MINDSPACE BUSINESS PARKS REIT

(Registered in the Republic of India as a contributory, determinate and irrevocable trust on November 18, 2019 at Mumbai under the Indian Trusts Act, 1882 and as a real estate investment trust on December 10, 2019 at Mumbai under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, having registration number IN/REIT/19-20/0003)

Principal Place of Business: Raheja Tower, Level 8, Block 'G', C–30, Bandra Kurla Complex, Mumbai – 400 051
Tel: +91 2656 4000; **Fax:** +91 22 2656 4747; **Compliance Officer:** Narendra Rahalkar
E–mail: reitcompliance@mindspacereit.com; **Website:** https://www.mindspacereit.com

NOTICE

NOTICE is hereby given that the Second Annual Meeting ("AM") of the Unitholders of Mindspace Business Parks REIT ("Mindspace REIT") will be held on Wednesday, June 29, 2022 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business ("Notice") and the venue of the Meeting shall be deemed to be the Principal place of business of Mindspace REIT situated at Raheja Tower, Level 8, Block 'G', C–30, Bandra Kurla Complex, Mumbai – 400 051.

ORDINARY BUSINESS:

ITEM NO. 1: To consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of Mindspace Business Parks REIT ("Mindspace REIT") for the financial year ended March 31, 2022, together with the Reports of the Statutory Auditors thereon for the financial year ended March 31, 2022, and the Report on performance of Mindspace REIT:

To consider and if thought fit, to pass the following resolution with or without modification(s), by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(i) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

"**RESOLVED THAT** pursuant to Regulations 10, 22 and other applicable provisions, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Mindspace Business Parks REIT ("**Mindspace REIT**") as at and for the financial year ended March 31, 2022 together with the Reports of the Statutory Auditors thereon and the report on the performance of Mindspace REIT be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT Members of the Governing Board, Chief Executive Officer, Chief Financial Officer and Compliance Officer of K Raheja Corp Investment Managers LLP (the "**Manager**") be and are hereby severally authorized on behalf of Mindspace REIT to inform all concerned, in such form and manner as may be required or to settle all matters arising out of and incidental thereto and sign and execute all documents and writings that may be required, on behalf of the Manager and do all such acts, deeds, things and matters as may be required or take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Governing Board, to be in the best interest of Mindspace REIT, as it may deem fit."

ITEM NO. 2: To consider and adopt the Valuation Report issued by Mr. Shubhendu Saha, MRICS, the Valuer, for the valuation of the portfolio of Mindspace Business Parks REIT as at March 31, 2022:

To consider and if thought fit, to pass the following resolution with or without modification(s), by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(iii) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

"**RESOLVED THAT** pursuant to Regulations 21, 22 and other applicable provisions, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Valuation Report of Mindspace Business Parks REIT ("**Mindspace REIT**") issued by Mr. Shubhendu Saha, MRICS, the Valuer with independent property consultant report issued by Cushman & Wakefield India Private Limited on review of the assumptions and the methodologies used for the valuation by the Independent Valuer for the valuation of the portfolio as at March 31, 2022, be and is hereby approved and adopted.

RESOLVED FURTHER THAT Members of the Governing Board, Chief Executive Officer, Chief Financial Officer and Compliance Officer of K Raheja Corp Investment Managers LLP (the "**Manager**") be and are hereby severally authorized on behalf of Mindspace REIT to inform all concerned, in such form and manner as may be required or to settle all matters arising out of and incidental thereto and sign and execute all documents and writings that may be required, on behalf of the Manager and do all such acts, deeds, things and matters as may be required or take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Governing Board, to be in the best interest of Mindspace REIT, as it may deem fit."

ITEM NO. 3: To consider and approve appointment of Statutory Auditors for a term of 5 years i.e. till the financial year ending March 31, 2027:

To consider and if thought fit, to approve with or without modification(s) the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(ii) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

"**RESOLVED THAT** pursuant to Regulations 10, 13 and 22 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications and guidelines issued thereunder (the "**REIT Regulations**"), and other applicable rules and regulations, including any statutory modifications, amendments or re- enactments thereof for the time being in force, the Unitholders hereby appoint Deloitte Haskins & Sells LLP, Chartered Accountants, bearing firm registration no. 117366W/W 100018, as the Statutory Auditors of Mindspace Business Parks REIT ("**Mindspace REIT**") in terms of the REIT Regulations for a term of 5 years i.e. till the financial year ending March 31, 2027, at such remuneration as agreed/to be agreed between the Board and the Statutory Auditors of Mindspace REIT.

