



## BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF UNITS.)**

On the basis of the Offer Document dated July 16, 2020 (the "Offer Document") and having studied the attached details as per the Abridged Offer Document, I/we hereby apply for Allotment to me/us of Units in the Offer up to my/our Bids for maximum number of Units at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/we are eligible person(s) to invest in the Offer in accordance with applicable laws. The amount payable on Bidding has been blocked with SCSB. I/We agree to accept the Units Bid for, or Nil, or such lesser number as may be allotted to me/us subject to the terms of the Offer Document, Abridged Offer Document, the Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Units which may be Allotted and to register my/our address as given in the depository records with the Mindspace REIT. I/We note that in case of Institutional Bidders, the Lead Managers and the Syndicate Members have the right to reject Bids at the time of acceptance of the Bid cum Application Form provided that the reasons for rejecting the same shall be recorded in writing and disclosed to such Bidder, whereas the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the Syndicate Members (only in the Specified Locations) and the Sub-syndicate Members have a right to reject it from Other Bidders category based on technical grounds and/or grounds as specified in the Abridged Offer Document and the Offer Document. I/We authorize the Manager along with the Lead Managers to make the necessary changes in this Bid cum Application Form and the Offer Document for filing of the Final Offer Document with the Securities and Exchange Board of India, The National Stock Exchange of India Limited and BSE Limited without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Offer.

**I/WE CONFIRM THAT:** I/We and any person we represent or the accounts on whose behalf we are purchasing the Units confirm that (A) I/we have received a copy of the preliminary offering memorandum of Mindspace REIT dated July 16, 2020 (the "Preliminary Offering Memorandum") and that my/our investment decision is based solely on the Preliminary Offering Memorandum, (B) I/we understand that the Units have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction and hereby represent and warrant that my/our Bid is in compliance with the laws applicable to me/us and that the sale and delivery of any Units to me/us will be in compliance with all applicable laws, (C) the Units have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws, and (D) I am/we are not an affiliate of Mindspace REIT or a person acting on behalf of such affiliate. I am/We are and any person we represent or the accounts on whose behalf we are purchasing the Units (A) either (i) are outside the United States (within the meaning of Regulation S under the Securities Act) or (ii) are a "qualified institutional buyer" as defined in Rule 144A under the Securities Act, and (B) have read and agree to the representations, warranties and agreements contained in the sections "Transfer Restrictions" and "Selling Restrictions" of the Preliminary Offering Memorandum and (C) understand that the Units are being offered in a transaction not involving any public offering in the United States.

**FOR INSTITUTIONAL BIDDERS:** I/We confirm that the Bid size/maximum Units applied for by us do not exceed the relevant regulatory approvals/limits. I/We confirm that I/we am/are eligible to participate in the Offer and be Allotted Units under applicable law. I am/We are not prohibited from accessing capital markets under any order/ruling/ judgment of any regulatory, judicial or any other authority, including SEBI or under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in the relevant regulations and circulars issued by the Securities and Exchange Board of India and as disclosed in the Offer Document, I/we authorize (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the RTAs or the CDPs to do all acts as are necessary to make the Bid in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer, after finalization of Basis of Allotment; and (b) the Registrar to the Offer to Offer instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the Bid. 3) I/we hereby authorize the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or RTAs or the CDPs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

## INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

- Name of sole and/ or first Bidder should be exactly the same as it appears in the depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form. The Bid means an 'Indication to make an offer' and not as 'An offer'.
- The first Bidder, should mention his/ her PAN allotted under the Income Tax Act 1961 and any Bid cum Application Form without the PAN is liable to be rejected. The exemption from specifying the PAN for the Central or the State Government and officials appointed by the courts, for investors residing in the State of Sikkim and persons exempted under applicable law from having a PAN is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain demographic details registered with Depository Participants to be used for Allotment, technical rejections, etc. Hence, Bidders are advised to immediately update any change in their details as appearing on the records of the Depository Participant. Please note that failure to do so could result in failure in allotment of Units, delay in blocking or unblocking of ASBA account at the Bidders sole risk and none of the members of the Syndicate, the Registrar, the RTAs, the CDPs, the SCSBs, the Manager, the Lead Managers shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The Price Band, and the minimum Bid Lot will be decided by the Manager in consultation with the Lead Managers and will be announced at least two Working Days prior to the Bid/Offer Opening Date, on the website of the Mindspace REIT, the Sponsors and the Manager, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.  
In case of any revision of the Price Band, the Bid/Offer Period will be extended by at least one Working Day subject to the total Bid/Offer Period not exceeding 30 days, provided that there shall not be more than two revisions to the Price Band during the Bid/Offer Period. In case of force majeure, banking strike or similar circumstances, the Mindspace REIT may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the total Bid/Offer Period not exceeding 30 days. Any revision to the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges during the Bid/Offer Period and by indicating the change on the websites of the Mindspace REIT, the Sponsors, the Manager and Stock Exchanges.  
**Maximum and Minimum Bid Size:** Bids can be made for a minimum of [●] Units and in multiples of [●] Units thereafter by Bidders. A Bid cannot be submitted for more than the Offer size. The maximum Bid by any Bidder should not exceed the investment limits prescribed for them under applicable laws. For further details please refer to the price band advertisement.
- Please tick Category as applicable to ensure proper upload of Bids in the Stock Exchange system. For further details pertaining to the Investor Category, please refer "Offer Structure" on page 341 of the Offer Document.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Bidders should submit only one Bid cum Application Form. Bidder/Applicant shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Total amount payable must be calculated for the highest of three options, at the time of the submission of the Bid cum Application Form. Cheques/demand drafts/cash/stock invest/money orders/postal orders will not be accepted. All NRI Bidders bidding on a repatriation basis by using the Bid cum Application Forms for Non-Residents are required to authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident Bank ("FCNR") accounts, and all NRI Bidders bidding on a non-repatriation basis by using Bid cum Application Forms for Residents are required to authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. The NRI Bidders can obtain the Bid cum Application Form from offices at select locations of the Syndicate. Bidders please ensure that your bank is an SCSB and has notified an SCSB Branch in the city where Bid cum Application Form is being submitted. Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and/or duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- Only the first Bidder is required to sign the Bid cum Application Form/ Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Bank Account Holder is mandatory.
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Brokers, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Application Form.
- Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
- The Units have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Units are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in the Offer Document as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Offer Document as "QIBs") pursuant to Section 4(a) of the Securities Act or another available exemption from the registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Units have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.
- You will be sent either the Offer Document or the Final Offer Document if you are in India and the Preliminary Offering Memorandum and the Final Offering Memorandum (if you are outside India and outside the United States) in each case either in physical form or electronic form or both. You may not distribute or forward these documents and these documents are subject to the disclaimers and restrictions contained in or accompanying them. This Bid cum Application Form is being issued to you on the basis that you (i) confirm that the representations, warranties, agreements and acknowledgements set out (1) in the "Offer Information" section of the Offer Document or (2) with respect to investors outside of India, the Preliminary Offering Memorandum, in each case are true and correct and (ii) agree to abide by (1) this Bid cum Application Form and (2) the Offer Document or with respect to investors outside of India, the Preliminary Offering Memorandum, in each case together with the terms and conditions contained therein.

**Note:** Capitalized terms used but not defined herein shall have the meaning assigned to such terms in the Offer Document.

TEAR HERE

	ISSUER CONTACT DETAILS		REGISTRAR CONTACT DETAILS
	<b>Mindspace Business Parks REIT</b> (Acting through its Manager, namely K Raheja Corp Investment Managers LLP) <b>Principal Place of Business:</b> Raheja Tower, Level 8, Block 'G', C-30, Bandra Kurla Complex, Mumbai - 400 051 <b>Tel:</b> +91 2656 4000; <b>Fax:</b> +91 22 2656 4747; <b>Compliance Officer:</b> Vishal Kumar <b>E-mail:</b> reitcompliance@mindspacereit.com; <b>Website:</b> www.mindspacereit.com		<b>KFIN TECHNOLOGIES PRIVATE LIMITED</b> (formerly known as, Karvy Fintech Private Limited and KCPL Advisory Services Private Limited) Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana, India <b>Tel:</b> +91 40 6716 2222; <b>Fax:</b> +91 40 2343 1551 <b>E-mail:</b> kraheja.reit@kfintech.com; <b>Investor grievance e-mail:</b> einward.ris@kfintech.com <b>Website:</b> www.karvyfintech.com; <b>Contact Person:</b> M. Murali Krishna <b>SEBI Registration No.:</b> INR000000221

## IN THE NATURE OF ABRIDGED OFFER DOCUMENT - MEMORANDUM CONTAINING SALIENT FEATURES OF THE OFFER DOCUMENT (OD)

### BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM

I/We (on behalf of joint bidders, if any) confirm that the Acknowledgement Slip for my/our bids are enclosed for the revisions which are being requested. I/We agree to be bound by all the terms & conditions mentioned in the Bid cum Application Form submitted earlier by me/us.

I/We (on behalf of joint bidders, if any) authorize you to reject this Bid Revision Form, in case any of the details of my existing Bids as appearing on the electronic book building system do not tally with the details given in this Revision Form.

### INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM

1. Name of Sole/ First Bidder should be exactly the same as it appears in the depository records.
2. Please ensure that the Bid options provided are in the same order as that provided in the Bid cum Application Form submitted earlier.
3. In case there is no change in the particular Bid option, please write "NO CHANGE". In case you want to cancel the Bid option, please write "CANCELLED".
4. Total Amount payable must be calculated for the highest of three options, at Bid Price to Bidder's category. Total amount to be paid must be calculated net of total amount paid at the time of submission of Bid cum Application Form. Bidders, please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted. Revision of Bids in case of revision of Price Band: In case of an upward revision in the Price Band, Bidders could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band with the members of the Syndicate / Registered Brokers / RTAs / CDPs to whom the original Bid was submitted. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Units Bid for shall be adjusted downwards for the purpose of Allotment, such that no additional payment would be required from the Bidder and the Bidder is deemed to have approved such revised Bid at the Offer Price. (i) In case of a downward revision in the Price Band, announced as above, Bidders, could either revise their Bid such that Bid amount is more than minimum bid lot or the excess amount blocked at the time of bidding would be unblocked from the ASBA Account. The payment accompanied with any revision of Bid, shall be adjusted against the payment made at the time of the original Bid or the previously revised Bid. However, Bidders are not allowed to withdraw or lower their Bid (in terms of number of Units or the Bid Amount) at any stage. Bidders can only make upward revisions in their bids.
5. Only the first Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of Bank Account Holder is mandatory.
6. **Other Instructions:** a. Revision to Bids must be made only in the prescribed Revision Form, as applicable. b. Revision form must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the Syndicate Members/SCSBs/ Registered Brokers/Collecting DPs/Collecting RTAs will not be liable for errors in data entry due to incomplete or illegible Revision Forms. c. Ensure that Acknowledgement Slip for your Bid and any other applicable documents in support of the revision are attached with the Revision Form; and d. Bidders shall only be required to pay the amount in excess of their original Bid Amount (if any) upon an upward revision of their Bid.

### OFFER STRUCTURE FROM OFFER DOCUMENT TO BE PLACED ALONG WITH NOTES

Particulars	Institutional Investors <sup>(1)</sup>	Non-Institutional Investors
Number of Units available for Allotment/allocation <sup>(2)</sup>	Not more than [●] Units	Not less than [●] Units
Percentage of Offer Size available for Allotment/allocation	Not more than 75% of the Offer (excluding Strategic Investor Portion) <sup>(1)</sup>	Not less than 25% of the Offer (excluding Strategic Investor Portion)
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate	Proportionate
Minimum Bid	Such number of Units that the Bid Amount is not less than ₹ 50,000 and in multiples of [●] Units thereafter, however an Anchor Investor shall make an application of a value of at least ₹ 100 million	Such number of Units that the Bid Amount is not less than ₹ 50,000 and in multiples of [●] Units thereafter
Maximum Bid (subject to applicable limits)	Such number of Units (in multiples of [●] Units) not exceeding the size of the Offer (excluding the Strategic Investor Portion)	Such number of Units (in multiples of [●] Units) not exceeding the size of the Offer (excluding the Strategic Investor Portion)
Mode of Allotment	Compulsorily in dematerialised form	Compulsorily in dematerialised form
Bid Lot	[●] Units and in multiples of [●] Units thereafter	[●] Units and in multiples of [●] Units thereafter
Allotment Lot	[●] Units and in multiples of [●] Units	[●] Units and in multiples of [●] Units
Trading Lot	Such number of Units, the value of which is not less than ₹50,000	Such number of Units, the value of which is not less than ₹50,000
Who can apply <sup>(3)</sup>	(i) QIBs; or (ii) family trusts or intermediaries registered with SEBI, all with net-worth of more than ₹ 5,000 million, as per the last audited financial statements	Bidders other than Institutional Investors, eligible to apply in this Offer
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the Bid cum Application Form <sup>(4)(5)</sup>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the Bid cum Application Form <sup>(4)</sup>

- (1) The Manager and the Selling Unitholders, in consultation with the Book Running Lead Managers may allocate up to 60% of the Institutional Investor Portion (excluding Strategic Investor Portion) to Anchor Investors on a discretionary basis.
- (2) Subject to valid Bids being received at or above the Offer Price.
- (3) In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Bidders are advised to consult their own advisors with respect to any restrictions or limitations that may be applicable to them, including any restrictions or limitations with respect to their ability to invest in the Units. By making a Bid (including any revision thereof), the Bidder will be deemed to have represented to the Manager, the Trustee, the Book Running Lead Managers and the Syndicate Members that it is eligible to participate in the Offer and be Allotted Units under applicable law.
- (4) The full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms. Any difference between the Anchor Investor Allocation Price and the Offer Price (in the event the Offer Price is higher) shall be paid within the Pay-in Date.
- (5) In case of ASBA Investors, the SCSBs shall be authorised to block such funds in the bank account of the Investor that are specified in the Bid cum Application Form. If the price fixed as a result of Book Building Process is higher than the price at which the allocation is made to Anchor Investor, the Anchor Investor shall bring in the additional amount within two days of the date of Bid/Offer Closing date. However, if the price fixed as a result of Book Building Process is lower than the price at which the allocation is made to Anchor Investor, the excess amount shall not be refunded to the Anchor Investor and the Anchor Investor shall take Allotment at the price at which Allocation was made to it.

For further details, refer to price band advertisement.

