

Brookfield

India Real Estate Trust

Campuses.
Collaboration.
Culture.



KEY HIGHLIGHTS

18.7 M sf

LEASABLE AREA

14.3 M sf

COMPLETED AREA

0.6 M sf

UNDER CONSTRUCTION AREA

3.9 M sf

FUTURE DEVELOPMENT
POTENTIAL

84%

COMMITTED OCCUPANCY

144

TENANTS*

₹10.20

DISTRIBUTION#
PER UNIT

*The tenants are based on the standalone legal entities that have signed agreements and includes office as well as retail tenants.

#For the period ended September 30, 2022

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Campuses. Collaboration. Culture.

With the ever-changing global business environment, there has been a paradigm shift in workplace dynamics as well. Purpose-driven culture and sustainability are now in the spotlight, becoming priorities for leaders in strategizing work, workplace and workforce. Success in this era, more than just financial profit, depends on people, planet and culture.

As the corporates now are increasingly investing in returning to office or expanding space, expectation of greater outcomes aligned with this evolution is ever higher. This is necessitating them to focus on innovation when devising real estate strategies. They must ensure that employees do not commute to compute; rather they come to office for the experience, collaboration and to build relationships and solutions.

Having the potential to foster deeper connection and collaboration amongst employees, build company culture and strike a greater work-life balance, such workplaces are poised to be an important tool for business performance, employee attraction and retention. As a result, high-quality, campus-styled workspaces that are sustainable and technology-enabled are in focus.

THIS IS WHERE BROOKFIELD INDIA REIT STEPS IN.

Our portfolio of real estate assets in key commercial hubs of India is designed to deliver on this evolution with their thriving live-work-play ecosystem. We are further leveraging the global domain expertise to progressively reimagine workplaces with agility, flexibility, sustainability, diversity and inclusivity at its core.

Our expertise and experience in institutional asset management will continue to help augment Brookfield India REIT's position as the preferred destination for leading organizations and a trusted and credible partner for all its stakeholders.

We are all set to graduate from being home to India's growing economy, to that of India's best talent and diverse and collaborative work cultures.





CHAIRMAN'S MESSAGE

A Future Founded on Innovation and Sustainability

“ We have advanced our Net Zero target by 10 years to 2040 and Brookfield India REIT has rolled out a comprehensive ESG strategy to operationalize and achieve this goal. ”



Dear Unitholders,

India's real estate landscape has significantly evolved over the last decade, triggering requirement for new spaces which are innovative, collaborative, sustainable. Brookfield India REIT owns and builds assets relevant to this requirement and we manage our properties with a people centric approach which provides an environment to our occupiers where they can enhance their business.

Leveraging India's Competitive Strengths

As a nation, India has several key elements firmly in place, driving us as the fifth-largest economy in the world. The future reassuringly seems bright as India continues to be seen as a global talent hub and will be the single largest contributor to new non-farm jobs in the world. Properties such as ours will house this engine of global growth.

India has successfully kept its reputation as the leading Global Captive Center market despite cautious sentiments in international markets and ongoing global geopolitical developments. India's position as a competitive services market amidst a tight labor market globally and most importantly corporates encouraging work from office should continue to lead growth across the office segment. This is expected to lead to renewed demand for Grade A office spaces. Meanwhile, the definition of Grade A office spaces is evolving and today includes an increased focus on health and safety, stronger tenant connects and ESG centricity with resource efficient operations. Our assets rank very high on global standards for these features and we are excited to help our clients as they shape up new real estate strategies.

Keeping pace with the growing demand from discerning corporates seeking the best-in-class environment for attracting, retaining, and nurturing talent, we have upscaled our technological strength and upgraded our campuses to make them safer, more environment-friendly and collaborative, which match our tenants' aspirations.

Our global expertise and experience in institutional asset management will continue to help augment Brookfield India REIT's position as the preferred destination for leading organizations and a trusted and credible partner for all its stakeholders.

Making ESG a Business Priority Every Day

Brookfield India REIT has made ESG the topmost priority for businesses and people thereby ensuring the wellbeing of the planet. Our first-ever GRESB score reflects our strong ESG practices placing us as a sector leader for sustainable office development in the region. Overall, Brookfield India REIT placed in the top 20% of assets globally, securing the coveted 5-star rating.

The robust ESG framework of Brookfield India REIT together with the guiding principles of the Sponsor has guided us towards developing and managing quality assets that meet the highest standards of environmental sustainability, deliver positive social impact and

prioritize ethics, integrity, transparency and regulatory compliance. We have advanced our Net Zero target by 10 years to 2040 and Brookfield India REIT has rolled out a comprehensive ESG strategy to operationalize and achieve this goal.

A Future Built on Consistent Performance

Despite the turbulence, we believe that India's advantages are likely to remain intact. This will be backed by the abundance of skilled talent, supportive export-oriented policies, extensive regulatory backing to the IT/ITeS sector and competitive operating costs. Better quality of workspaces and the evolution of office spaces to facilitate a social and performance-driven atmosphere will be the focus. In line with our priorities and business strategies, we continue to focus on operational excellence supporting the real estate need of our occupiers and maximizing the performance and value of our existing assets. We will also continue to pursue our acquisition ambitions and opportunities which are value driven and complementary to our business objectives. I'm confident that our strong tenant relationship, clear strategy and implementation plans along with prudent capital management will help us deliver and grow from strength to strength.

On this note, I would like to thank our board members, tenants, partners, team and the stakeholder ecosystem for their trust and support in us. Your continued encouragement and support will inspire us to add value and deliver on our objectives.

Sincerely,

Ankur Gupta
Chairperson, Board of Directors

Manager of Brookfield India REIT



CEO'S MESSAGE

Stable Growth, Sustainable Future.



“ Our focus on redesigning workspaces to align with the needs of India's new-age workforce is integrated in various facets of our assets. ”

Dear Unitholders,

I would like to start on a grateful note, thanking our partners, tenants and unitholders for their unwavering support and confidence in Brookfield India Real Estate Trust. This report spells out our efforts to meet the commitments made to various stakeholders, none of which would have been a reality without the consistent efforts of my colleagues.

Charting the Path to Sustainable Growth

Our extensive experience in institutional asset management, along with our collaborative ethos, high quality portfolio, focus on technology and tenant relationships have enabled us to successfully navigate the challenging macro environment.

Consolidation of office portfolios and expansion demand from our existing tenants has powered leasing growth for Brookfield India REIT in the past few quarters. We have posted a stable and positive performance with growth in operating lease rentals and healthy rental collections. With leasing of 0.6 M sf in the first half of FY2023, our portfolio continues to show sustained performance. The robust leasing demand from existing clients contributes to 83% of total leasing, even while we continue to attract new tenants. We have a robust leasing pipeline of 2 M sf including new leasing and renewals that will continue our leasing momentum.

While interest rates are firming up globally, our deep lender relationships and high-quality asset portfolio, backed by strong institutional sponsorship, has led to a lower transmission while our long-dated maturity profile de-risks our balance sheet.

Delivering on Promises to Create Stakeholder Value

Our differentiated value proposition remains the key tenet of our future to meet the evolving needs of our marquee clientele. I am happy to share that all the developments we had promised to our tenants and their employees have been completed.

With the completion of Tower 11A in Candor TechSpace N2, we have created a distinctive work destination crafted to inspire a vibrant and progressive future. The new tower effectively blurs the line between a workspace and a place of wellbeing and community growth enhancing productivity and creativity.

We have also taken the first step towards opening new vistas of growth and expansion at our Candor TechSpace K1 campus with the commencement of construction of a retail led mixed use development. The 174,000 sf retail will be a F&B led retail destination with multiple restaurants, cafes, large and small format retail outlets, gaming center and an open terrace area, which will substantially enhance our occupier experience at Candor TechSpace K1. The 387,000 sf office development will comprise of high quality non SEZ office spaces diversifying our tenant offerings.

Building Tomorrow's Workspaces on Sustainable Foundations

India, with a large and diversified talent pool, continues to be a highly attractive destination for global companies who continue to engage with institutional landlords

like Brookfield India REIT. Our focus on redesigning workspaces to align with the needs of India's new-age workforce is integrated in various facets of our assets.

In our very first year of submission, we have been awarded a 5-star rating by GRESB, a global ESG benchmark. I am pleased to announce that the Company received an overall score of 90%, for operational buildings, 21% higher than the global average. For recently developed buildings, GRESB awarded Brookfield India REIT with a 96% score. We have outperformed global averages across each category, demonstrating our deep and ongoing commitment to sustainable development.

Brookfield India Real Estate Trust's holistic ESG program drives value across both its physical and social initiatives, reflecting a pledge to positively impact its surrounding environments by creating safe, sustainable, and vibrant communities across the lifecycle of real estate from design to operation. Brookfield India Real Estate Trust was also recognized as a sector leader for sustainable office development in Asia by GRESB. Decarbonization, transition to renewable energy, air and water management as well as waste management are among the key areas of our sustainability thrust and we made significant investments on the ESG front during the period under review.

Looking Ahead

The positive momentum for differentiated best in class commercial real estate is expected to continue in FY2023, backed by the solid structural foundation and gain in demand. The upswing in the market will also stem from a favourable outlook for technology services and global captives, for which India is a leading hub. With an acquisition pipeline of 6.4 M sf of operating class-A properties, we have provided all stakeholders with a visibility of the potential increase in scale and operating income.

With our tenants and their employees central to our business proposition, we are continuously enhancing our focus on innovating differentiated workspaces. Technology continues to be a major facilitator of our business strategy and we remain focused on creating new benchmarks to delight our clients through our sustainability-focused assets and placemaking experiences. We are quite buoyant about the future and are confident about our path ahead.

Sincerely,

Alok Aggarwal
Chief Executive Officer

Manager of Brookfield India REIT

About Brookfield India REIT



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COMPANY OVERVIEW

Reimagining
New Workplace
Dynamics, Fueling
Business Growth

Brookfield India Real Estate Trust is India's first and the only 100% institutionally managed real estate investment trust. Our portfolio comprises five Grade-A office parks in campus format in strategic locations across India, valued at ₹164B as on September 30, 2022. The quality of assets owned by us together with the Sponsor Group's expertise in owning and operating assets over several years makes us the preferred "landlord of choice" for tenants. Our units are listed on the National Stock Exchange of India Limited and BSE Limited.



OUR SPONSOR

We are sponsored by BSREP India Office Holdings V Pte. Ltd which is an affiliate of Brookfield Asset Management Inc. (BAM). Listed on the New York Stock Exchange and the Toronto Stock Exchange, BAM has a rich legacy of investing in premium assets and managing them through a professional team to ensure long-term value. It currently manages an extensive portfolio across real estate, infrastructure, renewable power, private equity and credit strategies with an AUM of approximately \$750B across 30 countries with more than 180,000 operating employees.



SPONSOR GROUP AT A GLANCE

\$750B+

ASSET UNDER
MANAGEMENT

\$264B

REAL ESTATE ASSET UNDER
MANAGEMENT GLOBALLY

\$70B

MARKET
CAPITALIZATION

30+

COUNTRIES ACROSS
5 CONTINENTS

180,000+

EMPLOYEES

500+ M sf

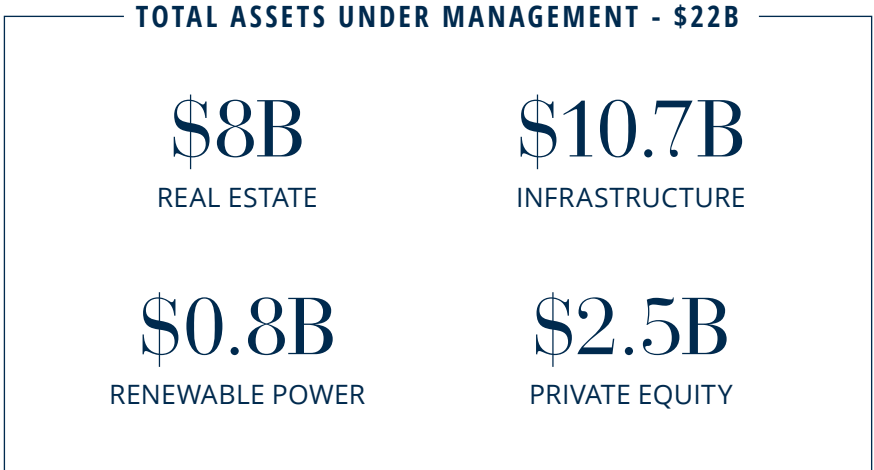
AREA ACROSS MULTIPLE REAL
ESTATE ASSET CLASSES

As on June 30, 2022



BROOKFIELD’S PRESENCE IN INDIA

Brookfield has developed strong asset expertise in the Indian market at the back of its growing domestic presence and experience. It continues to augment its ability to identify opportunities of growth with a view to create a pool of long-term stable cash flow assets.



As on June 30, 2022

OUR MANAGER

Our portfolio is managed by Brookprop Management Services Private Limited, an affiliate of BAM. Powered by a management team having extensive experience in real estate value chain, it efficiently manages our office parks to deliver noteworthy experiences to the tenants while ensuring value accretive growth for all stakeholders.

WHAT DRIVES US FORWARD

We are committed to deliver growth-centric ecosystem for leading companies across diverse sectors by owning and managing fully integrated, campus style and high-quality income producing, sustainable office parks in key gateway cities equipped with desirable amenities.



STRUCTURED TO POWER GROWTH AND SAFEGUARD UNITHOLDERS

BROOKFIELD INDIA REAL ESTATE TRUST STRUCTURE





VALUE DRIVERS

Key Strategic Drivers

Brookfield India REIT is established on strong foundations of the experience and expertise of its Sponsor Group in real estate globally. Leveraging their understanding of markets, tenants and trends, we have established a benchmark with our campuses which are designed to meet the evolving needs of 'new-age businesses' and appeal to millennials. With high-quality infrastructure and amenitized campuses, we have emerged as a hub for socio-economic development of all stakeholders.

WORLDWIDE MARKET EXPERTISE

The multi-decade global and Indian market expertise of our Sponsor Group and Manager in asset management provide us a significant competitive edge. The on-the-ground presence in key locations reinforced by their local market knowledge and capital management capabilities, position us to deliver on our long-term investment strategy in India.

HIGH-QUALITY PORTFOLIO IN STRATEGIC MICRO-MARKETS

We own highest quality Grade A office parks distinguished by their size and scale. Located in the key gateway markets of Mumbai, Gurugram, Noida and Kolkata with easy access to mass transportation and high entry barriers for new supply, they are highly demanded in their respective micro-markets.

PLACEMAKING COMPETENCIES

Our ability to deliver superior value proposition and exceptional service experience enables us to offer an all-encompassing workspace ecosystem for our tenants, making us landlord of choice. We ensure this through high-quality infrastructure, compelling amenities and providing a vibrant work environment to empower companies and have a positive impact on our communities.

DIVERSIFIED BLUE CHIP TENANT ROSTER

Our office parks with their size, scale and varied innovative service-offerings are 'business-critical' to tenants and their employees. This has attracted diverse marquee and as on September 30, 2022, 77% of the Gross Contracted Rental were contracted with multinational corporations.

SKILLED AND EXPERIENCED LEADERSHIP

Our Manager has integrated teams of seasoned professionals with extensive knowledge and experience in real estate and managing properties. Having an established track record in delivering long-term value, they steer our property management and investment decisions to unlock greater value. Their robust corporate governance framework and practices further ensure protection of interest of the Brookfield India REIT and its Unitholders.

SUSTAINABLE OPERATIONS

We are committed to operating responsibly. Adoption of noteworthy ESG practices have helped us minimize our impact on environment and ensure interests of all stakeholders.

STRONG BALANCE SHEET WITH STABLE CASH FLOWS

Our office parks generate stable cash flows and have an average lease expiry of 6.9 years, providing long-term visibility. Further, our operations are underpinned by a simple capital structure, low-cost asset-level debt with an average interest rate of 7.45% and undrawn facility of ₹2.1B as on September 30, 2022. These have ensured highest AAA stable credit rating by CRISIL and provides us significant headroom for growth.

With high-quality infrastructure and amenitized campuses, we have emerged as a hub for socio-economic development of all stakeholders.



STRATEGY FOR GROWTH

EXPAND LEASABLE AREA

- Continuously evaluate market dynamics to undertake capex for upgrade and development
- In H1 FY2022, construction of tower 11A at Candor TechSpace N2 was completed and occupancy certificate received, adding 154,500 sf of operating area
- ₹2,996M of capex projects underway: ₹543M for asset upgrades / tenant improvements initiative across SPVs and ₹2,453M towards new/ ongoing developments at Candor TechSpace K1 – Mixed-use development
- As of September 30, 2022, our portfolio includes 0.6 M sf of Under Construction Area and 3.9 M sf Future Development Potential

EXPAND PORTFOLIO

- Focus on acquiring high-quality, income accretive assets by leveraging Sponsor Group pipeline and our strong financial position

ENHANCE ASSET MANAGEMENT

- Research and implement best practices
- Undertake continuous upgrade and enhancement at properties. Currently ₹543M of capex projects are underway including: asset upgrade (façade and canopy) at Kensington; food court and gym at Candor TechSpace G2; landscaping, external developments and ongoing fitouts at Candor TechSpace N1; and landscaping and façade upgrades at Candor TechSpace N2.

ESG LEADERSHIP

- Strong focus on having sound ESG practices which are essential to building resiliency in our businesses while creating long-term value for our investors and stakeholders.
- Implemented best safety practices including conducting safety drills.
- Progressing towards establishing decarbonization goals based on Science Based Target Initiatives.



Key Half-Yearly Highlights

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HIGHLIGHTS

H1 FY2023 as it Was

H1 FY2023 saw stable leasing activity with corporates ramping up return to office and expansion plans. As a result, we progressed on our organic growth plans, supported by the high quality of our portfolio and the expertise of Manager in property and revenue management. This further enabled us to deliver robust performance across financial and operational metrics as well as ensure superior risk-adjusted returns to the Unitholders, recording strong re-leasing spread and occupancy gains.

OUR CONSOLIDATED PORTFOLIO

4 GATEWAY CITIES	₹163,564M TOTAL VALUE OF PORTFOLIO	134.8 Acres TOTAL AREA
18.7 M sf LEASABLE AREA	14.3 M sf COMPLETED AREA	0.6 M sf UNDER CONSTRUCTION
3.9 M sf FUTURE DEVELOPMENT AREA	84% COMMITTED OCCUPANCY	6.9 WALE (YEARS)
₹63.8 per sf IN-PLACE RENT PER MONTH	₹77.5 per sf MARKET RENT PER MONTH	22% MARK TO MARKET POTENTIAL
94% VALUE FROM COMPLETED ASSETS	₹337 per unit NAV	31% LOAN-TO-VALUE (LTV)

FINANCIAL HIGHLIGHTS

(Half-year ended H1 FY2023)

₹4,091M
INCOME FROM OPERATING
LEASE RENTALS (OLR)
▲ 29% OVER H1 FY22

₹5,946M
REVENUE FROM
OPERATIONS
▲ 38% OVER H1 FY22

₹4,759M
ADJUSTED NET
OPERATING INCOME
▲ 43% OVER H1 FY22

108%
MARGIN ON
OLR (%)*
105% IN H1 FY22

31%
NET DEBT
TO GAV

2.08
INTEREST SERVICE
COVERAGE RATIO

₹4,675M
ADJUSTED EBITA
▲ 46%

Growth figures denote growth over H1 FY2022

OPERATIONAL HIGHLIGHTS

(Half-year ended H1 FY2023)

0.38 M sf
NEW
LEASING

0.43 M sf
AREA RE-LEASED
OR RENEWED

7%
AVERAGE RE-LEASING
SPREAD (ON NEW
LEASING AND
RENEWALS)

6.9 years
WALE ON
NEW AREA

₹80 per month
RENT ACHIEVED
PER SF, BASIS LCD ON
NEW LEASE**

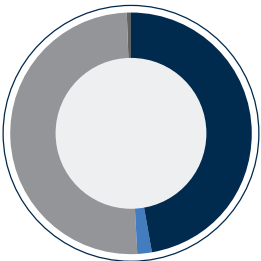
12
NEW TENANTS
ADDED***

0.15 M sf
NEW AREA DELIVERED

₹769M
UPGRADE CAPEX SPENT

0.24 M sf
AREA RENEWED

Distributions



- ₹4.87 Interest on Shareholders Loan^
- ₹0.15 Dividend
- ₹5.13 Repayment of Shareholders Loan
- ₹0.05 Interest on Fixed Deposit

NDCF per unit: ₹10.25
Distribution per unit: ₹10.20
Distribution amount: ₹3,417.88M



*NOI Margin is calculated basis NOI of ₹4,402M and not Adjusted NOI
**Rent only for office areas
***Tenants include retail and office spaces
^Loan Given to SPVs



ASSET UPGRADATION AND ENHANCEMENTS

Augmenting Properties, Enriching Experiences

We understand the evolving paradigm of workplaces, and are constantly undertaking upgradation programs across our properties to enable our tenants get maximum outcomes from them. Over the last 12-18 months, we have undertaken several asset upgradations centred around integrating better technology, sustainability and people-centric measures which have emerged key enablers of workplace strategy.

CANDOR TECHSPACE G2, GURUGRAM

Candor TechSpace G2 undertook upgradation of lobby and is developing a gym at Tower 11 to enhance experiences. It also focused on improving the arrival experience and visitor management to ensure seamless visits. Strengthening of the sustainability efforts, contributed to the campus receiving IGBC Platinum Certification.



KEY UPGRADES AND DEVELOPMENTS

- Lobby upgradation of Tower 3A/3B
- Lobby upgradation of Tower 3B/3C
- Upcoming gym at Tower 11
- Lobby upgradation of Tower 7
- Refurbishment of basement
- Visitor management system and arrival plaza landscape

PROPOSED GYM



TOWER 3C



VISITOR MANAGEMENT SYSTEM



CANDOR TECHSPACE N1 SECTOR 62, NOIDA

Candor TechSpace N1 undertook upgradation of towers façade, food court, interiors and campus arrivals to enhance opportunities for people get-together, collaborate and share camaraderie. It further developed a new amphitheater with outdoor space and scenic landscape to create opportunities for activities. The campus was accredited with IGBC Platinum Certification reinforcing its sustainability commitment.

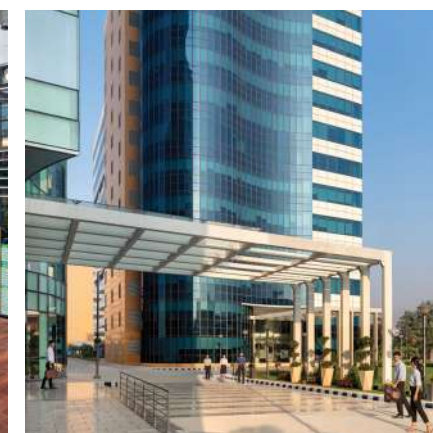
KEY UPGRADES AND DEVELOPMENTS

- Ongoing facade upgradation of Tower 1&2
- Tower 8 and amphitheater landscape
- Food court expansion and upgradation
- Tower 5 interiors and arrival experience

FOOD COURT EXPANSION



TOWER 5 ARRIVAL



TOWER 8 AND AMPHITHEATER





CANDOR TECHSPACE N2 SECTOR 135, NOIDA

Candor TechSpace N2 upgraded the lobbies, central and landscape to strengthen the proposition of collaboration and culture building. The newly developed Tower 11A was prepared for operationalization. The campus received IGBC Platinum Certification highlighting its immense focus on sustainability.

KEY UPGRADES AND DEVELOPMENTS

- Lobby upgrades of Tower 1&2, 3&4
- Upgradation of Tower 11 A Central plaza and landscape
- Gate 2 and arrival experience

TOWER 3 AND 4 UPGRADE



UPGRADATION OF TOWER 11A



GATE 2 AND ARRIVAL EXPERIENCE



CANDOR TECHSPACE K1, KOLKATA

Candor TechSpace K1 added amenities like sports facilities, food court, club and amenity block alongside upgrading the landscape to enrich experiences of the employees working there. The campus received IGBC Gold Certification in cognizance of the sustainability measures undertaken.

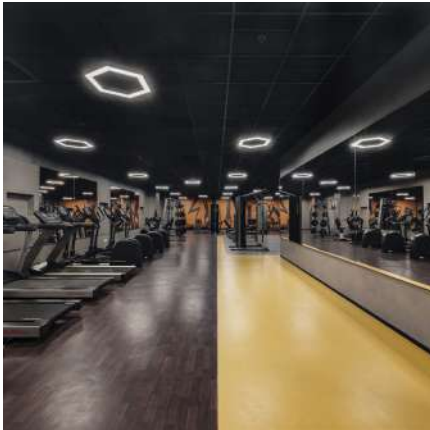
KEY UPGRADES AND DEVELOPMENTS

- Sports facilities
- Food court
- Club and Amenity block (multipurpose hall, gym and spa)
- Landscape upgrade

FOOD COURT



GYMNASIUM



LANDSCAPE UPGRADE





KENSINGTON, POWAI

Kensington, Powai undertook upgradation of lobby and a created a drop off podium. A culture gully has been developed to provide unique opportunities for hangouts and collaborations.

KEY UPGRADES AND DEVELOPMENTS

- Lobby upgradation
- Culture gully
- Drop off podium

LOBBY UPGRADATION



CULTURE GULLY



DROP OFF PODIUM





Campuses for Connection, Collaboration and Culture-Building



In this section

28 Portfolio at a Glance

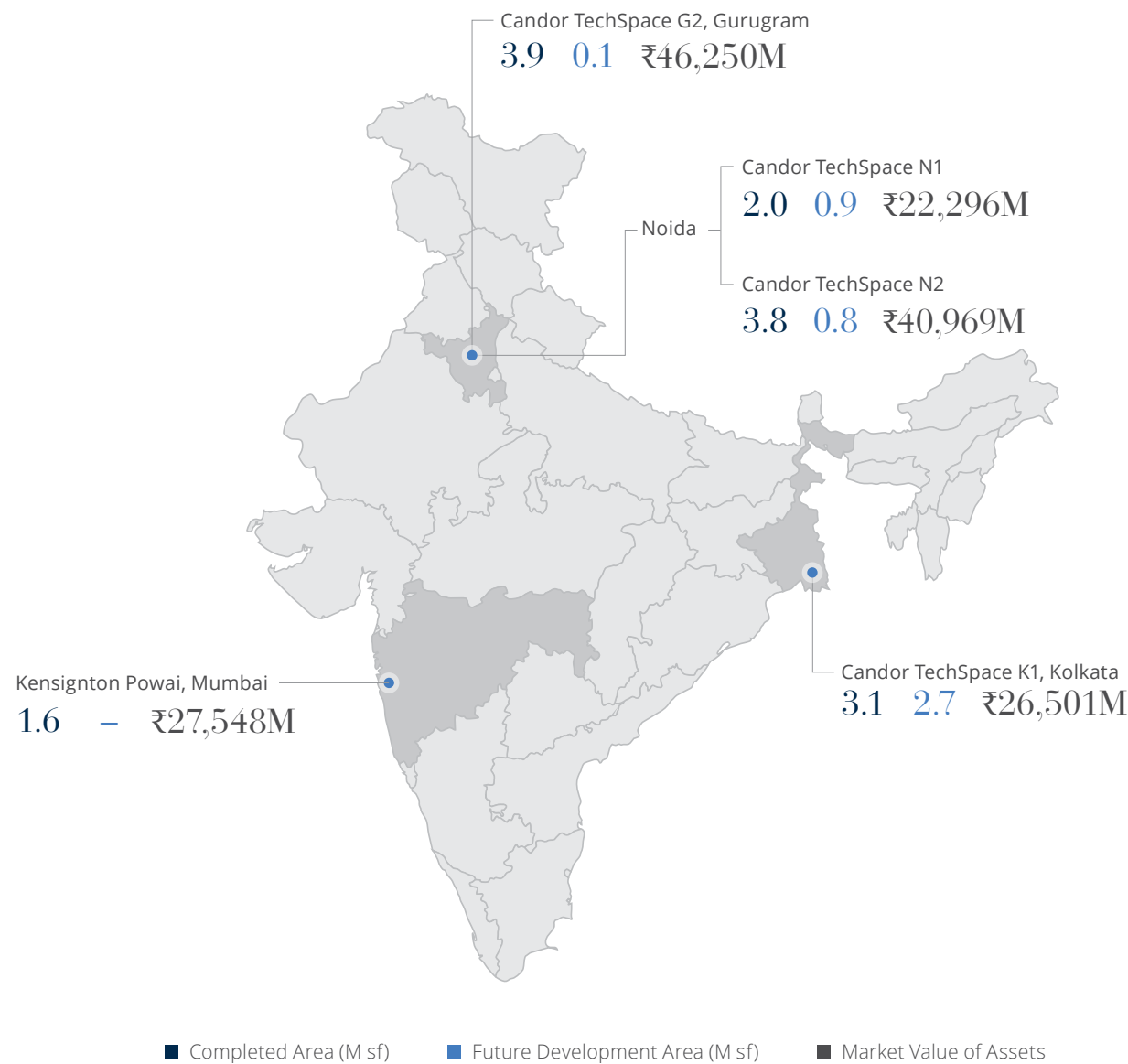
30 Tenants

32 Our Properties

PORTFOLIO AT A GLANCE

Grade A Office Space in Thriving Micro-Markets

Our properties are strategically located in established micro-markets with easy access to mass transportation, high barriers to entry for new supply, limited vacancy and robust historical rental growth rates. Having high-quality infrastructure, large office space and empowered with contemporary technology and sustainability investments, our campuses are an ideal destination for business.



Map not to scale. For illustrative purposes only.

OUR PORTFOLIO



	KENSINGTON, POWAI, MUMBAI	CANDOR TECHSPACE G2, GURUGRAM	CANDOR TECHSPACE K1, KOLKATA	CANDOR TECHSPACE N1, NOIDA	CANDOR TECHSPACE N2, NOIDA	CONSOLIDATED REIT
Grade 'A' Asset	✓	✓	✓	✓	✓	
Type of Asset	SEZ	SEZ	SEZ & Mix Use	IT Park	SEZ	
Market Value of Portfolio	17%	28%	16%	14%	25%	100%
Total Area (Acres)	9.0	28.5	48.4	19.3	29.7	134.8
Market Value (₹ M)	27,548	46,250	26,501	22,296	40,969	163,564
Leasable Area (M sf)	1.6	4.0	5.7	2.8	4.5	18.7
Completed Area (M sf)	1.6	3.9	3.1	2.0	3.8	14.3
Under Construction (M sf)	-	-	0.6	-	-	0.6
Future Development Area (M sf)	-	0.1	2.1	0.9	0.8	3.9
Committed Occupancy	95%	85%	84%	86%	76%	84%
WALE (Years)	2.0	8.2	7.1	7.2	7.6	6.9
In-Place Rent (₹ per sf per month)	100.3	80.4	42.4	47.6	54.1	63.8
Market Rent (₹ per sf per month)	140.0	111.9	39.1	50.1	55.4	77.5
Mark to Market Potential	40%	39%	(8%)	5%	2%	22%

TENANTS

Home to Leading Multinational, Bluechip Tenants

Culture and people are key to business performance. At Brookfield India REIT, our office parks are envisioned to enable a thriving work and play ecosystem. Our assets have been central to delivering ideal workplace experiences for attracting and retaining talent. We host multiple amenities, innovative features and common areas for collaborations, assets thus driving business performance. We undertake to scale this value proposition by continuously upgrading our campuses in consultation with tenants and the evolving trends.

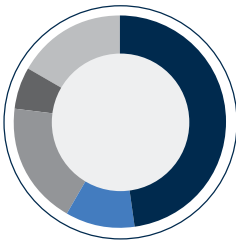
12*
NEW TENANTS ADDED

144*
TOTAL TENANTS

*Tenants include retail and office spaces

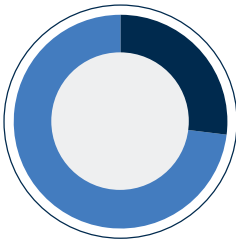
AREA LEASED BY TENANT SECTOR

Trade sector (%)



- 49% Technology
- 10% Financial Services
- 18% Consulting
- 6% Technology Hardware
- 17% Others

Fortune 500 (%)



- 27% Fortune 500
- 73% Others

PROPERTY-WISE BREAK-UP OF TENANTS^

Kensington, Powai, Mumbai



11

Candor TechSpace G2, Gurugram



46

Candor TechSpace K1, Kolkata



38

Candor TechSpace N1 Sector 62, Noida



55

Candor TechSpace N2 Sector 135, Noida



43

^Multiple tenants are present across more than one office park

MARQUEE TENANT ROSTER

TECHNOLOGY

- Tata Consultancy Services Limited
- Cognizant Technology Solutions India Private Limited
- TLG India Private Limited
- Genpact India Private Limited
- Amdocs Development Centre India LLP

FINANCIAL SERVICES

- RBS Services India Private Limited
- Barclays Global Service Centre Private Limited
- Saxo Group India Private Limited
- ERGO Technology & Services Private Limited
- Apollo India Services LLP

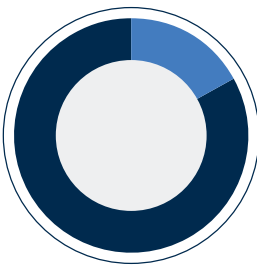
CONSULTING AND OTHERS

- Accenture Solutions Private Limited
- Legato Health Technologies LLP
- Samsung India Electronics Private Limited
- GE Oil & Gas India Private Limited
- Sopra Steria India Limited

TOP 10 TENANTS BY GROSS CONTRACTED RENTALS

Tenant	Tenant Sector	% of Gross Contracted Rentals	% of Area Leased
Accenture Solutions Private Limited	Consulting	16%	14%
Tata Consultancy Services Limited	Technology	14%	14%
Cognizant Technology Solutions India Private Limited	Technology	10%	13%
TLG India Private Limited	Technology	6%	5%
RBS Services India Private Limited	Financial Services	5%	4%
Genpact India Private Limited	Technology	3%	4%
Legato Health Technologies LLP	Healthcare	3%	2%
Samsung India Electronics Private Limited	Technology Hardware	3%	3%
GE Oil & Gas India Private Limited	Oil & Gas	2%	1%
Barclays Global Service Centre Private Limited	Financial Services	2%	3%

Growth led by Expansion Demand from existing and new clients



- 17% Demand from New Tenants
- 83% Demand from Existing Tenants





OUR PROPERTIES

Kensington

Powai

1.6 M sf | 9.0 Acres



OUR PROPERTIES



Kensington, Powai is the only private Grade A, IT/ITeS Special Economic Zone (SEZ) in the landmark mixed-use development of the Powai Business District in Mumbai. The campus is in proximity and offers easy access to upcoming metro stations, residential areas, high street retail and major roads. The campus is designed with a ‘Live-Work-Play’ ecosystem, and offers a blend of technology, elegance and top-quality amenities making it an ideal destination to leading corporates.

KEY DEVELOPMENTS H1 FY2023

- 74,000 sf of new lease and 60,000 sf of renewals signed

TOP TENANTS

(By Gross Contracted Rentals)

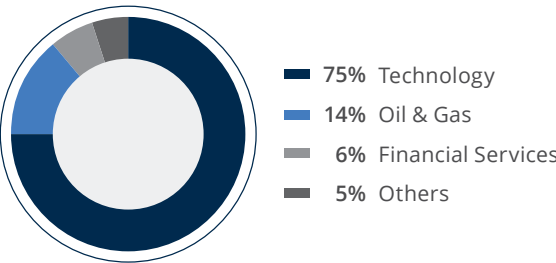
Tata Consultancy Services Limited	GE Oil & Gas India Private Limited
Wipro Limited	Cognizant Technology Solutions India Private Limited
XPO India Shared Services LLP	

The campus is designed with a ‘Live-Work-Play’ ecosystem, and offers a blend of technology, elegance and top-quality amenities making it an ideal destination to leading corporates.

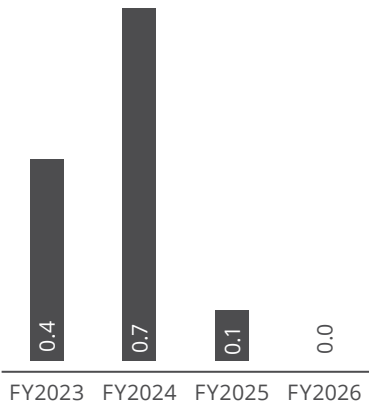
KEY HIGHLIGHTS



TENANCY PROFILE



Lease Maturity Profile - Area expiry (M sf)





OUR PROPERTIES

Candor TechSpace G2

4.0 M sf | 28.5 Acres



OUR PROPERTIES



Candor TechSpace G2, Sector 21, Gurugram is the largest and most vibrant office Special Economic Zone in Gurugram. The IGBC Platinum rated development has excellent connectivity, with easy access to NH-48 and proximity to luxury residential catchments, malls and hotels, making it an unparalleled work destination.

“THE CAMPUS OFFERS INCLUSIVE WORKPLACE WITH A THOUGHTFUL RETAIL MIX AND ARTISTIC LANDSCAPE, TERRACE GARDENS AND OPEN SIT-OUTS. STATE-OF-THE-ART NEW OFFICE TOWERS, A REVAMPED FOOD COURT, CRÈCHE, CONVENIENCE STORE AND A REJUVE TERRACE ENHANCE THE EXPERIENCES OF THE TENANTS EVERY DAY. IT IS ALSO EQUIPPED WITH SAFETY FEATURE LIKE TOUCHLESS VISITOR MANAGEMENT SYSTEM, CENTRALIZED COMMAND CENTER ETC.”

KEY DEVELOPMENTS H1 FY2023

- 80,000 sf of new lease and 117,000 sf of renewals signed

TOP TENANTS

(By Gross Contracted Rentals)

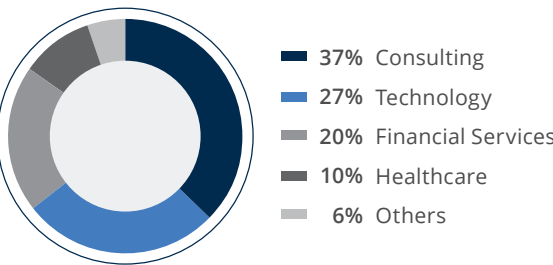
Accenture Solutions Private Limited	TLG India Private Limited
RBS Services India Private Limited	Legato Health Technologies LLP
Amdocs Development Centre India LLP	

KEY HIGHLIGHTS

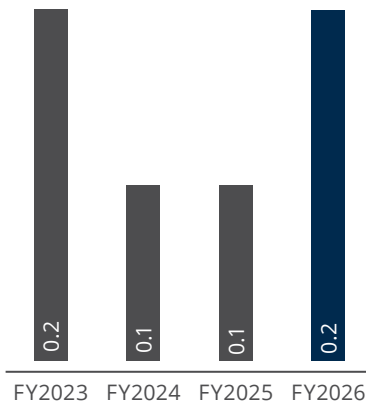
4.0 M sf TOTAL LEASABLE AREA	28.5 TOTAL AREA (ACRES)
85% COMMITTED OCCUPANCY	13 COMPLETED BUILDINGS
3.3 M sf OF AREA LEASED	46 TENANTS
8.2 WALE (YEARS)	₹46,250M MARKET VALUE



TENANCY PROFILE



Lease Maturity Profile - Area expiry (M sf)



OUR PROPERTIES

Candor TechSpace K1

5.7 M sf | 48.4 Acres



OUR PROPERTIES



Candor TechSpace K1, Newtown, Kolkata is located in the fast-growing IT/ITeS hub of Kolkata – the New Town. The location offers easy access to all the joys of the city and is in proximity to renowned hotels, malls and educational institutions. The office park has sufficient space to accommodate future expansion for offices and is designed to deliver a grand arrival experience, supported by curated landscape.

“THIS GRADE-A OFFICE PARK OFFERS INTEGRATED WORKPLACE SOLUTION WITH HOST OF AMENITIES, GREEN LANDSCAPED AREAS, WATER BODIES, FOOD COURT, GYMNASIUM, BANQUET, SWIMMING POOL AND SIT-OUT ZONES, MAKING IT AN ATTRACTIVE WORK DESTINATION.”

KEY DEVELOPMENTS H1 FY2023

- 36,000 sf of renewals signed
- 0.6 M sf of mixed use non-SEZ office and retail area under development

TOP TENANTS

(By Gross Contracted Rentals)

Cognizant Technology Solutions India Private Limited	Tata Consultancy Services Limited
Accenture Solutions Private Limited	Capgemini Technology Services India Limited
Genpact India Private Limited	

KEY HIGHLIGHTS

5.7 M sf

TOTAL LEASABLE AREA

48.4

TOTAL AREA (ACRES)

84%

COMMITTED OCCUPANCY

12

COMPLETED BUILDINGS

2.6 M sf

OF AREA LEASED

38

TENANTS

7.1

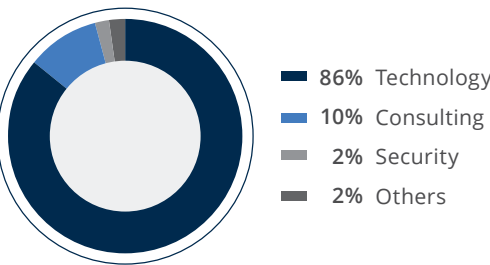
WALE (YEARS)

₹26,501M

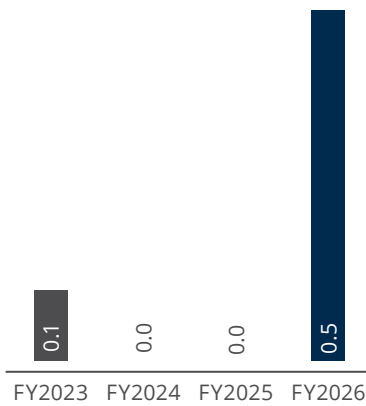
MARKET VALUE



TENANCY PROFILE



Lease Maturity Profile - Area expiry (M sf)

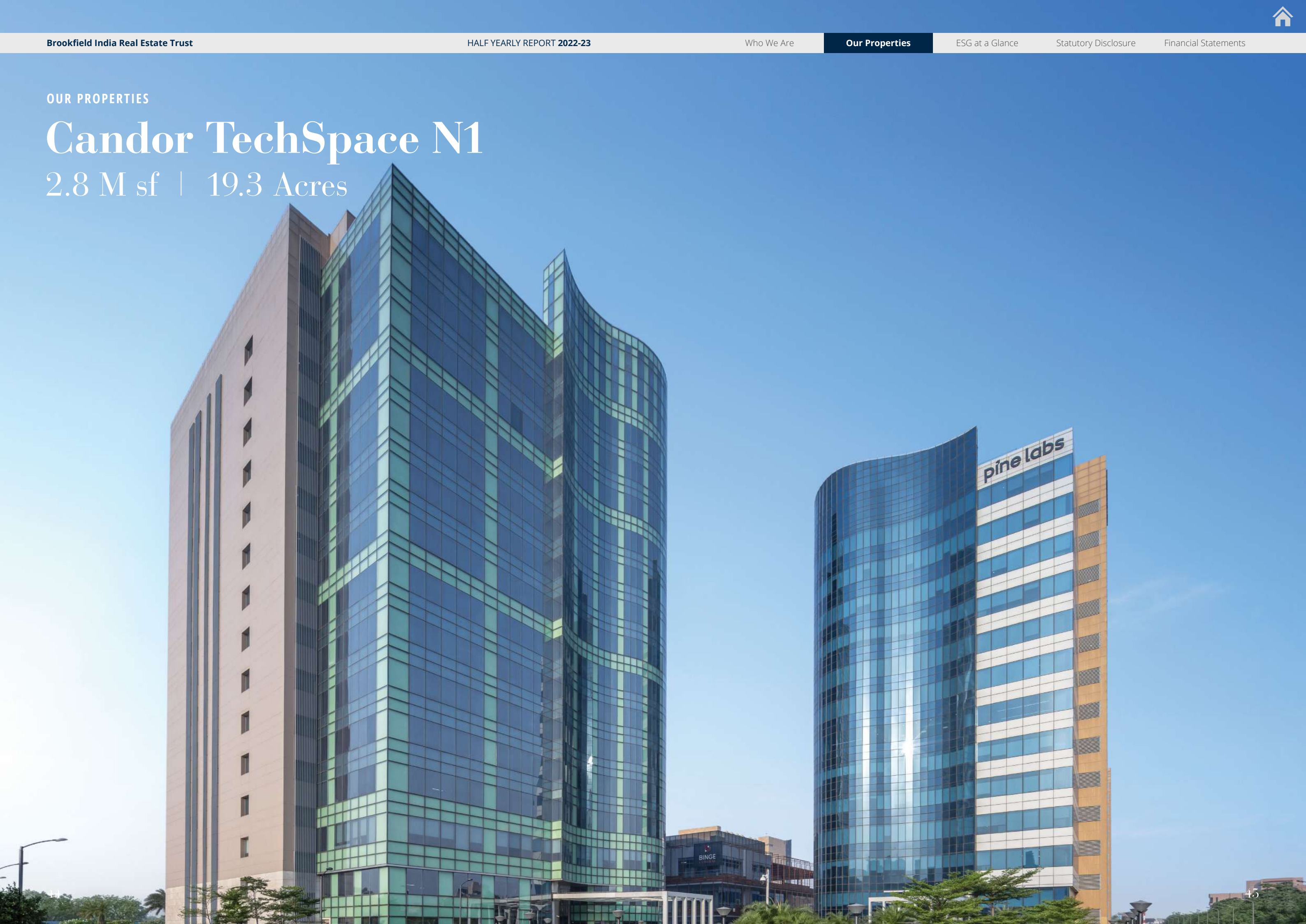




OUR PROPERTIES

Candor TechSpace N1

2.8 M sf | 19.3 Acres



OUR PROPERTIES



Candor TechSpace N1, Sector 62, Noida is the only business park in the micro-market offering premium office space in a campus style setting. It is in proximity to Delhi and enjoys superior connectivity to the rest of the National Capital Region through a 14-lane expressway and metro.