RESOLVED FURTHER THAT Members of the Governing Board, Chief Executive Officer, Chief Financial Officer and Compliance Officer of K Raheja Corp Investment Managers LLP (the "**Manager**") be and are hereby severally authorized on behalf of Mindspace REIT to inform all concerned, in such form and manner as may be required or to settle all matters arising out of and incidental thereto and sign and execute all documents and writings that may be required, on behalf of the Manager and do all such acts, deeds, things and matters as may be required or take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Governing Board, to be in the best interest of Mindspace REIT, as it may deem fit."

ITEM NO. 4: To consider and approve remuneration payable to the members of the Governing Board and Committees:

To consider and if thought fit, to approve with or without modification(s) the following resolution by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with the applicable Regulation, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

"**RESOLVED THAT** consent of the Unitholders be and is hereby accorded for payment of remuneration to the Members of the Governing Board and Committees of the K Raheja Corp Investment Managers LLP (the "**Manager**") in form of sitting fees for attending the meetings of the Governing Board and Committees of the Manager in the following manner, from the financial year 2022-23 onwards until revised:

(Per meeting in Rupees)

Type of Meeting	Chairperson	Members	Threshold (No. of Meetings)	Fees for meetings beyond Threshold
Governing Board	200,000	150,000	6	50,000
Audit Committee	200,000	100,000	4	50,000
Nomination and Remuneration Committee	200,000	100,000	4	50,000
Stakeholders' Relationship Committee	200,000	100,000	4	50,000
Investment Committee	200,000	100,000	N.A.	N.A.

RESOLVED FURTHER THAT consent of the Unitholders be and is hereby accorded for payment of commission to the Chairperson of the Governing Board of the Manager at the rate of 0.75% (Zero Point Seven Five only) of the total fee earned by the Manager from Mindspace Business Parks REIT ("**Mindspace REIT**") and its Asset SPVs in each of the financial years, subject to a maximum of ₹ 45,00,000 (Rupees Forty Five Lakhs Only) per annum, payable on a quarterly basis, for such time till the said remuneration is amended or rescinded with the approval of the Unitholders.

RESOLVED FURTHER THAT members of the Governing Board, Chief Executive Officer, Chief Financial Officer and Compliance Officer of Manager be and are hereby severally authorized on behalf of Mindspace REIT to inform all concerned, in such form and manner as may be required or to settle all matters arising out of and incidental thereto and sign and execute all documents and writings that may be required, on behalf of the Manager and do all such acts, deeds, things and matters as may be required or take such steps as may be necessary to give effect to this resolution or as otherwise considered by the Governing Board, to be in the best interest of Mindspace REIT, as it may deem fit."

For and on behalf of Mindspace Business Parks REIT
(acting through its Manager, K Raheja Corp Investment Managers LLP)

Sd/-
Narendra Rahalkar
Compliance Officer

Place: Mumbai
Date: May 12, 2022

NOTES:

1. Pursuant to the circular number SEBI /HO / DDHS/DDHS/ CIR/P/2020/102 dated June 22, 2020 and SEBI/HO/ DDHS/DDHS/CIR/P/2021/21 dated February 26,2021 and SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021 issued by the Securities and Exchange Board of India ("**SEBI**"), REITs are allowed to hold the Annual Meeting ("**AM**") through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), without the physical presence of Unitholders at a common venue. Hence, in compliance with the circular, the AM of Mindspace Business Parks REIT ("**Mindspace REIT**") is being held through VC.

2. As the AM shall be conducted through VC, the facility for appointment of proxy by the Unitholders is not available for this AM, and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. Explanatory Statement setting out material facts, relating to ordinary business to be transacted at the AM is provided under **Annexure A**.

4. A copy of this notice is available on the website of Mindspace REIT viz. www.mindspacereit.com and on BSE Limited viz. https://www.bseindia.com/ and National Stock Exchange of India Limited viz. https://www.nseindia.com/.

5. The Valuation Report dated May 07, 2022, issued by Mr. Shubhendu Saha, Independent Valuer of Mindspace REIT, for valuation of the portfolio as at March 31, 2022, together with the independent property consultant report issued by Cushman & Wakefield (India) Pvt. Ltd. on review of the assumptions and the methodologies used for the valuation by the Independent Valuer, is available on the website of Mindspace REIT www.mindspacereit.com.

