 10.1 acres.

##### 4.10.4 Brief Description

The Subject Property, a Grade A IT Park, comprises of two blocks, an IT building and a building that was a mall earlier and is now being used as commercial office space - the Mall block. The main entrance to the Subject Property is from Nagar Road. Further, the IT building is also facilitated with a separate gate which is accessible from the lane connecting Nagar Road.

##### **Completed Buildings – IT Building and Mall Block (Completed Portion)**

The ready/operational buildings collectively admeasure ~0.7 million sq. ft. of leasable area. The Mall Block is located at the entrance of the Subject Property and the IT building is located behind the Mall Block.

##### **Under-Construction/Redevelopment (U/C) – Mall Block (Partial)**

Part of the Mall Block admeasuring ~0.06 million sq. ft. of leasable area is currently under redevelopment. This area under redevelopment was earlier used as multiplex facility and now getting converted to commercial office space after making suitable alterations and refurbishments and thus categorised as under-construction/redevelopment.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 1 km from Viman Nagar Chowk
- Approximately 4-5 kms from International Airport Pune
- Approximately 7-8 kms from Pune Railway Station
- Approximately 10-11 kms from Shivajinagar
- Approximately 11-12 kms from Pune University

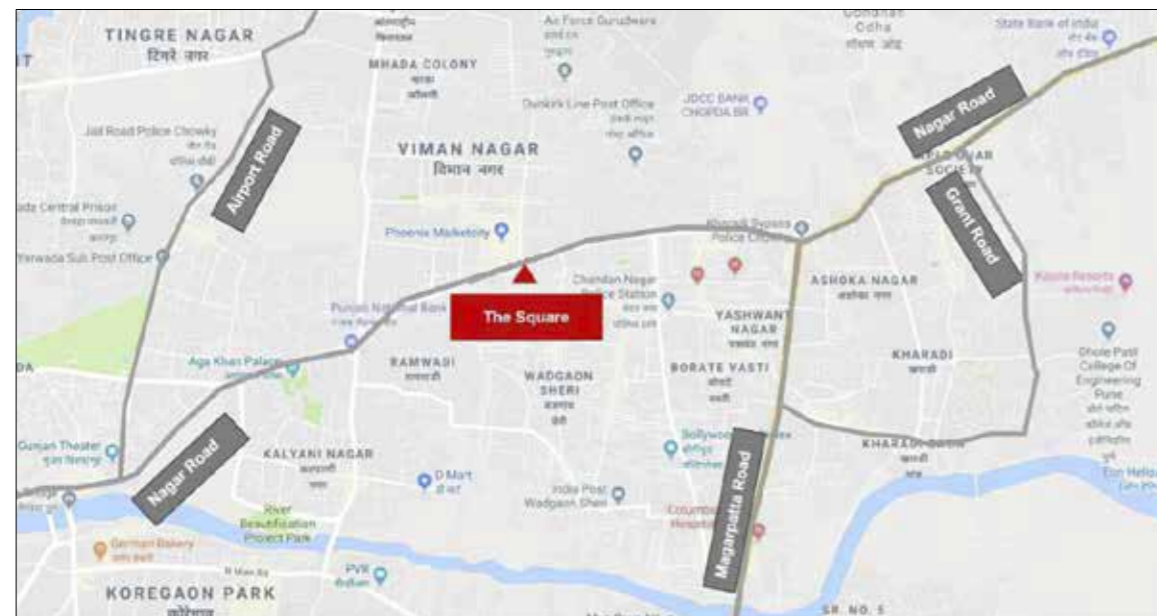
## 4.10.5 Statement of Assets

Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's certificates (For Completed Portion - Dated: 31 March 2020; Mall Block (U/C) – Dated: 31 March 2021) etc. shared by the Client, the Subject Property has two ready and operational buildings collectively admeasuring approximately 0.7 million sq. ft. of leasable area. The building wise break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
IT Building	187,020	Non-SEZ	Completed
Mall Block (Completed)	521,382	Non-SEZ	Completed
Mall Block (U/C)	58,196	Non-SEZ	Under - Construction
<b>Total</b>	<b>766,598</b>		