“THE CAMPUS STANDS APART WITH ITS FASCINATING ARCHITECTURE, DYNAMIC LOBBIES WITH DOUBLE HEIGHT AND A BUZZING RETAIL SQUARE WITH ENDLESS OPTIONS OF LEISURE. THE BEE 5 STAR RATED SUSTAINABLE CAMPUS WITH ITS STATE-OF-THE-ART AMENITIES AND INFRASTRUCTURE OFFERS AMPLE EXPANSION, CONSOLIDATION AND RELOCATION OPTIONS FOR OUR TENANTS.”

KEY DEVELOPMENTS H1 FY2023

- 200,000 sf of new lease and 27,000 sf of renewals signed

TOP TENANTS

(By Gross Contracted Rentals)

Barclays Global Service Centre Private Limited	Amazon Development Centre (India) Private Limited
Innovaccer Analytics Private Limited	Landis Gyr Limited
Pine Labs Private Limited	

KEY HIGHLIGHTS

2.8 M sf

TOTAL LEASABLE AREA

19.3

TOTAL AREA (ACRES)

86%

COMMITTED OCCUPANCY

7

COMPLETED BUILDINGS

1.7 M sf

OF AREA LEASED

55

TENANTS

7.2

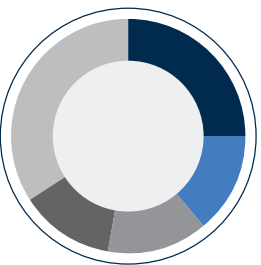
WALE (YEARS)

₹22,296M

MARKET VALUE

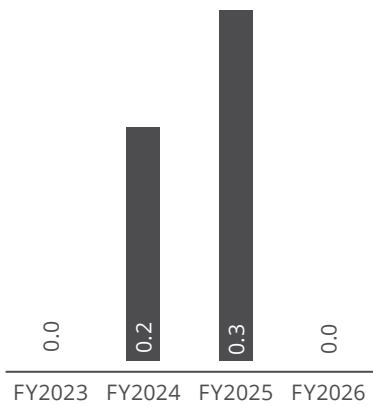


TENANCY PROFILE



- 25% Financial Services
- 14% Technology Hardware
- 14% E-Commerce
- 13% Technology
- 34% Others

Lease Maturity Profile - Area expiry (M sf)



OUR PROPERTIES

Candor TechSpace N2

4.5 M sf | 29.7 Acres



OUR PROPERTIES



Candor TechSpace N2, Sector 135, Noida is one of the most prominent campuses in the emerging IT/ITeS corridor of the city with huge frontage on the Noida Expressway. This campus style development is well connected with the metro station and has direct access to the 12-lane signal-free Noida Expressway, Noida CBD, Ghaziabad and East Delhi. The campus is planned around a central vista and its two amenity blocks provide an array of F&B options.

“THE NEWLY ADDED TOWER 11A’S REFLECTION IN THE WATER BODY IS REFLECTIVE OF THE ICONIC TAJ MAHAL’S AMBIENCE. THE CAMPUS’S UNIQUE ALIGNMENT WITH THE NATURAL ELEMENTS OF THE SUN, AIR AND EARTH ALONG WITH NATIVE LANDSCAPE CREATE MICROCLIMATE AND PAUSE POINTS WITH A UNIVERSAL APPEAL.”

KEY DEVELOPMENTS H1 FY2023

- Completed construction and received occupancy certificate for Tower 11A with 154,500 sf of operating area. The Tower is covered under Income Support from Sponsor Group
- 23,000 sf of new lease signed

TOP TENANTS

(By Gross Contracted Rentals)

Samsung India Electronics Private Limited	Genpact India Private Limited
Cognizant Technology Solutions India Private Limited	Xavient Software Solutions India Private Limited
Accenture Solutions Private Limited	

KEY HIGHLIGHTS

4.5 M sf

TOTAL LEASABLE AREA

29.7

TOTAL AREA (ACRES)

76%

COMMITTED OCCUPANCY

14

COMPLETED BUILDINGS

2.8 M sf

OF AREA LEASED

43

TENANTS

7.6

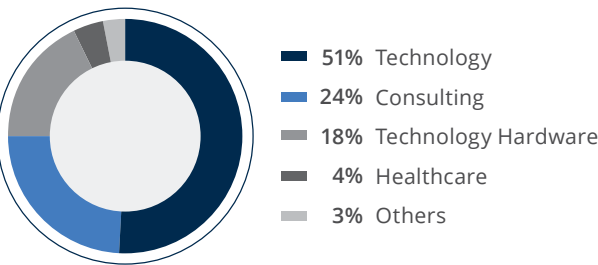
WALE (YEARS)

₹40,969M

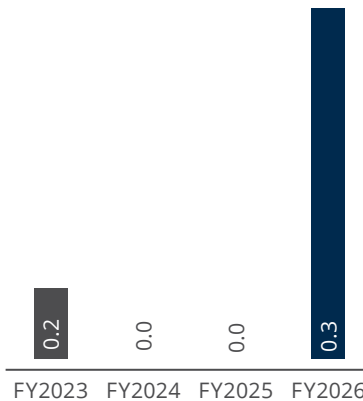
MARKET VALUE



TENANCY PROFILE



Lease Maturity Profile - Area expiry (M sf)





Creating A Brighter Future

In this section

- 54 ESG Snapshot
- 56 Environment
- 62 Social
- 74 Governance

ESG SNAPSHOT

Sustainability First. Always.

Sustainability is key to the way we do our business. The coveted 5-star rating from GRESB puts us in the top 20% of real estate portfolios in terms of environmental, social, and governance (ESG) performance.

In a world where ESG matters have become business critical, we are inspired more than ever to notch up further. We are reimagining real estate through the lens of ESG and have set a dedicated strategy and targets to ensure our and our stakeholder's long-term success.

OUR FRAMEWORK FOR A BETTER WORLD TOMORROW



RESILIENCE

- Climate Change Adaptation & Mitigation
- Risk Management
- Transparency, Accountability & Compliance



COMMUNITY

- Human Rights
- Corporate Social Responsibility
- External Development
- Grievance Redressal



INCLUSIVITY

- Accessibility
- Diversity, Equal Opportunity & Inclusion
- Employee Well-Being



CONSERVATION

- Building Certifications & Energy Ratings
- Emission Reduction
- Building Materials
- Water & Waste Management



PRODUCTIVITY

- Tenant Health & Safety
- Occupational Health & Safety
- Training & Development



PROFITABILITY

- Customer Satisfaction
- Value Chain Management
- Direct & Indirect Economic Impact

DELIVERING GLOBALLY BENCHMARKED ESG PERFORMANCE



Brookfield India REIT was awarded the coveted 5-star rating for its ESG performance by GRESB in its 2021 survey. The key highlights of the performance are as follows:

Outscored peers in 93% categories

Scored 96 (81 global average) in Development Component measuring efforts to address ESG issues during a building's design, construction and renovation phases

Scored 100 in Management Component measuring leadership, policies, risk management, reporting, targets, data monitoring, building certifications, water, waste and material aspects

Scored 90 (73 global average) in standing Investment Component measuring an entity's asset portfolio performance across indicators like energy consumption, GHG emissions, water consumption and waste generation

ESG OBJECTIVES



ENVIRONMENTAL

2025 targets

- **10%** reduction each in energy consumption, GHG emission, water consumption
- **90%** of waste diversion from landfill
- **30%** increase in renewable energy use

- **95%** of the portfolio to have building certifications
- **100%** of the portfolio to monitor environmental data

Long-term

- **Net Zero** by 2040



SOCIAL

- **Employees:** Increase diversity, develop new pools of talent, expand training and mentorship programs and incentivize continuous professional development

- **Tenants and visitors:** Support them by prioritizing placemaking and universal access in our design process to enhance experience



GOVERNANCE

- A significant level of Sponsor Group ownership in Brookfield India Real Estate Trust (on a post-offer basis) creates an alignment with the interests of Unitholders
- Strong governance framework of Manager:

- Entirely performance-linked fee structure
- Balanced board composition between independent and Brookfield directors
- Robust related party transaction policies



ENVIRONMENT

Our Planet. Our Priority.



At Brookfield India REIT, environmental consciousness is deep-rooted in every facet of operation. We endeavor to provide experiences that are ecologically responsible and encourages sustainable best practices. We ensure this with campuses built with focus on climate change resilience and continually adopting innovative solutions to advance sustainability. We have further undertaken climate-related hazard assessments and scenario analysis, and necessary actions are being implemented.

PROGRESSING TO DECARBONIZE

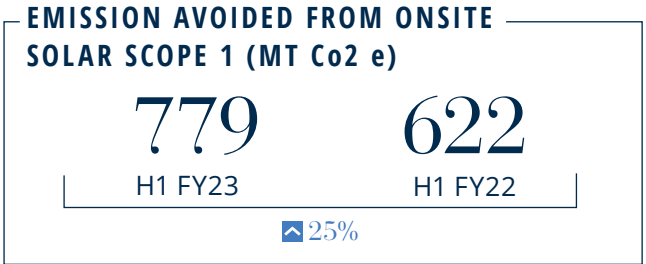
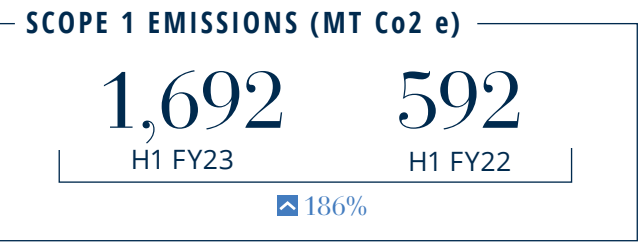
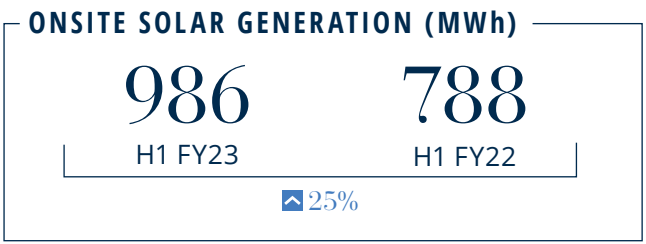
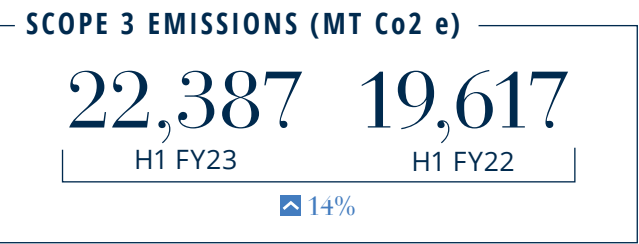
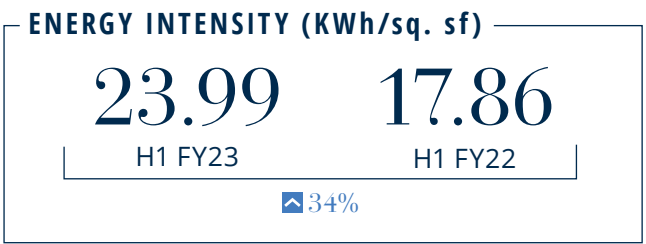
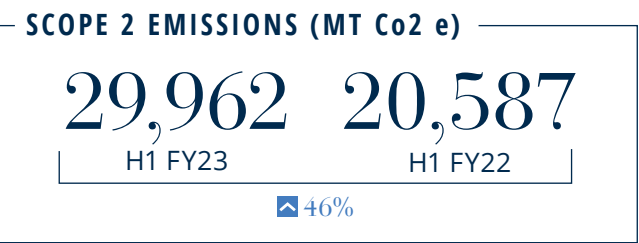
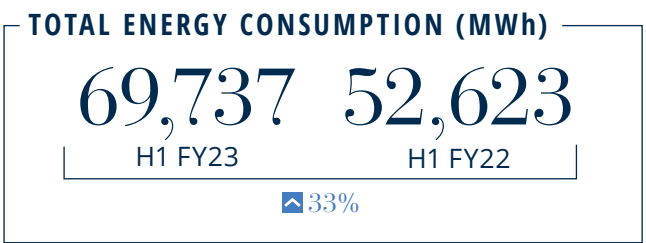
We understand the impact of greenhouse gas (GHG) emissions and plan to achieve energy and emission reductions to become Net Zero by 2040. In line with this, we are undertaking assessments and accordingly integrating asset-level improvements into asset upgrade plans. Key measures implemented include advanced metering to monitor sources and uses of energy and integration of passive design features to lower our cooling and lighting requirements.

We are also focusing our efforts on reducing last mile emissions by encouraging Electric Vehicles (EV) usage through dedicated parking areas and charging points and partnering with innovative shared mobility service providers.

A strong focus is on transitioning our properties to 100% renewable energy. This will be ensured through a

combination of captive generation, purchasing renewable power from open market and purchasing renewable energy certificates for solar power plant installation. During H1 FY2023, Candor TechSpace N1 and N2 added 72 kWp and 191 kWp of solar power capacities respectively, taking total capacity across all facilities to 1,421 kWp as on September 30, 2022.

Upgradations as well as installations of air handling units (AHUs) have been a key area for optimizing energy consumption in the current period. Further, electrostatic filters were installed in AHUs of Candor TechSpace N2, Candor TechSpace G2 and Candor TechSpace N1. Apart from enhanced dust, pollen and other airborne particles filtration, it delivers increased airflow performance and appropriate cooling capacity, reducing the pressure drops with respect to conventional filters and thus contributing to 18–20% reduction in energy consumption.



AIR QUALITY MANAGEMENT

During H1 FY2023, we installed indoor air quality (IAQ) monitors in AHUs across our assets. Working in synchronization with the modulating type of fresh air dampers, and appropriate filtrations. It will ensure maintaining good air quality in line with our health and well-being commitments.

Case study

CLIMATE CONSCIOUS DESIGN

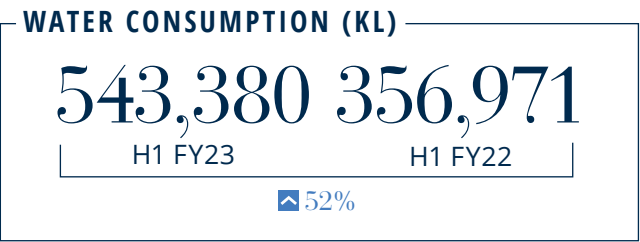
Integrating climate-related factors is a key design consideration of our assets. Focused on this, we have constructed a green terrace at our Candor TechSpace G2 asset. This has reduced water runoff by ~65% and relative building temperature by 6-8°C, thereby lowering cooling costs. It has further reduced external noise and has extended roof life by preventing weather-related damage. Besides these benefits, with its lush greenery and open ambience has become a popular breakout space for occupants.



OPTIMIZING WATER CONSUMPTION

In our journey towards water efficiency, we actively monitor water consumption. Investments have been made in low flow fixtures, advanced irrigation equipment and systems, rainwater harvesting structures, HVAC systems and sewage treatment plants (STPs) to minimize water withdrawals and consumption. We ensure using 100% of treated wastewater for non-contact purposes.

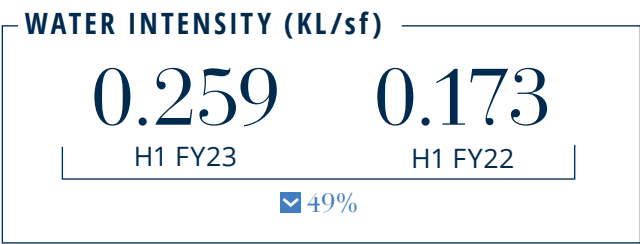
Horticulture being a significant area of water consumption, investments made in advanced irrigation techniques and automation have reduced water requirement. We are in the process of installing rain, moisture and evapotranspiration sensors in our assets to further reduce our water footprint. We also strive to optimize rainwater retention by installing permanent infiltration or collection features like vegetated swales, rain gardens and rainwater cisterns.



IN SEPTEMBER 2022, WE INAUGURATED AN EXCELLENCE CENTRE TO ENABLE CENTRALIZED MONITORING OF PARAMETERS ACROSS OUR GROWING PORTFOLIO. IT WILL MONITOR ENERGY PERFORMANCE INDEX AND WATER PERFORMANCE PARAMETERS.



WE ARE STRONGLY FOCUSED ON DEVELOPING IN A LEAN AND SUSTAINABLE MANNER WITH EFFORTS RELATED TO REDUCE, REUSE AND RECYCLE. IN LINE WITH THIS, RECYCLABLE MATERIALS LIKE OLD FAÇADE GLASS GLAZING, FALSE CEILING, UNUSED FLOOR TILES AND CHAIRS, TABLES, SOFA SET, FLOOR CARPET, PLANTERS WERE IDENTIFIED AND PUT TO USE AGAIN. EVEN WASTE PIPES WERE RECYCLED TO CREATE DECORATIVE PLANTER BASE, CONDUITS AND RACEWAYS. THE INITIATIVE HAS HELPED REDUCE THE WASTE GOING INTO LANDFILLS, ENABLED EFFICIENT REUSE OF AVAILABLE RESOURCES AND ALSO RECYCLING OF MATERIAL FOR DECORATIVE PURPOSES, RESULTING IN SIGNIFICANT TIME AND MONEY SAVINGS. THE TEAM MANAGED TO COMPLETE THE PROJECT IN JUST TWO MONTHS AND APPROXIMATELY ₹ 83 LAKHS WERE SAVED THROUGH IT.



105,700 KL

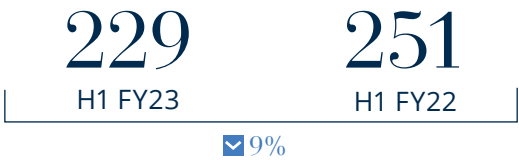
FRESHWATER USE
REDUCTION WITH STPs



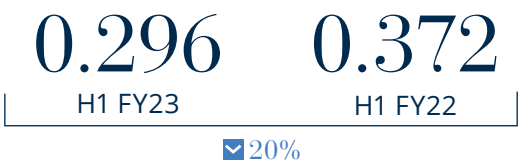
CIRCULARITY AND ART

CANDOR TECHSPACE N1 ADOPTED AN INNOVATIVE MEASURE TO REMOVE PLASTIC WASTE AND RESTORE EARTH’S ENVIRONMENT. UNDER THE INITIATIVE, 1,200 KGS OF PLASTIC ROPES WERE MADE FROM DISCARDED PACKAGING MATERIALS AND WEAVED INTO A 1,900 SQ. FT. WALL ART INSTALLATION. IT TOOK 15 WEAVING EXPERTS, 90 DAYS AND UNIMAGINABLE CONVICTION TO BRING THIS ART TO LIFE.

WASTE GENERATION (MT)



WATER GENERATION INTENSITY (kg/sf)



MANAGING WASTES EFFECTIVELY

Our waste management effort is focused around 3R – reduce, recycle and reuse. Our properties have waste considerations integrated right from the design stage to ensure circularity. Only certified and low emission materials are used in construction which are locally procured to reduce transport emission.

We have eliminated single-use plastic from food courts and common areas. We are partnering with tenants in managing waste by setting up recycled product kiosks and organizing awareness events. Further, we are also enabling our value chain partners in circular economy efforts.



PROMOTING BIODIVERSITY

Thriving biodiversity is a striking feature of our campuses. This has been achieved by engaging global design experts for green roofs, biophilic breakout zones, urban square foot farms and flowering gardens. We refrain from investing in sites in proximity to protected areas or having high biodiversity value. Periodic census, mapping and tagging of plants and trees are done resulting in increased soft scape area, native plant species and survival rates.

In a bid to improve biodiversity, we had placed hand made bird nests across our campuses to help the native species thrive. Candor TechSpace K1 has recently initiated fish cultivation in the water bodies to eat and remove the larvae of mosquitoes which breeds in water, and thus decrease the risk of vector borne diseases.



SOCIAL

Addressing the Needs of Stakeholders



At Brookfield India REIT, collaborative working is a way to ensuring shared success. We actively engage with all our stakeholders to identify their needs and priorities and adopt a structured approach to address them. These ensure value creation for all and enable us to improve our ESG performance.

Stakeholder group	Engagement method	Material matters	Our response
EMPLOYEES	- Engagement survey - Management reviews - Townhalls/internal meetings - Internal communications - Risk assessments - Safety Management System development	- Employee wellbeing - Diversity, inclusion and equal opportunity - Learning and development - Human rights - Occupational health and safety (OHS)	- Reimagining for: - Productivity - Inclusivity
CUSTOMERS/TENANTS	- Tenant satisfaction survey - Periodic property reviews - Emergency drills 24 X 7 X 365 helpdesk - Quarterly feedback - Online and offline events and outreach	- Better experience and satisfaction - Business continuity and disaster management - Indirect economic impact - Local community development - Data privacy and cyber security - Climate resilient and sustainable campuses	- Reimagining for: - Resilience - Conservation - Inclusivity - Productivity - Profitability
BANKS AND INVESTORS	- Meetings - Webcasts and calls - Half-yearly and Annual reports - Email updates - Website	- Corporate governance - Business ethics - Climate action and resilience - Resource conservation - Lifecycle impact	- Reimagining for: - Resilience - Profitability
BOARD	- Periodic Board meetings - Quarterly updates - Email notifications	- Indirect economic impact - Local community development - Corporate governance - Business ethics - Business continuity and disaster management - Climate action and resilience	- Reimagining for: - Resilience - Profitability
CONTRACTORS	Meetings	Occupational health and safety (OHS)	Reimagining for Productivity
NGOs AND COMMUNITIES	- Meetings - Civic and environmental partnerships - Philanthropy	- Local community development - Indirect economic impact - Human rights	Reimagining for Community
SUPPLIERS	Meetings	- Sustainable construction - Procurement practices	Reimagining for Conservation

SOCIAL

Redefining Workplace Experiences

The strategic importance of offices has today surpassed the realm of being a workplace. It is a place where organization can bring together its people for collaboration and building relations, spreading culture and attracting and retaining talent. At Brookfield India REIT, we are proactively innovating and reimagining real estate to create experiences that can achieve this.

RECONNECTING TO REBUILD RELATIONS

Strong and positive relations with tenants is a distinctive feature of all our campuses. We do this with sustained engagements and activities, which stopped during pandemic and lockdowns. Now with normalcy returning and tenants returning back to their preferred work destination, we focused on rebuilding the camaraderie. We ceremoniously welcomed them back with special events, beverages and other surprises. A total of three such welcome events were held across our campuses, spreading positivity and joy among returning employees.



Candor TechSpace, G2 campus rolls out the red carpet for Marelli's 250 employees and leadership with music, delicious food and beverage and photograph opportunities



The IGBC Platinum rated campus Candor TechSpace N2 welcomes Axtria with live music



Kensington SEZ building, One South Avenue, Downtown Powai welcomes XPO, one of the world's leading transportation solutions providers



ENHANCING WORKPLACE DESIRABILITY

In a new normal world, we are progressing towards creating workplaces where our people and communities truly want to be and which can truly be called a cultural home. We are doing so by supporting unique works that can deliver cultural experiences. Focused on this, The Live Project, was introduced to provide young artists a platform to showcase their talent at our campuses. A live gig and a stand-up comedy act were hosted at Candor TechSpace G2 and Candor TechSpace N2 which was attended by about 500 people.



SOCIAL

Empowering People to Deliver Value

Our people drive our success and we seek to create a positive, open and inclusive work environment that enables our employees to develop professionally. We ensure this by committing to their health and well-being, learning and development and providing necessary career development support. At the same time, we align them to our vision and cultural policy framework targeted at reimagining workplaces.

PROMOTING A SKILLED AND DIVERSE WORKFORCE

A focus on diversity and inclusion reinforces our culture of collaboration and strengthens our ability to maintain an engaged workforce. We value our people and support their long-term success by seeking opportunities for them to grow and develop professionally. We encourage a workplace culture where equal opportunity is provided to all without any discrimination. This enables us to attract diverse high-quality talent and integrate different viewpoints, which is key to innovating in our strive for reimagining workplaces. Over the years, our primary focus has been on gender diversity. Our efforts have led to a significant increase in female representation at the senior levels.

We are also focused on providing our employees with opportunities to grow, learn and develop new skills and stay updated through a robust training framework. This includes in-house and management training, leadership programs, safety trainings, technical and behavioral training. Leadership profiling is conducted for employees with designations of General Managers and above. Mandatory trainings on anti-bribery and corruption and prevention of sexual harassment (POSH) are conducted virtually every quarter.



LEARNING AND DEVELOPMENT IN H1 FY2023

PROGRAMS CONDUCTED

- | | | |
|---|-------------------------------------|---------------------------|
| ▪ Corporate real estate for leasing professional | ▪ Problem solving | ▪ Time management |
| ▪ Build your professional image as a valued partner for operations and facilities management team | ▪ Customer focused service attitude | ▪ Corporate etiquettes |
| ▪ Strategic thinking | ▪ Effective communication | ▪ Influencing skills |
| | ▪ Effective emails | ▪ Effective execution |
| | ▪ Managing conflict | ▪ Leadership fundamentals |

IMPACT



BUILDING A TEAM OF ENGAGED PEOPLE

Active engagement with employees helps us in identifying and meeting their needs. We ensure this through open door culture and a quarterly newsletter 'PULSE' to keep them updated. Additionally, we conduct engagement surveys based on various development needs and regularly recognize and appreciate employees for their contributions.

We also arranged employee meets under the theme of Fun@Workplace. This included Friday Fiestas for promoting great conversation over fabulous meals, Kite-Flying Competition on Independence Day and gifting coupons/vouchers to employees on their birthdays. These efforts have helped promote harmony, openness and high engagement levels, as evident in our ability to attract and retain talent.



PROMOTING HIGH HEALTH AND SAFETY STANDARDS

Our goal is to have zero serious safety incidents by working toward implementing consistent health and safety principles across the organization. This is achieved through a robust occupational health and safety management system under which 100% of employees are covered. We also conduct regular safety related programs and training, enabling us to maintain a track record of no work-related injury. Further, during H1 FY2023, we organized a month-long full body health check-up across Fortis Gurugram, Noida and Delhi regions.

943

SAFETY TRAININGS
CONDUCTED IN H1 FY2023



SECURING LONG-TERM FINANCES

We set-up an Emergency Fund to provide financial assistance to employees experiencing economic hardships owing to life-altering serious illness or injury. Under this, reimbursement of up to ₹10 Lakh annually were assured beyond their insurance limit. Further, a Corporate NPS (National Pension Scheme) was introduced to encourage the employees to build a retirement corpus and save on tax.

₹224,135

FINANCIAL ASSISTANCE
PROVIDED TO EMPLOYEES
IN H1 FY2023

19

EMPLOYEES SUPPORTED IN
INVESTING IN NATIONAL
PENSION SCHEME IN H1 FY2023

SOCIAL

Partner for Thriving Communities

At Brookfield India REIT, community is an integral part of our business and we recognize that the demand for financial support to take positive social actions far exceeds the supply. Therefore, we endeavor to collaborate with the communities to take meaningful actions, identify best use of our properties and strive to play the role of influencer to spread positiveness.

FOSTERING A POSITIVE CHANGE

EDUCATION



SKILL DEVELOPMENT



HEALTHCARE



ENVIRONMENT AND SUSTAINABILITY



SUPPORTING THE SPECIALLY ABLED

We organized a camp for distribution of prosthetics in collaboration with Inali Foundation to support their initiative of providing Electronic Prosthetic arms for free to people living in rural areas. The Foundation also run 'LIMBS on WHEELS' project, whereby van carrying prosthetics along with all the required facilities to fit them and a team visit areas where it was difficult for people to reach Inali's centers.

4,500

ELECTRONIC PROSTHETIC ARMS DISTRIBUTED BY INALI FOUNDATION TILL DATE

57

PROSTHETICS DISTRIBUTIONS SUPPORTED BY BROOKFIELD INDIA REIT DURING H1 FY2023



ENABLING A GREENER PLANET

The 'Forest of Hope' plantation drive is our commitment to lead on sustainable solutions and build a better world for people, business, community and planet. Against a plan of planting 1,140 trees, driven by our commitment for greener planet, we planted 2,300 trees in Delhi/NCR covering 18 native species.

2,300

TREES PLANTED IN H1 FY2023

SPREADING THE JOY OF COMMUNITY WELFARE

We organized an interactive session with The Earth Saviours Foundation, a non-profit organization dedicated to community welfare and serving the underprivileged. This was followed by an open interactive session with Mr. Jas Kalra, who made the audience understand various opportunities to engage with the communities to make a positive personal impact.

100+

PARTICIPANTS ATTENDED THE VARTALAAP EARTH SAVIOUR INTERACTIVE SESSION



GOVERNANCE

Committed to the Highest Governance Standards



At Brookfield India REIT, our commitment to the highest standards of ethics, integrity, transparency and regulatory compliance provides us a distinctive differentiator. We ensure this through a robust corporate governance framework that guides our actions and priorities, helps protect the interests of all stakeholders and drives our stewardship in ESG.

OUR CORPORATE GOVERNANCE PHILOSOPHY

Our corporate governance framework is aligned to the stakeholders' interests and ensures fair representation of their interest in all business dealings. The key pillars of the framework include:

- Performance-linked fee structure for the Manager
- Robust related party transaction and conflicts policy
- Balanced board composition of the Manager between independent and Brookfield directors
- Commitment to ESG practices
- Globally benchmarked anti-bribery and anti-corruption policies
- Regular review of evolving legislation, guidelines, best practices and updating internal governance policies on that basis

OUR GOVERNANCE FRAMEWORK

TRUSTEE

Axis Trustee Services Limited



MANAGER

Brookprop Management Services Private Limited



MANAGER'S BOARD OF DIRECTORS

(50% Independent Directors)



COMMITTEES OF THE BOARD OF DIRECTORS

Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR & Sustainability Committee



KEY MANAGEMENT TEAM

Chief Executive Officer, Chief Financial Officer, Compliance Officer





BOARD OF DIRECTORS

Powering a Reimagined Tomorrow with Good Governance

Mr. Ankur Gupta NON-EXECUTIVE DIRECTOR

Ankur Gupta is a Non-Executive Director of the Manager and also the Managing Partner and Head of India and Middle East for Brookfield's Real Estate Group and Country Head for Brookfield in India. In these roles, he oversees all of Brookfield's activities in India, and Brookfield's real estate business in India and the Middle East.

Prior to joining Brookfield in 2012, Mr. Gupta worked for a leading real estate development firm.

Mr. Gupta holds a Master of Business Administration degree from Columbia Business School and a Bachelor of Technology degree from the Indian Institute of Technology, Bombay.



Mr. Shailesh Vishnubhai Haribhakti INDEPENDENT DIRECTOR

Shailesh Vishnubhai Haribhakti is an Independent Director of the Manager. He has had a five-decade career as chartered and cost accountant, certified internal auditor, financial planner and a fraud examiner. He has been conferred with the Global Competent Boards Designation by Competent Boards Inc. Canada and awarded "Vivekananda Sustainability Award – 2022" by Vivekananda Youth Connect Foundation.

Besides, he is a board chairman, audit committee chairperson and an independent director at some of the country's most pre-eminent organizations including Blue Star Limited, Bajaj Electricals Limited, Discover Journeys Private Limited, Future Generali India Life Insurance Company Ltd. He is a global thought leader in the area of Environment, Social and Governance (ESG), and has successfully established the concept of "Innovate to Zero" and technology enabling Corporate Social Responsibility / ESG / Sustainability.



Ms. Akila Krishnakumar INDEPENDENT DIRECTOR

Akila Krishnakumar is an Independent Director of the Manager. She is an experienced professional with a long and eminent industry standing, including over 30 years in the field of technology. She was previously the President – Global Technology and Country Head – India for SunGard Solutions Private Limited. She is currently on the board of Matrimony.Com Limited, IndusInd Bank Limited, Hitachi Energy India Limited and Bharat Financial Inclusion Limited. She holds a Master's degree in Management Studies from the Birla Institute of Technology & Science at Pilani, Rajasthan.



Mr. Anuj Ranjan NON-EXECUTIVE DIRECTOR

Anuj Ranjan is a Non-Executive Director of the Manager and also Managing Partner, Global Head of Business Development, Head of Europe and Asia-Pacific Private Equity, and CEO of South Asia and Middle East for Brookfield Asset Management. In these roles, he leads the coordination and building of the firm's relationships with larger companies and families globally. He is also responsible for Brookfield's private equity investments and operations in Europe and Asia Pacific, and oversees all Brookfield's investment initiatives and operations in Middle East and South Asia.

He has held various positions in the organization and its affiliates, including mergers and acquisitions, private equity and real estate since he joined Brookfield in 2006. He holds a Bachelor of Science from the University of Alberta and an MBA from the Richard Ivey School of Business.





LEADERSHIP TEAM

Alok Aggarwal CHIEF EXECUTIVE OFFICER

Alok Aggarwal is the Managing Director and Chief Executive Officer of the Manager. He brings over 30 years of experience across project management, business development and overseeing operations and investments of entities in the real estate sector. He currently heads all the key aspects of the Manager's business, including design, development, strategic initiatives, finance, corporate strategy, leasing and tenant relationships. He has previously worked at Milestone Capital Advisors Limited, DLF Universal Limited, Sun-Ares India Real Estate Advisors Private Limited, TCG Urban Infrastructure Holdings Limited and Mahindra Gesco Developers Limited. He is a graduate in Engineering from IIT, Delhi, with a Post Graduate degree in Management from the Indian School of Business, Hyderabad.



Vithal Suryavanshi SENIOR VICE PRESIDENT AND REGIONAL HEAD, WEST (MUMBAI & PUNE)

Vithal Suryavanshi is the Senior Vice President and Regional Head – West (Mumbai and Pune). He has over 29 years of experience in commercial sales, leasing, design, development and operations in the commercial real estate sector. He has earlier worked at K. Raheja Corp Private Limited. He holds a B. Com degree from Commercial University Limited, Delhi, and an MBA degree from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai.



Sanjeev Kumar Sharma CHIEF FINANCIAL OFFICER

Sanjeev Kumar Sharma is the Chief Financial Officer of the Manager. He has over 28 years of experience in finance, accounts and taxation. He heads the Manager's finance function including fundraising, mergers and acquisitions, business strategy, investor relations, reporting under accounting standards, controllership, budgeting and taxation. He has previously worked with Apollo Tyres Limited, Galaxy Mercantile Private Limited (currently owned by Embassy Office Parks REIT), JK Paper Limited, ICICI Bank Limited, Quippo Construction Equipment Limited and BPTP Limited.

He holds a Bachelor's degree in Commerce (B. Com) from the University of Delhi and is a Chartered Accountant with the Institute of Chartered Accountants.



Subrata Ghosh SENIOR VICE PRESIDENT AND REGIONAL HEAD, EAST

Subrata Ghosh is the Senior Vice President and Regional Head – East (Kolkata) at the Manager. He has over 26 years of experience in project management. Prior to the Manager, he worked at Reliance Engineering Associates (P) Limited, Shapoorji Pallonji & Company Limited and Shrishti Hotels Private Limited. He holds a degree in Civil Engineering from the Institution of Engineers.





LEADERSHIP TEAM

Shantanu Chakraborty

EXECUTIVE VICE PRESIDENT AND REGIONAL HEAD - SOUTH

Shantanu Chakraborty is the Executive Vice President and Regional Head at the Manager. He has over 19 years of experience in real estate investing, asset management, real estate consulting and architecture. Prior to joining the Manager, he worked at AIG Global Real Estate India Advisors Private Limited, Jones Lang LaSalle Property Consultants (India) Private Limited and Mathur & Kapre Associates Private Limited (an architectural firm). He holds a Bachelor's degree in Architecture from the School of Planning and Architecture, New Delhi and an MBA degree from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai. He has also completed the General Management Program from Harvard Business School.



Baljit Singh

EXECUTIVE VICE PRESIDENT, OPERATIONS

Baljit Singh is the Executive Vice President – Operations at the Manager. He has more than 33 years of experience in real estate. He is IGBC Fellow (Indian Green Building Council), a member of the Indian Institution of Plant Engineers, a member of the National Safety Council and a professional member of the Royal Institute of Chartered Surveyors. Before joining the Manager, he worked at DLF Estate Developers Limited and Pathways World School. He holds an MBA degree from Janardan Rai Nagar Rajasthan Vidyapeeth University and has completed Executive Development Programme in Strategic Management from IIM Kashipur.



Munish Mathur

SENIOR VICE PRESIDENT AND REGIONAL HEAD – NORTH

Munish Dayal Mathur is the Senior Vice President and Regional Head at the Manager, where he oversees the portfolios for the North region in India. He has 25 years of experience across all facets of real estate, including asset management, operations, investments, strategy, development, leasing and consulting. He has served in senior leadership positions across leading corporates like Amazon, Ascendas/CapitaLand and Reliance Communications. He holds a degree from the School of Planning & Architecture, Delhi and is a Post-Graduate from CEPT, Ahmedabad.



Sanjay Yadav

SENIOR VICE PRESIDENT, LEGAL

Sanjay Yadav is the Senior Vice President – Legal at the Manager. He has 29 years of experience in the fields of law, corporate affairs and administration. He previously worked at SNC-Lavalin Infrastructure Private Limited, A2Z Online Services Private Limited (a Panchsheel, Pune, group company) and TCG Urban Infrastructure Holdings Limited (a Chatterjee group company). He holds a Bachelor's degree in Law from University of Delhi.





LEADERSHIP TEAM

Reema Kundnani

SENIOR VICE PRESIDENT - MARKETING AND BRANDING

Reema Kundnani is the Senior Vice President – Marketing and Branding for the India business. She has over 23 years of experience and is responsible for driving brand awareness, corporate communications and placemaking initiatives for the office and retail properties in the country. Prior to joining Brookfield Properties in 2021, Reema worked as a CMO and Head of Luxury Sales for Oberoi Realty and held senior marketing positions at Tech Mahindra and other leading technology companies. She holds a certificate of Global Business Leadership from Harvard Business School publishing and U21, and has a Bachelor's degree in Engineering from Thadomal Shahani Engineering College, Mumbai. She has been recognized as the “Most Influential Marketing Professional in Real Estate Sector” and the “50 Most Talented CMOs of India” by CMO Council.



Saurabh Jain

COMPANY SECRETARY AND COMPLIANCE OFFICER

Saurabh Jain is the Company Secretary of the Manager and Compliance Officer of Brookfield India REIT. He holds a B. Com degree from Punjab University, a bachelor's degree in law from Ch. Charan Singh University, Meerut and is a qualified Company Secretary. Prior to joining the Manager, he has previously worked with Lumax Industries Limited, Escorts Limited and GMR Group – Delhi International Airport Limited and GMR Airports Limited in the capacity of Company Secretary. He has more than 17 years of experience in Corporate, Law, securities law, merger amalgamation, acquisition, fund raising, etc.



Nitesh Bhasin

VICE PRESIDENT, LEGAL

Nitesh Bhasin is the Vice President – Legal at the Manager. He has over 18 years of experience in the field of law. Prior to joining the Manager, he was Vice President - Legal & Regulatory at Bharti Realty Limited and prior to that he was a Partner at J. Sagar Associates. He holds a Bachelor's degree in Socio-Legal Sciences plus Bachelor of Law as well as a Diploma in Special Corporate Laws from ILS Law College, Pune.



INVESTOR RELATIONS UPDATE

Growing Together with the Unitholders

At Brookfield India REIT, we are committed to providing stable and predictable returns to Unitholders. We are continuously exploring market opportunities, driving operational efficiency and optimizing our capital structure to maximize value creation over the long term. We are ensuring sustained engagement with Unitholders to identify and address their needs and expectations as well as adopting a collaborative approach to harness opportunities.

PRICE PERFORMANCE

(Price movement of Brookfield India REIT during the Half Year)

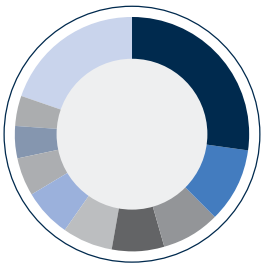
Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2022	336.99	312.00	336.00	312.00
May 2022	339.00	305.50	340.00	303.00
June 2022	339.99	317.20	340.00	319.01
July 2022	333.00	318.00	332.00	318.90
August 2022	344.70	321.29	345.00	318.00
September 2022	338.48	319.00	337.94	318.93

DISTRIBUTION DETAILS

	Stub FY21 + Q1 FY22	Q2 FY22	Q3 FY22	Q4 FY22	Q1 FY23
Quarter ended	June 30, 2021	September 30, 2021	December 31, 2021	March 31, 2022	June 30, 2022
Period	Up to June 30, 2021	July 1, 2021 – September 30, 2021	October 1, 2021 – December 31, 2021	January 1, 2022 – March 31, 2022	April 1, 2022 – June 30, 2022
Announcement Date	August 10, 2021	November 9, 2021	February 11, 2022	May 18, 2022	August 3, 2022
Record Date	August 18, 2021	November 17, 2021	February 21, 2022	May 26, 2022	August 12, 2022
Distribution per unit	6.00	6.00	5.00	5.10	5.10
Payment Date	August 24, 2021	November 23, 2021	February 24, 2022	June 1, 2022	August 18, 2022 – NACH Payments August 17, 2022 – Payments through other modes (DD, NEFT, RTGS and Direct Credit)

Note: Stub FY2021 represents the 50-day period from February 8, 2021 to March 31, 2021.