6. Relevant documents referred to in the accompanying Notice, if any, are open for inspection by the Unitholders, by mentioning the name, demat account number, e-mail id, mobile number to reitcompliance@mindspacereit.com. The Unitholders can extract a copy of the same.

7. The Manager on behalf of Mindspace REIT, is providing a facility to the Unitholders as on the cut-off date, being Wednesday, June 22, 2022, (the "**cut-off date**") to exercise their right to vote by electronic voting systems from a place other than venue of the AM ("**remote e-voting**") on any or all of the items of business specified in the accompanying Notice. Any person who acquires units of Mindspace REIT and becomes a Unitholders of Mindspace REIT after the dispatch of the Notice, and holds units as on the cut-off date, may obtain the user id and password by sending a request at Einward.ris@kfintech.com or contact M/s. KFin Technologies Limited ("**Kfin**") at toll free number 1800 3094 001. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders' participation in the decision-making process. It may be noted that the remote e-voting facility is optional. Resolutions passed by the Unitholders through remote e-voting shall be deemed to have been passed as if they have been passed at VC.

8. Following is the mechanism to access remote e-voting for 2nd Annual meeting of Mindspace REIT:

a. For individual Unitholders:
SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, has enabled e-voting to all the demat account holders, by way of a single login credential, through their respective demat accounts/ websites of Depositories/ Depository Participants. Accordingly, the individual Unitholders holding the units in their respective demat accounts are required to cast their vote without having to register again with Kfin, thereby facilitating seamless authentication and enhancing ease and convenience of participating in e-voting process. Details of the process and manner of remote e-voting by individual Unitholders are provided under **Annexure B**.

b. For Unitholders other than individual Unitholders:
The Manager, on behalf of Mindspace REIT, has engaged the services of Kfin for the purpose of providing remote e-voting facility to all Unitholders except individual Unitholders. Details of the process and manner of remote e-voting for Unitholders other than individual Unitholders are provided under **Annexure C**.

9. Attendance of the unitholders participating in the AM through VC/OVAM shall be counted for the purpose of reckoning the quorum.

10. In case of joint holders attending the AM, the unitholder whose name appears as the first holder in the order of names as per the Register of unitholder will be entitled to vote.

11. Unitholders are requested to address all correspondences to the Registrar, KFin Technologies Limited (Unit: Mindspace Business Parks REIT), Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad–500 032, India.

12. SEBI has mandated the submission of Permanent Account Number ("**PAN**") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.

Procedure to raise questions / seek clarifications with respect to annual report and/or the notice:

13. Unitholders and/or participants are allowed to submit questions by writing to Mindspace REIT at reitcompliance@mindspacereit.com from Saturday, June 25, 2022 (09:00 am) to Monday, June 27, 2022 (05:00 p.m.). Such facility shall be for 1000 Unitholders to participate on a first-come-first-served basis. Further, all the members of Sponsor and Sponsor Group, Investment Manager, Axis Trustee Services Limited, members of Governing Board, Key Managerial Personnel, Chairperson of Audit Committee, Stakeholders Relationship Committee, Investment

Committee, Nomination and Remuneration Committee, Compliance Officer and Auditors of Mindspace REIT shall be allowed to attend the meeting without restriction on account of first-come first- served principle.

Speaker Registration before AM:

14. Unitholders who would like to express their views or ask questions during the AM may register themselves by logging on to https://emeetings.kfintech.com and clicking on the 'Speaker Registration' tab available on the screen after log in. The Speaker Registration will be open during Saturday, June 25, 2022 (09:00 am) to Monday, June 27, 2022 (05:00 p.m.). Only those Unitholders who are registered as aforesaid will be allowed to express their views or ask questions. Mindspace REIT reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AM. Unitholders are requested to wait for their turn to be called during the question answer session.

Instructions to the unitholders for attending the AM through video conference:

i. Attending the AM: Unitholders will be provided with a facility to attend the AM through video conferencing platform provided by KFin. Unitholders need to access the same at https://emeetings.kfintech.com/ by using the login credentials (i.e. User ID and password mentioned herewith).

ii. After logging, click on camera icon appearing against AM event of Mindspace Business Parks REIT can be selected.

iii. Please note that the Unitholders who do not have the user id and password for e-voting or have forgotten the user id and password may retrieve the same by following the instructions mentioned in the notice and same is mentioned in **Annexure C**.

iv. The facility for joining the meeting shall be kept open 30 minutes before the time scheduled to start the AM and shall not be closed until the expiry of 15 minutes after such scheduled time.

v. Unitholders will be required to allow access to the camera, if any, and are requested to use internet with good speed to avoid any disturbance during the meeting.

vi. Please note that participants accessing the internet via "Mobile Hotspot" may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.

