INFORMATION MEMO Mindspace Business Parks REIT



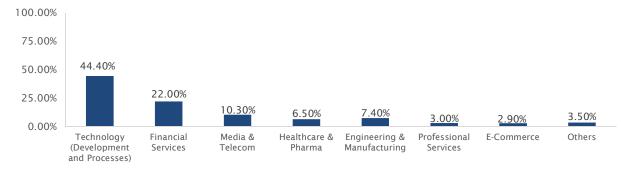
Company Profile

Mindspace REIT is an irrevocable trust registered with SEBI as Real Estate Investment Trust. REIT's portfolio comprises of quality office portfolio in four key office markets in India totaling 29.5 msf and is one of the largest Grade-A office portfolios in India comprising of 23 msf of Completed Area, 2.8 msf under construction area and 3.6 msf of future development area as of March 31, 2020.

Portfolio has five integrated business parks with superior infrastructure and amenities and five quality independent offices. Portfolio is located in four key markets of India, namely, Mumbai region, Hyderabad, Pune and Chennai which accounts for approximately 58% of total Grade-A net absorption in the top six markets in India namely, Chennai, Mumbai Region, Hyderabad, Bengaluru and the National Capital Region during the fiscal year 2020.

As of March 31, 2020, Portfolio is well diversified with 172 tenants and no single tenant contributes more than 7.7% of Gross Contracted Rentals. Furthermore, approximately 84.9% of gross contracted rentals derived from leading multinational corporations and approximately 39.4% from Fortune 500 companies. Tenant base comprises a mix of multinationals and Indian corporates, including Accenture, Qualcomm, BA Continuum, JP Morgan, Amazon, Schlumberger, UBS, Capgemini, Facebook, Barclays and BNY Mellon as of March 31, 2020.

Split of Portfolio across sectors based on Gross Contracted Rentals as of March 31, 2020



Source: Offer Document

While the portfolio is stabilized at 92% committed occupancy and a WALE of 5.8 years, REIT is well positioned to achieve further organic growth through a combination of lease-up of vacant space, contractual rent escalations, re-leasing at market rents (market rents of their properties are estimated to be 22.6% above in-place rents, as on March 31, 2020), and new construction within the portfolio to accommodate tenant expansion.

In-Place Rent vs. Market Rent, as of March 31, 2020 (INR psf)



Source: Offer Document

Between April 2017 and March 31, 2020, Mindspace REIT has:

- Leased 7.6 msf of office space and achieved average re-leasing spreads of 28.9% on 3 msf of re-leased space and leased 4.6 msf new area (including Pre-Leased Area and Committed Area as on March 31, 2020) to 60 tenants; achieved re-leasing spread of 23.1% for 1.1 msf of area re-leased during fiscal year 2020;
- Grown In-place rent of portfolio at 6.7% CAGR (approximately 320 bps higher than average rent growth in their Portfolio Markets); (Source: C&W Report)
- Grown their portfolio by 4.9 msf through strategic on campus development of their business parks;
- Maintained consistently high occupancy and achieved committed occupancy of 92% (240 bps higher than average occupancy) (Source: C&W Report) as of March 31, 2020

Strengths

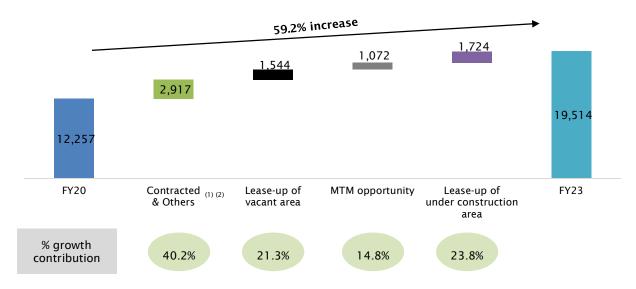
- Diversified and Quality Tenant Base with Long Standing Relationships
- Portfolio with Stable Cash Flows and Strong Growth Potential
- Strong Industry Fundamentals
- Presence in Four Key Office Markets in India
- Highly experienced management team backed by KRC group