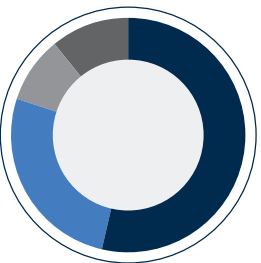
STATE-WISE CONCENTRATION OF UNITHOLDERS (NOS.) (IN %)



- 27.28 Maharashtra
- 10.23 Karnataka
- 8.15 Delhi
- 7.40 Tamil Nadu
- 6.80 Uttar Pradesh
- 6.68 Andhra Pradesh
- 5.14 Gujarat
- 4.67 West Bengal
- 4.12 Haryana
- 19.53 Rest of India

Total no. of unitholders as on September 30, 2022 are 30,649.

UNITHOLDING DISTRIBUTION as on September 30, 2022



- 53.74% Sponsor and Sponsor Group
- 26.53% Institutional Investor
- 8.91% Individuals (Indian Resident & NRI)
- 10.82% Others - Body Corporates: Trusts, HUF, Foreign Nationals

Awards and Accolades

Our high-quality campuses are recognized for global best practices in operations, management and ESG. Their excellence and performance have been recognized on multiple national and international forums through the years. We move forward with renewed enthusiasm to set new benchmarks that reinforce our competitive positioning as a landlord of choice.

GRESB AWARD

Brookfield India Real Estate Trust (BIRET) has been awarded a 5-star rating for its environmental, social, and governance performance by GRESB and also recognized as sector leader for sustainable office development in Asia.



GOLDEN PEACOCK AWARD FOR SUSTAINABILITY – 2022

Brookfield India Real Estate was recognised and awarded as the winner at the Golden Peacock Global Awards 2022 for its focus on sustainability.



INTER INDUSTRY KAIZEN AWARD

Kensington Powai, Candor TechSpace N1, Candor TechSpace N2, Candor TechSpace G2 and Candor TechSpace K1.



FIVE STAR RATING, BRITISH SAFETY COUNCIL

Candor TechSpace N1, Candor TechSpace G2 and Candor TechSpace K1 received 5 Star Rating under British Safety Council Star Rating (BSC) Certification from British Safety Council.



Statutory Section

1. MANAGER’S BRIEF REPORT OF ACTIVITIES OF BROOKFIELD INDIA REIT AND SUMMARY OF THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2022

Brookfield India Real Estate Trust (“Brookfield India REIT”) was settled on July 17, 2020 at Mumbai, Maharashtra, India as a contributory, determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882 (as amended), pursuant to a trust deed dated July 17, 2020 between the Manager, Sponsor and Trustee. Brookfield India REIT was registered with the Securities and Exchange Board of India on September 14, 2020 at Mumbai as a real estate investment trust, pursuant to the REIT Regulations, having registration number IN/REIT/20-21/0004. BSREP India Office Holdings V Pte. Ltd is the sponsor of Brookfield India REIT, Brookprop Management Services Private Limited has been appointed as the manager to Brookfield India REIT and Axis Trustee Services Limited is the trustee to Brookfield India REIT.

Brookfield India REIT owns one hundred percent of the equity share capital of (i) Candor Kolkata, Festus and SPPL Noida and one hundred percent of the equity share capital and CCDs of SDPL Noida, each of which own the real estate assets; and (ii) CIOP which provides services including property management, facilities management and support services to Candor Kolkata and SPPL Noida and SDPL Noida.

Brookfield India REIT owns, operates and manages a combined 18.7 M sf Portfolio of five office parks in four gateway office markets of India – Mumbai, Gurugram, Noida and Kolkata.

With respect to the update on the properties, performance and other details, please refer Page No. 28 to Page No. 51.

The NAV of Brookfield India REIT for the period ended September 30, 2022, is ₹337 per Unit. For calculation of the NAV, please refer Page No. 147 of consolidated financial statements of Brookfield India REIT.

With respect to trading price, kindly refer Page No. 96 of this Report.

The detailed valuation is attached as part of this report, please refer Page No. 210 to Page No. 233.

For the summary of the unaudited standalone and consolidated financial statements please refer Page No. 104-105 and Page No. 142-143 of this Report.

2. BRIEF DETAILS OF ALL THE ASSETS OF BROOKFIELD INDIA REIT INCLUDING A BREAK-UP OF REAL ESTATE ASSETS AND OTHER ASSETS, LOCATION OF THE PROPERTIES, AREA OF THE PROPERTIES, CURRENT TENANTS (NOT LESS THAN TOP 10 TENANTS AS PER VALUE OF LEASE), LEASE MATURITY PROFILE, DETAILS OF UNDER-CONSTRUCTION PROPERTIES, IF ANY, ETC.

a. Real estate assets - please refer Page No. 18 to 51 of this Report.

Other assets - Brookfield India REIT owns one hundred percent of the equity share capital of CIOP which provides services including property management, facilities management and support services to Candor Kolkata, SPPL Noida and SDPL Noida.

b. Location of the properties - please refer Page No. 29 of this Report.

c. Area of the properties - please refer Page No. 29 of this report.

d. Current tenants (top 10 tenants as per value of lease i.e. Gross Contracted Rentals)

Name of the Asset	Name of the Occupier
Kensington Powai	Tata Consultancy Services Limited
	GE Oil & Gas India Private Limited
	Wipro Limited
	Cognizant Technology Solutions India Private Limited
	XPO India Shared Services LLP
	Larsen and Toubro Limited
	ERGO Technology & Services Private Limited
	Apollo India Services LLP
	Hitachi Payment Services Private Limited
	Vodafone Idea Limited

Name of the Asset	Name of the Occupier
Candor TechSpace G2	Accenture Solutions Private Limited
	TLG India Private Limited
	RBS Services India Private Limited
	Legato Health Technologies LLP
	Amdocs Development Centre India LLP
	Saxo Group India Private Limited
	BT E-Serv (India) Private Limited
	EUI Limited
	R1 RCM Global Private Limited
	Cvent India Private Limited

Name of the Asset	Name of the Occupier
Candor TechSpace N2	Samsung India Electronics Private Limited
	Genpact India Private Limited
	Cognizant Technology Solutions India Private Limited
	Xavient Software Solutions India Private Limited
	Accenture Solutions Private Limited
	Sopra Steria India Limited
	Qualcomm India Private Limited
	Conduent Business services India LLP
	Tata Consultancy Services Limited
	R1 RCM Global Private Limited

e. Lease Maturity Profile

Particulars	Kensington, Powai, Mumbai	Candor TechSpace G2, Gurgaon	Candor TechSpace N1, Noida	Candor TechSpace N2, Noida	Candor TechSpace K1, Kolkata	Consolidated at Brookfield India REIT Level
Leasable Area (M sf)	1.6	4.0	2.8	4.5	5.7	18.7
Leased (M sf)	1.5	3.3	1.7	2.8	2.6	11.9
Wale (years)	2.0	8.2	7.2	7.6	7.1	6.9
Lease Maturity Profile – Area Expiring (M sf)	Year		(Area M sf)			
	FY23	0.4	0.2	0.0	0.2	1.0
	FY24	0.7	0.1	0.2	0.0	1.1
	FY25	0.1	0.1	0.3	0.0	0.6
	FY26	0.0	0.2	0.0	0.3	1.0

f. Details of under-construction properties - please refer Page No.18 to 51 of this Report and clause no. 5 below.

3. BRIEF SUMMARY OF THE FULL VALUATION REPORT AS AT THE END OF THE HALF YEAR.

Refer Page No. 210 to 233 of this Report and disclosure of valuation in clause 4(b) below.

4. DETAILS OF CHANGES DURING THE HALF YEAR PERTAINING TO:

(a) Addition and divestment of assets including the identity of the buyers or sellers, purchase/sale prices and brief details of valuation for such transactions

There has been no addition or divestment of assets during the half year ended September 30, 2022.

(b) Valuation of assets (as per the full valuation reports) and NAV.

Project-wise break up of fair value (In ₹ M)

Entity and Property name	March 31, 2022			September 30, 2022		
	Fair value of investment property and investment property under development	Other assets at book value	Total assets	Fair value of investment property and investment property under development	Other assets at book value	Total assets
Candor Kolkata	70,806.53	3,776.76	74,583.29	72,750.92	4,475.65	77,226.57
SPPL Noida	21,329.32	751.69	22,081.01	22,296.31	853.08	23,149.39
Festus	27,258.00	1,972.85	29,230.85	27,548.00	1,697.87	29,245.87
CIOP	-	107.41	107.41	-	99.20	99.20
SDPL Noida	40,967.28*	2,118.61	43,085.89	40,969.22**	2,358.01	43,327.23
Brookfield India REIT	-	1,803.09	1,803.09	-	1,857.65	1,857.65
Total	160,361.13	10,530.41	170,891.54	163,564.45	11,341.46	174,905.91

*Includes ₹1,162.13M of finance receivable relating to income support and corresponding amount has been reduced from other assets.

**Includes ₹845.54M (net of advance of ₹19.90M) of finance receivable relating to income support and corresponding amount has been reduced from other assets.

Net assets at fair value (In ₹ M)

Particulars	March 31, 2022		September 30, 2022	
	Book value	Fair value	Book value	Fair value
A. Assets	147,857.98	170,891.54	148,174.55	174,905.91
B. Liabilities	(59,037.05)	(59,037.05)	(62,030.62)	(62,030.62)
C. Net assets (A-B)	88,820.93	111,854.49	86,143.93	112,875.29
D. Number of Units (in Nos.)	335,087,073	335,087,073	335,087,073	335,087,073
NAV per Unit (C/D)	265.07	333.81	257.08	336.85

(c) Letting of assets, occupancy, lease maturity, key tenants, etc.

Letting of Assets

Particulars	Kensington Powai, Mumbai	Candor TechSpace G2, Gurugram	Candor TechSpace N1, Noida	Candor TechSpace N2, Noida	Candor TechSpace K1, Kolkata
New Leases During the Half Year (Ksf)	74	80	200	23	0
Area Re-leased during the Half Year (Ksf)	74	80	36	0	0
Leasing spread on new leases during the Half Year*	113%	(9%)	(2%)	0%	0%

* Only office leases considered to calculate leasing spread

Occupancy

Particulars	Kensington Powai, Mumbai	Candor TechSpace G2, Gurugram	Candor TechSpace N1, Noida	Candor TechSpace N2, Noida	Candor TechSpace K1, Kolkata	Consolidated REIT
Committed Occupancy (%) – As on March 31, 2022	90%	83%	77%	80%	84%	83%
Committed Occupancy (%) – As on September 30, 2022	95%	85%	86%	76%	84%	84%
Change in Committed Occupancy during the half year (%)	5%	2%	9%	(5%)	0%	1%

Lease Maturity

Particulars		Kensington Powai, Mumbai	Candor TechSpace G2, Gurugram	Candor TechSpace N1, Noida	Candor TechSpace N2, Noida	Candor TechSpace K1, Kolkata	Consolidated at Brookfield India REIT Level
Lease Maturity Profile- Area Expiring (M sf) - March 31, 2022							
Year	FY23	0.5	0.2	0.1	0.1	0.2	1.0
	FY24	0.7	0.0	0.2	0.1	0.0	1.0
	FY25	0.1	0.2	0.3	0.1	0.0	0.7
	FY26	0.0	0.2	0.0	0.3	0.4	1.1

Lease Maturity Profile- Area Expiring (M sf) – September 30, 2022

Year	FY23	0.4	0.2	0.0	0.2	0.1	1.0
	FY24	0.7	0.1	0.2	0.0	0.0	1.1
	FY25	0.1	0.1	0.3	0.0	0.0	0.6
	FY26	0.0	0.2	0.0	0.3	0.5	1.0

Lease Maturity Profile- Area Expiring (M sf) – Changes during the half year

Year	FY23	(0.1)	0.1	(0.0)	0.1	(0.0)	(0.0)
	FY24	-	0.1	0.0	(0.0)	(0.0)	0.1
	FY25	0.0	(0.1)	-	(0.0)	(0.0)	(0.1)
	FY26	-	(0.1)	-	-	0.0	(0.0)

Key Tenants

Particulars	Kensington Powai, Mumbai	Candor TechSpace G2, Gurugram	Candor TechSpace N1, Noida	Candor TechSpace N2, Noida	Candor TechSpace K1, Kolkata
New Tenants Added during the Half Year	0	1	12	2	0
Leasing to Existing Tenants during the half year	1	1	2	1	-

(d) Borrowings/ repayment of borrowings (standalone and consolidated).

₹ in M					
Name of the Asset SPV	Facility Type	Principal outstanding as on April 01, 2022	Borrowing during the HY 23	Repayment during the HY 23	Outstanding as on September 30, 2022
Candor Kolkata	LRD	12,500	0	0	12,500
	LOC	1,000	350	0	1,350
	LRD	10,000	0	0	10,000
	LAP	1,500	850	0	2,350
	LOAN	11,723	-	1,299	10,424
SPPL Noida	LRD	2,000	0	0	2,000
	LOC	750	100	0	850
	LRD	1,020	0	0	1,020
	LOAN	2,601	0	152	2,449
	LRD	14,883	0	302	14,581
SDPL Noida	LRD	0	250	0	250
	LOAN	5,396	335	275	5,456
	LRD	6,500	0	0	6,500
Festus	LOC	300	270	0	570
	LRD	1,540	0	0	1,540
	LOAN	6,171	0	356	5,815
Total		77,884	2,155	2,384	77,655
- LRD: Lease Rental Discounting					
- LOC: Line of Credit					
- LAP: Loan against Property					
- Loan: Loan from Brookfield India REIT					

On Standalone basis, there are no borrowings at Brookfield India REIT level.

- (e) Sponsor, manager, trustee, valuer, directors of the Trustee/manager/sponsor, etc.

There is no change in the Sponsor, Manager, Trustee, and valuer during the half year. Further, there has been no change in the directors of Manager and Trustee during the half year ended September 30, 2022.

The details of changes in the directors of Sponsor is as follows:

Changes in directors of Sponsor:

Sr. No.	Name of the Director of Sponsor	DIN	Nature of change
1	Tan Aik Thye, Derek	Passport Number: K2680029R	Appointed on April 29, 2022
2	Velden Neo Jun Xiong	Passport Number: E6651509C	Resigned on April 29, 2022

- (f) Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of Brookfield India REIT.

There is no change in the clauses of the Trust Deed and Investment Management Agreement.

- (g) Any other material change during the half year

There was a change in Compliance Officer and members of Sponsor Group of Brookfield India Real Estate Trust and same were intimated to the Stock Exchange on August 03, 2022, September 07, 2022 and September 22, 2022 respectively.

5. UPDATE ON DEVELOPMENT OF UNDER-CONSTRUCTION PROPERTIES, IF ANY.

Candor TechSpace K1 owned by Candor Kolkata One Hi-Tech Structures Private Limited, is located in a fast-growing IT/ ITeS hub of Kolkata – the New Town IT hub. The office park has sufficient space to accommodate future expansion for offices, the property having total area of 48.4 Acres.

It is proposed to construct a mixed-use development of 0.6 M sf in 3 acre plot in Candor TechSpace K1. The development will comprise commercial office and retail space.

The projected timelines for completion of construction is 36 months (October 2025).

6. DETAILS OF OUTSTANDING BORROWINGS AND DEFERRED PAYMENTS OF BROOKFIELD INDIA REIT INCLUDING ANY CREDIT RATING(S), DEBT MATURITY PROFILE, GEARING RATIOS OF BROOKFIELD INDIA REIT ON A CONSOLIDATED AND STANDALONE BASIS AS AT THE END OF THE HALF YEAR.

Debt Outstanding as on September 30, 2022	Facility Type	Interest Rate	Sanction	Drawn	Outstanding Principal	Rating	Maturity Date	Principal Repayment				
								FY23	FY24	FY25	FY26	FY27 Beyond FY27
Asset SPV	Candor Kolkata	LRD	7.45%	12,500	12,500		15-Feb-2033	-	-	-	17	201
		LOC	7.45%	1,450	1,350		15-Feb-2033	-	-	-	-	-
		LRD	7.45%	10,000	10,000	CRISIL AAA/Stable	31-Jan-2034	-	-	-	-	377
		LAP	7.45%	3,000	2,350		31-Jan-2027	-	-	-	-	2,350
		LOAN	12.50%	24,116	24,116	NA	See Note Below	1,299	-	-	-	-
SPPL Noida	LRD	7.45%	2,000	2,000	2,000		15-Feb-2033	-	-	-	4	54
	LOC	7.45%	850	850	850	CRISIL AAA/Stable	15-Feb-2033	-	-	-	-	-
	LRD	7.45%	1,200	1,020	1,020		31-Jan-2034	-	-	-	-	78
	LOAN	12.50%	4,183	4,183	2,449	NA	See Note Below	152	-	-	-	-
SDPL Noida	LRD	7.45%	15,151	14,883	14,581	CRISIL AAA/Stable	13-Jun-2034	305	656	1,034	1,323	1,608
	LRD	7.45%	1,000	250	250		28-Feb-2034	-	-	83	110	57
Festus	LOAN	12.50%	6,070	6,070	5,456	NA	See Note Below	275	-	-	-	-
	LRD	7.45%	6,500	6,500	6,500		15-Feb-2033	-	-	-	18	220
	LOC	7.45%	700	570	570	CRISIL AAA/Stable	15-Feb-2033	-	-	-	-	-
	LRD	7.45%	1,800	1,540	1,540		31-Jan-2034	-	-	-	-	132
Total	LOAN	12.50%	8,027	8,027	5,815	NA	See Note Below	356	-	-	-	-
			98,547	96,209	77,655			2,387	656	1,117	1,473	5,077
- LRD: Lease Rental Discounting												
- LOC: Line of Credit												
- LAP: Loan against Property												
- Loan: Loan from Brookfield India REIT												

Maturity Date: The maturity date is the day falling 15 years from the first disbursement date or such other date as may be mutually agreed between Brookfield India REIT and the Asset SPV. The loan may be repaid by the Asset SPV at the option of the Asset SPV, at any time prior to the maturity date.

As of September 30, 2022, there are no borrowings and deferred payments of Brookfield India REIT on a standalone basis.

Gearing Ratios

Ratios	HY 2022
Net debt to GAV	0.31
Interest service coverage ratio	2.08
Debt Equity ratio	0.60

7. DEBT MATURITY PROFILE OVER EACH OF THE NEXT 5 YEARS AND DEBT COVENANTS, IF ANY.

Debt maturity profile covered in above point.

Debt Covenants

LTVR shall not be greater than the following in the facilities borrowed by the Asset SPVs other than from Brookfield India REIT:

S. No.	Asset SPV	LTVR
1	Candor Kolkata	<=50%
2	SPPL Noida	<=50%
3	SDPL Noida	<=50%
4	Festus	<=50%

Name of the Assets SPV	Nature of loan	Lender	Security	Terms of repayment
Candor Kolkata	Lease Rental Discounting-I and Line of Credit Interest @ PLR (-) spread (Term : 12 Year)	HDFC Limited	The term loan is secured by way of charge on hypothecation of receivables, movable assets, insurance policies, lease agreement, bank accounts, mortgage on immovable properties including land and pledge of 51% of share capital of the company on fully diluted basis	Principle repayment (Lease Rental Discounting facility-I): Upon completion of 60 months from the first drawdown date, the facility shall be repaid in 84 monthly instalments (overall tenure - 144 months) comprising of principle repayment and interest payment at applicable interest rate.
	Lease Rental Discounting-II Interest @ PLR (-) spread (Term : 12 Year)			Principle repayment (Lease Rental Discounting facility-II): Upon completion of 60 months from the first drawdown date, the facility shall be repaid in 78 monthly instalments (overall tenure - 144 months) comprising of principle repayment and interest payment at applicable interest rate.
	Loan Against Property Interest @ PLR (-) spread (Term : 5 Year)			Principle repayment (Loan against Property facility) : The facility shall be repaid in a single monthly instalment on or before January 31, 2027 comprising of principle repayment and interest payment at the applicable interest rate.
SPPL Noida	Lease Rental Discounting-I and Line of Credit Interest @ PLR (-) spread (Term : 12 Year)	HDFC Limited	The term loan is secured by way of charge on hypothecation of receivables, movable assets, insurance policies, lease agreement, bank accounts, mortgage on immovable properties including land and pledge of 51% of share capital of the company on fully diluted basis	Interest repayment: At the applicable rate of interest on the outstanding principle of facility will be paid monthly on each interest payment date of the facility from the date of first disbursement till commencement of monthly instalments.
	Lease Rental Discounting-II Interest @ PLR (-) spread (Term : 12 Year)			Principle repayment (Lease Rental Discounting facility-I): Upon completion of 60 months from the first drawdown date, the facility shall be repaid in 84 monthly instalments (overall tenure - 144 months) comprising of principle repayment and interest payment at applicable interest rate.
	Lease Rental Discounting-II Interest @ PLR (-) spread (Term : 12 Year)			Principle repayment (Lease Rental Discounting facility-II): Upon completion of 60 months from the first drawdown date, the facility shall be repaid in 37 monthly instalments (overall tenure - 144 months) comprising of principle repayment and interest payment at applicable interest rate.

Name of the Assets SPV	Nature of loan	Lender	Security	Terms of repayment
Festus	Lease Rental Discounting-I and Line of Credit Interest @ PLR (-) spread (Term : 12 Year)	HDFC Limited	The term loan is secured by mortgage/charge on immovable assets (including buildings), bank accounts, insurance policies, receivables, underlying land for which rights owned by the company and demand promissory note in favour of the lender. Further term loan is secured by pledge, to be created on shares of the company constituting 51% of the issued and outstanding equity share capital.	Principle repayment (Lease Rental Discounting facility-I): Upon completion of 60 months from the first drawdown date, the facility shall be repaid in 84 monthly instalments (overall tenure-144 months) comprising of principle repayment and interest payment at applicable interest rate.
	Lease Rental Discounting-II Interest @ PLR (-) spread (Term : 12 Year)			Principle repayment (Lease Rental Discounting facility-II): Upon completion of 60 months from the first drawdown date, the facility shall be repaid in 71 monthly instalments (overall tenure - 144 months) comprising of principle repayment and interest payment at applicable interest rate.
SDPL Noida	Lease Rental Discounting-I Interest @ PLR(-) spread (Term : 15 Year)	HDFC Limited	The term loan is secured by way of charge on hypothecation of receivables, movable assets, insurance policies, lease agreement, bank accounts, mortgage on immovable properties and pledge of 51% of share capital of the company on fully diluted basis	Interest repayment: At the applicable rate of interest on the outstanding principle of facility will be paid monthly on each interest payment date of the facility from the date of first disbursement till commencement of monthly instalments.
	Lease Rental Discounting-II Interest @ PLR(-) spread (Term : 140 months)			Principle repayment: Upon completion of 24 months from the first drawdown date, the LRD (Lease Rental Discounting) facility shall be repaid in 156 monthly instalments comprising of principle repayment and interest payment at the applicable interest rate.
				Principle repayment (Lease Rental Discounting facility-II): Upon completion of 24 months from the first drawdown date, the facility shall be repaid in 116 monthly instalments (overall tenure - 140 months) comprising of principle repayment and interest payment at applicable interest rate.
				Interest repayment: At the applicable rate of interest on the outstanding principle of LRD facility will be paid monthly on each interest payment date of the LRD facility from the date of first disbursement till commencement of monthly instalments.

8. THE TOTAL OPERATING EXPENSES OF BROOKFIELD INDIA REIT, INCLUDING ALL FEES AND CHARGES PAID TO THE MANAGER AND ANY OTHER PARTIES, IF ANY DURING THE HALF YEAR.

Refer Page No. 105 and 143 of this report and relevant schedules. Refer page no. 201 note no. 42 and page no. 207 note no. 45 of this report.

9. PAST PERFORMANCE OF BROOKFIELD INDIA REIT WITH RESPECT TO UNIT PRICE, DISTRIBUTIONS AND YIELD FOR THE LAST 5 YEARS, AS APPLICABLE.

The units were listed on February 16, 2021, therefore, the past performance and other details for the last 5 years are not available. The details of unit price are mentioned below:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2022	336.99	312.00	336.00	312.00
May, 2022	339.00	305.50	340.00	303.00
June, 2022	339.99	317.20	340.00	319.01
July, 2022	333.00	318.00	332.00	318.90
August, 2022	344.70	321.29	345.00	318.00
September, 2022	338.48	319.00	337.94	318.93



The details of distribution and yield for the half year ended September 30, 2022 is as follows:

June 30, 2022	₹5.10 per unit
September 30, 2022	₹5.10 per unit
Total	₹10.20 per unit
Yield as on September 30, 2022 closing price of NSE: (Annualised)	6.28%
Yield as per IPO Price of ₹275: (Annualised)	7.42%

10. UNIT PRICE QUOTED ON THE DESIGNATED STOCK EXCHANGES AT THE BEGINNING AND END OF THE HALF YEAR, THE HIGHEST AND LOWEST UNIT PRICE AND THE AVERAGE DAILY VOLUME TRADED DURING THE HALF YEAR

Particulars		
Units Outstanding (Nos.)	335,087,073	
Unit Price Performance for the Half Year (₹)	BSE	NSE
Opening Price: April 1, 2022 (₹)	316.00	315.90
Closing September 30, 2022 (₹)	325.24	324.80
52 Week High (₹)	344.70	345.00
52 Week Low (₹)	250.00	260.50
Average Daily Volume - Traded During Half Year (Nos.)		
No of Units (Nos.)	48,648.71	91,968.31
Amount (₹)	16,027,196.05	30,134,010.10

11. DETAILS OF ALL RELATED PARTY TRANSACTIONS DURING THE HALF YEAR

- (a) **Value of which exceeds five per cent of value of Brookfield India REIT assets.**
The five percent of the value of Brookfield India REIT assets is ₹8,178.2M.

Refer to Page No. 133 to 137 of this report which contains details of all related party transactions entered into by Brookfield India REIT including monies lent by Brookfield India REIT to Asset SPVs (Standalone).

Refer to Page No. 201 to 205 of this report which contains details of all related party transactions entered into by Brookfield India REIT and the Asset SPVs during the half year ended September 30, 2022 (excluding transactions which are eliminated on consolidation).

- (b) **Details regarding the monies lent by Brookfield India REIT to the holding company or the special purpose vehicle in which it has investment in.**
Refer Page No. 133 to 137 of this report which contains details of all related party transactions entered into by Brookfield India REIT including monies lent by Brookfield India REIT to Asset SPVs (Standalone).

Refer Page No. 201 to 205 of this report which contains details of all related party transactions entered into by Brookfield India REIT and the Asset SPVs during the half year ended September 30, 2022 (excluding transactions which are eliminated on consolidation).

12. DETAILS OF FUND RAISING DURING THE HALF YEAR, IF ANY.

None

13. BRIEF DETAILS OF MATERIAL AND PRICE SENSITIVE INFORMATION

Except as disclosed to the stock exchanges during the half year ended September 30, 2022, there is no other material and price sensitive information involving Brookfield India REIT.

14. BRIEF DETAILS OF MATERIAL LITIGATIONS AND REGULATORY ACTIONS WHICH ARE PENDING, AGAINST BROOKFIELD INDIA REIT, SPONSOR(S), MANAGER OR ANY OF THEIR ASSOCIATES AND SPONSOR GROUP(S) AND THE TRUSTEE, IF ANY, AS AT THE END OF THE HALF YEAR

This section of the Report contains disclosures, as on September 30, 2022, on all:

- pending title litigation and irregularities pertaining to the Portfolio and pending criminal matters, regulatory actions and material (as set out below) civil/ commercial matters against Brookfield India REIT, the Sponsor, the Manager or any of their Associates, Asset SPVs, CIOP, the Sponsor Group and the Trustee (collectively, “Required Parties”); and
- pending direct tax, indirect tax and property tax matters against the Required Parties in a consolidated manner.

For the purposes of identifying “associates” with respect to disclosures to be made in the report under the REIT Regulations, the definition of ‘associates’ as set out in the REIT Regulations have been relied on except sub-clause (ii) of Regulation 2(1)(b) of the REIT regulations, which requires any person who controls, both directly and indirectly, the said person to be identified as an associate. With respect to the aforesaid, only entities which directly control Brookfield India REIT, Sponsor or Manager, as applicable, have been considered.

All disclosures with respect to pending civil/ commercial matters, regulatory actions, criminal litigation and tax matters against BAM have been made in accordance with the materiality threshold separately disclosed below.

Except as disclosed in below, there is no pending title litigation or irregularity, criminal litigation, regulatory action and civil/ commercial matter (subject to the materiality thresholds set out below) against the Required Parties:

- I. **Title irregularities (including title litigation) pertaining to the Portfolio**
Nil
- II. **Material litigation, criminal litigation and regulatory actions pending against Brookfield India REIT, its Associates, the Asset SPVs and CIOP**
For the purpose of disclosure of pending civil/ commercial litigation against Brookfield India REIT, its Associates, the Asset SPVs and CIOP, such matters exceeding ₹89.92M (being 1% of the combined total income of Brookfield India REIT as of March 31, 2022) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Brookfield India REIT, have also been disclosed.

As of September 30, 2022, Brookfield India REIT, its Associates, the Asset SPVs and CIOP do not

have any criminal litigation, regulatory actions or material civil/ commercial litigation pending against them.

III. Material litigation, criminal litigation and regulatory actions pending against the Sponsor and its Associates

For the purpose of disclosure of pending civil/ commercial litigation against the Sponsor and its Associates, such matters exceeding ₹455.25M (being 5% of the net worth of the Sponsor as of March 31, 2022) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Brookfield India REIT have also been disclosed.

As of September 30, 2022, the Sponsor and its Associates do not have any criminal litigation, regulatory action or any material civil/ commercial litigation pending against them.

IV. Material litigation, criminal litigation and regulatory actions pending against the Sponsor Group

For the purpose of disclosure of pending civil/ commercial litigation against the Sponsor Group (excluding the Sponsor and BAM), such matters exceeding ₹89.92M (being 1% of the combined total income of Brookfield India REIT as of March 31, 2022) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager have been disclosed.

As of September 30, 2022, the Sponsor Group (excluding the Sponsor and BAM) do not have any criminal litigation, regulatory action or material civil/ commercial litigation pending against them.

With respect to pending civil/ commercial, regulatory actions, criminal litigation and tax litigation against BAM (which is currently listed on NYSE and TSX), the disclosure below has been made on the basis of the public filings and periodic disclosures made by BAM in accordance with applicable securities law and stock exchange rules. The threshold for identifying material matters in such disclosures is based on periodically reviewed thresholds applied by the independent auditors of BAM in expressing their opinion on the financial statements and is generally linked to various financial metrics of BAM, including total equity, materiality for revenue and operating expenses which is based on funds from operations. The



latest audit plan, prepared by the independent auditors of BAM, comprising such threshold has been approved by the audit committee and board of directors of BAM and set such threshold at USD 1.5B.

As of September 30, 2022, BAM is contingently liable with respect to litigation and claims that arise in the normal course of business. It is not reasonably possible that any of the ongoing litigation could result in a material settlement liability.

V. **Material litigation, criminal litigation and regulatory actions pending against the Manager and its Associates**

For the purpose of disclosure of pending civil/ commercial litigation against the Manager and its Associates, such matters exceeding ₹48.10M (being 5% of the total income of the Manager as of March 31, 2022) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Brookfield India REIT, have also been disclosed.

As of September 30, 2022, the Manager and its Associates do not have any criminal litigation, regulatory action or material civil/ commercial litigation pending against them.

VI. **Material litigation, criminal litigation and regulatory actions pending against the Trustee**

For the purpose of pending civil/ commercial litigation against the Trustee, matters involving amounts exceeding ₹11.615M (being 5% of the profit after tax of the Trustee for FY2022) have been considered material.

As of September 30, 2022, the Trustee does not have any criminal litigation, regulatory action or material civil/ commercial litigation pending against it.

VII. **Tax Matters**

Details of all direct tax, indirect tax and property tax matters with respect to the Required Parties as of September 30, 2022 is set forth:

For the purposes of disclosure of tax matters against BAM, see the materiality threshold adopted for disclosure of civil/ commercial litigation, regulatory actions, criminal litigation and tax litigation under “Material litigation, criminal litigation and regulatory actions

pending against the Sponsor Group”, on this page above.

Nature	Number	Amount involved (in ₹ M)
Brookfield India REIT, Asset SPVs and CIOP		
Direct tax	47	1,745.19
Indirect tax	5	359.04
Sponsor Group		
Direct tax	1	204.79

The direct tax matters are primarily in the nature of demand notices and/ or orders issued by the income tax authorities alleging computation of taxable income on account of certain additions/ disallowances, deduction of tax incentive and classifications of income resulting in additional demand of TDS/ income tax. Such matters are pending before the relevant tax authorities including income tax appellate tribunal. These also include matters where the income- tax authorities have initiated penalty proceedings but not issued any penalty order / concluded the proceedings.

The indirect tax matters are primarily in the nature of demand notices and/ or orders (excluding show cause notices where no demand has been raised yet and the order is pending) issued by the indirect tax authorities alleging non-payment of correct amount of value added tax or in the nature of ex-parte order. Such matters are pending before the indirect tax authorities, including indirect tax appellate tribunals.

15. **RISK FACTORS**

The risks and uncertainties described below are not the only risks that we face or may face or not the only ones relevant to Brookfield India REIT, the Asset SPVs, CIOP or in the industry we operate. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition.

Risks Related to our Organization and Structure

1. The Manager does not provide any assurance or guarantee of any distributions to the Unitholders. The ability of our Manager to make distributions to the Unitholders may be affected by several factors including among other things:
- The cash flows from operations generated by the Asset SPVs and CIOP

■ The debt service costs and other liabilities of the Asset SPVs, including terms of the financing and agreements

- The working capital needs of the Asset SPVs

■ The extent of lease concessions, rent free periods, and incentives given to tenants to attract new tenants and retain existing tenants

■ The terms of and any payments under any agreements governing land leased or co-developed by the Asset SPVs

■ Business, results of operations and financial condition of the Asset SPVs

■ Applicable laws and regulations, which may restrict the payment of dividends by the Asset SPVs or distributions by us
2. The ability of the Manager to acquire or dispose of assets or explore new investment opportunities or avail additional debt is subject to conditions provided in the REIT Regulations. Further, laws governing REITs in India are in their early stages and relatively untested.
3. We have incurred a significant amount of debt in the operation of our business, and our cash flows and results of operations could be adversely affected by required repayments or related interest and other risks assumed in connection with procuring debt financing. Our inability to service debt may adversely affect distributions to Unitholders.

Risks Related to Our Business and Industry

4. Our business and profitability are dependent on the performance of the commercial real estate market in India as well as the general economic, demographic and political conditions. Fluctuations in the general economic, market and other conditions may affect the commercial real estate market in India and in turn, our ability to lease office parks to tenants on favorable terms. The commercial real estate market in India may particularly be dependent on market prices for developable land and the demand for leasing of finished offices, both of which will continue to have a significant impact on our business, results of operations and financial condition.
5. We are dependent on a limited number of tenants and sectors for our significant portion of our revenue and any adverse developments affecting such tenants or sectors may have an adverse effect on our business, results of operations and financial condition. On account

of a majority of our assets being registered as SEZ for IT and IT enabled services, the tenants in the technology sector accounted for approximately half of the leased area of our assets.

6. A significant portion of our revenue is derived from leasing activities at Candor TechSpace G2 and the NCR and any adverse development relating to Candor TechSpace G2 or the micro-market in which they arise located may adversely affect our business, results of operations and financial condition.
7. The audit report of the Statutory Auditor on the Financial Statements includes emphasis of matter.
8. Our dependence on rental income may adversely affect our profitability, ability to meet debt and other financial obligations and the Manager’s ability to make distributions to Unitholders.
9. The Manager cannot assure you that it will be able to successfully complete future acquisitions or efficiently manage the assets that we may acquire in the future. Further, any future acquisitions may be subject to acquisition related risks.
10. There can be no assurance that the Under Construction Area or Future Development Potential will be completed in its entirety in accordance with anticipated timelines or cost, or that we will achieve the results expected from such projects, which may adversely affect our reputation, business, results of operations and financial condition.
11. The Manager may be unable to renew lease agreements or lease vacant area on favorable terms or at all, which could adversely affect our business, results of operations and cash flows.
12. The extent to which COVID-19 may affect our business and operations in the future is uncertain and cannot be predicted.
13. The actual rent received for the assets may be less than the Leasing Rent or the market rent and we may experience a decline in realized rent rates from time to time, which may adversely affect our business, results of operations, cash flows and distributions.



14. Brookfield India REIT, the Asset SPVs, CIOP, the Manager and the Sponsor have entered into several related party transactions, which could potentially pose a conflict of interest. Certain of our service providers or their affiliates (including accountants, consultants, property managers and investment or commercial banking firms) may also provide goods or services to or have business or other relationships with Brookfield and payments by us to such service providers may indirectly benefit Brookfield. The Manager may also provide property management and facility management services to other members of Brookfield. The Manager may hire employees from Brookfield and such employees may also work on other projects of Brookfield, and therefore, conflicts may arise in the allocation of the employees and the employees' time.

15. The valuation report on the assets in our Portfolio is only indicative in nature as it is based on a set of assumptions and may not be representative of the true value of the Portfolio. The valuation report is based on certain assumptions relating to the nature of the property, its location, lease rental forecasts and valuation methodologies and these assumptions add an element of subjectivity to these valuations and hence may not be accurate. Further, valuations do not necessarily represent the price at which a real estate asset would sell, since market prices of assets can only be determined by negotiation between a willing buyer and a seller.

16. We may be subject to certain restrictive covenants under the financing agreements that could limit our flexibility in managing our business or to use cash or other assets or to make distributions to Unitholders.

17. We have a limited operating history and may not be able to operate our business successfully, achieve our investment objectives or generate sufficient cash flows to make or sustain distributions.

18. The Manager may not be able to successfully meet working capital or capital expenditure requirements of the Portfolio.

19. We have certain contingent liabilities as given in the Financial Statements, which if materialize, may adversely affect our results of operations, financial condition and cash flows.

20. Non-compliance with, and changes in, environmental, health and safety laws

and regulations could adversely affect the development of the Portfolio and our financial condition. Our business and operations are subject to compliance with various laws, and any change in law or non-compliance in the future may adversely affect our business and results of operations. In addition to compliance with the REIT Regulations, we are also subject to compliance with applicable foreign exchange regulations due to the Sponsor and Manager not being Indian owned and controlled.

21. Any change in such laws or non-compliance or inability to obtain, maintain or renew required regulatory approvals and permits by our Assets SPVs or CIOP in a timely manner or at all may adversely affect our business, financial condition and results of operations.

22. Our Asset SPVs and CIOP are subject to ongoing compliance requirements under various laws, and there have been certain past instances of non-compliance, any change in law or non-compliance in the future may adversely affect our business and results of operations.

23. Candor TechSpace N1 and Candor TechSpace N2 is located on land leased from NOIDA for a term of 90 years and are required to comply with the terms and conditions provided in the lease deeds, failing which NOIDA may terminate the lease or take over the premises. Also, the Manager may not be able to renew the leases with NOIDA upon their expiry or premature termination.

24. Majority of the assets in the Portfolio are located on land notified as SEZs and a few are registered as private IT parks and the relevant Asset SPVs are required to comply with the SEZ Act and the rules made thereunder along with their respective conditions of registration as private IT parks.

25. The title and development rights or other interests over land on which the Portfolio are located may be subject to legal uncertainties and defects which may have an adverse effect on our ability to own the assets and result in us incurring costs to remedy and cure such defects.

26. The Manager may not be able to control our operating costs, or the direct expenses may remain constant or increase, even if income from the Portfolio decreases, resulting in an adverse effect on our business and results of operation.

27. The Manager and the CIOP utilize the services of certain third party operators to manage and operate the Portfolio. Any deficiency or interruption in their services may adversely affect our business.

28. We are exposed to a variety of risks associated with technology, safety, security and crisis management which may disrupt our business, result in losses or limit our growth.

29. We may be subject to the Competition Act, 2002 and any adverse application or interpretation of the law could adversely affect our business

30. We do not own the trademark or logo for the "Brookfield India Real Estate Trust" or "Brookfield India REIT" and hence our inability to use or protect these intellectual property rights may have an adverse effect on our business and results of operations.

31. We may be required to record significant charges to earnings in the future upon review of the Portfolio for potential impairment.

32. We operate in a competitive environment and increased competitive pressure could adversely affect our business and the ability of the Manager to execute our growth strategy.

33. CIOP is not an SPV under the REIT Regulations and as such it is not required to comply with the mandatory distribution requirements under the REIT Regulations.

34. There are outstanding litigation proceedings involving our Asset SPVs and our sponsor group, which may adversely affect our financial condition.

35. The Manager may not be able to maintain adequate insurance to cover all losses that we may incur.

36. Lease agreements with some of the tenants in the Portfolio may not be adequately stamped or registered, and consequently, the Manager may be unable to successfully litigate over such deeds in the future and penalties may be imposed on us.

37. If the Manager is unable to maintain relationships with other stakeholders in the Portfolio, our results of operation and financial condition may be adversely affected.

38. Land is subject to compulsory acquisition by the Government and compensation in lieu of such acquisition may be inadequate.

Risks Related to the Relationships with the Sponsor and the Manager

39. The Sponsor may cease to act as our sponsor in the future.

40. We and parties associated with us are required to adhere to the eligibility conditions specified under Regulation 4 of the REIT Regulations as well as the certificate of registration on an ongoing basis. We may not be able to ensure such ongoing compliance by the Sponsor, the Manager and the Trustee, which could result in the cancellation of our registration.

41. The Sponsor and Sponsor Group will be able to exercise significant influence over certain of our activities and the interests of the Sponsor and Sponsor Group may conflict with the interests of other Unitholders.

42. Conflicts of interest may arise out of common business objectives shared by the Manager, the Sponsor, the Sponsor Group and us. The Manager also provides property management services to other assets held by Brookfield, which are of a similar type as those held by the Asset SPVs. Further, we may be subject to potential conflicts of interest arising out of our relationship with the Sponsor, Sponsor Group and their affiliates and the Manager, and may enter into transactions with related parties in the future and the Manager cannot assure you that such potential conflicts of interest will always be resolved in favour of Brookfield India REIT and the Unitholders.

Our Manager has adopted the policy on related party transactions and conflicts of interest to mitigate such potential conflicts of interest instances. While our strategy will be to pursue substantially stabilized real estate investment opportunities, there can be no assurance that all potentially suitable investment opportunities that come to the attention of Brookfield will be made available to us.

43. We depend on the Manager and its personnel for our success and to manage our business and assets. Any failure by the Manager to perform satisfactorily could adversely affect our results of operations and financial condition. Further, we may not find a suitable replacement for



the Manager if the Investment Management Agreement is terminated or if key personnel cease to be employed by the Manager or otherwise become unavailable.

Risks Related to ownership of Units and investments in India

- 44. Any downgrading of India’s sovereign debt rating by a domestic or international rating agency could adversely affect our ability to obtain financing and, in turn, adversely affect our business.
- 45. The reporting requirements and other obligations of real estate investment trusts post-listing are still evolving. Accordingly, the level of ongoing disclosures made to and the protections granted to the Unitholders may be more limited than those made to or available to the shareholders of a company that has listed its equity shares upon a recognized stock exchange in India.
- 46. Given the requirements under the REIT Regulations, it may be difficult for public Unitholders to remove the Trustee as the Sponsor Group holds a majority of the Units.
- 47. Our 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 our business, results of operations, financial condition and the price of our Units.
- 48. Fluctuations in the exchange rate of the Indian Rupee with respect to other currencies will affect the foreign currency equivalent of the value of the Units and any distributions.

