

**BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER No.: SO/AS/DP/2024-25/7436**

Sr. No.	Settlement Application No.	Name of the Applicant	PAN
1	7436/2023	K Raheja Investment Managers LLP	AATFK2907R

In the matter of Mindspace Business Parks REIT

1. Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) initiated adjudication proceedings under Section 15HB of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as “**SEBI Act**”) against K Raheja Investment Managers LLP (hereinafter referred to as “**Noticee/applicant/by name**”) for the alleged violation of the following provisions:
 - i. Regulation 10(14) and Regulation 7(d) read with Clause 1, 2 and 8 of Schedule VI of SEBI (Real Estate Investment Trusts) Regulations, 2014 (hereinafter referred to as “**REIT Regulations**”);
 - ii. Regulation 10(14), 10(29) and Regulations 7(d) read with Clause 2 and Clause 8 of Schedule VI of REIT Regulations;
 - iii. Regulation 7(d) read with Clause 5 and Clause 7 of Schedule VI of REIT Regulations.
2. Vide communique dated July 03, 2023, Shri Shashi Kumar Valsakumar was appointed as the Adjudicating Officer under section 15-I of SEBI Act read with Rule 3 of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 (hereinafter referred to as “**Adjudication Rules**”) to inquire into and adjudge under Section 15HB of SEBI Act, the aforementioned alleged violation of the provisions of law by the Noticee. Pursuant to his transfer, vide

communique dated July 29, 2024 the undersigned has been appointed the Adjudicating Officer.

3. A Show Cause Notice Ref. No. EAD-8/SKV/GD/34385/2023 dated August 24, 2023 (hereafter referred to as “**SCN**”) was issued to Noticee in terms of the provisions of Rule 4 of the Adjudication Rules, 1995 calling upon the Noticee to show cause why an inquiry should not be held and penalty not be imposed, under Section 15HB of the SEBI Act for the following alleged violations:
 - i. Errors in calculating the Net distributable cash flows (NDCF) figures at Special Purpose Vehicle (SPV) level.
 - ii. Incorrect and incomplete disclosures of NDCF made in Half Yearly Reports and Annual Reports.
 - iii. Despite having negative cash balances in SPV, distribution of NDCF was made by SPV to REIT by borrowing funds which was ultimately distributed to the unit holders.
4. Pending Adjudication Proceedings, the Noticee proposed to settle the instant proceedings initiated against it, without admitting or denying the findings of facts and conclusions of law, through a settlement order and filed settlement application with SEBI bearing Settlement Application No. 7436/2023 dated August 09, 2023 in terms of the provisions of SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”).
5. Pursuant to the meetings with the Internal Committee of SEBI on April 18, 2024 and September 10, 2024 in terms of the Settlement Regulations, Noticee vide email dated September 19, 2024, proposed revised settlement terms. The High Powered Advisory Committee (hereinafter referred to as '**HPAC**') in its meeting held on September 30, 2024, considered the settlement terms proposed and recommended that the case may be settled upon payment of ₹ 68,73,750/- (Rupees Sixty Eight Lakh Seventy Three Thousand, Seven Hundred and Fifty Only) by the Noticee as settlement amount towards the settlement terms.

6. The Panel of Whole Time Members of SEBI approved the said recommendation of the HPAC on November 12, 2024 and the same was communicated by SEBI to the applicant on November 14, 2024. Subsequently, the applicant vide email dated November 18, 2024 informed about the remittance of the settlement amount, the receipt of which is confirmed by the concerned department of SEBI.
7. Therefore, in view of the acceptance of the settlement terms and the receipt of settlement amount as above by SEBI, the instant adjudication proceedings initiated against the Noticee vide SCN No. EAD-8/SKV/GD/34385/2023 dated August 24, 2023 is disposed of in terms of section 15JB of the SEBI Act read with Regulation 23(1) of the Settlement Regulations on the basis of the settlement terms.
8. This order is without prejudice to the right of SEBI to take enforcement actions, in terms of regulation 28 of the Settlement Regulations, including restoring or initiating the proceedings in respect to which the settlement order was passed against the applicant, if:
 - i. it comes to the notice of the Board that the applicant has not made full and true disclosure;
 - ii. applicant has violated the undertakings or waivers:
9. This settlement order is passed on this day of **November 28, 2024** and shall come into force with immediate effect.
10. In terms of Regulation 25 of the Settlement Regulations, copies of this order are being sent to the applicant viz. K Raheja Corp Investment Managers LLP and also to SEBI.

Date: November 28, 2024
Place: Mumbai

ASHA SHETTY
ADJUDICATING OFFICER