Strategy

- Enhance the value of their portfolio through proactive property management, asset improvements and tenant engagement.
- Increase NOI through Portfolio's Embedded Organic Growth as well as through On-Campus Development
- Achieve Growth through Value Accretive Acquisitions
- Benefit from the asset base of the KRC group as REIT has a ROFO on certain of group assets

Increase NOI through Portfolio's Embedded Organic Growth as well as through On-Campus Development

Management intend to use a combination of rent commencement from leased out space which is contracted, as of March 31, 2020, and has not generated rental income for the full year during fiscal year 2020, contractual rent escalations, lease-up of vacant area, re-leasing at market rents and oncampus development of their existing business parks to continue the growth of their Portfolio, as illustrated below



Source: Offer Document

⁽¹⁾ Contracted & Others include contractual rent escalations, full year impact of contractual leases; others primarily include revenue from power supply, impact of Ind AS adjustments, downtime and vacancy allowance.

⁽²⁾ Includes NOI from leases which are contracted, as of March 31, 2020, and has not generated rental income for the full year during fiscal year 2020.

Portfolio as of March 31, 2020

	Leasable area (msf)	Committed occupancy (%)	Revenue from operations (FY 20, `mn)	Market value (` mn)	% of Total market value	WALE (Years)
Commercial office						
Portfolio assets						
Mumbai						
Mindspace Airoli East	6.8	98.0%	3,569	43,107 (5)	18.2%	4.8
Mindspace Airoli West	4.5	72.3%	2,269	35,205	14.9%	8.1
Paradigm Mindspace Malad	0.7	93.8%	762	9,409	4.0%	3.3
The Square BKC(2)	0.1	-	-	4,302	1.8%	-
Hyderabad						
Mindspace Madhapur	10.6	97.6%	6,107	87, 585 ⁽¹⁾	37.0%	5.6
Mindspace Pocharam	1.0	92.4%	130	2,984	1.3%	2.9
Pune						
Commerzone Yerwada	1.7	99.9%	1,611	19,100	8.1%	5.6
Gera Commerzone Kharadi	2.6	71.3%	2,296	15,486	6.5%	10.9
The Square, Nagar Road	0.7	100.00%	916	8,094	3.4%	5.5
Chennai						
Commerzone Porur	0.8	-	-	5,946	2.5%	-
Facility Management Division ⁽³⁾	-	-	-	5,532	2.3%	-
Sub-total Portfolio Assets	29.5(4)	92.0%	17,660	236,751	100%	5.8

⁽¹⁾ The Market Value of Mindspace Madhapur is with respect to 89.0% ownership of the respective Asset SPVs that own Mindspace Madhapur

Source: Offer document

⁽²⁾ The Square, BKC was acquired by us in August 2019 and is currently not leased.

⁽³⁾ The facility management division with approximately 140 employees will be housed in KRC Infra with effect from the first day of the quarter following the listing of the Units. Accordingly, KRC Infra is expected to commence operations of the facility management division with effect from October 1, 2020

⁽⁴⁾ Includes 23.0 msf of Completed Area, 2.8 msf of Under Construction Area and 3.6 msf of Future Development Area. (5) While Mindspace Airoli East has aggregate development potential of 2.1 msf, Mindspace REIT has currently formulated development plans for 0.9 msf and, accordingly, only 0.9 msf of the future development area has been considered for the purpose of valuation

Terms of Issue

Issuer	Mindspace Business Park REIT	
Issue Open Date	27 th July 2020	
Issue Close Date	29 th July 2020	
Issue Size	Up to [•] Units aggregating up to Rs.4,500 Crores consisting of a fresh issuance up to [•] Units by Mindspace REIT aggregating up to Rs. 1,000 Crores ("Fresh Issue") and an offer for sale of [•] Units by the Selling Unitholders (as defined herein after) aggregating up to Rs.3,500 Crores ("Offer for Sale" and together with the Fresh Issue, the "Offer")	
Strategic Investor Portion	4.09 Crore Units aggregating to Rs.1,125 Crores	
Issue (excluding Strategic Investor Portion)	12.27 Crore Units (Rs.3,375 Crores)	
Price Band	Rs.274 - 275	
Bid Lot	200 units	
Offer Ratio	Institutional Investor 75% of the net offer (9.20 Crore Units) (`2,531 Crore), 25% of the net offer (3.07 Crore units) (`844 Crores) Nor Institutional Investors	
Sponsors	ATL and CTL	
Manager	K Raheja Corp Investment Managers LLP	
Trustee	Axis Trustee Services Limited	
Listing	NSE / BSE	