- 49. Trusts such as the Brookfield India REIT may be dissolved, and the proceeds from the dissolution thereof may be less than the amount invested by the Unitholders.
- 50. Investors may be subject to Indian taxes arising out of capital gains on the sale of Units.
- 51. Unitholders will not have the right to redeem their Units.
- 52. The Units may also experience price and volume fluctuations and there may not be an active or liquid market for the Units.
- 53. NAV per Unit may be diluted if further issues are priced below the current NAV per Unit.
- 54. Any future issuance of Units by us or sales of Units by the Sponsor Group or any of the other significant Unitholders may adversely affect the trading price of the Units.
- 55. Our rights and the rights of our Unitholders to recover claims against the Manager or the Trustee are limited.

16. INFORMATION OF THE CONTACT PERSON OF BROOKFIELD INDIA REIT

Mr. Saurabh Jain
Company Secretary and Compliance Officer of Brookfield India REIT
Email Id: reit.compliance@brookfield.com

Independent Auditor’s Report

on Review of Condensed Standalone Interim Financial Statements

To The Board of Directors of
Brookprop Management Services Private Limited (the “Investment Manager”)
(Acting in capacity as the Investment Manager of Brookfield India Real Estate Trust)

INTRODUCTION

- 1. We have reviewed the accompanying unaudited Condensed Standalone Interim Financial Statements of **Brookfield India Real Estate Trust** (“the REIT”), (“the Condensed Standalone Interim Financial Statements”) which comprise of the following:
 - the unaudited Condensed Standalone Balance Sheet as at September 30, 2022;
 - the unaudited Condensed Standalone Statement of Profit and Loss (including other comprehensive income) for the quarter and half year ended September 30, 2022;
 - the unaudited Condensed Standalone Statement of Cash flow for the quarter and half year ended September 30, 2022;
 - the unaudited Condensed Standalone Statement of Changes in Unitholders’ Equity for the half year ended September 30, 2022;
 - the unaudited Statement of Net Assets at Fair Value as at September 30, 2022;
 - the unaudited Statement of Total Returns at Fair Value for the half year ended September 30, 2022;
 - the unaudited Condensed Statement of Net Distributable Cash Flow for the quarter and half year ended September 30, 2022; and
 - summary of the significant accounting policies and select explanatory notes
- 2. The Condensed Standalone Interim Financial Statements, which is the responsibility of the Investment Manager and approved by the Board of Directors of the Investment Manager, have been prepared in accordance with the requirements of the REIT Regulations; Indian Accounting Standard

These Condensed Standalone Interim Financial Statements are being submitted by the REIT pursuant to the requirements of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT Regulations”).

34 “Interim Financial Reporting” (“Ind AS 34”), prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations. Our responsibility is to express a conclusion on the Condensed Standalone Interim Financial Statements based on our review.

Scope of Review

- 3. We conducted our review of the Condensed Standalone Interim Financial Statements in accordance with the Standard on Review Engagements (SRE) 2410 ‘Review of Interim Financial Information Performed by the Independent Auditor of the Entity’, issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Investment Manager’s personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by ICAI and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

- 4. Based on our review, nothing has come to our attention that causes us to believe that the accompanying Condensed Standalone Interim Financial Statements, have not been prepared in accordance with the REIT Regulations, Ind AS 34, prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations.

Emphasis of matter

- 5. We draw attention to Note 10(a)(i) which describe the presentation of “Unit Capital” as “Equity” to comply with REIT Regulations. Our conclusion is not modified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm’s Reg. No. 015125N)

Anand Subramanian
Partner

Place: Bengaluru (Membership No. 110815)
Date: November 07, 2022 (UDIN: 22110815BCIWJB5845)

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Standalone Balance Sheet

Particulars	Note	As at 30 September 2022 (Unaudited)	As at 31 March 2022 (Audited)
ASSETS			
Non-current assets			
Financial assets			
- Investments	3	62,941.15	62,965.85
- Loans	4	24,144.50	25,891.50
- Other financial assets	5	-	30.00
Non-current tax assets (net)	6	0.59	17.51
Total non-current assets		87,086.24	88,904.86
Current assets			
Financial assets			
- Cash and cash equivalents	7	1,718.40	1,755.13
- Other financial assets	8	628.46	645.72
Other current assets	9	138.49	0.12
Total current assets		2,485.35	2,400.97
TOTAL ASSETS		89,571.59	91,305.83
EQUITY AND LIABILITIES			
Equity			
Unit Capital	10	88,289.05	89,867.31
Other equity	11	1,174.02	1,387.46
Total equity		89,463.07	91,254.77
LIABILITIES			
Current liabilities			
Financial liabilities			
- Trade payables	12		
total outstanding dues of micro enterprises and small enterprises		0.11	-
total outstanding dues of creditors other than micro enterprises and small enterprises		33.43	31.72
- Other financial liabilities	13	72.49	6.32
Other current liabilities	14	0.36	13.02
Current tax liabilities (net)	15	2.13	-
Total current liabilities		108.52	51.06
Total liabilities		108.52	51.06
TOTAL EQUITY AND LIABILITIES		89,571.59	91,305.83
Significant accounting policies	2		

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Standalone Statement of Profit and Loss

Particulars	Note	For the quarter ended 30 September 2022 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the quarter ended 30 September 2021 (Unaudited)	For the half year ended 30 September 2022 (Unaudited)	For the half year ended 31 March 2022 (Unaudited)	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)
Income and gains								
Dividend		30.00	22.00	30.00	52.00	42.00	180.00	222.00
Interest	16	835.32	855.00	1,154.83	1,690.32	2,061.81	2,297.87	4,359.68
Other income	17	-	-	-	-	126.78	-	126.78
Total income		865.32	877.00	1,184.83	1,742.32	2,230.59	2,477.87	4,708.46
Expenses and losses								
Valuation Expenses		4.39	1.67	2.99	6.06	7.67	3.93	11.60
Audit Fees		4.05	3.44	2.36	7.49	8.26	5.90	14.16
Investment management fees		20.26	20.32	24.92	40.58	35.30	45.91	81.21
Trustee fees		0.74	0.74	0.74	1.48	1.47	1.48	2.95
Legal and professional expense		4.81	8.57	4.35	13.38	12.60	7.17	19.77
Other expenses	18	31.23	8.24	4.86	39.47	11.34	30.41	41.75
Total expenses		65.48	42.98	40.22	108.46	76.64	94.80	171.44
Profit before Income tax		799.84	834.02	1,144.61	1,633.86	2,153.95	2,383.07	4,537.02
Tax expense:	19							
Current tax		3.37	4.30	4.12	7.67	7.50	4.77	12.27
Deferred tax		-	-	-	-	-	-	-
Tax expense for the period/ year		3.37	4.30	4.12	7.67	7.50	4.77	12.27
Profit for the period/year after income tax		796.47	829.72	1,140.49	1,626.19	2,146.45	2,378.30	4,524.75
Other comprehensive income								
Items that will not be reclassified to profit or loss								
- Remeasurement of defined benefit obligations		-	-	-	-	-	-	-
- Income tax related to items that will not be reclassified to profit or loss		-	-	-	-	-	-	-
Other comprehensive income for the period/year, net of tax		-	-	-	-	-	-	-
Total comprehensive income for the period/year		796.47	829.72	1,140.49	1,626.19	2,146.45	2,378.30	4,524.75
Earnings per unit	24							
Basic		2.38	2.48	3.77	4.85	6.81	7.85	14.64
Diluted		2.38	2.48	3.77	4.85	6.81	7.85	14.64
Significant accounting policies	2							

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Standalone Statement of Cash Flows

Particulars	For the quarter ended 30 September 2022 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the quarter ended 30 September 2021 (Unaudited)	For the half year ended 30 September 2022 (Unaudited)	For the half year ended 31 March 2022 (Unaudited)	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)
Cash flows from operating activities :							
Profit before tax	799.84	834.02	1,144.61	1,633.86	2,153.95	2,383.07	4,537.02
Adjustments for :							
Dividend income	(30.00)	(22.00)	(30.00)	(52.00)	(42.00)	(180.00)	(222.00)
Interest income on loans to subsidiaries	(808.15)	(825.65)	(1,145.21)	(1,633.80)	(2,029.32)	(2,286.72)	(4,316.04)
Interest income on debentures	(19.29)	(19.29)	-	(38.58)	(14.94)	-	(14.94)
Interest income on fixed deposits	(7.88)	(8.88)	(9.62)	(16.76)	(17.55)	(11.15)	(28.70)
Loss/(Gain) on investment in 15% Compulsory Convertible Debentures at fair value through profit or loss	24.70	-	-	24.70	(126.78)	-	(126.78)
Operating cash flows before working capital changes	(40.78)	(41.80)	(40.22)	(82.58)	(76.64)	(94.80)	(171.44)
Movements in working capital:							
(Increase)/Decrease in other current and non current assets	(63.30)	(9.58)	(0.82)	(72.88)	5.26	(5.38)	(0.12)
Decrease in current and non current financial assets -other	30.00	-	-	30.00	-	-	-
Increase/ (Decrease) in current financial liabilities - trade payables	3.03	(1.21)	5.52	1.82	0.22	9.71	9.93
(Decrease)/ Increase in current and non current financial liabilities - others	(2.32)	2.32	(7.57)	-	(3.73)	(79.20)	(82.93)
Increase/(Decrease) in other current and non current liabilities	0.67	1.49	0.63	2.16	(1.97)	(4.71)	(6.68)
Cash used in operating activities	(72.70)	(48.78)	(42.46)	(121.48)	(76.86)	(174.38)	(251.24)
Income taxes (paid)/ refunds received (net)	(2.72)	14.10	(3.83)	11.38	(8.79)	(4.07)	(12.86)
Net cash used in operating activities (A)	(75.42)	(34.68)	(46.29)	(110.10)	(85.65)	(178.45)	(264.10)
Cash flows from investing activities :							
Loan to subsidiaries	-	(335.00)	(188.00)	(335.00)	(5,773.50)	(188.00)	(5,961.50)
Loan repaid by subsidiaries	886.00	1,196.00	605.00	2,082.00	15,268.00	902.00	16,170.00
Investment in equity shares of subsidiary	-	(11.52)	-	(11.52)	(7,946.85)	-	(7,946.85)
Investment in debentures issued by subsidiary	-	-	-	-	(5,311.17)	-	(5,311.17)
Interest received on fixed deposits	8.16	8.77	9.40	16.93	17.83	10.54	28.37
Interest received on investment in debentures	19.29	19.29	-	38.58	42.97	387.08	430.05
Interest received on loan to subsidiaries	807.93	842.96	1,315.26	1,650.89	1,757.42	2,457.21	4,214.63
Dividend received	30.00	22.00	30.00	52.00	42.00	180.00	222.00
Net cash generated from / (used in) investing activities (B)	1,751.38	1,742.50	1,771.66	3,493.88	(1,903.30)	3,748.83	1,845.53

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Standalone Statement of Cash Flows

Particulars	For the quarter ended 30 September 2022 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the quarter ended 30 September 2021 (Unaudited)	For the half year ended 30 September 2022 (Unaudited)	For the half year ended 31 March 2022 (Unaudited)	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)
Cash flows from financing activities :							
Proceeds from issue of units	-	-	-	-	4,949.83	-	4,949.83
Expense incurred towards initial public offerings	-	-	(18.08)	-	(225.74)	(976.23)	(1,201.97)
Expense incurred towards preferential allotment	-	(4.00)	-	(4.00)	(44.92)	-	(44.92)
Distribution to unitholders	(1,707.68)	(1,708.83)	(1,816.81)	(3,416.51)	(3,330.72)	(1,816.81)	(5,147.53)
Net cash (used in) / generated from financing activities (C)	(1,707.68)	(1,712.83)	(1,834.89)	(3,420.51)	1,348.45	(2,793.04)	(1,444.59)
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(31.72)	(5.01)	(109.52)	(36.73)	(640.50)	777.34	136.84
Cash and cash equivalents at the beginning of the period/ year	1,750.12	1,755.13	2,505.15	1,755.13	2,395.63	1,618.29	1,618.29
Cash and cash equivalents at the end of the period/ year (refer note 7)	1,718.40	1,750.12	2,395.63	1,718.40	1,755.13	2,395.63	1,755.13
Components of cash and cash equivalents at the end of the period/ year							
Balances with banks							
- in current account	2.40	17.12	24.66	2.40	35.13	24.66	35.13
- in escrow account	-	-	150.97	-	-	150.97	-
- in deposit account	1,716.00	1,733.00	2,220.00	1,716.00	1,720.00	2,220.00	1,720.00
	1,718.40	1,750.12	2,395.63	1,718.40	1,755.13	2,395.63	1,755.13

- The cash flow statement has been prepared in accordance with "Indirect Method" as set out in Indian Accounting Standard -7 : "Statement on Cash Flows".
- The Trust had issued Units in exchange for investments in SPVs during the year ended 31 March 2022. The same has not been reflected in condensed Standalone Statement of Cash Flows since these were non-cash transactions.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Standalone Statement of Changes in Unitholder's Equity

(a) UNIT CAPITAL

	Unit in Nos.	Amount
Balance as on 01 April 2021	302,801,601	81,774.78
Changes in unit capital during the previous year:		
Less: Distribution to Unitholders for the quarter ended 30 June 2021 [#]	-	(297.05)
Less: Distribution to Unitholders for the quarter ended 30 September 2021 [#]	-	(605.60)
Less: Distribution to Unitholders for the quarter ended 31 December 2021 [#]	-	(481.45)
Add: Units issued during the year (refer note 10)	32,285,472	9,500.00
Add: Reversal of issue expenses no longer payable	-	25.55
Less: Expense incurred towards preferential allotment	-	(48.92)
Balance at the end of the previous reporting year 31 March 2022	335,087,073	89,867.31
Balance as on 01 April 2022	335,087,073	89,867.31
Changes in unit capital during the current period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2022 [#]	-	(720.44)
Less: Distribution to Unitholders for the quarter ended 30 June 2022 [#]	-	(857.82)
Balance at the end of the current reporting period 30 September 2022	335,087,073	88,289.05

(b) OTHER EQUITY

Particulars	Retained earnings
Balance as on 01 April 2021	626.23
Add: Profit for the year ended 31 March 2022	4,524.75
Add: Other comprehensive income for the year ended 31 March 2022	-
Add: Total Comprehensive Income for the previous year	4,524.75
Less: Distribution to Unitholders for the quarter ended 30 June 2021 [#]	(1,519.76)
Less: Distribution to Unitholders for the quarter ended 30 September 2021 [#]	(1,211.21)
Less: Distribution to Unitholders for the quarter ended 31 December 2021 [#]	(1,032.55)
Balance as at 31 March 2022	1,387.46
Balance as on 01 April 2022	1,387.46
Add: Profit for the half year ended 30 September 2022	1,626.19
Add: Other comprehensive income for the half year ended 30 September 2022	-
Add: Total Comprehensive Income for the current half year	1,626.19
Less: Distribution to Unitholders for the quarter ended 31 March 2022 [#]	(988.51)
Less: Distribution to Unitholders for the quarter ended 30 June 2022 [#]	(851.12)
Balance as at 30 September 2022	1,174.02

[#]The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Brookfield India REIT under the REIT Regulations.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

A. Statement of Net Assets at Fair Value

S. No.	Particulars	As at 30 September 2022		As at 31 March 2022	
		Book Value	Fair value	Book Value	Fair value
A	Assets	89,571.59	112,983.81	91,305.83	111,905.55
B	Liabilities	(108.52)	(108.52)	(51.06)	(51.06)
C	Net Assets (A-B)	89,463.07	112,875.29	91,254.77	111,854.49
D	No. of units	335,087,073	335,087,073	335,087,073	335,087,073
E	NAV per unit (C/D)	266.98	336.85	272.33	333.81

1. Measurement of fair values

The fair value of investments in SPVs is primarily determined basis the fair value of the underlying investment property, along with fair value of other assets and liabilities of the respective SPV's as at 30 September 2022 and 31 March 2022. The fair value of investment properties and investment property under development has been determined by independent external registered property valuer, having appropriately recognized professional qualifications and recent experience in the location and category of the properties being valued.

Valuation technique

The fair value measurement of the investment properties and investment property under development has been categorized as a Level 3 fair value based on the inputs to the valuation technique used.

The valuers have followed a discounted cash flow method. The discounted cash flow method considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, average sq. ft. rent and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investors expected return.

2. Break up of Net asset value

Particulars	As at 30 September 2022	As at 31 March 2022
Fair value of investments in SPVs	111,126.16	110,102.45
Add: Other assets	1,857.65	1,803.10
Less: Liabilities	(108.52)	(51.06)
Net Assets	112,875.29	111,854.49

3. The Trust holds investment in SPVs which in turn hold the properties. Hence, the breakup of property wise fair values has been disclosed in the Consolidated financial statements.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

B. Statement of Total Return at Fair Value

S. No.	Particulars	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
A	Total comprehensive Income	1,626.19	2,146.45	2,378.30	4,524.75
B	Add: Changes in fair value not recognized in the other comprehensive	2,494.40	3,450.73	1,567.94	5,018.67
C	(A+B) Total Return	4,120.59	5,597.18	3,946.24	9,543.42

The REIT acquired investments in SPVs on 8 February 2021 and 24 January 2022 as fully described in Note 1. The changes in fair value for the half year ended 30 September 2022, 31 March 2022 and 30 September 2021 and year ended 31 March 2022 has been computed based on the changes in fair value of the underlying assets and liabilities of SPVs (including investment properties and investment property under development) as at 30 September 2022, 31 March 2022, 30 September 2021 and 31 March 2022 as compared with the values as at 31 March 2022, 30 September 2021, 31 March 2021 and 31 March 2021 respectively, after adjusting changes in book value of assets and liabilities between these dates. The fair values of the investment properties and investment property under development as at 30 September 2022, 31 March 2022 and 30 September 2021 are solely based on the valuation report of the independent registered valuer appointed under the REIT Regulations.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

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Alok Aggarwal

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Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sr. No.	Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
1	Cash flows received from Asset SPVs, CIOP/Operating Service Provider and any investment entity in the form of:							
	▪ Interest (net of applicable taxes, if any)	825.29	860.34	1,315.26	1,685.63	1,796.09	2,844.29	4,640.38
	▪ Dividends (net of applicable taxes, if any)	30.00	22.00	30.00	52.00	42.00	180.00	222.00
	▪ Repayment of Shareholder Debt (or debentures and other similar instruments)	886.00	1,196.00	605.00	2,082.00	15,268.00	902.00	16,170.00
	▪ Proceeds from buy-backs/ capital reduction/ redemptions (net of applicable taxes)	-	-	-	-	-	-	-
2	Add: Proceeds from sale, (transfer or liquidation or redemption or otherwise realization) of investments (including cash equivalents), assets or shares of/interest in Asset SPVs, or any form of fund raise at Brookfield REIT level, adjusted for the following:	-	-	-	-	4,949.83	-	4,949.83
	▪ Applicable capital gains and other taxes	-	-	-	-	-	-	-
	▪ Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-
	▪ Directly attributable transaction costs	-	-	-	-	(168.38)	-	(168.38)
	▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	(4,781.45)	-	(4,781.45)
	▪ Investment in shares or debentures or shareholder debt of Asset SPVs and/ or CIOP/ Operating Service Provider or other similar investments	-	-	-	-	-	-	-
	▪ Lending to Assets SPVs and/ or CIOP/ Operating Service Provider	-	-	-	-	-	-	-
3	Add: Proceeds from sale (transfer or liquidation or redemption or otherwise realization) of investments, assets or shares of/ interest in Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sr. No.	Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the half year ended 31 March 2022
4	Add: Any other income received at the Brookfield REIT level and not captured herein, or refund/ waiver/ cessation of any expenses/ liability.	8.15	9.96	9.40	18.11	17.83	10.54	28.37
5	Less: Any other expense (whether in the nature of revenue or capital expenditure) or any liability or other payouts required at the Brookfield REIT level, and not captured herein.	(40.78)	(42.98)	(40.26)	(83.76)	(73.12)	(72.60)	(145.72)
6	Less: Any payment of fees, including but not limited to:							
	▪ Trustee fees	-	(2.95)	(2.95)	(2.95)	-	(5.16)	(5.16)
	▪ REIT Management Fees	(20.29)	(18.39)	(22.95)	(38.68)	(39.91)	(22.95)	(62.86)
	▪ Valuer fees	(3.37)	-	(0.98)	(3.37)	(6.84)	(5.82)	(12.66)
	▪ Legal and professional fees	(5.29)	(15.24)	(10.25)	(20.53)	(4.28)	(11.97)	(16.25)
	▪ Trademark license fees	-	-	-	-	-	-	-
	▪ Secondment fees	-	-	-	-	-	-	-
7	Add: Cash flow received from Asset SPV and investment entity, if any including to the extent not covered above:							
	▪ repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-
	▪ proceeds from buy-backs/ capital reduction	-	-	-	-	-	-	-
8	Add/ (Less): Debt drawdown/ (payment) of interest and repayment on external debt (including any loans, bonds, debentures or other form of debt funding) at the Brookfield REIT level.	-	-	-	-	-	-	-
9	Less: Income tax and other taxes (if applicable) at the Standalone Brookfield REIT level (net of any tax refunds).	(0.79)	16.01	(3.83)	15.22	(4.49)	(4.07)	(8.56)
10	Add/(Less): Cash inflows and outflows in relation to any real estate properties held directly by the Brookfield REIT, to the extent not covered above (if any).	-	-	-	-	-	-	-
11	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, etc.	37.80	(305.41)	68.83	(267.61)	(14,002.74)	77.78	(13,924.96)
	NDCF	1,716.72	1,719.34	1,947.27	3,436.06	2,992.54	3,892.04	6,884.58

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

- The difference between SPV level NDCF and REIT level NDCF is primarily on account of utilization of opening cash at the SPV level for the half year/ year ended 31 March 2022 and quarter/ half year ended 30 September 2021.
- The difference between REIT level NDCF and distributions to unitholders for the half year ended 31 March 2022 is on account of utilization of surplus NDCF post distribution to unitholders till 30 September 2021.

Notes:

- The Board of Directors of the Manager to the Trust, in their meeting held on 07 November 2022, have declared distribution to Unitholders of ₹5.10 per unit which aggregates to ₹1,708.94 million for the quarter ended 30 September 2022. The distributions of ₹5.10 per unit comprises ₹2.42 per unit in the form of interest payment on shareholder loan and CCD's, ₹0.09 per unit in the form of dividend, ₹2.57 per unit in the form of repayment of SPV debt and the balance ₹0.02 per unit in the form of interest on fixed deposit.
Along with distribution of ₹1,708.94 million/ ₹5.10 per unit for the quarter ended 30 June 2022, the cumulative distribution for the half year ended 30 September 2022 aggregates to ₹3,417.88 million/ ₹10.20 per unit.
- NDCF for the quarter and half year ended 30 September 2022 is computed in accordance with the NDCF framework under the Distribution Policy as approved in the Offer Document.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

1. TRUST INFORMATION

Brookprop Management Services Private Limited (the ‘Settlor’) has set up the Brookfield India Real Estate Trust (Brookfield India REIT/Trust) on 17 July 2020 as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 14 September 2020 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014. The Trustee to Brookfield India Real Estate Trust is Axis Trustee Services Limited (the ‘Trustee’) and the Manager for Brookfield India Real Estate Trust is Brookprop Management Services Private Limited (the ‘Manager’).

The objectives of Brookfield India REIT is to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Brookfield India REIT is to own and invest in rent or income generating real

estate and related assets in India with the objective of producing stable and sustainable distributions to Unitholders.

Activities during the period ended 31 March 2021:

Brookfield India REIT acquired the following Special Purpose Vehicles (‘SPVs’) by acquiring all the equity interest held by the Sponsor and certain members of Sponsor Group (refer note 27) on 08 February 2021. In exchange for these equity interests, the above shareholders have been allotted 164,619,801 Units of Brookfield India REIT valued at ₹275/- each.

Brookfield India REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 08 February 2021 and 11 February 2021.

All these Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 16 February 2021.

The brief activities and shareholding pattern of the SPVs are provided below:

Name of SPV	Activities	Shareholding up to 07 February 2021 (in percentage)	Shareholding from 08 February 2021 (in percentage)
Shantiniketan Properties Private Limited (‘SPPL Noida’)	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS sector in Sector 62, Noida, Uttar Pradesh.	BSREP India Office Holdings Pte. Ltd.: 100% BSREP Moon C1 L.P.: 0.00% (10 Shares)	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Candor Kolkata One Hi-Tech Structures Private Limited (‘Candor Kolkata’)	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in New Town, Rajarhat, Kolkata and Sector 21, Dundaheera Gurugram	BSREP India Office Holdings V Pte. Ltd.: 99.97% BSREP India Office Holdings Pte. Ltd.: 0.03%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Candor India Office Parks Private Limited (‘CIOP’)	Providing management related service including facilities management service and property management services.	BSREP Moon C1 L.P.: 99.99% BSREP Moon C2 L.P. : 0.01%	Brookfield India REIT : 100% Candor Kolkata One Hi-Tech Structures Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Festus Properties Private Limited (‘Festus’)	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Powai, Mumbai.	Kairos Property Managers Pvt. Ltd.:10.76% BSREP II India Office Holdings II Pte. Ltd.:89.24%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

Activities during the previous year ended 31 March 2022:

Brookfield India REIT acquired the following Special Purpose Vehicle (‘SPV’) by acquiring all the equity interest held by certain members of Sponsor Group (refer note 27) on 24 January 2022. In exchange for these equity interests, the above shareholders have been paid cash of ₹8,334.57 million and allotted 15,463,616 Units of Brookfield India REIT valued at ₹294.25 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 01 February 2022.

Name of SPV	Activities	Shareholding up to 23 January 2022 (in percentage)	Shareholding from 24 January 2022 (in percentage)
Seaview Developers Private Limited (‘SDPL Noida’)	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Sector 135, Noida, Uttar Pradesh.	BSREP India Office Holding IV Pte. Ltd.: 99.96% BSREP India Office Holdings Pte. Ltd.: 0.04%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of Condensed Standalone financial statements

The Interim Condensed Standalone Financial Statements (Condensed Standalone Financial Statements) of Brookfield India REIT comprises:

- the Condensed Standalone Balance Sheet,
- the Condensed Standalone Statement of Profit and Loss (including other comprehensive income),
- the Condensed Standalone Statement of Cash Flows,
- the Condensed Standalone Statement of Changes in Unitholders’ Equity,
- a summary of significant accounting policies and other explanatory information.

Additionally, it includes the Statement of Net Assets at Fair Value, the Statement of Total Returns at Fair Value, the Statement of Net Distributable Cash Flow of Brookfield India REIT and other additional financial disclosures as required under the SEBI (Real Estate Investment Trusts) Regulations, 2014. The Condensed Standalone Financial Statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Manager on behalf of the Brookfield India REIT on 07 November 2022. The Condensed Standalone Financial Statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time read with the SEBI circular number CIR/IMD/DF/146/2016 dated 29 December 2016 (‘REIT Regulations’); Indian Accounting Standard (Ind AS) 34 ‘Interim Financial Reporting’, as defined in Rule 2(1) (a) of the Companies (Indian Accounting Standards) Rules, 2015 (‘Ind AS’) to the extent not inconsistent with the REIT Regulations (refer note 10(a)(i) on presentation of ‘Unit Capital’ as ‘Equity’ instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Accordingly, these Condensed Standalone Financial Statements do not include all the information required for a complete set of financial statements. These Condensed Standalone Financial Statements should be read in conjunction with the standalone financial statements and related notes included in the Trust’s standalone financial statements under IND AS for the year ended 31 March 2022. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Condensed Standalone Financial Statements are presented in Indian Rupees in Millions, except when otherwise indicated.

2.2 Significant accounting policies

a) Functional and presentation currency

The Condensed Standalone Financial Statements are presented in Indian rupees, which is Brookfield India REIT’s functional currency and the currency of the primary economic environment in which Brookfield India REIT operates. All financial information presented in Indian rupees has been rounded off to nearest million except unit and per unit data.

b) Basis of measurement

The Condensed Standalone Financial Statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

The Condensed Standalone Financial Statements have been prepared on a going concern basis.

c) Use of judgments and estimates

The preparation of Condensed Standalone Financial Statements in conformity with generally accepted accounting principles in India (Ind AS), to the extent not inconsistent with the REIT regulations, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Condensed Standalone Financial Statements is included in the following notes:

- (i) Presentation of "Unit Capital" as "Equity" in accordance with the REIT Regulations instead of compound instrument (Note 10)
- (ii) Estimation of uncertainties relating to the global health pandemic from Covid-19 (Note 25)
- (iii) Impairment of investments and loans in subsidiaries
- (iv) Fair valuation and disclosures
SEBI Circulars issued under the REIT Regulations require disclosures relating to net assets at fair value and total returns at fair value.

d) Current versus non-current classification

Brookfield India REIT presents assets and liabilities in the Condensed Standalone Balance Sheet based on current/ non-current classification:

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Brookfield India REIT classifies all other assets as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in normal operating cycle of Brookfield India REIT;

- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Brookfield India REIT does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Brookfield India REIT classifies all other liabilities as non-current.

Current assets/liabilities include current portion of non-current financial assets/ liabilities respectively. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

e) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, Brookfield India REIT takes into account the characteristics of the asset or liability and how market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Inputs to fair value measurement techniques are disaggregated into three hierarchical levels, which are directly based on the degree to which inputs to fair value measurement techniques are observable by market participants:

- Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2: Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the asset's or liability's anticipated life.

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

- Level 3: Inputs are unobservable and reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs in determining the estimate.

Fair value measurement framework is adopted by Brookfield India REIT to determine the fair value of various assets and liabilities measured or disclosed at fair value.

f) Impairment of non-financial assets

Brookfield India REIT assesses, at each reporting date, whether there is an indication that a non-financial asset other than deferred tax assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, Brookfield India REIT estimates the asset's recoverable amount. Goodwill is tested annually for impairment.

An impairment loss is recognized in the Condensed Standalone Statement of Profit and Loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

Impairment losses are recognized in the Condensed Standalone Statement of Profit and Loss, unless it reverses previous revaluation credited to equity, in which case it is charged to equity.

Goodwill (if any) arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from the synergies of the combination.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. In estimating value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets, such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

g) Investment in SPV's

The Trust has elected to recognize its investments in SPVs at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements.'

The details of such investment are given in note 3.

Assets representing investments in SPVs are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable, such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

h) Foreign currency transactions

Items included in the financial statements of the Brookfield India REIT are measured using the currency of the primary economic environment in which the Brookfield India REIT operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Brookfield India REIT functional and presentation currency.

Foreign currency transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at reporting period end exchange rates are generally recognized in the Statement of profit and loss.

i) Errors, estimates and change in accounting policy

The Brookfield India REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Condensed Standalone Financial Statements. Changes in accounting policies are applied retrospectively, wherever applicable.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets - Recognition

All financial assets are recognized initially at fair value (except for trade receivables which are initially measured at transaction price) plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

■ Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

■ Debt instruments at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss is recognized in statement of profit and loss. On derecognition of the asset, cumulative gains or losses previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

■ Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

In addition, the Brookfield India REIT may elect to designate a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ₹ accounting mismatch'). The Brookfield India REIT has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit or loss.

■ Equity instruments measured at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Brookfield India REIT may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Brookfield India REIT makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Brookfield India REIT decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Brookfield India REIT may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit and loss.

(ii) Financial Assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e., removed from the Brookfield India REIT balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Brookfield India REIT has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Brookfield India REIT has transferred substantially all the risks and rewards of the asset, or (b) the Brookfield India REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Impairment of financial assets

Brookfield India REIT recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component and lease receivables is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable and lease receivables, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date, is recognized as an impairment gain or loss in the Statement of Profit and Loss.

Trade Receivables are generally written off against the allowance only after all means of collection have been exhausted and the potential for recovery is considered remote.

(iv) Financial liabilities - Recognition and Subsequent measurement

Brookfield India REIT financial liabilities are initially measured at fair value less any attributable transaction costs. Subsequent to initial measurement, these are measured at amortized cost using the effective interest rate ('EIR') method or at fair value through profit or loss (FVTPL).



Condensed Standalone Financial Statements

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Notes to the Standalone Financial Statements

Brookfield India REIT financial liabilities include trade and other payables, Loans and borrowings including bank overdrafts.

The measurement of financial liabilities depends on their classification, as described below:

■ Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through Statement of profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Brookfield India REIT that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in Statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through Statement of profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains or losses are not subsequently transferred to statement of profit and loss. However, the Brookfield India REIT may transfer the cumulative gains or losses within equity. All other changes in fair value of such liability are recognized in Statement of profit and loss. The Brookfield India REIT has not designated any financial liability as at fair value through profit or loss.

■ Financial liabilities at amortized cost

Financial liabilities that are not held for trading, or designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

(v) Financial liabilities - Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of profit and loss as other gains/(losses).

(vi) Income/loss recognition

■ Interest income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Brookfield India REIT estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

k) Leases

At inception of a contract, the Brookfield India REIT assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an

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Notes to the Standalone Financial Statements

identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Brookfield India REIT assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Brookfield India REIT has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Brookfield India REIT has the right to direct the use of the asset. The Brookfield India REIT has this right when it has the decision making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Brookfield India REIT has the right to direct the use of the asset if either:
 - the Brookfield India REIT has the right to operate the asset; or
 - the Brookfield India REIT designed the asset in a way that predetermines how and for what purpose it will be used..

As a lessee

The Brookfield India REIT recognizes a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-

of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Brookfield India REIT incremental borrowing rate. Generally, the Brookfield India REIT uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Brookfield India REIT is reasonably certain to exercise, lease payments in an optional renewal period if the Brookfield India REIT is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Brookfield India REIT is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Brookfield India REIT's estimate of the amount expected to be payable under a residual value guarantee, or if the Brookfield India REIT changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

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Notes to the Standalone Financial Statements

The Brookfield India REIT presents right-of-use assets that do not meet the definition of investment property in ‘property, plant and equipment’ and lease liabilities (current and non-current) in the statement of financial position.

The Brookfield India REIT has elected not to recognize right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Brookfield India REIT recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a Lessor

The Brookfield India REIT enters into lease agreements as a lessor with respect to its investment properties.

Leases for which the Brookfield India REIT is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Brookfield India REIT is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of the Brookfield India REIT’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Brookfield India REIT’s net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Brookfield India REIT applies Ind AS 115 to allocate the consideration under the contract to each component.

l) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue is recognised when recovery of the consideration is probable and the amount of revenue can be measured reliably.

Recognition of dividend income, interest income

Dividend income is recognised in profit or loss on the date on which the Brookfield India REIT’s right to receive payment is established.

Interest income is recognised using the effective interest method. The ‘effective interest rate’ is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

m) Taxation

Income tax expense comprises current and deferred tax. It is recognized in Statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or in other comprehensive income.e.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

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Notes to the Standalone Financial Statements

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Brookfield India REIT is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on initial recognition of goodwill.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, Brookfield India REIT recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets—unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised. Further, no deferred tax asset/liabilities are recognized in respect of temporary differences that reverse within tax holiday period.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Brookfield India REIT expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

n) Provisions and contingencies

A provision is recognized when the Brookfield India REIT has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Brookfield India REIT or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Brookfield India REIT does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.



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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

o) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of segments:

In accordance with Ind AS 108- Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Chief Operating Decision Maker ('CODM') to allocate resources to the segments and assess their performance. An operating segment is a component of the Brookfield India REIT that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Brookfield India REIT's other components.

Based on an analysis of Brookfield India REIT's structure and powers conferred to the Manager to Brookfield India REIT, the Governing Board of the Manager (Brookprop Management Services Private Limited) has been identified as the Chief Operating Decision Maker ('CODM'), since they are empowered for all major decisions w.r.t. the management, administration, investment, disinvestment, etc.

As the Brookfield India REIT is primarily engaged in the business of developing and maintaining commercial real estate properties in India, CODM reviews the entire business as a single operating segment and accordingly disclosure requirements of Ind AS 108 "Operating Segments" in respect of reportable segments are not applicable.

p) Subsequent events

The Condensed Standalone Financial Statements are prepared after reflecting adjusting and non-adjusting events that occur after the reporting period but before the Condensed Standalone Financial Statements are authorized for issue.

q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

r) Earnings per unit

Basic earnings per unit is calculated by dividing the net profit / (loss) for the period attributable to unit holders of the Brookfield India REIT by the weighted average number of units outstanding during the period.

For the purpose of calculating diluted earnings per unit, the profit or loss for the period attributable to unit holders of the Brookfield India REIT and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential units that are dilutive and which either reduces earnings per unit or increase loss per units are included.

s) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Condensed Standalone Balance Sheet when, and only when, the Brookfield India REIT currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously..

t) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Brookfield India REIT are segregated. For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits..

u) Cash distribution to Unitholders

The Brookfield India REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized, and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Board of Directors of the Manager. A corresponding amount is recognized directly in equity.

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

3. NON CURRENT FINANCIAL ASSETS - INVESTMENTS

	As at 30 September 2022	As at 31 March 2022
Trade, unquoted, Investments in Subsidiaries (at cost) (refer note below)		
97,526 (31 March 2022: 97,526) Equity shares of Candor Kolkata One Hi-Tech Structures Private Limited of ₹10 each, fully paid up	24,761.39	24,761.39
143,865,096 (31 March 2022: 143,865,096) Equity shares of Shantiniketan Properties Private Limited of ₹10 each, fully paid up	11,407.83	11,407.83
464,641,121 (31 March 2022: 464,641,121) Equity shares of Festus Properties Private Limited of ₹10 each, fully paid up	8,655.46	8,655.46
9,999 (31 March 2022: 9,999) Equity shares of Candor India Office Parks Private Limited of ₹10 each, fully paid up	220.20	220.20
17,381 (31 March 2022: 17,381) Equity shares of Seaview Developers Private Limited of ₹10 each, fully paid up	12,482.97	12,482.97
	57,527.85	57,527.85
Investments in 15% Compulsorily Convertible Debentures (Debentures)*	5,413.30	5,438.00
	62,941.15	62,965.85

During the year ended 31 March 2022, The Trust has paid cash of ₹13,153.83 million and issued 15,463,616 Units as consideration to acquire SDPL, Noida wherein the tradable REIT Units have been valued at ₹294.25 each, aggregating amounting to ₹17,704.00 million.

* Issued by Seaview Developers Private Limited.

Note:

Details of % shareholding in the subsidiaries, held by Trust is as under:

Name of Subsidiary	As at 30 September 2022	As at 31 March 2022
- Candor Kolkata One Hi-Tech Structures Private Limited	100%	100%
- Festus Properties Private Limited	100%	100%
- Shantiniketan Properties Private Limited	100%	100%
- Candor India Office Parks Private Limited	100%	100%
- Seaview Developers Private Limited	100%	100%

4. NON CURRENT FINANCIAL ASSETS - LOANS

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
Loan to Subsidiaries - refer note 27	24,144.50	25,891.50
	24,144.50	25,891.50

Terms for Loan to Subsidiaries

Security: Unsecured

Interest: 12.50% per annum (compounded quarterly).

Repayment:

- Bullet repayment on the date falling at the end of 15 (fifteen) years from the first disbursement date.
- Early repayment option (wholly or partially) is available to the borrower (SPVs).
- The interest on these loan to subsidiaries is receivable on the last date of every financial quarter. Notwithstanding anything to the contrary, the interest with respect to the loans under the facility, shall accrue and become due and receivable only on availability of free cash flow on the interest payment date. In the event on any Interest payment date, the free cash flows are lower than the calculated interest (including any shortfall of past interest periods), the shortfall between the free cash flows and the calculated interest shall be accumulated and become due and receivable from and to the extent of free cash flows available on the subsequent interest payment dates.



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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

5. NON CURRENT FINANCIAL ASSETS - OTHERS

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
Security deposit	-	30.00
	-	30.00

6. NON-CURRENT TAX ASSETS (NET)

	As at 30 September 2022	As at 31 March 2022
Advance income tax	0.59	17.51
	0.59	17.51

7. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

	As at 30 September 2022	As at 31 March 2022
Balance with banks :		
- in current account	2.40	35.13
- in deposit account (with original maturity of 3 months or less)	1,716.00	1,720.00
	1,718.40	1,755.13

8. CURRENT FINANCIAL ASSETS - OTHER

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
To parties other than related parties		
Interest accrued but not due on fixed deposits with banks	0.17	0.34
To related parties (refer note 27)		
Interest accrued but not due on Loan to Subsidiaries	628.29	645.38
	628.46	645.72

9. OTHER CURRENT ASSETS

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
Prepaid expenses*	137.74	-
Advances to vendors	-	0.12
Other advances	0.75	-
	138.49	0.12

* For related parties balance, refer note 27

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

10. UNIT CAPITAL

Particulars	No. of Units	Amount
As at 01 April 2021	302,801,601	81,774.78
Less: Distribution to Unitholders for the quarter ended 30 June 2021	-	(297.05)
Less: Distribution to Unitholders for the quarter ended 30 September 2021	-	(605.60)
Less: Distribution to Unitholders for the quarter ended 31 December 2021	-	(481.45)
Add: Reversal of issue expenses no longer payable (refer note iv below)	-	25.55
Add: Units issued on preferential basis during the year		
- pursuant to the preferential allotment, issued, subscribed and fully paid-up in cash (refer note ii below)	16,821,856	4,949.83
- in exchange for equity interest in SPVs (refer note iii below)	15,463,616	4,550.17
Less: Expense incurred towards preferential allotment (refer note iv below)	-	(48.92)
Closing balance as at 31 March 2022	335,087,073	89,867.31
As at 01 April 2022	335,087,073	89,867.31
Less: Distribution to Unitholders for the quarter ended 31 March 2022	-	(720.44)
Less: Distribution to Unitholders for the quarter ended 30 June 2022	-	(857.82)
Closing balance as at 30 September 2022	335,087,073	88,289.05

(a) Terms/rights attached to Units and accounting thereof

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Board of Directors of the Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Brookfield India REIT is required to distribute to Unitholders not less than 90% of the Net Distributable Cash Flows of Brookfield India REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Brookfield India REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unit Capital has been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

- (ii) Initial Public Offering of 138,181,800 Units for cash at price of ₹275 per Unit aggregating to ₹38,000.00 million. Refer note 28 for utilization of IPO proceeds. Further preferential allotment of 16,821,856 Units for cash at price of ₹294.25 per unit aggregating to ₹4,949.83 was made during the year ended 31 March 2022. The preferential allotment was mainly used to fund the SDPL Noida acquisition.

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

- (iii) Brookfield India REIT acquired the SPVs by acquiring all the equity interest held by our Sponsor and certain members of our Sponsor Group. The acquisition of equity interest in the SPVs has been done by issue of 127,892,403 Units of ₹275 each and 15,463,616 Units of ₹294.25 each during the period ended 31 March 2021 and year ended 31 March 2022 respectively, as per the table below.

Name of SPV	Number of Units allotted for acquiring all the equity interest held in the SPVs		
	Sponsor	Sponsor Group (excluding Sponsor)	Total
During the period ended 31 March 2021:			
Candor Kolkata	54,117,888	16,364	54,134,252
Festus	-	31,474,412	31,474,412
SPPL Noida	-	41,483,012	41,483,012
CIOF	-	800,727	800,727
During the previous year ended 31 March 2022:			
SDPL Noida (refer note 1: Trust Information)	-	15,463,616	15,463,616
Total number of Units issued	54,117,888	89,238,131	143,356,019

- (iv) Expenses incurred pertaining to the Initial Public Offering (IPO), preferential allotment and listing of the Units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 - Financial Instruments: Presentation.