Annexure A

Explanatory Statement

Item No: 1

The Governing Board of the Manager, at its meeting held on Thursday, May 12, 2022, has approved the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Mindspace REIT for the financial year ended March 31, 2022 together with the report of the Statutory Auditors thereon and the report on the performance of Mindspace REIT.

Pursuant to Regulation 22(4)(a)(i) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, including any applicable circulars, notifications, guidelines and clarifications issued thereunder, each as amended from time to time (the "**REIT Regulations**"), the latest annual accounts and performance of Mindspace REIT are required to be received and adopted by the Unitholders in accordance with the REIT Regulations.

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

None of the Key Managerial Personnel or Directors of Axis Trustee Services Limited (the "**Trustee**") or relatives of Key Managerial Personnel or Trustees are interested in the aforesaid resolution.

The Governing Board of the Manager recommends the passing of the Resolution at Item No. 1 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item No: 2

The Governing Board of the Manager at its meeting held on May 12, 2022 has adopted the Valuation Report dated May 07, 2022 issued by Mr. Shubhendu Saha, Independent Valuer of Mindspace REIT, for valuation of the portfolio as at March 31, 2022, together with the independent property consultant report issued by Cushman & Wakefield (India) Pvt. Ltd. on review of the assumptions and the methodologies used for the valuation by the Independent Valuer.

Pursuant to Regulation 22(4)(a)(iii) of the REIT Regulations, the latest valuation report is required to be considered and adopted by the Unitholders of Mindspace REIT in accordance with the REIT Regulations.

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

None of the Key Managerial Personnel or Directors of Axis Trustee Services Limited (the "**Trustee**") or relatives of Key Managerial Personnel or Trustees are interested in the aforesaid resolution.

The Governing Board of the Manager recommends the passing of the Resolution at Item No. 2 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item No: 3

As per Regulation 10(6) of the REIT Regulations, the manager shall appoint an auditor for a period of not more than five consecutive years. Further, the auditor, not being an individual, may be reappointed for a period of another five consecutive years, subject to approval of unitholders in the annual meeting.

The Governing Board has recommended the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, bearing firm registration no. 117366W/W 100018, as the Statutory Auditors of Mindspace Business Parks REIT for a period of 5 years i.e. till the financial year ending March 31, 2027, at such remuneration as agreed/to be agreed between the Board and the Statutory Auditors of Mindspace REIT

Accordingly, the Unitholders are requested to approve appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors of Mindspace REIT for a period of 5 years i.e. till the financial year ending March 31, 2027, at such remuneration as agreed/to be agreed between the Board and the Statutory Auditors of Mindspace REIT.

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

None of the Key Managerial Personnel or Directors of Axis Trustee Services Limited (the "**Trustee**") or relatives of Key Managerial Personnel or Trustees are interested in the aforesaid resolution.

The Governing Board of the Manager recommends the Unitholders to approve Item No. 3 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item No: 4

The Governing Board at its meetings held on December 24, 2019 had approved payment of remuneration to the members of the Governing Board of the Manager in form of sitting fees for attending the meetings of the Governing Board and Committees of the Manager, in the following manner:

(Per meeting in Rupees)

Type of Meeting	Chairperson	Members	Threshold (No. of Meetings)	Fees for meetings beyond Threshold
Governing Board	200,000	150,000	6	50,000
Audit Committee	200,000	100,000	4	50,000
Nomination and Remuneration Committee	200,000	100,000	4	50,000
Stakeholders' Relationship Committee	200,000	100,000	4	50,000
Investment Committee	200,000	100,000	N.A.	N.A.

The Board had also approved payment of commission to the Chairperson of the Governing Board of the Manager at the rateof 0.75% (zero point seven five only) of the total fee earned by the Manager from Mindspace REIT and its Asset SPVs in each of the financial years, subject to a maximum of ₹ 45,00,000 (Rupees Forty Five Lakhs Only) per annum, payable on a quarterly basis and had resolved that such sitting fees and commission payable to the Chairperson shall be reviewed on an annual basis at the start of every financial year and be revised as may be necessary.

Accordingly, the proposal to approve payment of sitting fees and commission was presented to the Governing Board at its meeting held on May 12, 2022.