Source: Architect's Certificate (Completed Portion - Dated: 31 March 2020; Mall Block (U/C) – Dated: 31 March 2021), Rent Rolls, Lease Deeds/Leave and License Agreements

## 4.10.6 Location Map



(Map not to Scale)

## 4.10.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY2021-22
Current Effective Rent	INR/sq ft/mth	65
Achievable Market Rent	INR/sq ft/mth	78
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under Construction <sup>1</sup> : 288
Expected Completion	Qtr, Year	Q4 FY2021-22
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	13.10

<sup>1</sup> Total Remaining Capital Expenditure includes the pending payments of INR 288 million for redevelopment of Mall Block (U/C) area.

## 4.10.8 Market Value

The market value of the full ownership interest in the Subject Property, as on 31 March 2021, is as follows

INR 8,468 Million  
(Indian Rupees Eight Billion Four Hundred and Sixty- Eight Million Only)

#### 4.11 COMMERZONE PORUR, CHENNAI

##### 4.11.1 Property Name

Commerzone Porur is a commercial office development located within the South West micro-market at Porur, Chennai in the state of Tamil Nadu.

##### 4.11.2 Address

The address of the Subject property is No. 111/168, Mount Poonamalle Road, Porur, Chennai – 600116

##### 4.11.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for Horizonview Properties Private Limited), it is understood that the total land area of the subject property is approximately 6.1 acres.

##### 4.11.4 Brief Description

The Subject Property is a completed IT Park named "Commerzone" spread across a land area of the approximately 6.1 acres consisting of two Towers. The economic interest of the Mindspace REIT in the Subject property is approximately 0.8 million sq. ft., The other amenities in the park include crèche, gym, food court, etc.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 2-3 kms from MIOT International Hospital
- Approximately 11-12 kms from Chennai International Airport
- Approximately 7-8 kms from Guindy Metro Station
- Approximately 22-23 kms from MGR Central Railway station

#### 4.11.5 Statement of Assets

Based on the review of various documents like title reports, lease deeds, Architect's certificates (Dated: 17 June 2020) etc. shared by the Client, the Subject Property consists of two towers collectively admeasuring approximately 0.8 million sq. ft. of leasable area. The building wise break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.) (Mindspace REIT Share) <sup>1</sup>	Usage type	Status
Tower A&B	809,794	Non-SEZ	Under-construction

Source: Architect's Certificate (Dated: 17 June 2020)

1. As informed by the Client

#### 4.11.6 Location Map



(Map not to Scale)

## 4.11.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q2 FY 2022-23
Current Effective Rent	INR/sq ft/mth	N. A
Achievable Market Rent	INR/sq ft/mth	63
Parking Charges	INR/bay/mth	2,500
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Finishing Works: 362
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.00
WACC (Complete/Operational)	%	11.75
WACC (Under-construction/Future Development)	%	N.A.

## 4.11.8 Market Value

The market value of the economic interest of MindSPACE REIT in the Subject Property, as on 31 March 2021 is as follows;

INR 6,993 Million  
(Indian Rupees Six Billion Nine Hundred and Ninety-Three Million Only)

*Note: The above-mentioned value includes the undivided ownership share in the common facilities and infrastructure of the entire campus.*

## 4.12 MINDSPACE POCHARAM, HYDERABAD

## 4.12.1 Property Name

MindSPACE Pocharam is a commercial office development located within the Peripheral East micro-market in Hyderabad in the state of Telangana.

## 4.12.2 Address

MindSPACE Pocharam, Survey Nos. 2/1 (part), 2/2 (part), 2/3 (part), 2/4 (part), 6, 7, 8, 9 and 10 (part) Pocharam Village, Ghatkesar Mandal, Medchal Malkajigiri, Telangana

## 4.12.3 Land/Plot Area

Based on the review of Title Report/Architect's Certificate (Dated: 17 June 2020) (for MindSPACE Business Parks Private Limited), it is understood that the underlying land area of the Subject Property is approximately 66.5 acres.

## 4.12.4 Brief Description

MindSPACE, located in Pocharam, Hyderabad is an SEZ property and has three components i.e. one operational building, one under-construction building and approximately 59.0 acres of land for future development. Building 8 is an operational building while Building 9 is under-construction building.