Who Can Apply

Institutional Investors

- 1. QIB's or
- 2. family trusts or intermediaries registered with SEBI, all with net-worth of more than ₹5,000 million, as per the last audited financial statements

Non Institutional Investors

1. Bidders other than Institutional Investors, eligible to apply in this Offer

Strategic Investors

- 1. Infrastructure finance company registered with the RBI as a non-banking financial company;
- 2. Scheduled commercial bank;
- 3. Multilateral and/or bilateral development financial institution;
- 4. Systemically important non-banking financial company registered with the RBI;
- 5. Foreign portfolio investor; or
- 6. Insurance Company registered with the IRDAI; or
- 7. A Mutual Fund

Usage of the proceeds

The Net proceeds from the fresh issue will be utilized towards the following objects:

 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);

- Purchase of Non-Cumulative Redeemable Preference Shares of Mindspace Business Parks Pvt. Ltd.; and
- General purposes

Sponsor

The Sponsors of Mindspace REIT are ACL and CTL. Both Anbee Construction LLP and Cape Trading LLP form part of the KRC group, which is one of India's leading real estate development and retail business groups, with experience of over four decades in developing and operating assets across commercial, hospitality, retail, malls and residential segments. KRC group has acquired and/or developed properties across various businesses of approximately 28.5 million square feet of commercial real estate, as of March 31, 2020

REIT Manager

K Raheja Corp Investment Managers LLP is the manager of the Mind Space Business Parks REIT. Mr. Ravi C. Raheja and Mr. Neel C. Raheja are the partners of the Manager. The manager has net tangible assets of not less than ₹ 100 million as on March, 2020. Mr. Ravi C. Raheja and Mr. Neel C. Raheja have over 20 years of experience in real estate development activities.

Financial Highlights

(`In Millions)

Particulars	March 31, 2020	March 31, 2019	March 31, 2018
Total Revenue	20,262	16,797	15,022
EBITDA	13,718	12,614	10,249
Profit Before Tax (PBT)	7,518	6,073	3,518
Profit After Tax (PAT)	5,139	5,154	1,610

Source: Offer Document

Projections

(`In Millions)

Particulars	FY 2021	FY 2022	FY 2023
Revenue from operations	17,141	21,080	24,023
NOI	13,487	17,074	19,514
EBITDA	13,733	15,512	17,643
NDCF for Mindspace Business Park Group	5,739*	12,231	13,061

(*) Data as on 2HFY 2021

Source: Offer Document

Balance Sheet (* In Millions)

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EQUITY AND LIABILITIES	As at 31.03.20	As at 31.03.2019	ASSETS	As at 31.03.2020	As at 31.03.2019
Shareholders' Funds			Non-Current Assets		
Capital	500	500	Property, plant and equipment	1,453	1,218
Instruments entirely equity in nature	824	824	Capital work-in-progress	22	22
Other Equity	19,928	15,810	Investment property	56,710	40,244
Non-Controlling Interest	1,663	1,336	Investment property under construction	17,724	19,059
Non-Current Liabilities			Intangible assets	1	1
Financial Liabilities	65,566	57,700	Financial assets	1,363	1,560
Deferred Tax liabilities (net)	2,788	1,513	Deferred tax assets (net)	94	116
Provisions	9	8	Non-Current tax assets (net)	2,534	1,892
Other non-current liabilities	601	278	Other non-current assets	1,307	1,063
Current Liabilities			Current Assets		
Financial liabilities	19,517	11,787	Inventories	52	33
Other current liabilities	774	1,572	Financial assets	30,449	25,870
Short-term provisions	8	1	Other current assets	405	247
Regulatory deferral account - liabilities	46	109	Regulatory deferral account - assets	110	112
Total	112,224	91,437	Total	112,224	91,437

Source: Offer Document

Distribution to the Unitholder

Distribution 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 shall distribute at least 90% of the net distributable cash flows of the Mindspace REIT. Such distributions shall be made not less than once every quarter in every fiscal.