However, since all the members of the Governing Board were interested in this matter, the Governing Board elected to seek approval of the Unitholders for continuation of payment of the aforesaid sitting fees and commission for the financial year 2022-23 and thereafter until revised by the Board.

Accordingly, the Unitholders are requested to approve the continuation of payment of the aforesaid remuneration and commission from the financial year 2022-23 and onwards till revised by the Board.

The members of the Governing Board, Sponsor and Sponsor Group of Mindspace Business Parks REIT or their relatives are interested in the aforesaid resolution.

Voting, if any, by the members of the Governing Board, Sponsor and Sponsor Group of Mindspace Business Parks REIT as well as their respective associates on this resolution shall not be considered.

None of the Key Managerial Personnel, Compliance Officer of the Manager and none of the Directors or Key Managerial Personnel of the Trustee or relatives are interested in the aforesaid resolution.

The Governing Board of the Manager recommends the Unitholders to approve Item No. 4 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Annexure B

Instructions for remote e-voting for individual Unitholders:

A. NSDL:

1. User already registered for IDeAS facility:
   a. Visit URL: https://eservices.nsdl.com
   b. Click on the "Beneficial Owner" icon under 'IDeAS' section.
   c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
   d. Click on Mindspace Business Parks REIT or Kfin and you will be re-directed to Kfin's website for casting the vote during the
   e. remote e-voting period.
2. User not registered for IDeAS e-Services
   a. To register click on link: https://eservices.nsdl.com
   b. Select "Register Online for IDeAS" or

click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

c. Proceed with completing the required fields.

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

a. https://www.evoting.nsdl.com/

b. Click on the icon "Login" which is available under 'Shareholder/ Member' section.

c. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

e. Click on Mindspace Business Parks REIT or Kfin's name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

B. CDSL

1. Existing user who have opted for Easi / Easiest

a. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com

b. Click on New System Myeasi.

c. Login with user id and password.

d. Option will be made available to reach e-Voting page without any further authentication.

e. Click on Kfin's name to cast your vote.

2. User not registered for Easi/Easiest

a. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

b. Proceed with completing the required fields.

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

a. URL: https://www.cdslindia.com/

b. Provide demat account number and PAN No.

c. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the demat account.

d. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

e. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period

Login through depository participants:

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

Important note:

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

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

2. Unitholders facing any technical issue – CDSL: Unitholders facing any technical issue in logging into CDSL website can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Annexure C

Instructions for Unitholders for remote e-voting for Unitholders other than individual Unitholders:

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

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

a. Day, date and time of commencement of remote e-voting: Saturday, June 25, 2022 (09:00 a.m.).

b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Tuesday, June 28, 2022 (05:00 p.m.).

The voting rights of the Unitholders holding units, in respect of e-voting shall be reckoned in proportion to their units in the unit capital as on the cut-off date being Wednesday, June 22, 2022. A person who is not a unitholder as on the cut-off date should treat Notice of this meeting for information purposes only.

2. Mindspace REIT is sending the AM Notice to the Unitholders whose name is recorded as on Friday, May 20, 2022 in the register of Unitholders or in the register of beneficial owners maintained by the depositories alongwith login credentials (i.e. User ID and password) for accessing e-voting and AM through VC facility. Any person who acquires units of Mindspace REIT and becomes unitholder of Mindspace REIT after Friday, May 20, 2022 being the date reckoned for the dispatch of the AM Notice and who holds units as on the cut-off

date i.e. Wednesday, June 22, 2022, may obtain the login ID and password by sending a request at evoting@kfintech.com.

3. However, if you are already registered with Kfin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "**Forgot User Details / Password**" option available on https://evoting.kfintech.com or call Kfin Toll Free No. 1800 3094 001.

4. The remote e-voting will not be allowed beyond the aforesaid date and time and the e- voting module shall be disabled by Kfin upon expiry of aforesaid period.

5. Details of persons to be contacted for issues relating to e-voting (helpline): Mr S.V.Raju- Corporate Registry, KFin Technologies Limited, Unit: Mindspace REIT, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Contact No. 040-7961 5205, Toll Free No.: 1800 3094 001, E-mail: support. Einward.ris@kfintech.com.

6. Details of Scrutinizer: M/s. Makarand M. Joshi & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The procedure and instructions for remote e-voting facility are as follows:

   a. Open your web browser during the remote e-voting period and navigate to 'https://evoting.kfintech.com'.

   b. Enter the login credentials (i.e. User ID and password mentioned herewith). User ID will be your DP ID and Client ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting your vote.

   c. After entering these details appropriately, click on "**LOGIN**".