(b) Unitholders holding more than 5 percent Units in the Trust

Name of Unitholders	As at 30 September 2022		As at 31 March 2022	
	No. of Units	% of holdings	No. of Units	% of holdings
BSREP India Office Holdings V Pte. Ltd.	54,117,888	16.15%	54,117,888	16.15%
BSREP India Office Holdings Pte Ltd.	41,499,453	12.38%	41,499,373	12.38%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	10.96%	36,727,398	10.96%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	9.39%	28,086,775	8.38%

- (c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further, the Trust has not issued any units for consideration other than cash from the date of registration till the balance sheet date, except as disclosed above.

(d) Unitholding of sponsor group

Name of Unitholders	As at 30 September 2022		As at 31 March 2022		% Change during the half year ended 30 September 2022
	No. of Units	% of holdings	No. of Units	% of holdings	
BSREP India office Holdings V Pte. Ltd.	54,117,888	16.15%	54,117,888	16.15%	0.00%
BSREP India Office Holdings Pte Ltd.	41,499,453	12.38%	41,499,373	12.38%	0.00%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	10.96%	36,727,398	10.96%	0.00%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	9.39%	28,086,775	8.38%	1.01%
Kairos Property Managers Private Limited	-	-	3,387,637	1.01%	-1.01%
BSREP Moon C1 L.P.	-	-	800,650	0.24%	-0.24%
BSREP Moon C2 L.P.	-	-	80	0.00%	-0.00%
BSREP India Office Holdings IV Pte. Ltd.	15,463,616	4.61%	15,463,616	4.61%	0.00%
BSREP India Office Holdings VI Pte. Ltd.	800,650	0.24%	-	-	0.24%

11. OTHER EQUITY*

	As at 30 September 2022	As at 31 March 2022
Reserves and Surplus		
Retained earnings	1,174.02	1,387.46
	1,174.02	1,387.46

*Refer Condensed Standalone Statement of Changes in Unitholders' Equity for detailed movement in other equity balances.

Retained earnings

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit/(loss) after tax is transferred from the Statement of Profit and Loss to the retained earnings account.

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

12. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

	As at 30 September 2022	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	0.11	-
Total outstanding dues of creditors other than micro enterprises and small enterprises*	33.43	31.72
	33.54	31.72

*For balance payable to related parties, refer note 27

13. CURRENT - OTHER FINANCIAL LIABILITIES

	As at 30 September 2022	As at 31 March 2022
Other payables	72.49	6.32
	72.49	6.32

14. OTHER CURRENT LIABILITIES

	As at 30 September 2022	As at 31 March 2022
Statutory dues payable	0.36	13.02
	0.36	13.02

15. CURRENT TAX LIABILITIES (NET)

	As at 30 September 2022	As at 31 March 2022
Provision for income tax	2.13	-
	2.13	-

16. INTEREST INCOME

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Interest Income*							
- on 15% Compulsorily Convertible Debentures (refer note 17 for other changes in fair value)	19.29	19.29	-	38.58	14.94	-	14.94
- on Loans to subsidiaries	808.15	825.65	1,145.21	1,633.80	2,029.32	2,286.72	4,316.04
Interest income on fixed deposits with banks	7.88	8.88	9.62	16.76	17.55	11.15	28.70
Interest on income tax refund	-	1.18	-	1.18	-	-	-
	835.32	855.00	1,154.83	1,690.32	2,061.81	2,297.87	4,359.68

* Refer note 27

17. OTHER INCOME

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Gain on investment in 15% Compulsory Convertible Debentures at fair value through profit or loss (refer note 16 for interest income on these CCDs)	-	-	-	-	126.78	-	126.78
	-	-	-	-	126.78	-	126.78

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

18. OTHER EXPENSES

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Marketing and advertisement expenses	5.61	7.76	4.85	13.37	8.50	8.04	16.54
Donation	-	-	-	-	-	20.00	20.00
Rates and taxes	0.77	-	-	0.77	-	-	-
Loss on investment in 15% Compulsory Convertible Debentures at fair value through profit or loss (refer note 16 for interest income on these CCDs)	24.70	-	-	24.70	-	-	-
Miscellaneous expenses	0.15	0.48	0.01	0.63	2.84	2.37	5.21
	31.23	8.24	4.86	39.47	11.34	30.41	41.75

19. TAX EXPENSE

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Current tax	3.37	4.30	4.12	7.67	7.50	4.77	12.27
Deferred tax	-	-	-	-	-	-	-
	3.37	4.30	4.12	7.67	7.50	4.77	12.27

Brookfield India REIT is a business trust registered under SEBI REIT Regulations, 2014. Hence, the interest and dividend received or receivable by Brookfield India REIT from the SPVs is exempt from tax under section 10(23FC) of the Income Tax Act, 1961 (Act). Further, any expenditure incurred in relation to earning the exempt income is not tax deductible in view of the provisions of section 14A of the Act.

The income of Brookfield India REIT, other than exempt income mentioned above, is chargeable to tax at the maximum marginal rates in force (for the quarter and half year ended 30 September 2022 : 42.744%; for the quarter and year ended 31 March 2022: 42.744%), except for the income chargeable to tax on transfer of short term capital assets under section 111A of the Act and long term capital assets under section 112 of the Act.

20. CONTINGENT LIABILITIES

There are no contingent liabilities as at 30 September 2022 and 31 March 2022.

21. CAPITAL COMMITMENTS

There are no capital commitments as at 30 September 2022 and 31 March 2022.

22. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

i) Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. The Brookfield India REIT has classified its financial instruments, which are measured at fair value, into three levels in accordance with Ind AS.

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

	Carrying value		Fair value	
	As at 30 September 2022	As at 31 March 2022	As at 30 September 2022	As at 31 March 2022
At Amortized Cost				
Financial assets				
Cash and cash equivalents [#]	1,718.40	1,755.13	1,718.40	1,755.13
Loans [*]	24,144.50	25,891.50	25,493.40	28,680.00
Other financial assets [#]	628.46	675.72	628.46	675.72
At FVTPL				
Financial Assets				
15% Compulsorily Convertible Debentures [^]	5,413.30	5,438.00	5,413.30	5,438.00
Total financial assets	31,904.66	33,760.35	33,253.56	36,548.85
At Amortized Cost				
Financial liabilities				
Trade payables [#]	33.54	31.72	33.54	31.72
Other financial liabilities [#]	72.49	6.32	72.49	6.32
Total financial liabilities	106.03	38.04	106.03	38.04

[#] fair value of financial assets and financial liabilities which are recognized at amortized cost has been disclosed to be same as carrying value as the carrying value approximately equals to their fair value.

^{*} Fair value of loan which are recognized at amortized cost, has been calculated at the present value of the future cash flows discounted at the current borrowing rate.

[^] Fair value of 15% Compulsorily Convertible Debentures (15% CCDs) is determined on the basis of Net assets value (NAV) method. These 15% CCDs are classified as level 3 in the fair value hierarchy due to the inclusion of unobservable inputs. The key input to the NAV is fair value of the investment properties.

ii) Measurement of fair values

The different levels of fair value have been defined below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices for instance listed equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no valuation under Level 1 and Level 2. There has been no transfers into or out of Level 3 of the fair value hierarchy for the quarter/ half year ended 30 September 2022 and year ended 31 March 2022.

The Brookfield India REIT's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

iii) Details of significant unobservable inputs

Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value
Financial assets measured at fair value (15% CCDs)	
Fair value of investment property	The estimated fair value would increase (decrease) if fair value of investment property increases (decreases)

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

iv) Sensitivity analysis of Level 3 fair values

For the fair value of 15% CCDs, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects:

30 September 2022	Profit/ (Loss)	
	Increase	Decrease
Fair value of investment property (1% movement)	111.52	(111.52)
31 March 2022	Profit/ (Loss)	
	Increase	Decrease
Fair value of investment property (1% movement)	111.52	(111.52)

(v) Reconciliation of Level 3 fair values

Fair value of 15% CCDs	Amount
Balance as at 24 January 2022	5,311.22
Net change in fair value-unrealized (refer note 17)	126.78
Balance as at 31 March 2022	5,438.00
Balance as at 01 April 2022	5,438.00
Net change in fair value-unrealized (refer note 18)	(24.70)
Balance as at 30 September 2022	5,413.30

23. SEGMENT REPORTING

The Trust does not have any Operating segments as at 30 September 2022 and 31 March 2022, hence disclosure under Ind AS 108, Operating segments has not been provided in the Condensed Standalone Financial Statements.

24. EARNINGS PER UNIT (EPU)

Basic EPU amounts are calculated by dividing the profit for the period/year attributable to Unitholders by the weighted average number of units outstanding during the period/year. Diluted EPU amounts are calculated by dividing the profit attributable to Unitholders by the weighted average number of units outstanding during the period plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The Units of the Trust were allotted on 08 February 2021, 11 February 2021 and 24 January 2022.

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Profit after tax for calculating basic and diluted EPU	796.47	829.72	1,140.49	1,626.19	2,146.45	2,378.30	4,524.75
Weighted average number of Units (Nos.)	335,087,073	335,087,073	302,801,601	335,087,073	315,333,907	302,801,601	309,050,586
Earnings Per Unit							
- Basic (Rupees/unit)	2.38	2.48	3.77	4.85	6.81	7.85	14.64
- Diluted (Rupees/unit)*	2.38	2.48	3.77	4.85	6.81	7.85	14.64

* The Trust does not have any outstanding dilutive units

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

25. UNCERTAINTY RELATING TO THE GLOBAL HEALTH PANDEMIC ON COVID-19:

The COVID-19 pandemic has continued to cause disruption to business activities as well as disrupted travel and adversely impacted local, regional, national and international economic conditions. Brookfield India REIT has considered possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts and fair value of Investments in Subsidiaries. The fair value of investments in subsidiaries is primarily determined basis the fair value of the underlying investment properties as at 30 September 2022. As a result, future revenues and cash flows produced by investment properties could be potentially impacted due to this prevailing uncertainty. In response, Brookfield India REIT has adjusted cash flow assumptions for its estimate of near-term disruption to cash flows to reflect collections, vacancy and assumptions with respect to new leasing activity. In addition, Brookfield India REIT has continued to assess the appropriateness of the discount and terminal capitalization rates giving consideration to changes to property level cash flows and any risk premium inherent in such cash flow changes as well as the current cost of capital and credit spreads. Further, in developing assumptions relating to possible future uncertainties in the Indian economic conditions because of this pandemic; Brookfield India REIT, as at the date of approval of these Condensed Standalone Financial Statements, has used internal and external sources of information including reports on fair valuation of investment properties from property consultants, economic forecast and other information from market sources on the expected future performance of Brookfield India REIT. Based on this analysis, Brookfield India REIT has concluded that there is no impairment to the carrying amount of investments in subsidiaries and the fair value of investments in subsidiaries disclosed in the Condensed Standalone Financial Statements represents the best estimate based on internal and external sources of information on the reporting date.

The impact of COVID-19 on Brookfield India REIT Condensed Standalone Financial Statements may differ from that estimated as at the date of approval of these Condensed Standalone Financial Statements..

26. INVESTMENT MANAGEMENT FEE

REIT Management Fees

Pursuant to the Investment Management Agreement dated 17 July 2020, Investment Manager is entitled to fees @ 1% of NDCF, exclusive of applicable taxes (also refer note 29). The fees has been determined for undertaking management of the REIT and its investments. The said Management fees for the quarter and half year ended 30 September 2022 amounts to ₹20.26 million and ₹40.58 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Manager.

27. RELATED PARTY DISCLOSURES

A. Related parties to Brookfield India REIT as at 30 September 2022

BSREP India Office Holdings V Pte Ltd- Sponsor

Brookprop Management Services Private Limited - Investment Manager

Axis Trustee Services Limited- Trustee

The Ultimate parent entity and sponsor groups, with whom the group has related party transactions during the period, consist of the below entities:

Ultimate parent entity

Brookfield Asset Management Inc. (BAM) , ultimate parent entity and controlling party

Sponsor

BSREP India Office Holdings V Pte Ltd- Sponsor



Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

Sponsor group

- a) BSREP II India Office Holdings II Pte. Ltd. (BSREP II India)
- b) Kairos Property Managers Private Limited (Kairos)
- c) BSREP Moon C1 L.P
- d) BSREP Moon C2 L.P
- e) BSREP India Office Holdings III Pte Ltd. (BSREP India Office III)
- f) BSREP India Office Holdings Pte. Ltd. (BSREP India Holdings)
- g) BSREP India Office Holdings IV Pte. Ltd. (BSREP India Office IV)
- h) BSREP India Office Holdings VI Pte. Ltd. (BSREP India Office VI)

Fellow subsidiaries

Brookfield Property Group LLC

Directors & Key personnel of the Investment Manager (Brookprop Management Services Private Limited)

Directors

Akila Krishnakumar (Independent Director)

Shailesh Vishnubhai Haribhakti (Independent Director)

Anuj Ranjan (Non-Executive Director)

Ankur Gupta (Non-Executive Director)

Key personnel

Alok Aggarwal - Managing director and chief executive officer – India office business

Sanjeev Kumar Sharma - Executive vice president and chief financial officer – India office business

Subsidiary (SPVs) (w.e.f. 08 February 2021)

Candor Kolkata One Hi-Tech Structures Private Limited

Festus Properties Private Limited

Shantiniketan Properties Private Limited

Candor India Office Parks Private Limited

Subsidiary (SPVs) (w.e.f. 24 January 2022)

Seaview Developers Private Limited

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

B. Related party transactions

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Unsecured loan given to							
- Candor Kolkata One Hi-Tech Structures Private Limited	-	-	66.00	-	-	66.00	66.00
- Festus Properties Private Limited	-	-	89.00	-	38.50	89.00	127.50
- Shantiniketan Properties Private Limited	-	-	33.00	-	-	33.00	33.00
- Seaview Developers Private Limited	-	335.00	-	335.00	5,735.00	-	5,735.00
Total	-	335.00	188.00	335.00	5,773.50	188.00	5,961.50
Unsecured loan repaid by							
- Candor Kolkata One Hi-Tech Structures Private Limited	524.00	775.00	359.00	1,299.00	11,785.00	608.00	12,393.00
- Festus Properties Private Limited	158.00	198.00	87.00	356.00	1,769.00	87.00	1,856.00
- Shantiniketan Properties Private Limited	92.00	60.00	159.00	152.00	1,375.00	207.00	1,582.00
- Seaview Developers Private Limited	112.00	163.00	-	275.00	339.00	-	339.00
Total	886.00	1,196.00	605.00	2,082.00	15,268.00	902.00	16,170.00
Investment in Debentures							
- Seaview Developers Private Limited	-	-	-	-	5,438.00	-	5,438.00
Total	-	-	-	-	5,438.00	-	5,438.00
Conversion of Investment in Debentures to Investment in Equity shares							
- Candor Kolkata One Hi-Tech Structures Private Limited	-	-	-	-	-	10,100.03	10,100.03
Total	-	-	-	-	-	10,100.03	10,100.03
Investment in Equity shares of SPV							
- Candor Kolkata One Hi-Tech Structures Private Limited	-	-	-	-	-	10,100.00	10,100.00
- Seaview Developers Private Limited	-	-	-	-	12,482.97	-	12,482.97
Total	-	-	-	-	12,482.97	10,100.00	22,582.97
Trustee Fee Expense							
- Axis Trustee Services Limited	0.74	0.74	0.74	1.48	1.47	1.48	2.95
Total	0.74	0.74	0.74	1.48	1.47	1.48	2.95
Interest Income on Loans to Subsidiaries							
- Candor Kolkata One Hi-Tech Structures Private Limited	354.35	368.75	757.66	723.10	1,217.64	1,518.13	2,735.77
- Festus Properties Private Limited	192.40	198.56	256.94	390.96	460.15	506.77	966.92
- Shantiniketan Properties Private Limited	82.25	83.17	130.61	165.42	224.51	261.83	486.34
- Seaview Developers Private Limited	179.15	175.17	-	354.32	127.03	-	127.03
Total	808.15	825.65	1,145.21	1,633.80	2,029.33	2,286.73	4,316.06
Interest Income on Debentures							
- Seaview Developers Private Limited	19.29	19.29	-	38.58	14.94	-	14.94
Total	19.29	19.29	-	38.58	14.94	-	14.94



Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Investment management fees							
- Brookprop Management Services Private Limited	20.26	20.32	24.92	40.58	35.30	45.91	81.21
Total	20.26	20.32	24.92	40.58	35.30	45.91	81.21
Dividend Income							
- Candor India Office Parks Private Limited	30.00	22.00	30.00	52.00	42.00	180.00	222.00
Total	30.00	22.00	30.00	52.00	42.00	180.00	222.00
Issue of Unit Capital							
- BSREP India Office Holdings Pte Ltd.	-	-	-	-	4,550.17	-	4,550.17
Total	-	-	-	-	4,550.17	-	4,550.17
Repayment of Unit Capital							
- BSREP India Office Holdings V Pte. Ltd.	138.54	116.35	53.09	254.89	194.29	53.09	247.38
- BSREP India Office Holdings Pte Ltd.	106.24	89.22	40.71	195.46	148.98	40.71	189.69
- Kairos Property Managers Pvt. Ltd.	8.67	7.28	3.32	15.95	12.17	3.32	15.49
- BSREP Moon C1 L.P.	2.05	1.72	0.79	3.77	2.87	0.79	3.66
- BSREP Moon C2 L.P.	0.00	0.00	0.00	0.00	0.00	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	71.90	60.39	27.55	132.29	100.84	27.55	128.39
- BSREP India Office Holdings III Pte. Ltd.	94.02	78.96	36.03	172.98	131.85	36.03	167.88
- BSREP India Office Holdings IV Pte. Ltd.	39.59	33.25	-	72.84	-	-	-
Total	461.01	387.17	161.49	848.18	591.00	161.49	752.49
Interest Distributed							
- BSREP India Office Holdings V Pte. Ltd.	132.59	154.78	247.21	287.37	387.49	247.21	634.70
- BSREP India Office Holdings Pte Ltd.	101.67	118.69	189.57	220.36	297.14	189.57	486.71
- Kairos Property Managers Pvt. Ltd.	8.30	9.69	15.47	17.99	24.25	15.47	39.72
- BSREP Moon C1 L.P.	1.96	2.29	3.66	4.25	5.74	3.66	9.40
- BSREP Moon C2 L.P.	0.00	0.00	0.00	0.00	0.00	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	68.81	80.33	128.30	149.14	201.10	128.30	329.40
- BSREP India Office Holdings III Pte. Ltd.	89.98	105.04	167.77	195.02	262.97	167.77	430.74
- BSREP India Office Holdings IV Pte. Ltd.	37.89	44.23	-	82.12	-	-	-
Total	441.20	515.05	751.98	956.25	1,178.69	751.98	1,930.67
Other Income Distributed							
- BSREP India Office Holdings V Pte. Ltd.	4.87	4.87	24.41	9.74	13.53	24.41	37.94
- BSREP India Office Holdings Pte Ltd.	3.73	3.73	18.72	7.46	10.37	18.72	29.09
- Kairos Property Managers Pvt. Ltd.	0.30	0.30	1.53	0.60	0.85	1.53	2.38
- BSREP Moon C1 L.P.	0.07	0.07	0.36	0.14	0.20	0.36	0.56

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
- BSREP Moon C2 L.P.	0.00	0.00	0.00	0.00	0.00	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	2.53	2.53	12.67	5.06	7.02	12.67	19.69
- BSREP India Office Holdings III Pte. Ltd.	3.31	3.31	16.56	6.62	9.18	16.56	25.74
- BSREP India Office Holdings IV Pte. Ltd.	1.39	1.39	-	2.78	-	-	-
Total	16.20	16.20	74.25	32.40	41.15	74.25	115.40
Reimbursement of expense incurred by (excluding GST)							
- Brookprop Management Services Private Limited	-	-	-	-	(0.06)	-	(0.06)
- Candor India Office Parks Private Limited	-	-	(0.21)	-	0.04	6.03	6.07
- BSREP India Office Holdings V Pte Ltd	-	-	9.26	-	1.22	25.17	26.39
- Brookfield Property Group LLC	(0.34)	2.32	-	1.98	-	-	-
Total	(0.34)	2.32	9.05	1.98	1.20	31.20	32.40

Outstanding balances	As at 30 September 2022	As at 31 March 2022
Unsecured loans receivable (Non-current)		
- Candor Kolkata One Hi-Tech Structures Private Limited	10,424.00	11,723.00
- Festus Properties Private Limited	5,815.50	6,171.50
- Shantiniketan Properties Private Limited	2,449.00	2,601.00
- Seaview Developers Private Limited	5,456.00	5,396.00
Total	24,144.50	25,891.50
Investment in equity shares of SPV		
- Candor Kolkata One Hi-Tech Structures Private Limited	24,761.39	24,761.39
- Festus Properties Private Limited	8,655.46	8,655.46
- Shantiniketan Properties Private Limited	11,407.83	11,407.83
- Candor India Office Parks Private Limited	220.20	220.20
- Seaview Developers Private Limited	12,482.97	12,482.97
Total	57,527.85	57,527.85
Investment in Debentures		
- Seaview Developers Private Limited	5,413.30	5,438.00
Total	5,413.30	5,438.00
Interest accrued but not due on Loan to Subsidiaries		
- Candor Kolkata One Hi-Tech Structures Private Limited	234.86	244.44
- Festus Properties Private Limited	192.40	208.76
- Shantiniketan Properties Private Limited	82.24	78.36
- Seaview Developers Private Limited	118.79	113.82
Total	628.29	645.38
Prepaid expenses		
- Axis Trustee Services Ltd	1.47	-
Total	1.47	-
Trade Payable (net of withholding tax)		
- Brookprop Management Services Private Limited	18.54	16.80
Total	18.54	16.80

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

28. DETAILS OF UTILISATION OF PROCEEDS OF IPO ARE AS FOLLOWS:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilization upto 31 March 2022
Partial or full pre-payment or scheduled repayment of the existing indebtedness of our Asset SPVs	35,750.00	35,750.00
General purposes (refer note below)	350.00	672.45
Issue expenses (refer note below)	1,900.00	1,577.55
Total	38,000.00	38,000.00

Note: Amount of ₹322.45 million has been used for general corporate purposes from the proposed utilization towards issue expenses

29. DISTRIBUTION POLICY

In terms of the Distribution policy and REIT Regulations, not less than 90% of the NDCFs of our Asset SPVs are required to be distributed to Brookfield REIT, in proportion of its shareholding in our Asset SPVs, subject to applicable provisions of the Companies Act. The cash flows receivable by Brookfield REIT may be in the form of dividends, interest income, principal loan repayment, proceeds of any capital reduction or buyback from our Asset SPVs/ CIOP, sale proceeds out of disposal of investments of any or assets directly/ indirectly held by Brookfield REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable laws.

At least 90% of the NDCFs of Brookfield REIT ("REIT Distributions") shall be declared and made once every quarter of a Financial Year by our Manager. The first distribution shall be made upon completion of the first full quarter after the listing of our Units on the Stock Exchanges. Further, in accordance with the REIT Regulations, REIT Distributions shall be made no later than 15 days from the date of such declarations. The REIT Distributions, when made, shall be made in Indian Rupees.

The NDCFs shall be calculated in accordance with the REIT Regulations and any circular, notification or guidelines issued thereunder including the SEBI Guidelines.

30. CAPITALIZATION STATEMENT

The Trust's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Trust's capital structure mainly constitutes equity in the form of unit capital. The projects of SPVs are initially funded through construction financing arrangements. On completion, these loans are restructured into lease-rental discounting arrangements. The Trust's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

The Trust monitors Capital by a careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any interest bearing debt, the maintenance of Net debt to GAV ratio may not be of any relevance to the Trust as at 30 September 2022.

Condensed Standalone Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Standalone Financial Statements

31. On 1 April 2021, 12% Compulsorily Convertible Debentures issued by Candor Kolkata and held by Brookfield India REIT (45,535 numbers of 12% Compulsorily Convertible Debentures) were converted into 37,981 number of equity shares each of ₹10 at a premium of ₹265,912.43.

32. a) The figures for the quarter ended 30 September 2022 are the derived figures between the unaudited figures in respect of the half year ended 30 September 2022 and the unaudited published figures for the quarter ended 30 June 2022, which were both subject to limited review.

b) The figures for the half year ended 31 March 2022 are the derived figures between the audited figures in respect of the year ended 31 March 2022 and the unaudited published year-to-date figures upto 30 September 2021 which were subject to limited review.

33. "0.00" Represents value less than ₹0.01 million.

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Independent Auditor’s Report

on Review of Condensed Consolidated Interim Financial Statements

To The Board of Directors of
Brookprop Management Services Private Limited
(the “Investment Manager”)
(Acting in capacity as the Investment Manager of
Brookfield India Real Estate Trust)

INTRODUCTION

1. We have reviewed the accompanying unaudited Condensed Consolidated Interim Financial Statements of **Brookfield India Real Estate Trust** (“the REIT”), and its subsidiaries (the REIT and its subsidiaries together referred to as the “Group”), (“the Condensed Consolidated Interim Financial Statements”) which comprise of the following:
- the unaudited Condensed Consolidated Balance Sheet as at September 30, 2022;

▪ the unaudited Condensed Consolidated Statement of Profit and Loss (including other comprehensive income) for the quarter and half year ended September 30, 2022;

▪ the unaudited Condensed Consolidated Statement of Cash flow for the quarter and half year ended September 30, 2022;

▪ the unaudited Condensed Consolidated Statement of Changes in Unitholders’ Equity for the half year ended September 30, 2022;

▪ the unaudited Statement of Net Assets at Fair Value as at September 30, 2022;

▪ the unaudited Statement of Total Returns at Fair Value for the half year ended September 30, 2022;

▪ the unaudited Condensed Statement of Net Distributable Cash Flow of the Brookfield India Real Estate Trust and each of the subsidiaries for the quarter and half year ended September 30, 2022; and

▪ summary of the significant accounting policies and select explanatory notes
- These Condensed Consolidated Interim Financial Statements are being submitted by the REIT pursuant to the requirements of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the “REIT regulations”).
2. The Condensed Consolidated Interim Financial Statements, which is the responsibility of the Investment Manager and approved by the Board of Directors of the Investment Manager, have been prepared in accordance with the requirements of the REIT Regulations; Indian Accounting Standard 34 “Interim Financial Reporting” (“Ind AS 34”), prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations. Our responsibility is to express a conclusion on the Condensed Consolidated Interim Financial Statements based on our review.
- ## Scope of Review
3. We conducted our review of the Condensed Consolidated Interim Financial Statements in accordance with the Standard on Review Engagements (SRE) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”, issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Investment Manager’s personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by ICAI and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. The Condensed Consolidated Interim Financial Statements includes the financial information of the following entities:
- | Sr. No. | Name of the entities |
|------------------------|---|
| A Parent entity | |
| 1 | Brookfield India Real Estate Trust |
| B Subsidiaries | |
| 1 | Shantiniketan Properties Private Limited |
| 2 | Candor Kolkata One Hi-Tech Structures Private Limited |
| 3 | Festus Properties Private Limited |
| 4 | Seaview Developers Private Limited |
| 5 | Candor India Office Parks Private Limited |
- ## Conclusion
5. Based on our review, nothing has come to our attention that causes us to believe that the accompanying Condensed Consolidated Interim Financial Statements, have not been prepared in accordance with the REIT Regulations, Ind AS 34, prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations.
- ## Emphasis of matter
6. We draw attention to Note 15(a)(i) which describes the presentation of “Unit Capital” as “Equity” to comply with REIT Regulations. Our conclusion is not modified in respect of this matter.
- For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm’s Reg. No. 015125N)
- Anand Subramanian**
Partner
- Place: Bengaluru (Membership No. 110815)
Date: November 07, 2022 (UDIN: 22110815BCIXYM9001)
- 140
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Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Consolidated Balance Sheet

Particulars	Note	As at 30 September 2022 (Unaudited)	As at 31 March 2022 (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	3	166.03	154.90
Investment property	4	134,708.26	134,419.98
Investment property under development	4	1,279.28	1,745.46
Intangible assets	3	0.01	0.13
Financial assets			
- Other financial assets	5	964.24	1,437.33
Deferred tax assets (net)	6	3,620.88	3,755.46
Non-current tax assets (net)	7	2,333.63	2,416.27
Other non-current assets	8	136.98	175.54
Total non-current assets		143,209.31	144,105.07
Current assets			
Financial assets			
-Trade receivables	9	313.07	224.88
-Cash and cash equivalents	10	2,296.90	2,043.65
-Other bank balances	11	500.03	506.49
-Loans	12	-	-
-Other financial assets	13	1,479.54	755.31
Other current assets	14	375.70	222.58
Total current assets		4,965.24	3,752.91
TOTAL ASSETS		148,174.55	147,857.98
EQUITY AND LIABILITIES			
Equity			
Unit Capital	15	88,289.05	89,867.31
Other equity	16	(2,145.12)	(1,046.38)
Total equity		86,143.93	88,820.93
LIABILITIES			
Non current liabilities			
Financial liabilities			
- Borrowings	17	52,566.46	50,993.53
- Lease liabilities		246.39	220.44
- Other financial liabilities	18	1,838.20	1,329.30
Provisions	19	18.28	18.91
Other non-current liabilities	20	782.53	645.93
Total non-current liabilities		55,451.86	53,208.11
Current liabilities			
Financial liabilities			
- Borrowings	21	615.30	661.81
- Lease liabilities		579.53	27.73
- Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		0.76	17.34
Total outstanding dues of creditors other than micro enterprises and small enterprises		673.93	620.17
- Other financial liabilities	23	4,198.76	4,061.26
Provisions	24	10.02	7.32
Other current liabilities	25	378.75	312.67
Current tax liabilities (net)	26	121.71	120.64
Total current liabilities		6,578.76	5,828.94
Total liabilities		62,030.62	59,037.05
TOTAL EQUITY AND LIABILITIES		148,174.55	147,857.98

Significant accounting policies

2

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Consolidated Statement of Profit and Loss

Particulars	Note	For the quarter ended 30 September 2022 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the quarter ended 30 September 2021 (Unaudited)	For the half year ended 30 September 2022 (Unaudited)	For the half year ended 31 March 2022 (Unaudited)	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)
Income and gains								
Revenue from operations	27	3,036.02	2,910.40	2,117.08	5,946.42	4,460.02	4,307.89	8,767.91
Other income	28	80.40	97.29	30.93	177.69	157.36	66.87	224.23
Total income		3,116.42	3,007.69	2,148.01	6,124.11	4,617.38	4,374.76	8,992.14
Expenses and losses								
Cost of material consumed	29	11.32	7.03	4.72	18.35	10.42	13.60	24.02
Employee benefits expenses	30	80.00	84.05	52.46	164.05	93.31	103.54	196.85
Finance costs	31	1,082.08	958.61	425.47	2,040.69	1,236.08	844.61	2,080.69
Depreciation and amortization expenses	32	637.57	690.98	471.13	1,328.55	1,157.49	927.28	2,084.77
Investment management fees		20.26	20.32	24.92	40.58	35.30	45.91	81.21
Valuation expenses		4.39	1.67	2.99	6.06	7.67	3.93	11.60
Trustee fees		0.74	0.74	0.74	1.48	1.47	1.48	2.95
Other expenses	33	854.67	786.35	532.23	1,641.02	1,178.25	1,089.81	2,268.06
Total expenses		2691.03	2,549.75	1,514.66	5,240.78	3,719.99	3,030.16	6,750.15
Profit before Income tax		425.39	457.94	633.35	883.33	897.39	1,344.60	2,241.99
Tax expense:	34							
Current tax								
- for current period		9.92	11.87	7.41	21.79	19.90	8.06	27.96
- for earlier years		-	(11.38)	-	(11.38)	(3.81)	-	(3.81)
Deferred tax charge/(credit)		148.35	(13.98)	(56.88)	134.37	(160.39)	(84.62)	(245.01)
Tax expense for the period/ year		158.27	(13.49)	(49.47)	144.78	(144.30)	(76.56)	(220.86)
Profit for the period/ year after income tax		267.12	471.43	682.82	738.55	1,041.69	1,421.16	2,462.85
Other comprehensive income								
Items that will not be reclassified to profit or loss								
- Remeasurement of defined benefit obligations		0.25	0.77	0.51	1.02	(0.03)	1.22	1.19
- Income tax related to items that will not be reclassified to profit or loss		(0.01)	(0.18)	(0.16)	(0.19)	0.06	(0.26)	(0.20)
Other comprehensive income for the period/ year, net of tax		0.24	0.59	0.35	0.83	0.03	0.96	0.99
Total comprehensive income for the period/ year		267.36	472.02	683.17	739.38	1,041.72	1,422.12	2,463.84
Earnings per unit	40							
Basic		0.80	1.41	2.25	2.20	3.30	4.69	7.97
Diluted		0.80	1.41	2.25	2.20	3.30	4.69	7.97

Significant accounting policies 2

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Consolidated Statement of Cash Flows

Particulars	For the quarter ended 30 September 2022 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the quarter ended 30 September 2021 (Unaudited)	For the half year ended 30 September 2022 (Unaudited)	For the half year ended 31 March 2022 (Unaudited)	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)
Cash flows from operating activities :							
Profit before tax	425.39	457.94	633.35	883.33	897.39	1,344.60	2,241.99
Adjustments for :							
Depreciation and amortization expense	637.57	690.98	471.13	1,328.55	1,157.49	927.28	2,084.77
Allowance for expected credit loss	2.43	6.23	0.25	8.66	9.83	0.25	10.08
Interest income on fixed deposit	(23.75)	(20.24)	(20.27)	(43.99)	(35.07)	(35.98)	(71.05)
Deferred income amortization	(45.73)	(53.90)	(38.12)	(99.63)	(84.80)	(76.26)	(161.06)
Credit impaired	8.84	0.58	5.11	9.42	2.95	7.82	10.77
Restricted Stock Units	0.44	1.07	-	1.51	0.55	-	0.55
Finance cost	1,082.08	958.61	425.47	2,040.69	1,236.08	844.61	2,080.69
Interest income on security deposit	(9.55)	(14.09)	(6.26)	(23.64)	(9.19)	(19.19)	(28.38)
Fair value gain on income support	(36.19)	(23.90)	-	(60.09)	(31.58)	-	(31.58)
Operating cash flows before working capital changes	2,041.53	2,003.28	1,470.66	4,044.81	3,143.64	2,993.13	6,136.78
Movement in working capital:							
(Increase)/Decrease in other current and non current assets	(107.40)	46.69	(14.27)	(60.71)	(31.31)	(3.57)	(34.88)
Decrease/(Increase) in current and non current financial assets	21.08	43.34	41.17	64.42	91.59	(48.70)	42.89
Increase/(Decrease) in current and non current financial liabilities	194.88	163.85	(211.17)	358.73	140.87	(278.92)	(138.05)
Increase in other current and non current liabilities	135.82	96.62	68.26	232.44	66.73	160.58	227.31
Cash generated from operating activities	2,285.91	2,353.78	1,354.65	4,639.69	3,411.52	2,822.52	6,234.05
Income taxes (paid)/ refunds received (net)	(35.69)	108.98	(39.00)	73.29	(24.79)	(150.06)	(174.85)
Net cash generated from operating activities (A)	2,250.22	2,462.76	1,315.65	4,712.98	3,386.73	2,672.46	6,059.20
Cash flows from investing activities :							
Expenditure incurred on investment property	(274.60)	(357.97)	(121.41)	(632.57)	(627.97)	(245.36)	(873.33)
Purchase of property, plant and equipment	(9.55)	(11.92)	(19.45)	(21.47)	(12.36)	(30.06)	(42.42)
Payment for acquisition of subsidiary, including directly attributable expenses	-	(11.52)	-	(11.52)	(13,258.02)	-	(13,258.02)
Fixed deposits matured#	227.56	8.27	82.68	235.83	91.74	181.55	273.29
Fixed deposits made #	(207.92)	(21.52)	(83.19)	(229.44)	(131.09)	(92.47)	(223.56)
Interest received on fixed deposits	40.24	17.22	18.83	57.46	31.04	30.91	61.95
Interest received on security deposit	9.55	14.09	6.26	23.64	9.19	19.19	28.38
Net cash used in investing activities (B)	(214.72)	(363.35)	(116.28)	(578.07)	(13,897.47)	(136.24)	(14,033.71)

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Consolidated Statement of Cash Flows

Particulars	For the quarter ended 30 September 2022 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the quarter ended 30 September 2021 (Unaudited)	For the half year ended 30 September 2022 (Unaudited)	For the half year ended 31 March 2022 (Unaudited)	For the half year ended 30 September 2021 (Unaudited)	For the year ended 31 March 2022 (Audited)
Cash flows from financing activities :							
Finance costs paid	(1,031.99)	(918.17)	(388.16)	(1,950.16)	(1,381.87)	(770.73)	(2,152.60)
Proceeds from long-term borrowings	1,070.02	749.99	500.00	1,820.01	15,259.99	650.00	15,909.99
Repayment of Lease liabilities	(11.02)	(17.65)	(11.02)	(28.67)	-	(11.02)	(11.02)
Repayment of long-term borrowings	(141.70)	(160.63)	-	(302.33)	(5,627.38)	-	(5,627.38)
Proceeds from issue of Units	-	-	-	-	4,949.83	-	4,949.83
Expense incurred towards Initial public offerings	-	-	(18.08)	-	(225.74)	(976.23)	(1,201.97)
Expense incurred towards preferential allotment	-	(4.00)	-	(4.00)	(44.92)	-	(44.92)
Distribution to unitholders	(1,707.68)	(1,708.83)	(1,816.81)	(3,416.51)	(3,330.72)	(1,816.81)	(5,147.53)
Net cash (used in) / generated from financing activities (C)	(1,822.37)	(2,059.29)	(1,734.07)	(3,881.66)	9,599.19	(2,924.79)	6,674.40
Net increase/(decrease) in cash and cash equivalents (A+B+C)	213.13	40.12	(534.70)	253.25	(911.54)	(388.57)	(1,300.11)
Cash and cash equivalents at the beginning of the period/ year	2,083.77	2,043.65	3,301.32	2,043.65	2,766.62	3,155.19	3,155.19
Cash and cash equivalents acquired due to asset acquisition:	-	-	-	-	188.57	-	188.57
Cash and cash equivalents at the end of the period/ year (refer note 10)	2,296.90	2,083.77	2,766.62	2,296.90	2,043.65	2,766.62	2,043.65
Components of cash and cash equivalents at the end of the period/ year							
Balances with banks							
- in current account	128.90	115.76	178.65	128.90	193.65	178.65	193.65
- in deposit account	2,168.00	1,968.01	2,437.00	2,168.00	1,850.00	2,437.00	1,850.00
- in escrow account	-	-	150.97	-	-	150.97	-
	2,296.90	2,083.77	2,766.62	2,296.90	2,043.65	2,766.62	2,043.65

Represents fixed deposits with original maturity of more than 3 months.

Notes:

- The cash flow statement has been prepared in accordance with "Indirect Method" as set out in Indian Accounting Standard -7 : "Statement on Cash Flows".
- Non-cash investing activities disclosed in other notes is towards partial settlement on assets acquisition of SDPL Noida on 24 January 2022 through the issue of units (refer note 44(ii)).

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Consolidated Statement of Changes in Unitholder’s Equity

(a) UNIT CAPITAL

	Unit in Nos.	Amount
Balance as on 01 April 2021	302,801,601	81,774.78
Changes in unit capital during the previous year:		
Less: Distribution to Unitholders for the quarter ended 30 June 2021 [#]	-	(297.05)
Less: Distribution to Unitholders for the quarter ended 30 September 2021 [#]	-	(605.60)
Less: Distribution to Unitholders for the quarter ended 31 December 2021 [#]	-	(481.45)
Add: Reversal of issue expenses no longer payable	-	25.55
Add: Units issued during the year (refer note 15)	32,285,472	9,500.00
Less: Expense incurred towards preferential allotment	-	(48.92)
Balance at the end of the current reporting year 31 March 2022	335,087,073	89,867.31
Balance as on 01 April 2022	335,087,073	89,867.31
Changes in unit capital during the current period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2022 [#]	-	(720.44)
Less: Distribution to Unitholders for the quarter ended 30 June 2022 [#]	-	(857.82)
Balance at the end of the current reporting period 30 September 2022	335,087,073	88,289.05

(b) OTHER EQUITY

Particulars	Retained earnings
Balance as on 01 April 2021	252.75
Add: Profit for the year ended 31 March 2022	2,462.85
Add: Other comprehensive income for the year ended 31 March 2022	0.99
Add: Total Comprehensive Income for the previous year	2,463.84
Less: Distribution to Unitholders for the quarter ended 30 June 2021 [#]	(1,519.76)
Less: Distribution to Unitholders for the quarter ended 30 September 2021 [#]	(1,211.21)
Less: Distribution to Unitholders for the quarter ended 31 December 2021 [#]	(1,032.55)
Add: Restricted Stock Units	0.55
Balance as at 31 March 2022	(1,046.38)
Balance as on 01 April 2022	(1,046.38)
Add: Profit for the half year ended 30 September 2022	738.55
Add: Other comprehensive income for the half year ended 30 September 2022	0.83
Add: Total Comprehensive Income for the current half year	739.38
Less: Distribution to Unitholders for the quarter ended 31 March 2022 [#]	(988.51)
Less: Distribution to Unitholders for the quarter ended 30 June 2022 [#]	(851.12)
Add: Restricted Stock Units	1.51
Balance as at 30 September 2022	(2,145.12)

[#]The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Brookfield India REIT under the REIT Regulations.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022



Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Statement of Net Assets at Fair Value

S. No.	Particulars	As at 30 September 2022		As at 31 March 2022	
		Book Value	Fair value	Book Value	Fair value
A	Assets	148,174.55	174,905.91	147,857.98	170,891.54 (refer note 2 below)
B	Liabilities	(62,030.62)	(62,030.62)	(59,037.05)	(59,037.05)
C	Net Assets (A-B)	86,143.93	112,875.29	88,820.93	111,854.49
D	No. of units	335,087,073	335,087,073	335,087,073	335,087,073
E	NAV per unit (C/D)	257.08	336.85	265.07	333.81

Measurement of fair values

The fair value of investment properties and investment property under development has been determined by independent external registered property valuers, having appropriately recognized professional qualifications and recent experience in the location and category of the properties being valued.

Valuation technique

The fair value measurement of the investment properties and investment property under development has been categorized as a Level 3 fair value based on the inputs to the valuation technique used.

The valuers have followed a discounted cash flow method. The discounted cash flow method considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, average sq. ft. rent and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investors expected return.

For fair valuation of financial assets and financial liabilities refer note 37.

Notes

- Candor Kolkata has plans to de-notify a portion of its SEZ into non SEZ. The denotification will be taken up prior to the construction commencement and is procedural in nature. Hence, the fair valuation of such SEZ portion has been computed by the valuers assuming non IT use.
- Project wise break up of Fair value of Assets :

As at 30 September 2022

Entity and Property name	Fair value of Investment property and Investment property under development	Other assets at book value	Total assets
Candor Kolkata One Hi-Tech Structures Private Limited	72,750.92	4,475.65	77,226.57
Shantiniketan Properties Private Limited	22,296.31	853.08	23,149.39
Festus Properties Private Limited	27,548.00	1,697.87	29,245.87
Seaview Developers Private Limited	40,969.22*	2,358.01	43,327.23
Candor India Office Parks Private Limited	-	99.20	99.20
Brookfield India Real Estate Trust	-	1,857.65	1,857.65
	163,564.45	11,341.46	174,905.91

*Includes ₹845.54 millions (net of advance of ₹19.90 million) of finance receivable relating to income support and corresponding amount has been reduced from other assets.