The Subject Property is well connected to major locations in the city via road network. The distance of the Subject Property from major landmarks in the city is as follows:

- Approximately 1 km from Hyderabad – Warangal National Highway (NH-202)
- Approximately 3 km from Outer Ring Road at Ghatkesar
- Approximately 25 km from Secunderabad Railway Station
- Approximately 55 km from Shamshabad International Airport

## 4.12.5 Statement of Assets

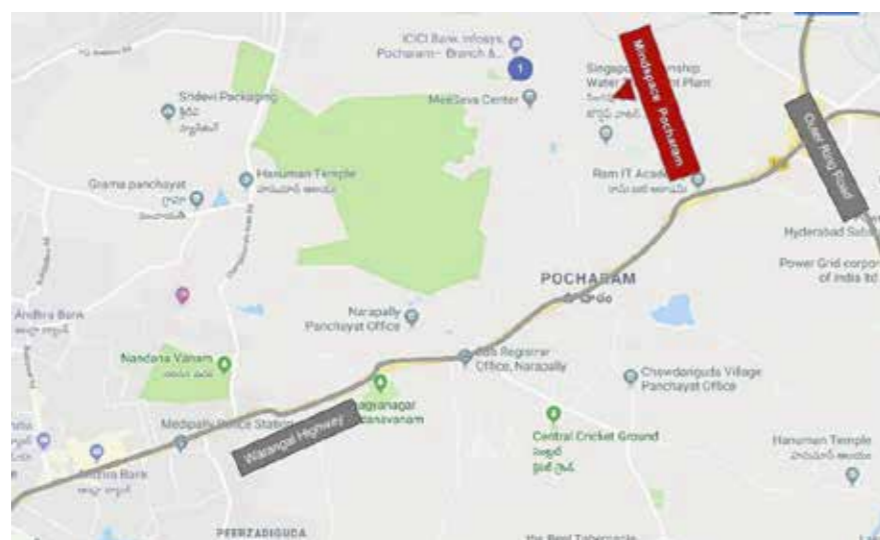
Based on the review of various documents like title reports, rent rolls, lease deeds, Architect's Certificate (Dated: 17 June 2020) etc. shared by the Client, the Subject Property has one operational building and one under-construction building collectively admeasuring approximately 0.6 million sq. ft. of leasable area. In addition to these two buildings, the Subject Property has approximately 59.0 acres of land for future development. There is a potential to develop approximately 0.4 million sq. ft. of leasable area in the area which is expected to continue as SEZ.

The building wise Leasable Area break up for the Subject Property is mentioned in the table below:

Particulars	Leasable Area (sq. ft.)	Usage type	Status
Building 8	377,422	SEZ	Completed
Building 9	192,681	SEZ	Under-construction
Future Development Building	429,897	SEZ/Non-SEZ	Future Development
<b>Total</b>	<b>1,000,000</b>		

Source: Architect's Certificate (Dated: 17 June 2020), Rent Rolls, Lease Deeds/Leave and License Agreements

## 4.12.6 Location Map



## 4.12.7 Key Assumptions

Particulars	Unit	Information
<b>Revenue Assumptions (as on 31/03/2021)</b>		
Lease Completion	Qtr, Year	Q3 FY 2023-24
Current Effective Rent	INR/sq ft/mth	21
Achievable Market Rent	INR/sq ft/mth	22
Parking Charges	INR/bay/mth	2,000
<b>Development Assumptions</b>		
Remaining Capital Expenditure	INR Million	Under-construction: 55
Expected Completion	Qtr, Year	Q2 FY 2022 - 2023
<b>Other Financial Assumptions</b>		
Cap Rate	%	8.50
WACC (Complete/Operational)	%	12.25
WACC (Under-construction/Future Development)	%	13.60

## 4.12.8 Market Value

The market value of the full ownership interest in the Subject Property as on 31 March 2021 is as follows:

INR 2,746 Million <sup>1</sup>  
(Indian Rupees Two Billion Seven Hundred and Fifty-Six Million Only)

Note:

<sup>1</sup> Future development is being valued as market value of underlying land

The above value includes the market value of land for future development based on market comparables, admeasuring approximately 59.0 acres as on 31 March 2021, as mentioned hereunder:

INR 1,204 Million  
(Indian Rupees One Billion Two Hundred and Four Million Only)

The above value of land for future development includes approximately 40.0 acres land parcel valued at INR 816 Million (Indian Rupees Eight Hundred and Sixteen Million Only), which may be considered for sale.