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

   d. You need to login again with the new credentials

   e. On successful login, the system will prompt you to select the '**Event**' i.e. Mindspace Business Parks REIT.

   f. On the voting page, enter the number of units (which represents the number of votes) as on the cut-off date i.e. Wednesday, June 22, 2022 under "**FOR/AGAINST**" or alternatively, you may partially enter any number in "**FOR**" and partially in "**AGAINST**" but the total number in "**FOR/AGAINST**" taken together should not exceed your total unitholding as mentioned herein above.

   g. You may also choose the option "**ABSTAIN**" and if the unitholder does not indicate either "**FOR**" or "**AGAINST**" it will be treated as "**ABSTAIN**" and the units held will not be counted under either head.

   h. Unitholders holding multiple demat accounts shall choose the voting process separately for each of the demat accounts.

   i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

   j. You may then cast your vote by selecting an appropriate option and click on "**Submit**". A confirmation box will be displayed. Click "**OK**" to confirm else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.

   k. During the voting period, Unitholders can login any number of times till they cast their vote on the resolution(s).

   Corporate Unitholders intending to participate in the meeting through their authorized representatives are requested to upload duly certified copy of their Board Resolution / Governing Body resolution / Authorization letter, etc. and may send a copy to the Scrutinizer through e-mail at scrutinizer@mmjc.in authorizing their representatives to attend and vote through remote e-voting on their behalf at the said Meeting with a copy to https://evoting.kfintech.com. In case of any queries, you may refer Help & FAQ section of https://evoting.kfintech.com or call Kfin Toll Free No. 1800 3494 001.

8. The Scrutinizer's decision on the validity of the vote shall be final.

9. Once the vote on a resolution stated in this notice is cast by unitholder through remote e-voting, the unitholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Unitholders who have cast their vote by remote e-voting may also attend the AM, however such unitholder shall not be allowed to vote again during the AM.

10. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the AM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the AM to the Chairperson of the Manager or a person authorized by him in writing, who shall countersign the same.

11. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of Mindspace REIT i.e. www.mindspacereit.com and on the website of KFin Technologies Limited i.e. evoting@kfintech.com. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.

12. The resolutions shall be deemed to be passed at the principal place of business of the Manager on the date of the AM, subject to receipt of the requisite number of votes in favour of the resolutions.

13. The recorded transcript of the AM shall be uploaded on the website of Mindspace REIT i.e. www.mindspacereit.com

Instructions for Unitholder for Voting during the AM session:

1. For voting during the AM, both for individual and non-individual Unitholders need to access https://emeetings.kfintech.com/ by using the login credentials (i.e. User ID and password mentioned herewith).
2. E-voting during the AM is integrated with the VC platform and no separate login is required for the same. The Unitholders shall be guided on the process during the AM.
3. The e-voting window shall be activated upon instructions of the Chairperson during the AM.
4. Unitholders attending the AM through VC and who have not cast their vote on the resolutions through remote e-voting and who are otherwise not barred from doing so, shall be eligible to cast their vote through e-voting system available during the AM.
5. Unitholders who have not registered their e-mail addressessofararerequestedtoregistertheire-mailaddress for receiving all communication including annual reports, notices, circulars etc. from the Manager, on behalf of MindspaceREIT, electronicallybycontactingtheirrespective Depository Participant.

Information at a Glance

Particulars	Details
Time and date of AM	03.30 P.M. IST, Wednesday, June 29, 2022
Mode	Video conference and other audio-visual means Participation through video-conferencing
Helpline number for VC participation	1800 3094 001
Cut-off date for e-voting	Wednesday, June 22, 2022
E-voting start time and date	Saturday, June 25, 2022 (09:00 a.m.)
E-voting end time and date	Tuesday, June 28, 2022 (05:00 p.m.)
Start date for sending queries in respect of Annual Report and /or Notice	Saturday, June 25, 2022 (09:00 a.m.)
Last date for sending queries in respect of Annual Report and/ or Notice	Monday, June 27, 2022 (05:00 p.m.)
Name, address and contact details of Registrar and Transfer Agent and e-voting Service Provider	**Mr. Nagaraja D.S.** Unit Manager – Exchange Traded Funds KFin Technlogies Private Limited, Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad – 500 032. Contact details: +91 40 79615205