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Statement of Net Assets at Fair Value

As at 31 March 2022

Entity and Property name	Fair value of Investment property and Investment property under development	Other assets at book value	Total assets
Candor Kolkata One Hi-Tech Structures Private Limited	70,806.53	3,776.76	74,583.29
Shantiniketan Properties Private Limited	21,329.32	751.69	22,081.01
Festus Properties Private Limited	27,258.00	1,972.85	29,230.85
Seaview Developers Private Limited	40,967.28*	2,118.61	43,085.89
Candor India Office Parks Private Limited	-	107.41	107.41
Brookfield India Real Estate Trust	-	1,803.09	1,803.09
	160,361.13	10,530.41	170,891.54

- *Includes ₹1,162.13 millions of finance receivable relating to income support and corresponding amount has been reduced from other assets.
- a. Fair values of assets as disclosed above are the fair values of the total assets of all SPVs as included in the Condensed Consolidated Financial Statements.
- b. Fair values of investment property and investment property under development as at 30 September 2022 and 31 March 2022 as disclosed above are solely based on the fair valuation report of the independent external registered valuer appointed under the REIT Regulations.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Statement of Total Return at Fair Value

S. No.	Particulars	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
A	Total comprehensive Income	739.38	1,041.72	1,422.12	2,463.84
B	Add/(Less) : Changes in fair value not recognized				
	-Investment Property	3,381.21	4,555.46	2,524.12	7,079.58
C	(A+B) Total Return	4,120.59	5,597.18	3,946.24	9,543.42

The REIT acquired SPVs on 8 February 2021 and 24 January 2022 as fully described in Note 1. In the above statement, changes in fair value for the half year ended 30 September 2022, 31 March 2022 and 30 September 2021 and year ended 31 March 2022 has been computed based on the difference in fair values of investment properties and investment property under development as at 30 September 2022, 31 March 2022, 30 September 2021 and 31 March 2022 as compared with the values as at 31 March 2022, 30 September 2021, 31 March 2021 and 31 March 2021 respectively after adjusting change in book value of investment properties and investment property under development. The fair values of the aforementioned assets as at 30 September 2022, 31 March 2022 and 30 September 2021 are solely based on the valuation report of the independent registered valuer appointed under the REIT Regulations.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached
For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

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Place: Mumbai
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Chief Executive Officer
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Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
(i) Brookfield India REIT - Standalone

Sr. No.	Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
1	Cash flows received from Asset SPVs, CIOP/ Operating Service Provider and any investment entity in the form of:							
	▪ Interest (net of applicable taxes, if any)	825.29	860.34	1,315.26	1,685.63	1,796.09	2,844.29	4,640.38
	▪ Dividends (net of applicable taxes, if any)	30.00	22.00	30.00	52.00	42.00	180.00	222.00
	▪ Repayment of Shareholder Debt (or debentures and other similar instruments)	886.00	1,196.00	605.00	2,082.00	15,268.00	902.00	16,170.00
	▪ Proceeds from buy-backs/ capital reduction/ redemptions (net of applicable taxes)	-	-	-	-	-	-	-
2	Add: Proceeds from sale, (transfer or liquidation or redemption or otherwise realization) of investments (including cash equivalents), assets or shares of/interest in Asset SPVs, or any form of fund raise at Brookfield REIT level, adjusted for the following:					4,949.83	-	4,949.83
	▪ Applicable capital gains and other taxes	-	-	-	-	-	-	-
	▪ Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-
	▪ Directly attributable transaction costs	-	-	-	-	(168.38)	-	(168.38)
	▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	(4,781.45)	-	(4,781.45)
	▪ Investment in shares or debentures or shareholder debt of Asset SPVs and/ or CIOP/ Operating Service Provider or other similar investments	-	-	-	-	-	-	-
	▪ Lending to Assets SPVs and/ or CIOP/ Operating Service Provider							
3	Add: Proceeds from sale (transfer or liquidation or redemption or otherwise realization) of investments, assets or shares of/interest in Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.							
		-	-	-	-	-	-	-

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
(i) Brookfield India REIT - Standalone

Sr. No.	Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
4	Add: Any other income received at the Brookfield REIT level and not captured herein, or refund/ waiver/ cessation of any expenses/ liability.	8.15	9.96	9.40	18.11	17.83	10.54	28.37
		(40.78)	(42.98)	(40.26)	(83.76)	(73.12)	(72.60)	(145.72)
5	Less: Any other expense (whether in the nature of revenue or capital expenditure) or any liability or other payouts required at the Brookfield REIT level, and not captured herein.							
6	Less: Any payment of fees, including but not limited to:							
	▪ Trustee fees	-	(2.95)	(2.95)	(2.95)	-	(5.16)	(5.16)
	▪ REIT Management Fees	(20.29)	(18.39)	(22.95)	(38.68)	(39.91)	(22.95)	(62.86)
	▪ Valuer fees	(3.37)	-	(0.98)	(3.37)	(6.84)	(5.82)	(12.66)
	▪ Legal and professional fees	(5.29)	(15.24)	(10.25)	(20.53)	(4.28)	(11.97)	(16.25)
	▪ Trademark license fees	-	-	-	-	-	-	-
7	Add: Cash flow received from Asset SPV and investment entity, if any including to the extent not covered above:							
	▪ repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-
8	▪ proceeds from buy-backs/capital reduction	-	-	-	-	-	-	-
	Add/ (Less): Debt drawdown/ (payment) of interest and repayment on external debt (including any loans, bonds, debentures or other form of debt funding) at the Brookfield REIT level.							
9	Less: Income tax and other taxes (if applicable) at the Standalone Brookfield REIT level (net of any tax refunds).	(0.79)	16.01	(3.83)	15.22	(4.49)	(4.07)	(8.56)



Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
(i) Brookfield India REIT - Standalone

Sr. No.	Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
10	Add/(Less): Cash inflows and outflows in relation to any real estate properties held directly by the Brookfield REIT, to the extent not covered above (if any).	-	-	-	-	-	-	-
11	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, etc.	37.80	(305.41)	68.83	(267.61)	(14,002.74)	77.78	(13,924.96)
	NDCF	1,716.72	1,719.34	1,947.27	3,436.06	2,992.54	3,892.04	6,884.58

- a) The difference between SPV level NDCF and REIT level NDCF is primarily on account of utilization of opening cash at the SPV level for the half year/ year ended 31 March 2022 and quarter/ half year ended 30 September 2021.
- b) The difference between REIT level NDCF and distributions to unitholders for the half year ended 31 March 2022 is on account of utilization of surplus NDCF post distribution to unitholders till 30 September 2021.

Notes:

The Board of Directors of the Manager to the Trust, in their meeting held on 07 November 2022, have declared distribution to Unitholders of ₹5.10 per unit which aggregates to ₹1,708.94 million for the quarter ended 30 September 2022. The distributions of ₹5.10 per unit comprises ₹2.42 per unit in the form of interest payment on shareholder loan and CCD's, ₹0.09 per unit in the form of dividend, ₹2.57 per unit in the form of repayment of SPV debt and the balance ₹0.02 per unit in the form of interest on fixed deposit.

Along with distribution of ₹1,708.94 million/ ₹5.10 per unit for the quarter ended 30 June 2022, the cumulative distribution for the half year ended 30 September 2022 aggregates to ₹3,417.88 million/ ₹10.20 per unit.

NDCF for the quarter and half year ended 30 September 2022 is computed in accordance with the NDCF framework under the Distribution Policy as approved in the Offer Document.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 September 2022					
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(26.84)	17.71	16.85	(89.21)	(72.92)	(154.41)
	Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	102.00	76.60	0.71	61.51	138.20	379.02
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(38.56)	(11.41)	2.69	14.72	(67.39)	(99.95)
4	Add/less: Loss/gain on sale. transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents),other assets or shares of /interest in Asset SPVs.	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following: ▪ Applicable capital gains and other taxes ▪ Related debts settled or due to be settled from sale proceeds ▪ Any acquisition ▪ Directly attributable transaction costs ▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations ▪ Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	353.22	76.69	-	192.39	178.58	800.88
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.	123.19	(42.05)	14.23	106.30	216.87	418.54

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 September 2022					
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Total
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(29.26)	(39.09)	(1.16)	(99.74)	(114.90)	(284.15)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	358.94	100.72	-	104.86	41.28	605.80
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-
Total adjustments (B)		869.53	161.46	16.47	380.04	392.64	1,820.14
NDCF (C) = (A+B)		842.69	179.17	33.32	290.83	319.72	1,665.73

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

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Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 June 2022					
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(22.88)	0.58	17.71	(63.77)	(60.31)	(128.67)
	Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	166.48	78.07	0.66	60.70	133.09	439.00
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(62.41)	(32.91)	(0.74)	28.08	(53.61)	(121.59)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of /interest in Asset SPVs.	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following:						
	▪ Applicable capital gains and other taxes	-	-	-	-	-	-
	▪ Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-
	▪ Any acquisition	-	-	-	-	-	-
	▪ Directly attributable transaction costs	-	-	-	-	-	-
	▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	-	-
	▪ Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	367.71	77.50	-	198.56	168.83	812.60
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.	218.97	3.62	(11.39)	270.25	423.16	904.61

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 June 2022					Total
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(119.11)	(40.76)	(3.37)	(111.22)	(95.43)	(369.89)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	610.05	76.85	-	99.10	(160.63)	625.37
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-
Total adjustments (B)		1,181.69	162.37	(14.84)	545.47	415.41	2,290.10
NDCF (C) = (A+B)		1,158.81	162.95	2.87	481.70	355.10	2,161.43

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 07 November 2022

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
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Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 September 2021				
		Candor Kolkata	SPPL Noida	CIOP	Festus	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(129.70)	(35.44)	13.99	(157.60)	(308.75)
Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	164.44	71.09	0.22	64.26	300.01
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognised in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognised on a straight line basis, etc.	(48.97)	(13.47)	1.45	58.28	(2.71)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of /interest in Asset SPVs.	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following: ▪ Applicable capital gains and other taxes ▪ Related debts settled or due to be settled from sale proceeds ▪ Any acquisition ▪ Directly attributable transaction costs ▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations ▪ Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	754.06	116.50	-	256.94	1,127.50
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.	(109.18)	69.26	12.55	77.23	49.86
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalised overheads, etc.	(84.03)	(56.73)	(0.09)	(0.03)	(140.88)

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 September 2021				
		Candor Kolkata	SPPL Noida	CIOP	Festus	Total
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	229.33	62.34	-	51.08	342.75
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-
Total adjustments (B)		905.65	248.99	14.13	507.76	1,676.53
NDCF (C) = (A+B)		775.95	213.55	28.12	350.16	1,367.78

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 30 September 2022					
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(49.72)	18.29	34.56	(152.98)	(133.23)	(283.08)
	Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	268.48	154.67	1.37	122.21	271.29	818.02
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(100.97)	(44.32)	1.95	42.80	(121.00)	(221.54)
4	Add/less: Loss/gain on sale. transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents),other assets or shares of /interest in Asset SPVs.	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following:	-	-	-	-	-	-
	▪Applicable capital gains and other taxes	-	-	-	-	-	-
	▪Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-
	▪Any acquisition	-	-	-	-	-	-
	▪Directly attributable transaction costs	-	-	-	-	-	-
	▪Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	-	-
	▪Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	720.93	154.19	-	390.95	347.41	1,613.48
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.	342.16	(38.43)	2.84	376.55	640.03	1,323.15



Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 30 September 2022					Total
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(148.37)	(79.85)	(4.53)	(210.96)	(210.33)	(654.04)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	968.99	177.57	-	203.96	(119.35)	1,231.17
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-
Total adjustments (B)		2,051.22	323.83	1.63	925.51	808.05	4,110.24
NDCF (C) = (A+B)		2,001.50	342.12	36.19	772.53	674.82	3,827.16

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 30 September 2021					Total
		Candor Kolkata	SPPL Noida	CIOP	Festus		
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(210.78)	(72.62)	5.03	(285.62)		(563.99)
	Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	330.60	142.38	0.42	128.51		601.91
3	Add/(Less): Any other item of non-cash expense/ non-cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(82.38)	(16.90)	1.27	112.53		14.52
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of /interest in Asset SPVs.	-	-	-	-		-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following:	-	-	-	-		-
	▪ Applicable capital gains and other taxes	-	-	-	-		-
	▪ Related debts settled or due to be settled from sale proceeds	-	-	-	-		-
	▪ Any acquisition	-	-	-	-		-
	▪ Directly attributable transaction costs	-	-	-	-		-
	▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-		-
	▪ Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-		-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-		-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	1,511.42	234.67	-	506.77		2,252.86
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.*	687.03	121.16	70.22	(38.44)		839.97
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(125.37)	(149.16)	(0.80)	(0.11)		(275.44)

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 30 September 2021				
		Candor Kolkata	SPPL Noida	CIOP	Festus	Total
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	229.33	150.81	-	51.08	431.22
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-
	Total adjustments (B)	2,550.63	482.96	71.11	760.34	3,865.04
	NDCF (C) = (A+B)	2,339.85	410.34	76.14	474.72	3,301.05

*NDCF for the half year includes NDCF for the period 08 February 2021 to 31 March 2021 amounting to ₹759.47 million which has been included in other adjustment.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 31 March 2022					
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(304.07)	(46.52)	33.97	(269.04)	(14.88)	(600.54)
	Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	341.20	148.48	0.67	127.73	97.32	715.40
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(172.81)	(34.39)	0.91	84.80	(105.47)	(226.96)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of /interest in Asset SPVs.	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following:	-	-	-	-	-	-
	▪ Applicable capital gains and other taxes	-	-	-	-	-	-
	▪ Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-
	▪ Any acquisition	-	-	-	-	-	-
	▪ Directly attributable transaction costs	-	-	-	-	-	-
	▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	-	-
	▪ Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	1,211.22	206.33	-	460.15	122.87	2,000.57
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.*	(93.56)	66.35	8.51	(7.70)	5,980.70	5,954.30

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 31 March 2022					
		Candor Kolkata	SPPL Noida	CIOF	Festus	SDPL Noida	Total
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(113.33)	(229.92)	(2.22)	(84.17)	(210.67)	(640.31)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	12,135.73	1,441.34	-	1,757.42	(5,627.38)	9,707.11
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-
Total adjustments (B)		13,308.45	1,598.19	7.87	2,338.23	257.37	17,510.11
NDCF (C) = (A+B)		13,004.38	1,551.67	41.84	2,069.19	242.49	16,909.57

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the year ended 31 March 2022					
		Candor Kolkata	SPPL Noida	CIOF	Festus	SDPL Noida	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(514.85)	(119.14)	39.00	(554.66)	(14.88)	(1,164.53)
	Adjustment						
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	671.80	290.86	1.09	256.24	97.32	1,317.31
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(255.18)	(51.29)	2.18	197.33	(105.47)	(212.43)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of /interest in Asset SPVs.	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following:	-	-	-	-	-	-
	▪ Applicable capital gains and other taxes	-	-	-	-	-	-
	▪ Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-
	▪ Any acquisition	-	-	-	-	-	-
	▪ Directly attributable transaction costs	-	-	-	-	-	-
	▪ Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	-	-
	▪ Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	2,722.64	440.99	-	966.92	122.87	4,253.42
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/ prepaid income or deferred/ prepaid expenditure, etc.*	593.47	187.52	78.73	(46.14)	5,980.70	6,794.28

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the year ended 31 March 2022					Total
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(238.70)	(379.08)	(3.02)	(84.28)	(210.67)	(915.75)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	12,365.05	1,592.15	-	1,808.50	(5,627.38)	10,138.32
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-
Total adjustments (B)		15,859.08	2,081.15	78.98	3,098.57	257.37	21,375.15
NDCF (C) = (A+B)		15,344.23	1,962.01	117.98	2,543.91	242.49	20,210.62

*NDCF for the year ending 31 March 2022 includes NDCF for the period 08 February 2021 to 31 March 2021 amounting to ₹759.47 million which has been included in other adjustment.

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

Firm Registration No.: 015125N

Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 07 November 2022

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Ankur Gupta

Director

DIN: 08687570

Place: Mumbai

Date: 07 November 2022

Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 07 November 2022

Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 07 November 2022

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

1 ORGANIZATION STRUCTURE

The interim Condensed Consolidated Financial Statements ('Condensed Consolidated Financial Statements') comprise financial statements of Brookfield India Real Estate Trust ('Brookfield India REIT' or 'Trust') and its subsidiaries namely Shantiniketan Properties Private Limited ('SPPL Noida'), Candor Kolkata One Hi-Tech Structures Private Limited ('Candor Kolkata'), Festus Properties Private Limited ('Festus'), Seaview Developers Private Limited ('SDPL Noida') and Candor India Office Parks Private Limited ('CIOP') (individually referred to as 'Special Purpose Vehicle' or 'SPV' and together referred to as 'Brookfield India REIT Portfolio companies' or 'Group'). The SPVs are companies domiciled in India.

Brookprop Management Services Private Limited (the 'Settlor') has set up the Brookfield India Real Estate Trust on 17 July 2020, as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 14 September 2020 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014. The Trustee to Brookfield India Real Estate Trust is Axis Trustee Services Limited (the 'Trustee') and the Manager

for Brookfield India Real Estate Trust is Brookprop Management Services Private Limited (the 'Manager').

The objectives of Brookfield India REIT is to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Brookfield India REIT is to own and invest in rent or income generating real estate and related assets in India with the objective of producing stable and sustainable distributions to Unitholders.

Activities during the period ended 31 March 2021:

Brookfield India REIT acquired the following SPVs by acquiring all the equity interest held by the Sponsor and certain members of Sponsor Group (refer note 42) on 08 February 2021. In exchange for these equity interests, the above shareholders have been allotted 127,892,403 Units of Brookfield India REIT valued at ₹ 275/- each.

Brookfield India REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 08 February 2021 and 11 February 2021.

All these Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 16 February 2021.

The brief activities and shareholding pattern of the SPVs are provided below:

Name of SPV	Activities	Shareholding up to 07 February 2021 (in percentage)	Shareholding from 08 February 2021 (in percentage)
SPPL Noida	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS sector in Sector 62, Noida, Uttar Pradesh.	BSREP India Office Holdings Pte. Ltd.: 100% BSREP Moon C1 L.P.: 0.00% (10 Shares)	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Candor Kolkata	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in New Town, Rajarhat, Kolkata and Sector 21, Dundaheera Gurugram	BSREP India Office Holdings V Pte. Ltd.: 99.97% BSREP India Office Holdings Pte. Ltd.: 0.03%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
CIOP	Providing management related service including facilities management service and property management services.	BSREP Moon C1 L.P.: 99.99% BSREP Moon C2 L.P. : 0.01%	Brookfield India REIT : 100% Candor Kolkata One Hi-Tech Structures Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Festus	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Powai, Mumbai.	Kairos Property Managers Pvt. Ltd.:10.76% BSREP II India Office Holdings II Pte. Ltd.:89.24%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

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(All amounts are in Rupees millions unless otherwise stated)

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Activities during the previous year ended 31 March 2022:

Brookfield India REIT acquired the following Special Purpose Vehicle ("SPV") by acquiring all the equity interest held by certain members of Sponsor Group (refer note 42) on 24 January 2022. In exchange for these equity interests, the above shareholders have been paid cash of ₹8,334.57 million and allotted 15,463,616 Units of Brookfield India REIT valued at ₹294.25 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 01 February 2022.

Name of SPV	Activities	Shareholding up to 23 January 2022 (in percentage)	Shareholding from 24 January 2022 (in percentage)
Seaview Developers Private Limited ('SDPL Noida')	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Sector 135, Noida, Uttar Pradesh.	BSREP India Office Holding IV Pte. Ltd.: 99.96% BSREP India Office Holdings Pte. Ltd.: 0.04%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of Condensed Consolidated financial statements

The Interim Condensed Consolidated Financial Statements of Brookfield India REIT comprises:

- the Condensed Consolidated Balance Sheet,
- the Condensed Consolidated Statement of Profit and Loss (including other comprehensive income),
- the Condensed Consolidated Statement of Cash Flows,
- the Condensed Consolidated Statement of Changes in Unitholders' Equity,
- a summary of significant accounting policies and other explanatory information.

Additionally, it includes the Statement of Net Assets at Fair Value, the Statement of Total Returns at Fair Value, the Statement of Net Distributable Cash Flow of Brookfield India REIT and each of the SPVs and other additional financial disclosures as required under the SEBI (Real Estate Investment Trusts) Regulations, 2014. The Condensed Consolidated Financial Statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Manager on behalf of the Brookfield India REIT on 07 November 2022. The Condensed Consolidated Financial Statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time read with the SEBI circular number CIR/IMD/DF/146/2016 dated 29 December 2016 ("REIT Regulations") ; Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS') to the extent not inconsistent with the REIT Regulations (refer note 15(a)(i) on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Accordingly, these condensed consolidated financial statements do not include all the information required for a complete set of financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's consolidated financial statements under IND AS for the year ended 31 March 2022. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Condensed Consolidated Financial Statements are presented in Indian Rupees in Millions, except when otherwise indicated

2.2 Significant accounting policies

a) Basis of Consolidation

The Brookfield India REIT consolidates entities which it owns or controls. The Condensed Consolidated Financial Statements comprise the financial statements of the Brookfield India REIT and its subsidiary SPVs as disclosed in Note 1. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The procedure adopted for preparing Condensed Consolidated Financial Statements of Brookfield India REIT is stated below:

- i) The Condensed Consolidated Financial Statements have been prepared using the principles of consolidation as per Ind AS 110 - Consolidated Financial Statements.
- ii) The financial statements of the Group are consolidated by combining/adding like items of assets, liabilities, equity, income, expenses and cash flows.
- iii) Intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of Brookfield India REIT are eliminated in full.

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

- iv)

The figures in the notes to accounts and disclosures have been Consolidated line by line and intragroup transactions and balances including unrealized profit are eliminated in full on consolidation.
- b)

Functional and presentation currency

The Condensed Consolidated Financial Statements are presented in Indian rupees, which is Brookfield India REIT's functional currency and the currency of the primary economic environment in which Brookfield India REIT operates. All financial information presented in Indian rupees has been rounded off to nearest million except unit and per unit data.
- c)

Basis of measurement

The Condensed Consolidated Financial Statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

The Condensed Consolidated Financial Statements have been prepared on a going concern basis.
- d)

Use of judgments and estimates

The preparation of Condensed Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS), to the extent not inconsistent with the REIT regulations, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Condensed Consolidated Financial Statements is included in the following notes:

(i)

presentation of "Unit Capital" as "Equity" in accordance with the REIT Regulations instead of compound instrument (Note 15)
- (ii)

determination of useful life of investment property (Note 2.2 (g))
- (iii)

determination of recoverable amount / fair value of investment property (Note 2.2 (g), and Note 43), Statement of Net Assets at Fair Value, Statement of Total Return at Fair Value
- (iv)

determination of lease term (Note 2.2 (n))
- (v)

recognition / recoverability of deferred tax assets (Note 2.2 (p)) and Note 6
- e)

Current versus non-current classification

Brookfield India REIT presents assets and liabilities in the Condensed Consolidated Balance Sheet based on current/ non-current classification:

An asset is classified as current when it satisfies any of the following criteria:

■

it is expected to be realized in, or is intended for sale or consumption in, the normal operating cycle;

■

it is held primarily for the purpose of being traded;

■

it is expected to be realized within 12 months after the reporting date; or

■

it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Brookfield India REIT classifies all other assets as non-current.

A liability is classified as current when it satisfies any of the following criteria:

■

it is expected to be settled in normal operating cycle of Brookfield India REIT;

■

it is held primarily for the purpose of being traded;

■

it is due to be settled within 12 months after the reporting date; or

■

the Brookfield India REIT does not have an unconditional right to defer settlement of the

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

- liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Brookfield India REIT classifies all other liabilities as non-current.

Current assets/liabilities include current portion of non-current financial assets/ liabilities respectively. Deferred tax assets and liabilities are classified as non-current assets and liabilities.
- f)

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, Brookfield India REIT takes into account the characteristics of the asset or liability and how market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Inputs to fair value measurement techniques are disaggregated into three hierarchical levels, which are directly based on the degree to which inputs to fair value measurement techniques are observable by market participants:

■

Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

■

Level 2: Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the asset's or liability's anticipated life.

■

Level 3: Inputs are unobservable and reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs in determining the estimate.
- g)

Investment properties

Recognition and measurement

Investment property consists of commercial properties which are primarily held to earn rental income and commercial developments that are being constructed or developed for future use as commercial properties. The cost of commercial development properties includes direct development costs, import duties and other non-refundable purchase taxes, borrowing costs directly attributable to the development and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and impairment losses, if any.

Equipment and furnishings physically attached and integral to a building are considered to be part of the investment property.

Subsequent expenditure and disposal

Subsequent expenditure is capitalized to the investment property's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Brookfield India REIT and the cost of the item can be measured reliably. The cost of the assets not ready for its intended use before such date, are disclosed as investment property under development. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Any gain or loss from disposal of an investment property is recognized in Statement of profit and loss.

Depreciation

Investment property is depreciated using the straight-line method over their estimated useful lives. The useful lives of the assets have been determined by management after considering nature of assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.
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Notes to the Consolidated Financial Statements

The asset’s residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The useful lives of the investment property are tabulated as below:

Particulars	Useful Life (Years)
Buildings	60
Plant and Machinery	4 – 15
Furniture and Fixtures	5 – 12
Electrical fittings	4 – 15
Diesel generator sets	15 – 25
Air conditioners	15
Office Equipment	5 – 12
Kitchen Equipment	5
Computers	3 – 6
Right of Use (Leasehold Land)	As per lease term

The fair value of investment property is disclosed in the statement of net assets at fair value. Fair values are determined by an independent registered valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

h) Property, plant and equipment and intangible assets

Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises the purchase price, including import duties and other non-refundable purchase taxes and any directly attributable cost of bringing the asset to its working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Likewise, on initial recognition expenditure to be incurred towards major inspections and overhauls are required to be identified as a separate component and depreciated over the expected period till the next overhaul expenditure.

Subsequent expenditure and disposal

Subsequent expenditure is capitalized to the property, plant and equipment’s carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Brookfield India REIT and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of a property, plant and equipment is replaced, the carrying amount of the replaced part is derecognized.

Any gain or loss from disposal of a property, plant and equipment is recognized in Statement of profit and loss.

Depreciation

Property, plant and equipment are depreciated using the straight-line method over their estimated useful lives. The useful lives of the assets have been determined by management after considering nature of assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.

The asset’s residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on additions (disposals) is provided on pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

Leasehold improvements are depreciated over primary period of lease or the useful life of the asset, whichever is lower.

Estimated useful lives of items of property, plant and equipment are tabulated as follows:

Particulars	Useful Life (Years)
Buildings	60
Plant and Machinery	5 – 20
Furniture and Fixtures	3 – 14
Electrical fittings	10
Air conditioners	3 – 15
Office Equipment	4 – 15
Kitchen Equipment	5
Vehicle	8
Computers	3 – 14
Computer Software	5

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Notes to the Consolidated Financial Statements

Intangible assets comprise purchase of software. Intangible assets are carried at cost and amortized over a period of 5 years, which represents the period over which the Brookfield India REIT expects to derive economic benefits from the use of the assets.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each reporting period and the amortization period is revised to reflect the changed pattern, if any.

i) Impairment of non-financial assets

Brookfield India REIT assesses, at each reporting date, whether there is an indication that a non-financial asset other than deferred tax assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, Brookfield India REIT estimates the asset’s recoverable amount. Goodwill is tested annually for impairment.

An impairment loss is recognized in the Condensed Consolidated Statement of Profit and Loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

Impairment losses are recognized in the Condensed Consolidated Statement of Profit and Loss, unless it reverses previous revaluation credited to equity, in which case it is charged to equity.

Goodwill (if any) arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from the synergies of the combination.

An asset’s recoverable amount is the higher of an asset’s or CGU’s fair value less costs of disposal and its value in use. In estimating value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the

purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets, such a reversal is made only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

j) Foreign currency transactions

Items included in the financial statements of the Brookfield India REIT are measured using the currency of the primary economic environment in which the Brookfield India REIT operates (‘the functional currency’). The financial statements are presented in Indian rupee (INR), which is the Brookfield India REIT functional and presentation currency.

Foreign currency transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at reporting period end exchange rates are generally recognized in the Statement of profit and loss.

k) Errors, estimates and change in accounting policies

The Brookfield India REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Condensed Consolidated Financial Statements. Changes in accounting policies are applied retrospectively, wherever applicable.

A change in an accounting estimate that results in changes in the carrying amounts of recognised

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assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

I) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets - Recognition

All financial assets are recognized initially at fair value (except for trade receivables which are initially measured at transaction price) plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

▪ Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

▪ Debt instruments at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss is recognized in statement of profit and loss. On derecognition of the asset, cumulative gains or losses previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

▪ Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Brookfield India REIT may elect to designate a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Brookfield India REIT has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit or loss.

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▪ Equity instruments measured at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Brookfield India REIT may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Brookfield India REIT makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Brookfield India REIT decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Brookfield India REIT may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit and loss.

(ii) Financial Assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e., removed from the Brookfield India REIT balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Brookfield India REIT has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Brookfield India REIT has transferred substantially all the risks and rewards of the asset, or (b) the Brookfield India REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Impairment of financial assets

Brookfield India REIT recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component and lease receivables is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable and lease receivables, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date, is recognized as an impairment gain or loss in the Statement of profit and loss.

Trade Receivables are generally written off against the allowance only after all means of collection have been exhausted and the potential for recovery is considered remote.

(iv) Financial liabilities – Recognition and Subsequent measurement

Brookfield India REIT financial liabilities are initially measured at fair value less any attributable transaction costs. Subsequent to initial measurement, these are measured at amortized cost using the effective interest rate ('EIR') method or at fair value through profit or loss (FVTPL).

Brookfield India REIT financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

The measurement of financial liabilities depends on their classification, as described below:

▪ Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through Statement of profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of

Condensed Consolidated Financial Statements

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repurchasing in the near term. This category also includes derivative financial instruments entered into by the Brookfield India REIT that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in Statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through Statement of profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains or losses are not subsequently transferred to statement of profit and loss. However, the Brookfield India REIT may transfer the cumulative gains or losses within equity. All other changes in fair value of such liability are recognized in Statement of profit and loss. The Brookfield India REIT has not designated any financial liability as at fair value through profit or loss.

- **Financial liabilities at amortized cost**
Financial liabilities that are not held for trading, or designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

- (v) **Financial liabilities - Derecognition**
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial

liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of profit and loss as other gains/(losses).

- (vi) **Income/loss recognition**
 - **Interest income**
Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Brookfield India REIT estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

- **Borrowing costs**
Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs associated with direct expenditures on properties under development or redevelopment or property, plant and equipment are capitalized. The amount of borrowing costs capitalized is determined first by borrowings specific to a property where relevant, and then by a weighted average cost of borrowings to eligible expenditures after adjusting for borrowings associated with other specific developments. Where borrowings are associated with specific developments, the amount capitalized is the gross borrowing costs incurred less any incidental investment income. Borrowing costs are capitalized from the commencement of the development until

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the date of practical completion. The Brookfield India REIT considers practical completion to have occurred when the physical construction of property is completed and the property is substantially ready for its intended use and is capable of operating in the manner intended by management. Capitalization of borrowing costs is suspended and charged to the Statement of profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

- (vii) **Embedded derivatives**
Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Embedded derivatives closely related to the host contracts are not separated. Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss.

- m) **Leases**
At inception of a contract, the Brookfield India REIT assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Brookfield India REIT assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Brookfield India REIT has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

- the Brookfield India REIT has the right to direct the use of the asset. The Brookfield India REIT has this right when it has the decision making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Brookfield India REIT has the right to direct the use of the asset if either:
 - o the Brookfield India REIT has the right to operate the asset; or
 - o the Brookfield India REIT designed the asset in a way that predetermines how and for what purpose it will be used.

As a lessee
The Brookfield India REIT recognizes a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Brookfield India REIT's incremental borrowing rate. Generally, the Brookfield India REIT uses its incremental borrowing rate as the discount rate.

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Brookfield India REIT is reasonably certain to exercise, lease payments in an optional renewal period if the Brookfield India REIT is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Brookfield India REIT is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Brookfield India REIT's estimate of the amount expected to be payable under a residual value guarantee, or if the Brookfield India REIT changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Brookfield India REIT presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities (current and non-current) in the statement of financial position.

The Brookfield India REIT has elected not to recognize right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Brookfield India REIT recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a Lessor

The Brookfield India REIT enters into lease agreements as a lessor with respect to its investment properties.

Leases for which the Brookfield India REIT is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Brookfield India REIT is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of the Brookfield India REIT's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Brookfield India REIT's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Brookfield India REIT applies Ind AS 115 to allocate the consideration under the contract to each component.

n) Revenue recognition

Revenues are measured based on the transaction price, which is the consideration, net of tax collected from customers and remitted to government authorities such as Goods and Services tax, and applicable service level credits, discounts or price concessions. The computation of these estimates involves significant judgment based on various factors including contractual terms, historical experience, expense incurred etc.

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

i. Income from Operating Lease Rentals

Assets given under operating lease are included in investment property. Revenue recognition under a lease commences when the tenant has a right to use the leased asset. Generally, this occurs on the lease commencement date. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. In determining the lease term, management considers all facts and circumstances including renewal, termination and market conditions.

Income from Operating Lease Rentals also includes percentage participating rents. Percentage participating rents are recognized when tenants' specified sales targets have been met.

ii. Income from maintenance services

Income from maintenance services consists of revenue earned from the provision of daily maintenance, security and administration services, and is charged to tenants based on the occupied lettable area of the properties. Income from maintenance services is recognized when the entity has satisfied its performance obligation by delivering services as per terms of contract entered into with tenants.

o) Employee benefits

Employee benefits include provident fund, gratuity and compensated absences.

Provident fund

The Brookfield India REIT 's contribution to provident fund is considered as defined contribution plans and is charged as an expense in statement of profit and loss based on the amount of contribution required to be made as and when services are rendered by the employees.

Gratuity

Brookfield India REIT has an obligation towards gratuity, a defined post-employment benefits plan covering eligible employees. The present value of the defined benefit liability and the related current service cost and past service cost are measured using projected unit credit method; with actuarial valuations being carried out at each balance sheet date. Remeasurements comprising actuarial gains and losses are recognized immediately in

the balance sheet with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognized in other comprehensive income are not reclassified. Past service cost is recognized in profit or loss when the plan amendment or curtailment occurs, or when the Brookfield India REIT recognizes related restructuring costs or termination benefits, whichever is earlier.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the period when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Other Long-term employee benefits

The employees of the Brookfield India REIT are entitled to other long term benefit by way of accumulating compensated absences. Cost of long-term benefit by way of accumulating compensated absences arising during the tenure of the service is calculated taking into account the pattern of availment of leave. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation based on actuarial valuations as at the balance sheet date by an independent actuary using the Projected Unit Credit method. Actuarial gains and losses relating to long-term employee benefits are recognised in the statement of Profit and Loss in the period in which they arise.

p) Taxation

Income tax expense comprises current and deferred tax. It is recognized in Statement of profit and loss except to the extent that it relates to items

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

recognized directly in equity or other comprehensive income, in which case it is recognized in equity or in other comprehensive income.

(i) **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax, 1961 is recognised as current tax in the Condensed Consolidated Statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as a deferred tax asset only when and to the extent there is convincing evidence that the Brookfield India REIT will pay normal income tax during the period for which MAT credit can be carried forward for set-off against normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(ii) **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither

accounting nor taxable profit or loss at the time of the transaction;

- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Brookfield India REIT is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on initial recognition of goodwill.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, Brookfield India REIT recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets—unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised. Further, no deferred tax asset/liabilities are recognized in respect of temporary differences that reverse within tax holiday period.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Brookfield India REIT expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax

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(All amounts are in Rupees millions unless otherwise stated)

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authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

q) **Provisions and contingencies**

A provision is recognized when the Brookfield India REIT has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Brookfield India REIT or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Brookfield India REIT does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

r) **Operating segments**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of segments:

In accordance with Ind AS 108- Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Chief Operating Decision Maker ('CODM') to allocate resources to the segments and assess their performance. An operating segment is a component of the Brookfield India REIT that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Brookfield India REIT's other components.

Based on an analysis of Brookfield India REIT's structure and powers conferred to the Manager to Brookfield India REIT, the Governing Board of the Manager (Brookprop Management Services Private Limited) has been identified as the Chief Operating Decision Maker ('CODM'), since they are empowered for all major decisions w.r.t. the management, administration, investment, disinvestment, etc.

As the Brookfield India REIT is primarily engaged in the business of developing and maintaining commercial real estate properties in India, CODM reviews the entire business as a single operating segment and accordingly disclosure requirements of Ind AS 108 "Operating Segments" in respect of reportable segments are not applicable.

s) **Subsequent events**

The Condensed Consolidated Financial Statements are prepared after reflecting adjusting and non-adjusting events that occur after the reporting period but before the Condensed Consolidated Financial Statements are authorized for issue.

t) **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

u) **Earnings per unit**

Basic earnings per unit are calculated by dividing the net profit / (loss) for the period attributable to unit holders of the Brookfield India REIT by the weighted average number of units outstanding during the period.

For the purpose of calculating diluted earnings per unit, the profit or loss for the period attributable to unit holders of the Brookfield India REIT and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per unit or increase loss per units are included.

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

v) **Business Combination/Asset Acquisition**

The amendment to Ind AS 103 Business Combinations clarifies that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets.

Brookfield India REIT has opted to apply optional concentration test in respect of acquisition of SPVs. Refer Note 44 of the financial statements for details.

w) **Condensed Consolidated Statement of Cash flows**

Condensed Consolidated Cash flows are reported using the indirect method, whereby Profit/ (loss) before tax is adjusted for the effects of transactions

of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated. For the purpose of the Condensed Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits.

x) **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the Condensed Consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

y) **Cash distribution to Unitholders**

The Brookfield India REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Board of Directors of the Manager. A corresponding amount is recognized directly in equity.

z) **Income support**

The income support that is an integral part of an acquisition transaction is treated as deduction in the acquisition cost of such investment property. Where the right to receive the income support is spread over a period of time, the right to receive the income support is recognized as a financial asset at fair value and subsequently measured at fair value through profit or loss.

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

Particulars	Gross block			Accumulated depreciation			Net block	
	Balance as at 01 April 2022	Additions during the period	Deletions/ Adjustments	Balance as at 01 April 2022	Charge for the period	Deletions/ Adjustments	Balance as at 30 September 2022	Balance as at 31 March 2022
Assets (site)								
Air conditioner	0.07	-	-	0.07	-	-	0.07	-
Computers	0.09	-	-	0.08	-	-	0.08	0.01
Plant and machinery	0.02	-	-	0.02	-	-	0.02	-
Furniture and fixtures	1.47	-	-	1.21	0.14	-	1.35	0.12
Office equipment	0.41	-	-	0.29	0.04	-	0.33	0.08
Sub total	2.06	-	-	1.67	0.18	-	1.85	0.39
Assets (maintenance)								
Air conditioner	4.32	1.51	-	0.79	0.52	-	1.31	4.52
Plant and machinery	126.74	15.94	-	8.98	5.73	-	14.71	127.97
Furniture and fixtures	33.15	2.38	-	5.96	2.72	-	8.68	26.85
Office equipment	8.38	1.64	-	2.99	1.13	-	4.12	5.90
Electrical fittings	0.60	-	-	0.08	0.03	-	0.11	0.49
Kitchen Equipments	0.16	-	-	0.04	0.03	-	0.07	0.09
Sub total	173.35	21.47	-	18.84	10.16	-	29.00	165.82
TOTAL	175.41	21.47	-	20.51	10.34	-	30.85	166.03
Intangible Assets								
Softwares	0.46	-	-	0.33	0.12	-	0.45	0.01
GRAND TOTAL	175.87	21.47	-	20.84	10.46	-	31.30	166.04

3. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

Particulars	Gross block			Accumulated depreciation			Net block	
	Balance as at 01 April 2021	Additions due to assets acquisition*	Deletions/ Adjustments during the period	Balance as at 31 March 2022	Charge for the period	Deletions/ Adjustments	Balance as at 31 March 2022	Balance as at 31 March 2021
Assets (site)								
Air conditioner	0.07	-	-	0.07	-	0.07	0.07	0.07
Computers	0.08	0.01	-	0.09	-	0.08	0.08	0.08
Plant and machinery	0.02	-	-	0.02	-	0.02	0.02	0.02
Furniture and fixtures	1.43	0.04	-	1.47	0.09	1.12	1.21	1.34
Office equipment	0.28	0.13	-	0.41	0.00	0.29	0.29	0.28
Sub total	1.88	0.18	-	2.06	0.09	1.58	1.67	1.79
Assets (maintenance)								
Air conditioner	3.11	1.28	(0.07)	4.32	0.07	0.72	0.79	3.04
Plant and machinery	66.54	26.51	33.87	126.74	1.02	7.96	8.98	117.76
Furniture and fixtures	26.69	0.87	5.59	33.15	0.89	5.07	5.96	27.19
Office equipment	4.87	0.39	3.12	8.38	0.52	2.47	2.99	5.39
Electrical fittings	0.60	-	-	0.60	0.01	0.07	0.08	0.59
Kitchen Equipments	0.08	0.08	0.00	0.16	0.00	0.04	0.04	0.08
Sub total	101.89	29.13	42.51	173.35	2.51	16.33	18.84	99.38
TOTAL	103.77	29.31	42.51	175.41	2.60	17.91	20.51	101.17
Intangible Assets								
Softwares	0.46	-	-	0.46	0.04	0.29	0.33	0.42
GRAND TOTAL	104.23	29.31	42.51	175.87	2.64	18.20	20.84	101.59

*Above assets have been acquired as part of SDPL Noida assets acquisition. Refer note 2.1 basis for consolidation and note 44 (ii).