Tax benefits available to the unit holders of the REIT

REITs have been conferred a hybrid pass-through status for income-tax purposes, subject to fulfilment of conditions prescribed in the act read with the REIT regulations, whereby:

- I. Income distributions by the Hold Co / SPVs are exempted from income-tax in the REITs hands
- II. Rental income received by the REIT from directly owned assets is exempt from income-tax in the REITs hands
- III. Any other income is taxed in the hands of the REIT at the applicable rates.

Onward distribution of the above income by the REIT to its unit holders retains the same character as the underlying income stream received by the REIT, and is taxed in the unit holders' hands based on their residential status as follows:

Residential Status of Unitholders	Nature of Income	Tax Rates
Residential Unitholders	 Interest Income Rental Income Disqualified Dividend income Qualified Dividend income Other income taxable in hands of REIT 	 At applicable rates* At applicable rates* At applicable rates* Tax - Exempt Tax - Exempt
Non-Residential Unitholders	 Interest Income Rental Income Disqualified Dividend income Qualified Dividend income Other income taxable in hands of REIT 	 5%++* At applicable rates@ At applicable rates@ Tax - Exempt Tax - Exempt

^{*} The income shall be subject to deduction of tax at source

@A non-resident shall be entitled to claim benefits, if any, under the applicable DTAA that India may have entered into with its country of residence.

In case the REIT units are held as a capital asset by the unit holder, gains arising on sale of units of REIT, which have been subjected to STT, shall be liable to tax as under:

Nature of Capital Gains	Applicable Tax Rate\$
LTCG	10%++ on gains exceeding INRO.1 million
STCG	15%++
	LTCG

\$ Non-resident unitholders may seek to avail beneficial provisions under applicable DTAA that India may have entered into with its country of residence

In case of domestic companies that are liable to pay MAT under provisions of section 115 JB of the ITA, the gains arising, if any, on sale of units of REIT are to be included as part of book profits for the purposes of computing MAT lability. MAT paid by such companies should be available as credit for set-off against future tax liability, provided such companies do not opt to be governed by the concessional tax rate under section 115BAA of the ITA.

Some of the risks applicable to Mindspace Business Parks REIT:

- 1) REIT has not executed binding agreements with respect to the proposed Formation Transactions, ROFO arrangement and proposed management framework of the Portfolio. Their inability to consummate will impact the Offer and their ability to complete the Offer within the anticipated time frame or at all.
- 2) REIT's business and profitability depends on the performance of the commercial real estate market in India.
- 3) A significant portion of their revenues are derived from a limited number of tenants.
- 4) Some of their assets are 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, failing which MIDC and MMRDA, as the case may be, may, impose penalties, terminate the lease or take over the premises.
- 5) Some or all of their under construction and future development area may not be completed by the expected completion dates or at all. Such delays could affect their estimated construction cost and timelines resulting in cost overruns, which in turn could adversely affect their reputation, business, results of operations and financial condition.
- 6) Recent disruptions in the financial markets and current economic conditions could adversely affect their ability to service their existing indebtedness and secure additional debt financing on attractive terms and the values of their investments.
- 7) REIT's business may be adversely affected by the illiquidity of real estate investments.
- 8) REIT's business is dependent on economic growth in India and financial stability in Indian markets, and any slowdown in the Indian Economy or in Indian financial markets could have an adverse effect on their business, financial condition and results of operations and the price of the units.
- 9) The COVID-19 pandemic adversely affects the Company's business, financial condition, results of operations, cash flows, liquidity and performance, and it may reduce the demand for commercial real estate in future.
- 10) Company's actual results may be materially different from the projections included in this Offer Document
- 11) The Company is having certain contingent liabilities which if materialize may adversely affect its results of operations, financial conditions and cash flows. For details, please see point 16, page 36 of RHP under "Risk Factors".
- 12) There are outstanding litigations, title irregularities and regulatory actions involving the Asset SPVs,
- 13) which may adversely affect our business, results of operations and cash flows.
- 14) The Company may not be able to meet working capital or capital expenditure requirements of its portfolio.