# Glossary

## MINDSPACE REIT RELATED TERMS

Term	Description
Asset SPVs	Collectively, Avacado, Gigaplex, Horizonview, Intime, KRIT, KRC Infra, MBPPL and Sundew
Avacado	Avacado Properties and Trading (India) Private Limited
Genext	Genext Hardware & Parks Private Limited
Gigaplex	Gigaplex Estate Private Limited
Horizonview	Horizonview Properties Private Limited
IDBI	Industrial Development Bank of India
Inorbit Malls	Inorbit Malls (India) Private Limited
Intime	Intime Properties Limited
Ivory Properties	Ivory Properties and Hotels Private Limited
KRC	K Raheja Corp
KRC Infra	KRC Infrastructure and Projects Private Limited
KRCPL	K Raheja Corp Private Limited
KRIT	K.Raheja IT Park (Hyderabad) Limited
Manager	K Raheja Corp Investment Managers LLP
Magna	Magna Warehousing & Distribution Private Limited
MBPPL	Mindspace Business Parks Private Limited
Mindspace Business Parks Group	Collectively, Mindspace REIT and the Asset SPVs
Mindspace REIT	Mindspace Business Parks REIT
Mindspace REIT Assets	The Portfolio, and such other assets as may be held by Mindspace REIT from time to time in accordance with the REIT Regulations and applicable law
Portfolio	Assets which will be directly or indirectly owned by Mindspace REIT prior to listing in terms of the REIT Regulations
RPIL	RPIL Signalling Systems Limited
Shoppers Stop	Shoppers Stop Limited
Sponsor Group	Collectively, Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L Raheja, Mrs. Jyoti C. Raheja, the Sponsors, Capstan, Casa Maria, Genext, KRCPL, Palm Shelter, Raghukool and Ivory Property Trust
Sponsors	ACL and CTL
Stargaze	Stargaze Properties Private Limited
Summary Valuation Report	Summary valuation report issued by the Valuer in relation to Mindspace REIT, as included in this Annual Report
Sundew	Sundew Properties Limited
Trion	Trion Properties Private Limited
Trustee	Axis Trustee Services Limited
Valuer	Mr. Shubhendu Saha, MRICS, registered as a valuer with IBBI for the asset class 'Land and Building' under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017

## TECHNICAL, INDUSTRY RELATED AND OTHER TERMS

Term	Description
Base Rent (psf per month)	Base Rentals for the specified period occupied area* monthly factor
Base Rentals (₹)	Rental income contracted from the leasing of Occupied Area. It does not include fit-out rent, maintenance services income, car park income and others
Committed Area	Completed Area which is unoccupied but for which letter of intent / agreement to lease have been signed
Committed Occupancy (%)	(Occupied Area + Committed Area) divided by Completed Area
Completed Area (sf)	Leasable Area for which occupancy certificate has been received; Completed Area comprises Occupied Area, Committed Area and Vacant Area
Facility Rentals	The sum of base rents, (adjusted for Ind AS adjustments) fit-out rents, car park and others (kiosks, signage, ATMs, towers, promotional events etc.) from each of the Asset SPVs, as applicable, and reflected as "facility rentals" in the financial statements of the relevant Asset SPVs or the Holdco, as applicable
Fit Out Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs, the rent, fees or any other compensation for any fit-outs invoiced by the Asset SPVs as provided in the agreements for letting out of the premises in the properties of the Asset SPVs