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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

Particulars	Gross block			Accumulated depreciation			Net block	
	Balance As at 01 April 2022	Additions during the period	Deletions/ Adjustments	Balance As at 01 April 2022	Charge for the period	Deletions/ Adjustments	Balance As at 30 September 2022	As at 31 March 2022
Assets (constructed), given/ expected to be given on operating lease								
Freehold land	25,580.44	-	-	25,580.44	-	-	25,580.44	25,580.44
Buildings#	104,244.70	1,241.30	(374.11)	105,111.89	997.90	(64.34)	2,593.96	102,517.93
Air conditioners	1,923.86	53.17	-	1,977.03	113.86	-	305.20	1,671.83
Electrical fittings & equipment	1,262.09	50.57	-	1,312.66	96.21	-	280.19	1,032.47
Plant and machinery	1,338.51	36.94	-	1,375.45	71.14	-	208.81	1,166.64
Diesel generator sets	939.39	3.52	-	942.91	59.67	-	166.74	776.17
Furniture and fixtures	308.42	2.85	-	311.27	27.85	-	101.63	209.64
Right of use (leasehold land)	1,129.49	592.07	-	1,721.56	8.60	-	16.18	1,705.38
Office Equipment	18.45	1.04	-	19.49	5.62	-	7.40	12.09
Computers	1.19	0.97	-	2.16	0.41	-	0.63	1.53
Sub total	136,746.54	1,982.43	(374.11)	138,354.86	1,376.21	(64.34)	3,680.74	134,674.12
Assets (food court), given/ expected to be given on operating lease								
Air conditioner	7.05	-	-	7.05	1.00	0.44	1.44	5.61
Furniture & fixtures	31.08	-	-	31.08	11.20	5.05	16.25	14.83
Plant and machinery	4.81	-	-	4.81	0.68	0.30	0.98	3.83
Office equipment	2.18	-	-	2.18	0.66	0.27	0.93	1.25
Kitchen equipment	13.45	-	-	13.45	2.72	2.11	4.83	8.62
Computers	0.20	-	-	0.20	0.00	-	0.20	0.00
Sub total	58.77	-	(374.11)	58.77	16.46	8.17	24.63	34.14
Sub total - Investment Property	136,805.31	1,982.43	(374.11)	138,413.63	1,384.38	(64.34)	3,705.37	134,708.26
Investment property - under development**								
Capital work in progress	1,745.46	784.43	(1,250.61)	1,279.28	-	-	-	1,279.28
Sub total - Investment Property under development	1,745.46	784.43	(1,250.61)	1,279.28	-	-	-	1,279.28
Total	138,550.77	2,766.86	(1,624.72)	139,692.91	2,385.33	(64.34)	3,705.37	135,987.54
# Buildings net block includes ₹35,469.76 millions (31 March 2022: ₹36,071.94 million), held under co-development agreement as fully described in Note 36 (Capital Commitments).								
** The amount of ₹1,250.61 million shown under “Deletions/ Adjustments” represents capitalization during the period.								
Reconciliation for total depreciation expense:								
				For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the half year ended 30 September 2022		
Total depreciation on property, plant and equipment for the period				5.34	5.12	10.46		
Total depreciation on investment property for the period				633.19	686.85	1,320.04		
Less:- Depreciation during the construction period on site assets - capitalized				(0.09)	(0.09)	(0.18)		
Less:- Depreciation during the construction period on Right of use (leasehold land)				(0.87)	(0.90)	(1.77)		
Depreciation expense for the period				637.57	690.98	1,328.55		

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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

Particulars	Gross block			Accumulated depreciation			Net block	
	Balance As at 01 April 2021	Additions due to assets acquisition*	Additions during the period	Deletions/ Adjustments	Balance As at 31 March 2022	Charge for the period	Balance As at 31 March 2022	As at 31 March 2021
Assets (constructed), given/ expected to be given on operating lease								
Freehold land	25,580.44	-	-	-	25,580.44	-	25,580.44	25,580.44
Buildings#	70,578.81	32,927.10	738.79	-	104,244.70	1,455.36	1,660.40	102,584.30
Air conditioners	1,209.98	638.01	75.87	-	1,923.86	168.57	191.34	1,732.52
Electrical fittings & equipment	806.00	378.42	77.67	-	1,262.09	153.06	183.98	1,078.11
Plant and machinery	880.66	412.69	45.16	-	1,338.51	119.76	137.67	1,200.84
Diesel generator sets	651.23	285.95	2.21	-	939.39	94.09	107.07	832.32
Furniture and fixtures	262.98	29.08	16.36	-	308.42	52.56	73.78	234.64
Right of use (leasehold land)	459.96	669.53	-	-	1,129.49	7.73	8.60	1,120.89
Office Equipment	16.87	0.60	0.98	-	18.45	4.61	5.62	12.83
Computers	1.14	0.04	0.01	-	1.19	0.35	0.41	0.78
Sub total	100,448.07	35,341.42	957.05	-	136,746.54	2,056.09	2,368.87	134,377.67
Assets (food court), given/ expected to be given on operating lease								
Air conditioner	7.05	-	-	-	7.05	0.13	1.00	6.05
Furniture & fixtures	29.67	1.41	-	-	31.08	1.43	11.20	19.88
Plant and machinery	4.81	-	-	-	4.81	0.09	0.68	4.13
Office equipment	2.12	0.06	-	-	2.18	0.08	0.66	1.52
Kitchen equipment	2.52	1.14	9.79	-	13.45	0.17	2.72	10.73
Computers	0.20	-	-	-	0.20	0.20	0.20	0.20
Sub total	46.37	2.61	9.79	-	58.77	1.90	16.46	42.31
Sub total - Investment Property	100,494.44	35,344.03	966.84	-	136,805.31	2,070.65	2,385.33	134,419.98
Investment property - under development**								100,179.76
Capital work in progress	791.74	1,110.75	724.77	(881.80)	1,745.46	-	-	1,745.46
Sub total - Investment Property under development	791.74	1,110.75	724.77	(881.80)	1,745.46	-	-	791.74
Total	101,286.18	36,454.78	1,691.61	(881.80)	138,550.77	314.68	2,385.33	136,165.44

*Above assets have been acquired as part of SDPL Noida assets acquisition. Refer note 2.1 basis for consolidation and note 44 (ii).
Buildings net block includes ₹36,071.94 millions (31 March 2021: ₹36,731.01 million), held under co-development agreement as fully described in Note 36 (Capital Commitments).
** The amount of ₹. 881.80 million shown under “Deletions/ Adjustments” represents capitalization during the year.

Reconciliation for total depreciation expense:

	For the quarter ended 30 September 2021	For the half year ended 30 September 2021	For the half year ended 31 March 2022	For the year ended 31 March 2022
Total depreciation on property, plant and equipment for the period	4.62	9.05	9.15	18.20
Total depreciation on investment property for the period	467.42	920.06	1,150.59	2,070.65
Less:- Depreciation during the construction period on site assets - capitalized	(0.09)	(0.20)	(1.38)	(1.58)
Less:- Depreciation during the construction period on Right of use (leasehold land)	(0.82)	(1.63)	(0.87)	(2.50)
Depreciation expense for the period/ year	471.13	927.28	1,157.49	2,084.77

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(All amounts are in Rupees millions unless otherwise stated)

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5. NON CURRENT FINANCIAL ASSETS - OTHER

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
Security deposits	555.27	589.77
Fixed deposits with banks*	2.32	2.23
Interest accrued but not due on fixed deposits with banks	0.04	0.04
Lease rent equalization**	222.39	166.50
To related parties (refer note 42)		
Finance receivables #	184.22	678.79
	964.24	1,437.33

*These fixed deposits are of restricted use being lien against state authority.
**Lease rent equalization are classified as Financial assets as right to consideration is unconditional and is due only after passage of time.
Finance receivables represents income support guarantee received from a related party in respect of tenancy level of Investment properties of SDPL Noida in connection with its acquisition by Brookfield India REIT (refer note 44 (ii)), where the right to receive the income support is spread over a period of time starting from 01 January 2022 and ending on 31 March 2024. The income support guarantee is recognized as a financial asset at fair value through profit and loss.

6. DEFERRED TAX ASSET (NET)

	As at 30 September 2022	As at 31 March 2022
Deferred tax asset (net)	3,620.88	3,755.46
	3,620.88	3,755.46

The Group has recognized deferred tax asset of ₹3,230.01 million (31 March 2022: ₹2,921.36 million) on unabsorbed depreciation & business losses and ₹1,253.92 million (31 March 2022: ₹1,253.92 million) on MAT credit entitlement, considering the deferred tax liability on existing taxable temporary differences in respective SPVs that will reverse in the future and estimated taxable income for future years. The amount of deferred tax assets considered realizable, however, could reduce in the near term if estimates of future taxable income during the carry-forward period are reduced.

7. NON-CURRENT TAX ASSETS (NET)

	As at 30 September 2022	As at 31 March 2022
Advance income tax	2,333.63	2,416.27
	2,333.63	2,416.27

8. OTHER NON-CURRENT ASSETS

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
Capital advances	8.55	19.27
Prepaid expenses	113.97	142.16
Balance recoverable from government authorities	14.46	14.11
	136.98	175.54

9. CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

	As at 30 September 2022	As at 31 March 2022
Trade receivables considered good - unsecured	313.07	224.88
Trade receivables - credit impaired	26.84	68.26
Less: loss allowance	(26.84)	(68.26)
	313.07	224.88

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10. CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

	As at 30 September 2022	As at 31 March 2022
Balance with banks :		
- in current account	128.90	193.65
- in deposit account (with original maturity of 3 months or less)	2,168.00	1,850.00
	2,296.90	2,043.65

11. OTHER BANK BALANCES

	As at 30 September 2022	As at 31 March 2022
Deposit account with original maturity of more than 3 months and upto 12 months*	500.03	506.49
	500.03	506.49

* These fixed deposits are of restricted use being lien against debt service reserve account, bank guarantees given to various authorities and given as security for sales tax registration.

12. CURRENT FINANCIAL ASSETS - LOANS

	As at 30 September 2022	As at 31 March 2022
To parties other than related parties		
(Unsecured and considered doubtful)		
Advances to vendors	0.36	0.36
Less: loss allowance	(0.36)	(0.36)
	-	-
Loans receivables - credit impaired	0.36	0.36
Less: loss allowance	(0.36)	(0.36)
	-	-

13. CURRENT FINANCIAL ASSETS - OTHER

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
To parties other than related parties		
Security deposits	0.01	0.01
Unbilled revenue*	262.69	159.01
Interest accrued but not due on fixed deposits with banks	0.90	14.37
Lease rent equalization*	118.85	51.18
Other receivables	415.85	47.39
To related parties (refer note 42)		
Other receivables	0.02	0.01
Finance receivables #	681.22	483.34
	1,479.54	755.31

*Classified as financial assets as right to consideration is unconditional and is due only after passage of time.

Finance receivables represents income support guarantee received from a related party in respect of tenancy level of Investment properties of SDPL Noida in connection with its acquisition by Brookfield India REIT (refer note 44 (ii)), where the right to receive the income support is spread over a period of time starting from 01 January 2022 and ending on 31 March 2024. The income support guarantee is recognized as a financial asset at fair value through profit and loss.

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14. OTHER CURRENT ASSETS

	As at 30 September 2022	As at 31 March 2022
(Unsecured and considered good)		
Advances to vendors*	43.26	33.01
Prepaid expenses*	191.04	54.29
Balance recoverable from government authorities	140.65	135.16
Other Advances	0.75	0.12
	375.70	222.58

* For related parties balance, refer note 42

15. UNIT CAPITAL

Particulars	No. of Units	Amount
As at 01 April 2021	302,801,601	81,774.78
Less: Distribution to Unitholders for the quarter ended 30 June 2021	-	(297.05)
Less: Distribution to Unitholders for the quarter ended 30 September 2021	-	(605.60)
Less: Distribution to Unitholders for the quarter ended 31 December 2021	-	(481.45)
Add: Reversal of issue expenses no longer payable (refer note iv below)	-	25.55
Add: Units issued on preferential basis during the year		
- pursuant to the preferential allotment, issued, subscribed and fully paid-up in cash (refer note ii below)	16,821,856	4,949.83
- in exchange for equity interest in SPVs (refer note iii below)	15,463,616	4,550.17
Less: Expense incurred towards preferential allotment (refer note iv below)	-	(48.92)
Closing balance as at 31 March 2022	335,087,073	89,867.31
As at 01 April 2022	335,087,073	89,867.31
Less: Distribution to Unitholders for the quarter ended 31 March 2022	-	(720.44)
Less: Distribution to Unitholders for the quarter ended 30 June 2022	-	(857.82)
Closing balance as at 30 September 2022	335,087,073	88,289.05

(a) Terms/rights attached to Units and accounting thereof

- (i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Board of Directors of the Investment Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Brookfield India REIT is required to distribute to Unitholders not less than 90% of the Net Distributable Cash Flows of Brookfield India REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Brookfield India REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated 29 December 2016 and No. CIR/IMD/DF/141/2016 dated 26 December 2016) issued under the REIT Regulations, the Unit Capital has been presented as "Equity" in order to comply with the requirements of Section H of Annexure A to the SEBI Circular dated 26 December 2016 dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

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- (ii) Initial Public Offering of 138,181,800 Units for cash at price of ₹275 per Unit aggregating to ₹38,000.00 million. Refer note 47 for utilization of IPO proceeds. Further preferential allotment of 16,821,856 Units for cash at price of ₹294.25 per unit aggregating to ₹4,949.83 was made during the year ended 31 March 2022. The preferential allotment was mainly used to fund the SDPL Noida acquisition, as more fully described in Note 44 (ii) (asset acquisition note).
- (iii) Brookfield India REIT acquired the SPVs by acquiring all the equity interest held by our Sponsor and certain members of our Sponsor Group. The acquisition of equity interest in the SPVs has been done by issue of 127,892,403 Units of ₹275 each and 15,463,616 Units of ₹294.25 each during the period ended 31 March 2021 and year ended 31 March 2022 respectively, as per the table below.

Name of SPV	Number of Units allotted for acquiring all the equity interest held in the SPVs		
	Sponsor	Sponsor Group (excluding Sponsor)	Total
During the period ended 31 March 2021:			
Candor Kolkata	54,117,888	16,364	54,134,252
Festus	-	31,474,412	31,474,412
SPPL Noida	-	41,483,012	41,483,012
CIOP	-	800,727	800,727
During the previous year ended 31 March 2022:			
SDPL Noida (refer note 1: Organizational structure)	-	15,463,616	15,463,616
Total number of Units issued	54,117,888	89,238,131	143,356,019

- (iv) Expenses incurred pertaining to the Initial Public Offering (IPO), preferential allotment and listing of the Units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 - Financial Instruments: Presentation.

(b) Unitholders holding more than 5 percent Units in the Trust

Name of Unitholders	As at 30 September 2022		As at 31 March 2022	
	No. of Units	% of holdings	No. of Units	% of holdings
BSREP India office Holdings V Pte. Ltd.	54,117,888	16.15%	54,117,888	16.15%
BSREP India Office Holdings Pte Ltd.	41,499,453	12.38%	41,499,373	12.38%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	10.96%	36,727,398	10.96%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	9.39%	28,086,775	8.38%

- (c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. Further, the Trust has not issued any units for consideration other than cash from the date of registration till the balance sheet date, except as disclosed above.

(d) Unitholding of sponsor group

Name of Unitholders	As at 30 September 2022		As at 31 March 2022		% Change during the half year ended 30 September 2022
	No. of Units	% of holdings	No. of Units	% of holdings	
BSREP India office Holdings V Pte. Ltd.	54,117,888	16.15%	54,117,888	16.15%	0.00%
BSREP India Office Holdings Pte Ltd.	41,499,453	12.38%	41,499,373	12.38%	0.00%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	10.96%	36,727,398	10.96%	0.00%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	9.39%	28,086,775	8.38%	1.01%
Kairos Property Managers Private Limited	-	-	3,387,637	1.01%	-1.01%
BSREP Moon C1 L.P.	-	-	800,650	0.24%	-0.24%
BSREP Moon C2 L.P.	-	-	80	0.00%	-0.00%
BSREP India Office Holdings IV Pte. Ltd.	15,463,616	4.61%	15,463,616	4.61%	0.00%
BSREP India Office Holdings VI Pte. Ltd.	800,650	0.24%	-	-	0.24%

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Notes to the Consolidated Financial Statements

16. OTHER EQUITY*

	As at 30 September 2022	As at 31 March 2022
Reserves and Surplus		
Retained earnings	(2,145.12)	(1,046.38)
	(2,145.12)	(1,046.38)

*Refer Condensed Consolidated Statement of Changes in Unitholders' Equity for detailed movement in other equity balances.

Retained earnings

The cumulative gain or loss arising from the operations which is retained by the Brookfield India REIT is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit/(loss) after tax is transferred from the Statement of Profit and Loss to the retained earnings account.

17. NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

	As at 30 September 2022	As at 31 March 2022
Secured		
Term loan from financial institutions	53,181.76	51,655.34
Less:- Current maturities of long term borrowings (refer note 21)	(615.30)	(661.81)
Total Borrowings	52,566.46	50,993.53

18. NON-CURRENT FINANCIAL LIABILITIES - OTHERS

	As at 30 September 2022	As at 31 March 2022
Security deposit from lessee	1,771.50	1,244.85
Retention money	66.70	84.45
	1,838.20	1,329.30

19. PROVISIONS

	As at 30 September 2022	As at 31 March 2022
Provision for gratuity	18.28	18.91
	18.28	18.91

20. OTHER NON-CURRENT LIABILITIES

	As at 30 September 2022	As at 31 March 2022
Deferred income	274.06	290.00
Contract liability*	508.47	355.93
	782.53	645.93

*Candor Kolkata One Hi-Tech Structures Private Limited entered into a Joint Development Agreement with Gurgaon Infospace Limited (GIL) by which GIL will pay ₹1,000 million in various tranches commencing January 2021 to October 2023 for the development/construction of building used for commercial and retail purposes on certain land parcels, the title of which is held by Candor Kolkata One Hi-Tech Structures Private Limited. Under the said agreement, Candor Kolkata One Hi-Tech Structures Private Limited is entitled to 72% of the gross sale receipts and deposits from the tenants arising out of the lease of the developed areas and GIL is entitled to receive balance 28%. The amount received as at 30 September 2022 of ₹600.00 million including Goods and Service Tax (31 March 2022 of ₹420.00 million) has been presented as contract liability excluding Goods and Service Tax.

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21. SHORT TERM BORROWINGS

	As at 30 September 2022	As at 31 March 2022
Current maturities of long-term borrowings		
Secured		
Term loan from financial institutions	615.30	661.81
	615.30	661.81

22. CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

	As at 30 September 2022	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	0.76	17.34
Total outstanding dues of creditors other than micro enterprises and small enterprises*	673.93	620.17
	674.69	637.51

*For balance payable to related parties, refer note 42

23. CURRENT - OTHER FINANCIAL LIABILITIES

	As at 30 September 2022	As at 31 March 2022
Security deposit from lessee	3,277.00	3,401.53
Retention money	159.45	132.89
Capital creditors	546.25	394.94
Employee related payables	32.74	10.93
Other payables	183.32	120.97
	4,198.76	4,061.26

24. PROVISIONS

	As at 30 September 2022	As at 31 March 2022
Provision for gratuity	2.33	0.18
Provision for compensated absences	7.69	7.14
	10.02	7.32

25. OTHER CURRENT LIABILITIES

	As at 30 September 2022	As at 31 March 2022
Statutory dues payable	154.99	151.29
Deferred income	203.86	161.38
Other payables*	19.90	-
	378.75	312.67

*For balance payable to related parties, refer note 42

26. CURRENT TAX LIABILITIES (NET)

	As at 30 September 2022	As at 31 March 2022
Provision for income tax	121.71	120.64
	121.71	120.64

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27. REVENUE FROM OPERATIONS

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Sale of services							
Income from operating lease rentals *	2,056.49	2,034.13	1,561.40	4,090.62	3,298.52	3,177.50	6,476.02
Income from maintenance services	963.34	866.32	550.31	1,829.66	1,149.75	1,113.57	2,263.32
	3,019.83	2,900.45	2,111.71	5,920.28	4,448.27	4,291.07	8,739.34
Sale of products							
Sale of food and beverages	14.34	8.84	5.03	23.18	10.75	16.19	26.94
Others	1.85	1.11	0.34	2.96	1.00	0.63	1.63
Total revenue from operations	3,036.02	2,910.40	2,117.08	5,946.42	4,460.02	4,307.89	8,767.91

* Assets given on operating lease

28. OTHER INCOME

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Interest income from financial assets at amortized cost							
Interest income on fixed deposits with banks	23.75	20.24	20.27	43.99	35.07	35.98	71.05
Interest income on security deposit	9.55	14.09	6.26	23.64	9.19	19.19	28.38
Others							
Income from scrap sale	2.01	8.90	0.95	10.91	3.03	3.77	6.80
Interest on income tax refund	3.72	28.95	0.77	32.67	29.36	4.85	34.21
Liabilities/provisions no longer required written back	4.82	1.20	0.34	6.02	1.10	0.74	1.84
Fair value gain on income support	36.19	23.90	-	60.09	31.58	-	31.58
Miscellaneous income	0.36	0.01	2.34	0.37	48.03	2.34	50.37
	80.40	97.29	30.93	177.69	157.36	66.87	224.23

29. COST OF MATERIALS CONSUMED

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Opening stock	-	-	-	-	-	-	-
Add: purchases during the period	9.71	6.05	4.44	15.76	9.58	13.11	22.69
Add: Others	1.61	0.98	0.28	2.59	0.84	0.49	1.33
Less: Closing stock	-	-	-	-	-	-	-
	11.32	7.03	4.72	18.35	10.42	13.60	24.02

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30. EMPLOYEE BENEFITS EXPENSE

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Salaries, wages and bonus	71.71	78.77	48.39	150.48	83.75	95.95	179.70
Contributions to provident fund	4.10	3.75	2.41	7.85	5.62	4.82	10.44
Gratuity expense	2.86	1.17	1.16	4.03	2.89	2.27	5.16
Compensated absences	1.33	0.36	0.50	1.69	1.05	0.50	1.55
	80.00	84.05	52.46	164.05	93.31	103.54	196.85

31. FINANCE COSTS

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Interest and finance charges on financial liabilities at amortized cost							
Interest on term loan	1,023.77	902.37	387.16	1,926.14	1,162.72	767.42	1,930.14
Interest on lease liability	7.22	7.14	2.77	14.36	8.73	5.52	14.25
Others							
Other borrowing costs	59.30	64.56	41.44	123.86	83.64	82.79	166.43
	1,090.29	974.07	431.37	2,064.36	1,255.09	855.73	2,110.82
Less: Transferred to investment property under development	(8.21)	(15.46)	(5.90)	(23.67)	(19.01)	(11.12)	(30.13)
	1,082.08	958.61	425.47	2,040.69	1,236.08	844.61	2,080.69

32. DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
- on property plant and equipment and intangible assets	5.25	5.03	4.53	10.28	7.77	8.85	16.62
- on investment property	632.32	685.95	466.60	1,318.27	1,149.72	918.43	2,068.15
	637.57	690.98	471.13	1,328.55	1,157.49	927.28	2,084.77

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33. OTHER EXPENSES

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Property management fees	120.30	114.84	81.84	235.14	188.66	163.54	352.20
Power and fuel	357.55	275.28	184.27	632.83	326.39	364.52	690.91
Repair and maintenance	229.01	242.18	153.24	471.19	391.27	316.92	708.19
Insurance	12.75	11.42	8.11	24.17	18.17	16.19	34.36
Legal and professional expense	55.27	49.97	37.01	105.24	96.43	81.15	177.58
Audit fees (refer note "a" below)	6.60	6.47	4.54	13.07	12.35	10.17	22.52
Rates and taxes	20.86	33.81	26.39	54.67	58.24	46.18	104.42
Facility usage fees	7.50	7.49	7.25	14.99	14.98	16.61	31.59
Rental towards short term leases	3.20	3.06	2.49	6.26	5.64	4.59	10.23
Credit Impaired	8.84	0.58	5.11	9.42	2.95	7.82	10.77
Allowance for expected credit loss	2.43	6.23	0.25	8.66	9.83	0.25	10.08
Corporate social responsibility expenses	1.64	0.63	1.78	2.27	2.80	2.81	5.61
Donation	-	-	-	-	-	20.00	20.00
Miscellaneous expenses	28.72	34.39	19.95	63.11	50.54	39.06	89.60
	854.67	786.35	532.23	1,641.02	1,178.25	1,089.81	2,268.06

a) Details of remuneration to auditors

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
As auditor (on accrual basis, excluding applicable taxes)							
- for statutory audit	6.57	5.11	4.54	11.68	11.49	10.08	21.57
- for other services	0.03	0.18	-	0.21	0.19	-	0.19
- for reimbursement of expenses	-	1.18	-	1.18	0.67	0.09	0.76
	6.60	6.47	4.54	13.07	12.35	10.17	22.52

34. TAX EXPENSE

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Current tax							
- for current period	9.92	11.87	7.41	21.79	19.90	8.06	27.96
- for earlier years	-	(11.38)	-	(11.38)	(3.81)	-	(3.81)
Deferred tax charge/(credit)	148.35	(13.98)	(56.88)	134.37	(160.38)	(84.62)	(245.01)
	158.27	(13.49)	(49.47)	144.78	(144.29)	(76.56)	(220.86)

Brookfield India REIT is a business trust registered under SEBI REIT Regulations, 2014. Hence, the interest and dividend received or receivable by Brookfield India REIT from the SPVs is exempt from tax under section 10(23FC) of the Income Tax Act, 1961 (Act). Further, any expenditure incurred in relation to earning the exempt income is not tax deductible in view of the provisions of section 14A of the Act.

The income of Brookfield India REIT, other than exempt income mentioned above, is chargeable to tax at the maximum marginal rates in force (for the quarter ended 30 June 2022 : 42.744%; for the quarter and year ended 31 March 2022: 42.744%), except for the income chargeable to tax on transfer of short term capital assets under section 111A of the Act and long term capital assets under section 112 of the Act.

SPVs are the Indian companies incorporated under the Companies Act. The total income of the SPVs is chargeable to tax in accordance with the provisions of the Act.

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35. CONTINGENT LIABILITIES

	As at 30 September 2022	As at 31 March 2022
Claims against the SPVs not acknowledged as debt in respect of Income-Tax matters (Refer note 1 below)	1,158.86	1,158.86
Claims against the SPVs not acknowledged as debt in respect of Indirect tax {VAT/Work contract/Entry tax} (Refer note 2 below)	7.52	12.43
Grand Total	1,166.38	1,171.29

Note 1

	As at 30 September 2022	As at 31 March 2022
Candor Kolkata One Hi-Tech Structures Private Limited	807.04	807.04
Shantiniketan Properties Private Limited	15.30	15.30
Seaview Developers Private Limited	336.52	336.52
Total	1,158.86	1,158.86

Contingent liabilities as at 30 September 2022 includes penalty amounting to ₹552.23 million (31 March 2022 ₹552.23 million) in relation to disallowance of settlement fees paid in earlier years for termination of contract. Other contingencies include ₹606.63 million (31 March 2022 : ₹606.63 million) relating to other disallowances under the Income Tax Act, 1961.

The tax officer has set-off certain tax refund claimed in Income tax returns against these demands.

Note 2

	As at 30 September 2022	As at 31 March 2022
Shantiniketan Properties Private Limited *	2.67	2.67
Seaview Developers Private Limited	4.85	9.76
Total	7.52	12.43

* The Company has given a bank guarantee of ₹1.00 million (31 March 2022: ₹1.00 million) to Member Secretary UP Pollution Control Board.

36. COMMITMENTS

	As at 30 September 2022	As at 31 March 2022
Capital commitments (net of advances)	630.47	902.92
The SPV wise details of capital commitments are as follows:		
Candor Kolkata One Hi-Tech Structures Private Limited	249.98	199.37
Shantiniketan Properties Private Limited	60.03	135.80
Festus Properties Private Limited	8.32	161.48
Seaview Developers Private Limited	312.14	406.27
	630.47	902.92

Other commitments

Candor Kolkata One Hi-Tech Structures Private Limited (formerly known as “Candor Gurgaon Two Developers & Projects Private Limited”; now amalgamated in Candor Kolkata One Hi-Tech Structures Private Limited w.e.f. 01 April 2017) has an agreement with Gurgaon Infospace Limited (GIL). The title to the land is held by Gurgaon Infospace Limited, a third party and is not affiliated to the Candor Kolkata One Hi-Tech Structures Private Limited. Candor Kolkata One Hi-Tech Structures Private Limited has developmental rights with respect to the property pursuant to a Joint Development Agreement (JDA) with GIL entered on 16 November 2006 as amended from time to time. Under the said agreement Candor Kolkata One Hi-Tech Structures Private Limited is entitled to 72% of the gross sale receipts and deposits from the tenants arising out of the lease of the developed areas and GIL is entitled to receive balance 28%.

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In supplement to earlier JDA, a new co-development agreement was entered into between GIL (the developer) and Candor Kolkata One Hi-Tech Structures Private Limited (the co-developer) on 17 September 2007 as amended from time to time under which the developer and co-developer will jointly carry out the process of installation of fit-outs & fixtures and the cost of such installation shall be shared by the developer and co-developer in the same ratio as to sharing of gross proceeds i.e. 28% and 72% respectively. This agreement is accounted as joint operations as per Ind AS 111.

37. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

i) Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortized cost and for which fair values are disclosed in the financial statements. There are no financial instruments, which are subsequently measured at fair value.

	Carrying value		Fair value	
	As at 30 September 2022	As at 31 March 2022	As at 30 September 2022	As at 31 March 2022
At Amortized Cost				
Financial assets				
Trade receivables #	313.07	224.88	313.07	224.88
Cash and cash equivalents #	2,296.90	2,043.65	2,296.90	2,043.65
Other bank balances #	500.03	506.49	500.03	506.49
Other financial assets #	1,578.34	1,030.52	1,578.34	1,030.52
At FVTPL				
Financial Assets				
Other financial Assets^	865.44	1,162.13	865.44	1,162.13
Total financial assets	5,553.78	4,967.67	5,553.78	4,967.67
At Amortized Cost				
Financial liabilities				
Borrowings #	53,181.76	51,655.34	53,181.76	51,655.34
Trade payables #	674.69	637.51	674.69	637.51
Other financial liabilities #	6,036.96	5,390.56	6,036.96	5,390.56
Total financial liabilities	59,893.41	57,683.41	59,893.41	57,683.41

fair value of financial assets and financial liabilities which are recognized at amortized cost has been disclosed to be same as carrying value as the carrying value approximately equals to their fair value.

^ Fair value of Receivable for income support is determined on the basis of present value of expected future cash flows. These are classified as level 3 in the fair value hierarchy due to the inclusion of unobservable inputs. The key input for determining the same is discount rate.

ii) Measurement of fair values

The different levels of fair value have been defined below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices for instance listed equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no valuation under Level 1 and Level 2. There has been no transfers into or out of Level 3 of the fair value hierarchy for the quarter/ half year ended 30 September 2022 and year ended 31 March 2022.

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The Brookfield India REIT policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

iii) Details of significant unobservable inputs

Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value
Financial assets measured at fair value (Receivable for income support)	
Discount rate (30 September 2022- 11.75% ; 31 March 2022- 11.50% and 12.75%)	The estimated fair value would decrease (increase) if discount rate is higher (lower)

iv) Sensitivity analysis of Level 3 fair values

For the fair value of receivable for income support, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects:

30 September 2022	Profit/ (Loss)	
	Increase	Decrease
Discount rate (1% movement)	3.85	(3.85)
31 March 2022	Profit/ (Loss)	
	Increase	Decrease
Discount rate (1% movement)	8.06	(8.06)

v) Reconciliation of Level 3 fair values

Fair Value relating to receivable for income support	Amount
Balance as at 24 January 2022	1,358.69
Income support received	(228.14)
Net change in fair value - unrealized (refer note 28)	31.58
Balance as at 31 March 2022	1,162.13
Balance as at 1 April 2022	1,162.13
Income support received	(356.78)
Net change in fair value - unrealized (refer note 28)	60.09
Balance as at 30 September 2022	865.44

38. SEGMENT REPORTING

- a) Ind AS 108 establishes requirements to identify the operating segment and related disclosures, basis how the Chief Operating Decision Maker ('CODM') evaluates the performance and allocates resources to different segments. Based on an analysis of Brookfield India REIT structure and powers conferred to the Manager to REIT, the Governing Board of the Manager (Brookprop Management Services Private Limited) has been identified as the Chief Operating Decision Maker ('CODM'), since they are empowered for all major decisions w.r.t. the management, administration, investment, disinvestment, etc.

As the Group is primarily engaged in the business of developing and maintaining commercial real estate properties in India, CODM reviews the entire business as a single operating segment and accordingly disclosure requirements of Ind AS 108 "Operating Segments" in respect of reportable segments are not applicable.

- b) Customer A represented 13.12%, 13.68%, 14.27%, 18.43%, 18.19% and 17.97% of revenues for the quarter, half year ending 30 September 2022, quarter ending 30 June 2022, quarter, half year ending 30 September 2021 and year ending 31 March 2022 respectively , Customer B represented 14.54%, 14.35%, 14.15%, 15.39%, 15.76% and 15.70% of revenues for the quarter, half year ending 30 September 2022, quarter ending 30 June 2022, quarter, half year ending 30 September 2021 and year ending 31 March 2022 respectively and Customer C represented 10.65%, 10.67%, 10.69%, 11.50%, 11.41% and 11.50% of revenues for the quarter, half year ending 30 September 2022, quarter ending 30 June 2022, quarter, half year ending 30 September 2021 and year ending 31 March 2022 respectively.

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Additional financial disclosures as required under para 4 of SEBI circular CIR/IMD/DF/141/2016 dated 26 December 2016

39. STATEMENT OF PROPERTY WISE RENTAL/OPERATING INCOME

S. No.	Entity and Property name	Property Address	Location	Nature of Income	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
1	Candor Kolkata One Hi-Tech Structures Private Limited	Candor TechSpace IT/ITES SEZ, Dundaheira, Sector-21 Gurgaon, Haryana-122016	Gurgaon	Rental income and other operating income	869.17	836.99	846.98	1,486.72	1,735.60	3,222.32
2	Candor Kolkata One Hi-Tech Structures Private Limited	IT/ITES SEZ, Candor TechSpace, Action Area- 1 D, New Town, Rajarhat, Kolkata-700156	Kolkata	Rental income and other operating income	507.56	475.98	518.79	958.63	1,058.52	2,017.15
3	Shantiniketan Properties Private Limited	IT/ITES Park, Candor TechSpace, Institutional Plot No B/2-62, Sector 62, NOIDA, Uttar Pradesh- 201309	Noida	Rental income and other operating income	445.72	396.92	310.36	623.89	609.70	1,233.59
4	Festus Properties Private Limited	Kensington A and B, IT / ITES, Kensington SEZ Building, Hiranandani Business Park, Powai Mumbai, Mumbai City, Maharashtra-400076	Mumbai	Rental income and other operating income	482.48	476.24	440.95	885.42	904.07	1,789.49
5	Seaview Developers Private Limited	IT/ITES SEZ, Candor Techspace, Plot no. 20-21, Sector 135, NOIDA, Uttar Pradesh - 201304	Noida	Rental income and other operating income	731.09	724.27	-	505.36	-	505.36
6	Candor India Office Parks Private Limited	F-83, Profit Centre, Gate No. 1, Mahavir Nagar, Near Pizza Hut, Kandivali (W), Mumbai-400067	Mumbai	Property management fees	-	-	-	-	-	-
Total					3,036.02	2,910.40	2,117.08	4,460.02	4,307.89	8,767.91



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(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

40. EARNINGS PER UNIT (EPU)

Basic EPU amounts are calculated by dividing the profit for the quarter / period attributable to Unitholders by the weighted average number of units outstanding during the quarter / year. Diluted EPU amounts are calculated by dividing the profit attributable to Unitholders by the weighted average number of units outstanding during quarter / year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The Units of the Trust were allotted on 08 February 2021, 11 February 2021 and 24 January 2022.

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Profit after tax for calculating basic and diluted EPU	267.12	471.43	682.82	738.55	1,041.69	1,421.16	2,462.85
Weighted average number of Units (Nos.)	335,087,073	335,087,073	302,801,601	335,087,073	315,333,907	302,801,601	309,050,586
Earnings Per Unit							
- Basic (Rupees/unit)	0.80	1.41	2.25	2.20	3.30	4.69	7.97
- Diluted (Rupees/unit)*	0.80	1.41	2.25	2.20	3.30	4.69	7.97

*The Trust does not have any outstanding dilutive units.

41. CAPITALIZATION STATEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group's capital structure mainly constitutes equity in the form of unit capital and debt. The projects of SPVs are initially funded through construction financing arrangements. On completion, these loans are restructured into lease-rental discounting arrangements or debentures. The Group's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

The Group monitors Capital using ratio of 'Net debt' to 'Gross asset value (GAV)' of all SPVs. For this purpose, Net debt is defined as Long-term borrowings + Short-term borrowings + current maturities of long-term borrowings. The Group's adjusted Net debt to GAV ratio as at 30 September 2022 and 31 March 2022 are as follows:

Particulars	As at 30 September 2022	As at 31 March 2022
Borrowings	53,181.76	51,655.35
Lease Liability	825.92	248.17
Gross debt	54,007.68	51,903.52
Less : Cash and cash equivalents	(2,296.90)	(2,043.65)
Adjusted Net debt	51,710.78	49,859.87
Unitholders' Funds		
-Unit capital	88,289.05	89,867.31
-Other equity	(2,145.12)	(1,046.38)
Total Shareholder's funds	86,143.93	88,820.93
Debt/Equity Ratio	0.60	0.56

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Notes to the Consolidated Financial Statements

42. RELATED PARTY DISCLOSURES

A. Related parties to Brookfield India REIT as at September 30, 2022

BBSREP India Office Holdings V Pte Ltd- Sponsor

Brookprop Management Services Private Limited - Investment Manager

Axis Trustee Services Limited—Trustee

The Ultimate parent entity, sponsor groups and fellow subsidiaries, with whom the group has related party transactions during the period, consist of the below entities:

Ultimate parent entity

Brookfield Asset Management Inc. (BAM) , ultimate parent entity and controlling party

Sponsor

BSREP India Office Holdings V Pte Ltd- Sponsor

Sponsor group

- BSREP II India Office Holdings II Pte. Ltd. (BSREP II India)
- Kairos Property Managers Private Limited (Kairos)
- BSREP Moon C1 L.P
- BSREP Moon C2 L.P
- BSREP India Office Holdings III Pte Ltd. (BSREP India Office III)
- BSREP India Office Holdings Pte. Ltd. (BSREP India Holdings)
- BSREP India Office Holdings IV Pte. Ltd. (BSREP India Office IV)
- BSREP India Office Holdings VI Pte. Ltd. (BSREP India Office VI)

Fellow subsidiaries

- Mountainstar India Office Parks Private Limited
- Technology Service group LLC
- Arliga India Office Parks Private Limited
- Brookfield Property Group LLC

Brookfield India REIT's interests in subsidiaries are set out in note 1"- Organization structure.

Directors & Key personnel of the Investment Manager (Brookprop Management Services Private Limited)

Directors

Akila Krishnakumar (Independent Director)

Shailesh Vishnubhai Haribhakti (Independent Director)

Anuj Ranjan (Non-Executive Director)

Ankur Gupta (Non-Executive Director)

Key personnel

Alok Aggarwal - Managing director and chief executive officer – India office business

Sanjeev Kumar Sharma - Executive vice president and chief financial officer – India office business

Key management personnel of SPV's

- Candor Kolkata One Hi-Tech Structures Private Limited

Subrata Ghosh- Managing Director

Neeraj Kapoor- Company Secretary (till 1st August, 2021)

- Festus Properties Private Limited

Lalit Kumar- Company Secretary

- Shantiniketan Properties Private Limited

Kanika Dhingra – Company Secretary



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B. Related party transactions

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Trustee Fee Expense							
- Axis Trustee Services Limited	0.74	0.74	0.74	1.48	1.47	1.48	2.95
Total	0.74	0.74	0.74	1.48	1.47	1.48	2.95
Reimbursement of expense incurred by (excluding GST)							
- Brookprop Management Services Private Limited	0.22	0.56	1.89	0.78	3.05	2.69	5.74
- BSREP India Office Holdings V Pte Ltd	-	-	9.26	-	1.22	25.17	26.39
- Brookfield Property Group LLC	(0.34)	2.32	-	1.98	-	-	-
Total	(0.12)	2.88	11.15	2.76	4.27	27.86	32.13
Reimbursement of expense incurred on behalf of (excluding GST)							
- Mountainstar India Office Parks Private Limited	0.10	0.15	0.04	0.25	2.31	0.50	2.81
Total	0.10	0.15	0.04	0.25	2.31	0.50	2.81
Issue of Unit Capital							
- BSREP India Office Holdings IV Pte. Ltd.	-	-	-	-	4,550.17	-	4,550.17
Total	-	-	-	-	4,550.17	-	4,550.17
Internet & Connectivity Charges							
- Technology Service Group LLC	7.62	6.80	3.54	14.42	10.40	6.67	17.07
Total	7.62	6.80	3.54	14.42	10.40	6.67	17.07
Property management fees							
- Brookprop Management Services Private Limited	60.19	57.61	45.44	117.80	95.35	91.34	186.69
Total	60.19	57.61	45.44	117.80	95.35	91.34	186.69
Investment management fees							
- Brookprop Management Services Private Limited	20.26	20.32	24.92	40.58	35.30	45.91	81.21
Total	20.26	20.32	24.92	40.58	35.30	45.91	81.21
Compensation to key management personnel of SPV's							
- Short-term employee benefits	2.05	2.05	1.76	4.10	4.90	3.67	8.57
- Post-employment benefits*	-	-	-	-	-	-	-
- Other long-term benefits	0.12	0.12	0.10	0.24	0.22	0.21	0.43
- Other Fees	0.12	0.14	0.11	0.26	0.27	0.22	0.49
Total	2.29	2.31	1.97	4.60	5.39	4.10	9.49

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Nature of transaction/ Entity's Name	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
Provision for Gratuity and compensated absences transfer to							
- Arliga India Office Parks Private Limited	-	-	-	-	0.29	-	0.29
Total	-	-	-	-	0.29	-	0.29
Provision for Gratuity and compensated absences transfer from							
- Mountainstar India Office Parks Private Limited	-	-	-	-	5.67	-	5.67
Total	-	-	-	-	5.67	-	5.67
Provision for Bonus transfer to							
- Arliga India Office Parks Private Limited	-	-	-	-	0.23	-	0.23
Total	-	-	-	-	0.23	-	0.23
Provision for Bonus transfer from							
- Mountainstar India Office Parks Private Limited	-	-	-	-	7.54	-	7.54
Total	-	-	-	-	7.54	-	7.54
Repayment of Unit Capital							
- BSREP India Office Holdings V Pte. Ltd.	138.54	116.35	53.09	254.89	194.29	53.09	247.38
- BSREP India Office Holdings Pte Ltd.	106.24	89.22	40.71	195.46	148.98	40.71	189.69
- Kairos Property Managers Pvt. Ltd.	8.67	7.28	3.32	15.95	12.17	3.32	15.49
- BSREP Moon C1 L.P.	2.05	1.72	0.79	3.77	2.87	0.79	3.66
- BSREP Moon C2 L.P.	0.00	0.00	0.00	0.00	0.00	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	71.90	60.39	27.55	132.29	100.84	27.55	128.39
- BSREP India Office Holdings III Pte. Ltd.	94.02	78.96	36.03	172.98	131.85	36.03	167.88
- BSREP India Office Holdings IV Pte. Ltd.	39.59	33.25	-	72.84	-	-	-
Total	461.01	387.17	161.49	848.18	591.00	161.49	752.49
Interest Distributed							
- BSREP India Office Holdings V Pte. Ltd.	132.59	154.78	247.21	287.37	387.49	247.21	634.70
- BSREP India Office Holdings Pte Ltd.	101.67	118.69	189.57	220.36	297.14	189.57	486.71
- Kairos Property Managers Pvt. Ltd.	8.30	9.69	15.47	17.99	24.25	15.47	39.72
- BSREP Moon C1 L.P.	1.96	2.29	3.66	4.25	5.74	3.66	9.40
- BSREP Moon C2 L.P.	0.00	0.00	0.00	0.00	0.00	0.00	0.00



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Nature of transaction/ Entity's Name	For the quarter ended 30 September 2022	For the quarter ended 30 June 2022	For the quarter ended 30 September 2021	For the half year ended 30 September 2022	For the half year ended 31 March 2022	For the half year ended 30 September 2021	For the year ended 31 March 2022
- BSREP II India Office Holdings II Pte. Ltd.	68.81	80.33	128.30	149.14	201.10	128.30	329.40
- BSREP India Office Holdings III Pte. Ltd.	89.98	105.04	167.77	195.02	262.97	167.77	430.74
- BSREP India Office Holdings IV Pte. Ltd.	37.89	44.23	-	82.12	-	-	-
Total	441.20	515.05	751.98	956.25	1,178.69	751.98	1,930.67
Other Income Distributed							
- BSREP India Office Holdings V Pte. Ltd.	4.87	4.87	24.41	9.74	13.53	24.41	37.94
- BSREP India Office Holdings Pte Ltd.	3.73	3.73	18.72	7.46	10.37	18.72	29.09
- Kairos Property Managers Pvt. Ltd.	0.30	0.30	1.53	0.60	0.85	1.53	2.38
- BSREP Moon C1 L.P.	0.07	0.07	0.36	0.14	0.20	0.36	0.56
- BSREP Moon C2 L.P.	0.00	0.00	0.00	0.00	0.00	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	2.53	2.53	12.67	5.06	7.02	12.67	19.69
- BSREP India Office Holdings III Pte. Ltd.	3.31	3.31	16.56	6.62	9.18	16.56	25.74
- BSREP India Office Holdings IV Pte. Ltd.	1.39	1.39	-	2.78	-	-	-
Total	16.20	16.20	74.25	32.40	41.15	74.25	115.40
Security deposit received back							
- Mountainstar India Office Parks Private Limited	-	-	-	-	7.43	-	7.43
Total	-	-	-	-	7.43	-	7.43
Income support received							
Mountainstar India Office Parks Private Limited	179.12	177.66	-	356.78	228.14	-	228.14
Total	179.12	177.66	-	356.78	228.14	-	228.14
Income support received in advance							
Mountainstar India Office Parks Private Limited	19.90	-	-	19.90	-	-	-
Total	19.90	-	-	19.90	-	-	-

*As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the respective SPV as a whole, the said liabilities pertaining specifically to KMP are not known for current period and hence, not included here.