Corporate Governance

A) Composition of the Governing Board of the Manager

In addition to applicable provisions of the companies Act, the board of directors of the manager shall adhere to the following:

- 1.Not less than 50% of the Governing Board of the Manager comprises the independent members and such independent members are not directors on the board of directors of, or members of the governing board of, the manager of another REIT, registered pursuant to the REIT Regulations
- 2. The Chairperson of the Governing Board of the Manager is an independent member

B) Audit Committee

The audit committee shall comprise of three members, with at least 2/3rd of the audit committee comprising independent members. The chairperson of the audit committee shall be an independent member. All members of the audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise. The compliance officer of the Manager shall act as the secretary to the audit committee.

C)Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee shall comprise of three members, with one independent member. The chairperson of the Stakeholders' Relationship Committee shall be an independent member

D)Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall comprise of three members, with two members being independent members. The chairperson of the Nomination and Remuneration Committee shall be an independent member.

Important Disclaimer

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Registration details:

JM Financial Services Ltd.
Corporate Identity Number: U67120MH1998PLC115415

Stock Broker - INZ000195834

(NSE - Member Code- 10548 | BSE - Clearing No. 325 | MSEI - Membership No.-58300); NCDEX-1282; MCX- 56555

Depository Participant- NSDL - IN-DP-NSDL-241-2004 | CDSL - IN-DP-CDSL-236-2004.