Term	Description
Future Development Area (sf)	Leasable Area of an asset that is planned for future development, as may be permissible under the relevant rules and regulations, subject to requisite approvals as may be required, and for which internal development plans are yet to be finalized and applications for requisite approvals required under law for commencement of construction are yet to be received
GCC	Global Capability Centre
Grade-A	A development type whose tenant profile primarily includes multinational corporations. The development should also include adequate ceiling height, 24x7 power back-up, supply of telephone lines, infrastructure for access to internet, central air-conditioning, spacious lobbies, circulation areas, good lift services, sufficient parking facilities and should have centralized building management and security systems.
Gross Contracted Rentals (₹)	Gross Contracted Rentals is the sum of Base Rentals and fit-out rent invoiced from Occupied Area that is expected to be received from the tenants pursuant to the agreements entered into with them
In-place Rent (psf per month)	Base Rent for a specified month
Leasable Area (sf)	Square footage that can be leased to a tenant for the purpose of determining a tenant's rental obligations.
Maintenance services expense	Repairs and maintenance expenses on building, plant and machinery, electrical installations incurred by assets to provide common area maintenance (CAM) services to the tenants or third parties, if any, located within the assets
Maintenance services income	Revenue received/receivable from tenants for the common area maintenance (CAM) services provided as per the terms of agreement with the tenants, and also includes revenue from common area maintenance services provided to third parties, if any, located within the assets
Market Rent (psf per month)	Manager's estimate of Base Rent that can be expected from leasing of the asset to a tenant
Market Rentals	Market Rent multiplied by the applicable leasable area adjusted for area efficiency basis current market practice assumed to be occupied by or assigned to tenants pursuant to the relevant new lease(s)/ license(s), for a specified period
Market Value	Market Value as determined by the Valuer as of March 31, 2021. This includes the market value of the Portfolio and the facility management division. Facility Management Division has commenced its operations in KRC Infra from October 01, 2020.
Msf	million square feet
NDCF	Net distributable cash flow
Net Operating Income (NOI)	Net Operating Income calculated as revenue from operations less: direct operating expenses (which includes maintenance service expenses, cost of work contract services, property tax, insurance expense, cost of materials sold, cost of power purchased and power-O&M expenses)
Occupancy (%)	Occupied Area/ Completed Area
Occupied Area (sf)	Completed Area for which lease agreements / leave and license agreements have been signed with tenants
Pre-Leased Area or Pre-Committed Area	Under Construction Area for which letter of intent / agreement to lease/ lease deed/ leave and license agreement has been entered into with prospective tenants
Psf	Per square feet
Re-leasing spread	Refers to the change in Base Rent between new and expiring leases, expressed as a percentage
Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs, the aggregate of the leave and license fees, lease rent, rent, car park charges or any other compensation by whatever name called which is the income of the Asset SPVs on account of letting out in any manner of the premises comprised in the properties of the Asset SPVs
Same Store Committed Occupancy	Represents Committed Occupancy for the Portfolio for areas where occupancy certificate was received on or before March 31, 2020
Total Leasable Area	Total Leasable Area is the sum of Completed Area, Under Construction Area and Future Development Area
Total Rent	In relation to the property management and support services agreement between the Manager and the Asset SPVs, collectively, the Rent and the Fit Out Rent
Under Construction Area (sf)	Leasable Area where construction is ongoing and / or the occupancy certificate is yet to be obtained
Vacant Area	Completed Area which is unoccupied and for which no letter of intent / lease agreement / leave and license agreement has been signed
WALE	Weighted Average Lease Expiry based on area. Calculated assuming tenants exercise all their renewal options post expiry of their initial commitment period

## ABBREVIATIONS

Term	Description
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act 1981
APIIC	Andhra Pradesh Industrial Infrastructure Corporation Limited, a government company registered under the Companies Act and wholly owned by the Government of Andhra Pradesh, India. Consequent upon Telangana State Industrial Infrastructure Corporation Limited (TSIIC) (a Government of Telangana Undertaking) becoming a shareholder and member of Sundew, Intime and KRIT, the references to APIIC shall be substituted for TSIIC
BSE	BSE Limited
CCI	Competition Commission of India
CCPS	Compulsorily Convertible Preference Shares
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CER	Corporate Environment Responsibility
CGWA	Central Ground Water Authority
CFA	Chartered Financial Analyst
CIDCO	City & Industrial Development Corporation of Maharashtra Limited
CLB	Company Law Tribunal
Companies Act	Companies Act, 2013 (as amended from time to time), to the extent in force pursuant to the notification of the Notified Sections along with rules prescribed therein
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Competition Act	Competition Act, 2002
CPA	Certified Public Accountant
CSR	Corporate Social Responsibility
Cr. PC	Criminal Procedure Code
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
DIN	Director Identification Number
EEA	European Economic Area
EIA Notification	The Environment Impact Assessment Notification, 2006
FAR	Floor Area Ratio
FBIL	Financial Benchmark India Private Limited
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	The Foreign Exchange Management Act, 1999
FEMA Regulations	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year or Fiscal or FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FMCG	Fast-Moving Consumer Goods
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
Hazardous Waste Rules	Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
HUF	Hindu Undivided Family
IBBI	Insolvency and Bankruptcy Board of India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IITT	Integrated IT Township
Ind AS	Companies (Indian Accounting Standards) Rules, 2015, notified on February 19, 2015 by the MCA, including any amendments or modifications thereto
Indian GAAP	Previously generally accepted accounting principles in India that were notified by the MCA under the Companies (Accounting Standards) Rules, 2006, and amended pursuant to the relevant provisions of the Companies Act
Indian GAAS	Generally Accepted Auditing Standards in India
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information Technology

Term	Description
IT Park	Information Technology Park
ITES	Information Technology Enabled Services
Land Acquisition Act	Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013
LLP	Limited Liability Partnership
LLP Act	The Limited Liability Partnership Act, 2008 along with rules prescribed therein
Maharashtra IT Policy	The Maharashtra Information Technology and Information Technology Enabled Services (IT/ITeS) Policy – 2015
MahaRERA	Maharashtra Real Estate Regulatory Authority
MCA	Ministry of Corporate Affairs
MCGM	Municipal Corporation of Greater Mumbai
MCLR	Marginal Cost of funds based Lending Rate
MIDC	Maharashtra Industrial Development Corporation
MMR	Mumbai Metropolitan Region
MMRDA	Mumbai Metropolitan Region Development Authority
MoEF	Ministry of Environment, Forests and Climate Change
MPCB	Maharashtra Pollution Control Board
MRICS	Member of Royal Institution of Chartered Surveyors
NAREDCO	National Real Estate Development Council
NBFC	Non-Banking Financial Company
NCLT	National Company Law Tribunal
NCRPS	Non-Cumulative Redeemable Preference Shares
NDCF	Net Distributable Cash Flow
NEFT	National Electronic Funds Transfer
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
PAN	Permanent Account Number
PLR	Prime Lending Rate
PMC	Pune Municipal Corporation
RBI	Reserve Bank of India
Registration Act	The Registration Act, 1908
REIT	Real Estate Investment Trust
REIT Regulations	Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
RERA	The Real Estate (Regulation and Development) Act, 2016
RICS	The Royal Institution of Chartered Surveyors
ROFO	Right of First Offer
₹/Rupees/INR/₹	Indian Rupees
SEAC	State Expert Appraisal Committee
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Debenture Trustee Regulations	The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Guidelines	Circular dated December 19, 2016 on Guidelines for public issue of units of REITs issued by SEBI as amended by circular dated January 15, 2019, circular dated December 26, 2016 on Disclosure of Financial Information in Offer Document for REITs issued by SEBI, circular dated December 29, 2016 on Continuous Disclosures and Compliances by REITs issued by SEBI, circular dated January 18, 2018 on participation by Strategic Investor(s) in InvITs and REITs issued by the SEBI, Circular dated April 23, 2019 on Guidelines for determination of allotment and trading lot size for Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (InvITs) and any other circulars, guidelines and clarifications issued by SEBI under the REIT Regulations, from time to time
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Securities Act	U.S. Securities Act of 1933
SEIAA	State Environment Impact Assessment Authority
SEZ	Special Economic Zone
SEZ Act	Special Economic Zones Act, 2005







## Mindspace Business Parks REIT

Principal place of business  
Raheja Tower, Level 8, Block 'G',  
C-30, Bandra Kurla Complex,  
Mumbai - 400 051

Tel: +91-22-2656 4000  
Fax: +91 22 2656 4747

Website  
[www.mindspacereit.com](http://www.mindspacereit.com)