Investment Adviser- INA000012351. Portfolio Manager- INP000000621

Mutual Fund Distributor- ARN0002; Research Analyst-INH000001196

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Mumbai - Andheri: 3rd Floor, Dhanashree Heights, Bengaluru - Malleshwaram: 199, 1st & 2nd Floor, New Delhi: 5D/G/H, 5th Floor, Hansalaya Building, Behind Axis Bank, Azad Nagar No-2, Veera Desai Road, Andheri (West), Mumbai - 400 053. Tel.: (022) 6619 1600. Yathi Raj Mutt Building, 11th Cross, Malleshwaram, 15, Barakhamba Road, New Delhi - 110 001. Bengaluru - 560 003. Tel.: (080) 4923 0500. Tel.: (011) 4953 7800. Mumbai - Borivali: 1st, 2nd and 3rd Floor, New Pushpanjali II, Jambli Galli, (Factory Lane), Opp. Chandigarh: Unit No. 513, 5th Floor, Elante Office Complex, Site No. 178 - 178 A, Industrial & Business Park, Phase - 1, Industrial Area, Noida: Office No. 1007, 10th Flr, Wave Silver Tower, Chintamani Jewellers, Borivali (West), Mumbai Opp. Metro Station, Sector - 18, Noida - 201 301. 400 092. Chandigarh - 160 002. Tel.: (0120) 718 4710 Tel.: (022) 2968 6700. Tel.: (0172) 403 5500. Chennai: Seethakathi Business Centre, Unit No. 216, Second Floor, 684-690, Anna Salai (Mount Road), Chennai - 600 002. Mumbai - Fort: 2, 3 & 4 Kamanwala Chambers, Sir P Pune: 205, Business Guild, Opp. Krishna Dining M Road, Fort, Mumbai-400 001. Hall, Law College Road, Erandwane, Pune - 411 004. Tel.: (022) 3021 3500 / 6136 3400. Tel.: (020) 4903 1600. (Primary Products Distribution only) Tel.: (044) 2829 9888. Mumbai - Ghatkopar: 422/423/424/425, 4th Coimbatore: 3rd Floor, AMI Midtown, 25A-4, DB Pune: 3rd Floor, 302, Vishwa Developers, Next to Floor, Kailash Plaza, Vallabh Baugh Lane, ICICI Bank, Ghole Road, Shivaji Nagar, Pune - 411 Road, RS Puram, Coimbatore - 641 002. Ghatkopar (East), Mumbai-400 077. Tel.: (0422) 402 2400. 005. Tel.: (022) 4505 8700. Mumbai - Malad: Shop No. 1&2, Prathampad CHS, Opp. OBC Bank, Evershine Nagar, Malad (West), Mumbai-400 064. Rajkot: 202, 2nd Floor, Solitaire, Swami Guntur: Sreenivasam, 2nd floor, D.No.: 5-80-2, 1st Vivekananda Marg, Near Municipal Commissioner's Line, Ashok Nagar, Guntur - 522 007. Bungalow, Ramakrishna Nagar, Rajkot-360 002. Tel.: (0281) 619 4000. Tel.: (0863) 237 7800. Tel.: (022) 6171 6300. Mumbai - Malad: Office No. 8, 1st Floor, Abhishek Gurgaon: Office No 316, 3rd Floor, MGF Metropolis Mall, Sector 28, Main Mehrauli Gurgaon Road, Gurgaon - 122 001. Secunderabad: 305, 3rd Floor, Jade Arcade, Opp. Paradise Hotel, M.G. Road, Secunderabad-500 003. Commercial Complex, Above Dena Bank, Plot No. 104, S.V. Road, Malad (West), Mumbai - 400 064. Tel.:(022) 2882 2832. Tel.: (040) 4010 5200 Tel.: (0124) 471 7600. (Primary Products Distribution only) Surat: International Commerce Centre, A wing, 2nd Mumbai - Vashi: 328, 3rd Floor, Vardhman Market, Sector 17, Vashi, Navi Mumbai - 400 703. **Hyderabad:** 6-3-1090/1/1, Uma Hyderabad House, 2nd Flr., Somajiguda, Hyderabad - 500 082. Tel.: (040) 4010 5875. Floor, 202, Near Majura Gate, Ring Road, Surat -Tel.: (022) 6632 9200. Tel.: (0261) 408 1700. Mumbai - Vile Parle: 602, 6th Floor, Kingston, Tirupati: 174, 2nd floor, New Balaji Colony, AIR Indore: UG 7 & 8, Ground Floor, D.M.Tower, 21/1 Tejpal Road, Near Railway Crossing, Vile Parle (East), Mumbai - 400 057. Race Course Road, Indore - 452 004. Bypass Road, Tirupati - 517 502, Andhra Pradesh. Tel.: (0731) 474 2100. Tel.: (0877) 668 8100. Tel.: (022) 2663 6700. Vadodara: G1-Ground Floor, "Soham", 49 Alkapuri Society, Opp. HDFC Bank, Alkapuri, Vadodara -390007. Ahmedabad - Ashram Road: G-10/301, Chinubhai Jaipur: G-7 & G-8, Plot No. K-13, Brij Anukampa, Center, Near Nehru bridge Corner, Ashram Road, Ashok Marg, C-Scheme, Jaipur - 302 001. Tel.: (0141) 438 4400. Ahmedabad-380 009. Tel.: (079) 2657 6666 / 3001 3700. Tel.: (0265) 619 1300 Ahmedabad - Himalaya Emerald: 201, 2nd Floor, Himalaya Emerald, 132 Feet Ring Road, Near IOC Vizag: Door No: 9-1-224/4/3, 1st Floor, Nandan Kolkatta: Ground & 8th Floor, Kankaria Estate, 6 Little Russell Street, Kolkatta - 700 071. Nirman, CBM Compound, Near Rama Talkies Petrol Pump, Shivranjani Char Rasta, Satellite, Ahmedabad - 380 015. Junction, Visakhapatnam - 530 003. Tel.: (033) 4031 0330 Tel.: (0891) 660 3800 Tel.: (079) 4982 6600. Bengaluru - Basappa Complex: No. 40/1A, 4th Lucknow: Eldeco Corporate Tower, 701, 7th Floor, Floor, Basappa Complex, Lavelle Road, Bengaluru - 560 001 Vibhuti Khand, Gomtinagar, Lucknow - 226010. Tel.: (0522) 4933 250 Tel.: (080) 4927 2400. Bengaluru - Indira Nagar 1 & 2: 709, 80 Feet Road, Nellore: Dr. Anilreddy Building, D. No. 16-2-232, 7th Main, Indira Nagar, Bangalore - 560 008. 4th Flr, Gandhi Nagar, Pogathota, Nellore - 524001. Tel.: (0861) 235 8299 Tel.: (080) 4684 4500.

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