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Outstanding balances	As at 30 September 2022	As at 31 March 2022
Trade Payable (net of withholding tax)		
- Brookprop Management Services Private Limited	18.54	16.84
Total	18.54	16.84
Prepaid expenses		
- Axis Trustee Services Ltd	1.47	-
Total	1.47	-
Other receivables		
- Mountainstar India Office Parks Private Limited	0.02	0.01
Total	0.02	0.01
Finance receivables*		
- Mountainstar India Office Parks Private Limited	865.44	1,162.13
Total	865.44	1,162.13
Other Payable		
- Mountainstar India Office Parks Private Limited	19.90	-
Total	19.90	-
Vendor Advance-Others (net of withholding tax)		
- Technology Service group LLC	-	3.17
Total	-	3.17

*Represents income support provided by Mountainstar India Office Parks Private Limited to SDPL Noida as part of Income support agreement starting quarter ended 31 March 2022 until the quarter ending 31 March 2024.

43. UNCERTAINTY RELATING TO THE GLOBAL HEALTH PANDEMIC ON COVID-19:

The COVID-19 pandemic has continued to cause disruption to business activities as well as disrupted travel and adversely impacted local, regional, national and international economic conditions. Brookfield India REIT has considered possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts and fair value of investment property (including under development). As a result, future revenues and cash flows produced by investment properties could be potentially impacted due to this prevailing uncertainty. In response, Brookfield India REIT has adjusted cash flow assumptions for its estimate of near-term disruption to cash flows to reflect collections, vacancy and assumptions with respect to new leasing activity. In addition, Brookfield India REIT has continued to assess the appropriateness of the discount and terminal capitalization rates giving consideration to changes to property level cash flows and any risk premium inherent in such cash flow changes as well as the current cost of capital and credit spreads. Further, in developing assumptions relating to possible future uncertainties in the Indian economic conditions because of this pandemic; Brookfield India REIT, as at the date of approval of these Condensed Consolidated Financial Statements, has used internal and external sources of information including reports on fair valuation of investment properties from property consultants, economic forecast and other information from market sources on the expected future performance of Brookfield India REIT. Based on this analysis, Brookfield India REIT has concluded that there is no impairment to the carrying amount of investment property and the fair value of investment property disclosed in the Condensed Consolidated Financial Statements represents the best estimate based on internal and external sources of information on the reporting date.

The impact of COVID-19 on Brookfield India REIT Condensed Consolidated Financial Statements may differ from that estimated as at the date of approval of these Condensed Consolidated Financial Statements..

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Notes to the Consolidated Financial Statements

44. ASSETS ACQUISITION

- (i) On 8 February 2021 (the acquisition date), Brookfield India REIT acquired 100% of the equity interest and compulsorily convertible debentures of four SPVs as described in more detail in Note 1 - Organization structure; in exchange for units of Brookfield India REIT amounting to ₹45,270.45 Million (the “Purchase consideration”).

The management applied the optional concentration test, under Ind AS 103, and concluded that the acquired set of activities and assets is not a business because substantially all of the fair value of the gross assets acquired is concentrated in investment properties, with similar risk characteristics. Accordingly, this transaction has been accounted for as an asset acquisition.

The management identified and recognized the individual identifiable assets acquired and liabilities assumed; and allocated the purchase consideration to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of acquisition.

The allocated value of the identifiable assets and liabilities of the four SPVs as at the date of acquisition were:

Assets	Amount (in million)
Property, plant and equipment	98.22
Investment property	100,378.03
Investment property under development	723.34
Other assets	6,848.43
Total Assets (A)	108,048.02
Liabilities	
Borrowings (including current maturities of long term borrowings)	56,776.42
Other liabilities	6,001.16
Total Liabilities (B)	62,777.58
Net Assets (A – B)	45,270.44

- (ii) On 24 January 2022 (the acquisition date), Brookfield India REIT acquired 100% of the equity interest and compulsorily convertible debentures of SDPL Noida as described in more detail in Note 1 - Organization structure; in exchange through combination of units of Brookfield India REIT of ₹4,550.17 million and cash consideration of ₹13,153.83 million, total amounting to ₹17,704.00 million. Brookfield India REIT has also incurred directly attributable expenses in relation to this asset acquisition, amounting to ₹118.22 million, resulting in the total purchase consideration of ₹17,822.22 million (the “Purchase consideration”).

The management applied the optional concentration test, under Ind AS 103, and concluded that the acquired set of activities and assets is not a business because substantially all of the fair value of the gross assets acquired is concentrated in investment properties, with similar risk characteristics. Accordingly, this transaction has been accounted for as an asset acquisition.

The management identified and recognized the individual identifiable assets acquired and liabilities assumed; and allocated the purchase consideration to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of acquisition.



Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

The allocated value of the identifiable assets and liabilities of SDPL Noida as at the date of acquisition were:

Assets	Amount (in million)
Property, plant and equipment	29.31
Investment property	35,344.03
Investment property under development	1,110.75
Other assets	3,699.40
Total Assets (A)	40,183.49
Liabilities	
Borrowings (including current maturities of long term borrowings)	20,464.86
Other liabilities	1,896.41
Total Liabilities (B)	22,361.27
Net Assets (A – B)	17,822.22

45. MANAGEMENT FEE

Property Management Fees

Pursuant to the Candor Amended and Restated Service Agreement dated 01 December 2020 with SPPL Noida and Candor Kolkata and agreement dated 11 February 2022 with SDPL Noida, Investment Manager is entitled to a yearly fees @ 3% of the income from operating lease rentals as recorded in the books of accounts of SPPL Noida, Candor Kolkata and SDPL Noida, payable on a monthly basis, exclusive of applicable taxes. The fees has been determined for providing real estate operating services to CIOP in relation to the Operational Services rendered by it with respect to SPPL Noida, Candor Kolkata and SDPL Noida. The said Management fees for the quarter and half year ended 30 September 2022 amounts to ₹47.07 million and ₹92.94 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Manager.

Pursuant to the Festus Service Agreement dated 01 December 2020, Investment Manager is entitled to a yearly fee of 3% of the income from operating lease rentals as recorded in the books of accounts of Festus, payable on a monthly basis, exclusive of applicable taxes. The fees has been determined for providing real estate operating services to Festus in relation to the management and operation of the Kensington and any other properties developed by Festus from time to time (“Festus Properties”). The said Management fees for the quarter and half year ended 30 September 2022 amounts to ₹13.12 million and ₹24.86 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Manager.

REIT Management Fees

Pursuant to the Investment Management Agreement dated 17 July 2020, Investment Manager is entitled to fees @ 1% of NDCF, exclusive of applicable taxes (also refer note 48). The fees has been determined for undertaking management of the REIT and its investments. The said Management fees for the quarter and half year ended 30 September 2022 amounts to ₹20.26 million and ₹40.58 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Manager.

46. Candor Kolkata One Hi-Tech Structures Private Limited (“Candor Kolkata”), Shantiniketan Properties Private Limited (“SPPL Noida”) and Seaview Developers Private Limited (“SDPL Noida”), which became subsidiary of Brookfield India REIT after it was acquired by it in February 2021, February 2021 and January 2022 respectively, had received certain amounts as share application money (“Share Application Money”) prior to 31 March 2014, against which Candor Kolkata had not allotted shares; SPPL Noida and SDPL Noida had not allotted shares or refunded such Share Application Money. The segregation and maintenance of such Share Application Money in a separate bank account,

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

and the utilization of such Share Application Money for general corporate purposes, was not in accordance with Paragraph 8(4) of the Unlisted Public Companies (Preferential Allotment) Amendment Rules, 2011 (the Rules). During the period ended 31 March 2021, these subsidiaries had filed application u/s 441 of the Companies Act, 2013 for compounding of offence.

Pursuant to the hearing held on 30 December, 2021, Hon'ble Regional Director accepted the compounding application(s) filed by Candor Kolkata, SPPL Noida and SDPL Noida compounded the offence by levying a compounding fees, amounting to ₹0.40 million for Candor Kolkata, ₹1.05 million for SPPL Noida and ₹0.51 million for SDPL Noida, and passed the order dated 25 January 2022, 24 January 2022 and 24 January 2022 for Candor Kolkata, SPPL Noida and SDPL Noida, respectively. The said compounding fees has been paid by the respective subsidiaries within the requisite timelines during the year ended 31 March 2022.

47. DETAILS OF UTILISATION OF PROCEEDS OF IPO ARE AS FOLLOWS:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilization upto 31 March 2022
Partial or full pre-payment or scheduled repayment of the existing indebtedness of our Asset SPVs	35,750.00	35,750.00
General purposes (refer note below)	350.00	672.45
Issue expenses (refer note below)	1,900.00	1,577.55
Total	38,000.00	38,000.00

Note: Amount of ₹322.45 million has been used for general corporate purposes from the proposed utilization towards issue expenses.

48. DISTRIBUTION POLICY

In terms of the Distribution policy and REIT Regulations, not less than 90% of the NDCFs of our Asset SPVs are required to be distributed to Brookfield REIT, in proportion of its shareholding in our Asset SPVs, subject to applicable provisions of the Companies Act. The cash flows receivable by Brookfield REIT may be in the form of dividends, interest income, principal loan repayment, proceeds of any capital reduction or buyback from our Asset SPVs/ CIOP, sale proceeds out of disposal of investments of any or assets directly/ indirectly held by Brookfield REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable laws.

At least 90% of the NDCFs of Brookfield REIT ("REIT Distributions") shall be declared and made once every quarter of a Financial Year by our Manager. The first distribution shall be made upon completion of the first full quarter after the listing of our Units on the Stock Exchanges. Further, in accordance with the REIT Regulations, REIT Distributions shall be made no later than 15 days from the date of such declarations. The REIT Distributions, when made, shall be made in Indian Rupees.

The NDCFs shall be calculated in accordance with the REIT Regulations and any circular, notification or guidelines issued thereunder including the SEBI Guidelines.

Condensed Consolidated Financial Statements

(All amounts are in Rupees millions unless otherwise stated)

Notes to the Consolidated Financial Statements

49. a) The figures for the quarter ended 30 September 2022 are the derived figures between the unaudited figures in respect of the half year ended 30 September 2022 and the unaudited published figures for the quarter ended 30 June 2022, which were both subject to limited review.
- b) The figures for the half year ended 31 March 2022 are the derived figures between the audited figures in respect of the year ended 31 March 2022 and the unaudited published year-to-date figures upto 30 September 2021 which were subject to limited review.

50. "0.00" Represents value less than ₹0.01 million.

For and on behalf of the Board of Directors of
Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Director
DIN: 08687570
Place: Mumbai
Date: 07 November 2022

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 07 November 2022

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 07 November 2022



Summary Valuation Report: Portfolio of Brookfield India Real Estate Trust

Date of Valuation: September 30, 2022

Date of Report: 06 November 2022

Submitted to:

Brookfield India Real Estate Trust

DISCLAIMER

This report is prepared exclusively for the benefit and use of Brookfield India Real Estate Trust (“Brookfield India REIT”) (the “Recipient” or the “Company” or “Instructing Party”) and / or its associates and for, presentations, research reports, publicity materials, press releases prepared for the disclosure of valuation of assets forming part of the portfolio of Brookfield India REIT and does not carry any right of publication or disclosure to any other party. The Company may share the report with its appointed advisors for any statutory or reporting requirements. Neither this report nor any of its contents may be used for any other purpose other than the purpose as agreed upon in the Letter of Engagement (“LOE”) dated 15 March 2021 and addendum dated 15 September 2022 without the prior written consent of the Valuer.

The information in this report reflects prevailing conditions and the view of the Valuer as of its date, all of which are, subject to change. In preparation of this report, the accuracy and completeness of information shared by the Company has been relied upon and assumed, without independent verification, while applying reasonable professional judgment by the Valuer.

This report has been prepared upon the express understanding that it will be used only for the purposes set out in the LOE dated 15 March 2021 and addendum dated 15 September 2022. The Valuer is under no obligation to provide the Recipient with access to any additional information with respect to this report unless required by any prevailing law, rule, statute or regulation.

This report should not be deemed an indication of the state of affairs of the real estate financing industry, nor shall it constitute an indication that there has been no change in the business or state of affairs of the industry since the date of preparation of this document.



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1 INSTRUCTION

1.1 Instructing Party

Brookfield India REIT (hereinafter referred to as the **“Instructing Party”** or the **“Client”**) has appointed Mr. Shubendu Saha, MRICS, registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset class Land and Building under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017 (hereinafter referred as the **“Valuer”**) to undertake the valuation of office properties located across Gurugram, Noida, Kolkata and Mumbai (together herein referred as **“Subject Properties”** mentioned below).

S.no	Asset	Location	City	Type	REIT Ownership
REIT Portfolio					
1	Candor TechSpace G2	Sector 21	Gurugram	IT/ITes SEZ	100% ¹
2	Candor TechSpace N1	Sector 62	Noida	IT/ITes Park	100%
3	Candor TechSpace N2	Sector 135	Noida	IT/ITes SEZ	100%
4	Candor TechSpace K1	New Town Rajarhat	Kolkata	IT/ITes SEZ	100%
5	Kensington	Powai	Mumbai	IT/ITes SEZ	100%

¹Candor Kolkata One Hi-Tech Structures Private Limited (formerly known as “Candor Gurgaon Two Developers & Projects Private Limited”; now amalgamated in Candor Kolkata One Hi-Tech Structures Private Limited w.e.f. January 9, 2019) has an agreement with Gurgaon Infospace Limited (GIL). The title to the land is held by Gurgaon Infospace Limited, a third party and is not affiliated to the Candor Kolkata One Hi-Tech Structures Private Limited. Candor Kolkata One Hi-Tech Structures Private Limited has developmental rights with respect to the property pursuant to a Joint Development Agreement (JDA) with GIL entered on November 16, 2006 as amended from time to time. Under the said agreement Candor Kolkata One Hi-Tech Structures Private Limited is entitled to 72% of the gross sale revenue and deposits from the tenants arising out of the lease of the developed areas and GIL is entitled to receive balance 28%.

The exercise has been carried out in accordance with the instructions (Caveats & Limitations) detailed in Section 1.7 of this report. The extent of professional liability towards the Client is also outlined within these instructions.

1.2 Purpose and Date of Valuation

It is understood the purpose of this valuation exercise is for the disclosure of valuation of assets forming part of the portfolio of Brookfield India REIT under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 [SEBI (REIT) Regulations], as amended, together with circulars, clarifications, guidelines and notifications issued thereunder by SEBI and also disclosure as per fair value accounting under Indian Accounting Standards (Ind AS 40).

This valuation summary (**“Summary Valuation Report”**) is intended to be included in the filing by the Brookfield India REIT with SEBI and the stock exchanges where the units of the Brookfield India REIT are listed. Additionally, any other relevant documents such as publicity material, research reports, presentation and press releases may also contain this report or any part thereof. This Summary Valuation Report is a summary of the “Valuation Reports” dated 06 November 2022 issued by Mr. Shubendu Saha. For the detailed valuation reports, you may write to reit.compliance@brookfield.com.

1.3 Reliant Parties

The Reliant Parties would mean Brookprop Management Services Private Limited (“Brookprop” or “Manager”), Brookfield India REIT and their unitholders and Axis Trustee Services Limited (**“Trustee”**). The reliance on this report is extended to the Reliant Parties for the purpose as highlighted in this Summary Valuation Report. The auditors, debenture trustees, stock exchanges, unit holders of the REIT, Securities and Exchange Board of India (SEBI), and credit rating agencies, would be extended reliance by the Valuer but would not be liable to such parties, except in case of gross negligence and wilful misconduct by the Valuer.

The valuation exercise is conducted strictly and only for the use of the Reliant Parties and for the purpose specifically stated. The Instructing Party shall make all reliant parties aware of the terms and conditions of the agreement under which this exercise is being undertaken and take due acknowledgements to the same effect.



1.4 Limitation of Liability

- The Valuer has provided the services exercising due care and skill but does not accept any legal liability arising from negligence or otherwise to any person in relation to possible environmental site contamination or any failure to comply with environmental legislation, which may affect the value of the properties. Further, the Valuer shall not accept liability for any errors, misstatements, omissions in the report caused due to false, misleading or incomplete information or documentation provided to him by the Instructing Party.
- The Valuer's maximum aggregate liability for claims arising out of or in connection with the Valuation, under this contract shall not exceed the professional indemnity insurance obtained by him. As on the date of Letter of Engagement ("**LOE**") and this report the professional indemnity insurance maintained by the Valuer is for INR 50 Million (Indian Rupees Fifty Million).
- In the event that any of the BSREP India Holdings V Pte. Ltd (the "**Sponsor**"), Manager, Trustee, Brookfield India REIT or other intermediaries appointed in connection with the disclosure of valuation of assets forming part of the portfolio of Brookfield India REIT subject to any claim ("**Claim Parties**") in connection with, arising out of or attributable to the Valuation, the Claim Parties will be entitled to require the Valuer, to be a necessary party/ respondent to such claim and the Valuer shall not object to his inclusion as a necessary party/ respondent. However, the legal cost with respect to appointment of lawyers by the Valuer as a respondent/ defendant shall be borne by the Client. If the Valuer, as the case may be, does not co-operate to be named as a necessary party/ respondent to such claims or co-operate in providing adequate/ successful defence in defending such claims, the Claim Parties jointly or severally will be entitled to initiate a separate claim against the Valuer in this regard and his liability shall extend to the value of the claims, losses, penalties, costs and liabilities incurred by the Claim Parties.
- The Valuer is neither responsible for any legal due diligence, title search, zoning check, development permissions and physical measurements nor undertake any verification/validation of the zoning regulations/ development controls etc.

1.5 Professional Competency of the Valuer

Mr. Shubendu Saha, the Valuer for the Subject Property is registered as a valuer with IBBI for the asset class Land and Building under the provisions of The Companies (Registered Valuers and Valuation) Rules, 2017 since 15 May 2019. He completed his Bachelor's in Planning from the School of Planning and Architecture, New Delhi in 1997 and Master's in Management Studies from Motilal Nehru National Institute of Technology, Allahabad in 1999.

Mr. Saha has more than 20 years of experience in the domain of urban infrastructure and real estate advisory. From 2009 to 2015, he was the national practice head of Valuation Advisory services of DTZ International Property Advisers Private limited (now known as Cushman and Wakefield Property Advisers Private Limited), a leading International Property Consulting firm in India. He also led the business solutions and consulting services for the property management business of Cushman and Wakefield India Private Limited from 2015 to 2017. In early part of his career, he worked with renowned organisations like ICRA Limited, Copal Research (now known as Moody's Analytics) and National Council of Applied Economic Research. His last employment was with PwC as Director Real Estate Advisory before he started his practice as an independent valuer.

As the leader of valuation services business at DTZ, Mr. Saha authored India specific guidelines of the RICS Valuation Standards ("Red Book") for financial accounting, taxation and development land, which became part of the 7th edition of Red Book. He is the first registered valuer under the provisions of the Companies (Registered Valuers and Valuation) Rules, 2017 to undertake the valuation of REIT assets for an IPO. Mr. Saha also led the valuation of India's first listed portfolio of healthcare assets at Singapore Stock Exchange as a Business Trust and led numerous valuation exercises for multiple private equity funds, real estate funds, financial institutions, developers and corporates across asset classes of commercial, retail, residential and hospitality. His clientele includes, Mindspace REIT, Embassy REIT, Air India, HDFC, Religare Health Trust, Duet Hotels, DLF, RMZ, K Raheja Corp, Embassy Group, Citibank, Tishman Speyer, IL&FS, HSBC, IDFC, Ascendas India etc.

1.6 Disclosures

The Valuer declares and certifies that:

- He is eligible to be appointed as a valuer in terms of Regulation 2(1)(zz) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with SEBI (REIT) (Amendment) Regulations, 2016 with the valuation exercise having been conducted and valuation report prepared in accordance with aforementioned regulations.
- He is not an associate of the Sponsor, the Instructing Party or the Trustee for the Brookfield India REIT.
- He is registered with IBBI as registered valuer for asset class Land and Building under the provisions of the Companies (Registered Valuer and Valuation) Rules, 2017.
- He has more than a decade's experience in leading large real estate valuation exercises comprising investment portfolios of various real estate funds, trusts and corporates comprising diverse assets like residential projects, retail developments, commercial office buildings, townships, industrial facilities, data centres, hotels, healthcare facilities and vacant land and therefore has adequate experience and qualification to perform property valuations at all times.
- He has not been involved in acquisition or disposal within the last twelve months of any of the properties valued under this summary valuation report.
- He has educational qualifications, professional knowledge and skill to provide competent professional services.
- He has adequate experience and qualification to perform property valuation and is assisted by sufficient key personnel who have the adequate experience and qualification to perform property valuation.
- He is not financially insolvent and has access to financial resources to conduct his practice effectively and meet his liabilities.
- He has ensured that adequate and robust internal controls are in place to ensure the integrity of the Valuation Report.
- He is aware of all statutes, laws, regulations and rules relevant to this valuation exercise.
- He has conducted the valuation exercise without any influence, coercion or bias and in doing so rendered high standards of service, ensured due care, and exercised due diligence and professional judgment.
- He has acted independently and with objectivity and impartiality in conducting this valuation exercise.
- The valuation exercise that has been undertaken is impartial, true and to his best understanding and knowledge, fair and in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 along with subsequent amendments.
- He or any of his employees involved in valuing the assets of the Brookfield India REIT have not invested nor shall invest in the units of Brookfield India REIT or in securities of any of the Subject Properties being valued till the time he is designated as the Valuer and not less than six months after ceasing to be the Valuer of the Brookfield India REIT.
- He has discharged his duties towards Brookfield India REIT in an efficient and competent manner, utilising his professional knowledge, skill and experience in best possible way to conduct the valuation exercise.
- He has conducted the valuation of the Subject Properties with transparency and fairness and rendered, at all times, high standards of service, exercise due diligence, ensure proper care and exercised independent professional judgment.
- He has not and shall not accept any remuneration, in any form, for conducting valuation of any of the Subject Properties of Brookfield India REIT from any person or entity other than Brookfield India REIT or its authorised representatives.
- He has no existing or planned future interest in the Client, Trustee, Manager, Brookfield India REIT, the Sponsor, or the Sponsor Group or the Special Purpose Vehicles ("SPVs") and the fee for this valuation exercise is neither contingent upon the values reported nor on success of any of the transactions envisaged or required as part of the disclosure of valuation of assets, forming part of the portfolio of Brookfield India REIT, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder in the Indian stock exchanges together with the clarifications, guidelines and notifications thereunder in the Indian stock exchanges.



- The valuation reported is not an investment advice and should not be construed as such, and specifically he does not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Client or the SPVs.
- He shall, before accepting any assignment from any related party to Brookfield India REIT, disclose to Brookfield India REIT, any direct or indirect consideration which the Valuer may have in respect of such assignment
- He shall disclose to the Trustee of Brookfield India REIT, any pending business transaction, contracts under negotiations and other arrangements with the Instructing Party or any other party whom the Brookfield India REIT is contracting with or any other factors which may interfere with his ability to give an independent and professional conduct of the valuation exercise; as on date the Valuer has no constraints towards providing an independent professional opinion on the value of any of the Subject Properties.
- He has not and shall not make false, misleading or exaggerated claims in order to secure or retain his appointment.
- He has not and shall not provide misleading opinion on valuation, either by providing incorrect information or by withholding relevant information.
- He has not accepted this instruction to include reporting of the outcome based on a pre-determined opinions and conclusions required by Brookfield India REIT.
- The valuation exercise has been conducted in accordance with internationally accepted valuation standards as required by SEBI (REIT) Regulations and The Companies (Registration of Valuers and Valuation) Rules, 2017.
- He notes that there are encumbrances, however, no options or pre-emptions rights in relation to the assets based on the title report prepared by Ind-Legal, Fox & Mandal and DSK Legal (hereinafter collectively referred to as "Legal Counsel").

1.7 Assumptions, Disclaimers, Limitations & Qualifications to Valuation

While the Valuation Report has been prepared independently by the Valuer, the report and this summary is subject to the following:

- a. The valuation exercise is based on prevailing market dynamics as on the date of valuation without taking into account any unforeseeable event or developments, which could impact the valuation in the future.
- b. Global economy was deeply impacted during the outbreak of COVID-19, which was declared as a Global Pandemic on 11 March 2020. Several measures to contain the impact from the Global pandemic which included national lockdowns, which was followed by several vaccination drives, follow-up booster drives etc.

As the impact from the COVID-19 related pandemic started to moderate, restrictions were slowly lifted in a phased manner by respective state governments until the Ministry of Home Affairs revoked all the restrictions by the Centre from 31 March 2022 and commented that the disaster management act will not be invoked for COVID-safety measures.

The commercial real estate sector has shown significant resilience during the Covid struck period. Majority of the markets have started to open-up and corporates have started to encourage the employees to return to office. This is also driven by record high levels of attrition witnessed across industries, which has led to strong hiring trends in terms of fresher and lateral hires. New Gen-Z (born between 1997 -2012) employees are in high demand by the employers, however, work from home period has significantly dented their wellbeing as they struggle to bond with teams. This has led to employers revisiting the need for training, interaction etc, thereby increasing the relevance of office infrastructure for such corporates.

While some organizations have been contemplating strategies with respect to the hybrid work models - flexible arrangement, allowing employees to combine onsite and offsite work as required, we expect the strong growth in the IT-BPM sector, increased interests into Indian offshore centers by several IT/ITeS corporates and GCCs is expected to drive significant demand for the commercial real estate sector.

- c. The valuation exercise is not envisaged to include all possible investigations with respect to the Subject Properties and wherein certain limitations to the investigations and inspections carried out are identified so as to enable the Reliant Party/Parties to undertake further investigations wherever considered appropriate or necessary prior to reliance. The Valuer is not liable for any loss occasioned by a decision not to conduct further investigation or inspections.

- d. Assumptions, being an integral part of any valuation exercise, are adopted as valuation is a matter of judgment and many parameters utilized to arrive at the valuation opinion may fall outside the scope of expertise or instructions of the Valuer. The Reliant Parties accepts that the valuation contains certain specific assumptions and acknowledge and accept the risk that if any of the assumptions adopted to arrive at the valuation estimates turns out to be incorrect, there may be a material impact on the valuations. Complete set of assumptions are mentioned in Valuation Reports dated 06 November 2022.
- e. The valuation exercise is based on the information shared by the Instructing Party or the Client, which has been assumed to be correct and used to conduct the valuation exercise while applying reasonable professional judgment by the Valuer. In case of information shared by any third party and duly disclosed in the report, the same is believed to be reasonably reliable, however, the Valuer does not accept any responsibility should those prove not to be so.
- f. Any statement regarding any future matter is provided as an estimate and/or opinion based on the information known at the date of this report. No warranties are given regarding accuracy or correctness of such statements.
- g. Any plan, map, sketch, layout or drawing included in this report is to assist reader in visualizing the relevant property and are for representation purposes only with no responsibility being borne towards their mathematical or geographical accuracy.
- h. Except as disclosed by the Client, it is assumed that the Subject Properties are free from any encroachments and available on the date of valuation.
- i. For the purpose of this valuation exercise, reliance has been made on the Title Reports prepared by the Legal Counsels for each of the Subject Properties and no further enquiries have been made with authorities in this regard. It is understood that the Subject Properties have encumbrances disputes and claims, however, the Valuer does not have the expertise or the purview to verify the veracity or quantify these encumbrances, disputes or claims. For the purpose of this valuation exercise, it is assumed that respective Subject Properties have clear and marketable titles.
- j. The current zoning of the Subject Properties has been assessed on the basis of review of various documents including title reports shared by the Instructing Party and the current land use maps publicly available. The same has been considered for the purpose of this valuation exercise. Additionally, it is also assumed that the development on the Subject Properties adheres/would adhere to the development regulations as prescribed by the relevant authorities. No further enquiries have been made with the competent jurisdictional authorities to validate the legality of the same.
- k. The total developable/developed area, leasable area, site/plot area considered for this valuation exercise is based on the Architect's Certificate shared by the Instructing Party and the same has been checked against the approvals/layout plans/building plans provided by the Client. However, no additional verification and physical measurement for the purpose of this valuation exercise has been undertaken.
- l. In absence of any information to the contrary, it is assumed that there are no abnormal ground conditions nor archaeological remains present, which might adversely affect the current or future occupation, development or value of the Subject Properties and the Subject Properties are free from any rot, infestations, structural or latent defect; no currently known deleterious or hazardous materials or suspect techniques are used in construction or subsequent alterations or additions to the property and comments made in the property details do not purport to express an opinion about an advice upon the conditions of uninspected parts and should be taken as making an implied representation or statement about such parts.
- m. It is also stated that this is a valuation report and not a structural survey.
- n. Unless specifically disclosed in the report, no allowances are made with respect to any existing or proposed local legislation relating to taxation on realization of the sale value of the Subject Properties.
- o. Given the evolving and maturing real estate markets in India, any comparable evidences (if any) or market quotes provided has been limited to basic details such as area of asset, general location, price/rate of



transaction or sale and any other specific details that are readily available in public domain only shall be shared. Any factual information such as tenants’ leasable area, lease details such as, rent, lease/rent commencement and end dates, lock-in period, rent escalation terms etc. with respect to Subject Properties is based on the documents/information shared by the Client/Instructing Party and the same has been adopted for the purpose of this valuation exercise. While few lease deeds have been reviewed on a sample basis, the Valuer does not take any responsibility towards authenticity of the rent rolls shared by the Client. Any change in the aforementioned information will have an impact on the valuation estimates and, in that case, the same would need to be reassessed. The relevant information sources are mentioned in Valuation Reports dated 06 November 2022.

- p. All measurements, areas and property age quoted/mentioned in the report are approximate. The areas of Subject Property are based on Architect’s certificate as mentioned in (k) above.
- q. The Valuer is not an advisor with respect to any tax, regulatory or legal matters with respect to by Brookfield India REIT. No investigation or enquiries on the holding entity or any SPV’s claim on the title of the Subject Properties has been made and the same is assumed to be valid based on the information shared by the Client/ Instructing Party. No consideration shall be / has been given to liens or encumbrances against them. Therefore, no responsibility is assumed for matters of a legal nature.
- r. Kindly note that quarterly assessment of cash flows has been undertaken for the purpose of this valuation exercise.

2 VALUATION SUMMARY

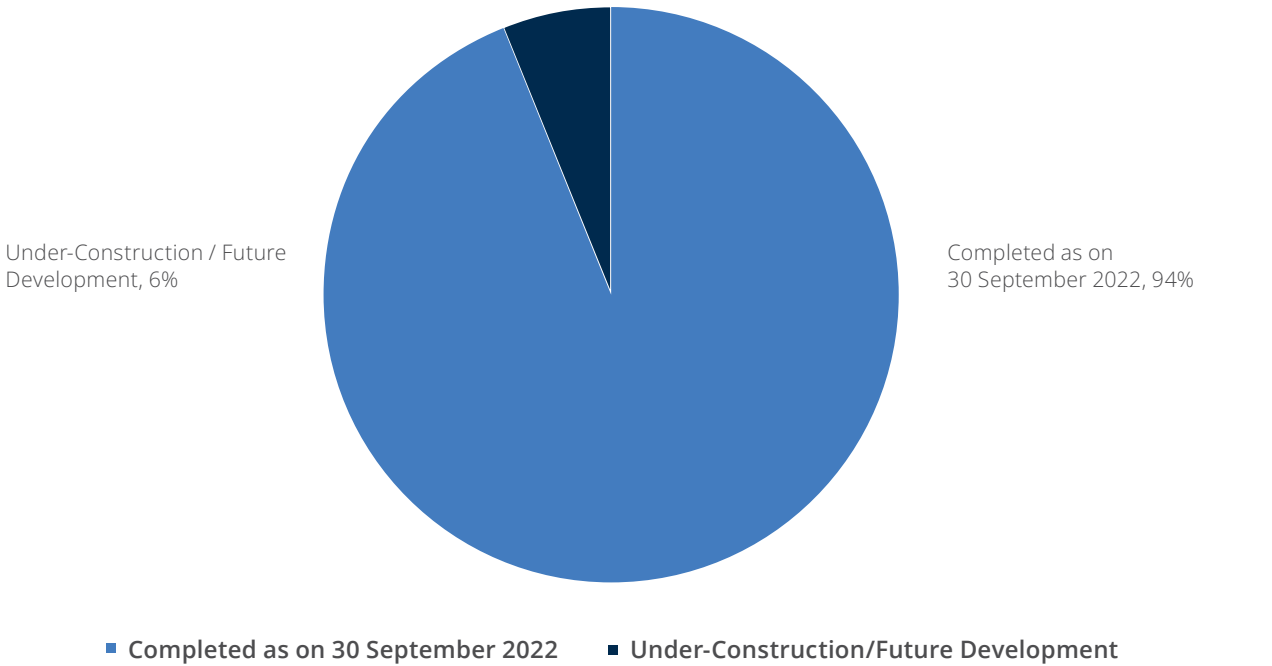
The following table highlights the summary of the market value of each of the Subject Properties which is part of the proposed Brookfield India REIT as on 30 September 2022.

S. No.	Asset Name	Leasable area (Million sq. ft.) ¹			Market Value (in INR Million)		
		Completed	Under Construction	Future Development Potential	Completed	Under-Construction/ Future Development Potential	Total
REIT Portfolio							
1	G2	3.92	NA	0.10	45,637	613	46,250
2	N1	1.96	NA	0.86	19,550	2,746	22,296
3	N2	3.76	NA	0.77	38,686	2,284	40,969
4	K1	3.06	0.56	2.12	22,175	4,326	26,501
5	Kensington	1.56	NA	NA	27,548		27,548
TOTAL		14.26	0.56	3.85	1,53,596	9,969	163,564

Note: All figures in the above table are rounded.

- 1. Based on Provisional Architect’s Certificate (Dated: 03 November 2022 for G2, N1, N2 and K1 and 30 September 2022 for Kensington.
- 2. * Candor Kolkata One Hi-Tech Structures Private Limited (formerly known as “Candor Gurgaon Two Developers & Projects Private Limited”; now amalgamated in Candor Kolkata One Hi-Tech Structures Private Limited w.e.f. January 9, 2019) has an agreement with Gurgaon Infospace Limited (GIL). The title to the land is held by Gurgaon Infospace Limited, a third party and is not affiliated to the Candor Kolkata One Hi-Tech Structures Private Limited. Candor Kolkata One Hi-Tech Structures Private Limited has developmental rights with respect to the property pursuant to a Joint Development Agreement (JDA) with GIL entered on November 16, 2006 as amended from time to time. Under the said agreement Candor Kolkata One Hi-Tech Structures Private Limited is entitled to 72% of the gross sale revenue and deposits from the tenants arising out of the lease of the developed areas and GIL is entitled to receive balance 28%.

Brookfield India REIT Portfolio Composition (Market Value)





2.1 Assumptions, Disclaimers, Limitations & Qualifications

This Summary Valuation Report is provided subject to a summary of assumptions, disclaimers, limitations and qualification detailed throughout this Report which are made in conjunction with those included within the sections covering various assumptions, disclaimers, limitations and qualifications within the detailed Valuation Report. Reliance on this report and extension of the liability of the Valuer is conditional upon the reader's acknowledgement of these statements. This valuation is for the use of the parties mentioned in Section 1.3 of this Summary Valuation Report.

Prepared by

(Shubhendu Saha)

IBBI/RV/05/2019/11552

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3 VALUATION APPROACH AND METHODOLOGY

3.1 Purpose of Valuation

The purpose of this valuation exercise is to estimate the value of the Subject Properties forming a part of the portfolio of Brookfield India REIT, for the disclosure of valuation of assets forming part of the portfolio of Brookfield India REIT under the SEBI (Real Estate Investment Trust) Regulations, 2014, as amended, together with clarifications, guidelines and notifications thereunder.

3.2 Valuation Guideline and Definition

Given the purpose of valuation as mentioned above, the valuation exercise has been carried out to estimate the "Market Value" of the Subject Properties in accordance with the IVSC International Valuation Standards issued in 2021 and effective from 31 January 2022.

As per IVSC International Valuation Standards, "Market Value" is defined as '*The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.*'

3.3 Valuation Approach

The valuation for the Subject Properties being Market Value, has been derived by adopting income approach, utilising the discounted cash flow method with rental reversion.

The income approach is based on the premise that value of an income producing asset is a function of future benefits and income derived from that asset. Using this valuation method, future cash flows from the property are forecasted using precisely stated assumptions. This method allows for the explicit modelling of income and cost associated with the property. These future financial benefits are then discounted to a present-day value (valuation date) at an appropriate discount rate. A variation of the Discounted Cash Flow Method is mentioned below.

Income Approach - Discounted Cash Flow Method using Rental Reversion

Given the market practice in most commercial/ IT developments involves contracting tenants in the form of pre-commitments at sub-market rentals to increase the attractiveness of the property to prospective tenants. Such benefits are typically extended to anchor tenants. Additionally, there are instances of tenants paying above-market rentals for certain properties as well (primarily owing to market conditions at the time of contracting the lease). In order to arrive at a unit value for these tenancies, we have normalised the impact of such sub/above market leases on the valuation of the Subject Property by estimating the rental revenue achievable at the end of the term, based on the expected rents in the market.

3.4 Valuation Methodology

In order to compute the Market Value of the Subject Properties it is prudent to understand the market dynamics and the location where the Subject Property is located (existing and future supply, demand from occupiers, average office space take up by an occupier in a particular sector, existing vacancy numbers and the rentals, likely growth of the office space etc.). Understanding of the micro market positioning (where the Subject Property is located) with respect to a location is also very important. The next step then becomes to understand the situation of the Subject Property (current achievable rentals, vacancy numbers, competing supply in the micro market etc.) with respect to the micro market.

Each of the steps required to assess the Market Value of the Subject Properties is detailed below. The same have been elaborated in the Valuation Reports also.

Market and Location Assessment:

The Client appointed Cushman & Wakefield (CWI) to prepare an independent industry and market research report, which has been relied upon and reviewed by the Valuer to develop the understanding and assess the relevant micro-markets of the Subject Properties. The said review, was carried out in the following manner:

- i. Market dynamics influencing the rents along with Subject Property rents were studied in detail. Further, the location setting of the Subject Properties in the respective micro-markets were assessed. Analysis of the micro-market was undertaken primarily based on the findings of the industry/market report prepared by



CWI and readily available information in public domain to ascertain the transaction activity of office space. The analysis entailed review of comparable properties in terms of potential competition (both completed and under-construction/future developments), comparable recent lease transactions witnessed in the micro-market along with the trends in leasing within the Subject Properties in recent past, wherever available. This analysis enabled the Valuer to have an informed opinion on the market rent (applicable rental for the micro-market where the respective Subject Properties are located) and achievable market rent (Valuer’s view on achievable rent for the respective Subject Properties for leasing vacant spaces, potential leasable area under development or planned as well as upon re-leasing of the existing let out area).

- ii. For tenants occupying relatively large space within the Subject Properties, where there may be some instances of areas being let out at lower than market rent, it is assumed that the leases shall revert to market rent following the expiry of the lease, factoring appropriate re-leasing time.

Portfolio Assessment:

- i. As the first step, the rent rolls (which includes review of corresponding leases deeds) on a reasonable sample basis were reviewed to identify tenancy characteristics for the Subject Properties. As part of the rent roll review, major tenancy agreements were reviewed on a reasonable sample basis. For example, for G2 we have reviewed lease deeds of top 10 tenants contributing nearly 90% of gross contractual rentals of the subject property).
- ii. For anchor/large tenants, adjustments on achievable market rent or additional lease-up timeframe have been adopted upon lease reversion wherever relevant.
- iii. Title reports, Architect’s certificates and other related documents as mentioned in earlier sections of the report were reviewed for validation of area details, ownership interests of the Subject Properties.
- iv. Physical site inspections were undertaken to assess the current status of the Subject Properties.

Preparation of Future Cash Flows:

- i. Net operating income (NOI) has primarily been used to arrive at the Market Value of the Subject Properties. The cash flows for the operational, under construction and future development area have been projected separately for the purpose of estimating and reporting valuation in accordance with the SEBI (REIT) Regulations
- ii. The projected future cash flows from the property are based on existing lease terms for the operational area till the expiry of the leases or re-negotiation, whichever is earlier, following which, the lease terms have been aligned with market rents achievable by the Subject Properties. For vacant area, under-construction area and future development area, the achievable market rent-led cash flows are projected factoring appropriate lease-up time frame for vacant/under-construction/future development area. These cash flows have been projected for 10-year duration from the date of valuation wherein 11th year NOI is capitalized (for assessment of terminal value based on NOI). These future cash flows are then discounted to present-day value (valuation date) at an appropriate discount rate.

Each of the lease was assessed to project the cash flows for a period of 10 years. The assessment was carried out in the following manner:

Step 1	Rental income from existing tenants up to the period of lease expiry, lock-in expiry, escalation milestones, etc. is projected whichever is applicable. In the event of any vacant spaces, achievable market-rent is assumed for future income for such spaces with suitable time for leasing up the space. This data is then used to generate market aligned revenue stream from existing and potential tenants for the desired time period.
Step 2	In the event the escalated contracted rent is higher than the achievable market rent by 15%, the contracted terms are ignored, and the terms are reverted to market. In the event the escalated contracted rent is below 115% of the achievable market rent, the contracted terms are adopted going forward until the next lease review/ renewal. Intent of this step is to project the rental income for respective leases until lease expiry as well as post expiry.
Step 3	Computing the monthly rental income projected as part of Step 2 and translating the same to a quarterly income (for the next 10 years and NOI of the 11th year – considered for calculation of terminal value).

- iii. Recurring operational expenses, fit-out income (wherever applicable, however, the same has not been included in the NOI for the purpose of arriving at the terminal value by capitalisation) and vacancy provision have been adopted in-line with prevalent market practices and conditions. In addition, appropriate rent-free periods have been adopted during lease roll-overs to consider potential rent-free terms as well as outflows towards brokerage. For all Subject Properties, operational revenues and expenses of the respective properties are reviewed to understand the recurring, non-recurring, recoverable and non-recoverable expenses and accordingly estimate the margins on the common area maintenance income, which accrues as cash inflows to the Subject Properties and normalised for the purpose of cash flow projections. The 1-year forward income for the 11th year has been capitalized to assess the terminal value of the development at the end of year 10.

3.5 Information Sources

Property related information relied upon for the valuation exercise have been provided to the Valuer by the Client and the market data has been provided by Cushman and Wakefield, unless otherwise mentioned. The documents provided has been assumed to be a true copy of the original. The rent rolls have been cross checked with the lease deeds on a sample basis only to ensure its correctness.

4 REIT PORTFOLIO

4.1 Candor TechSpace IT/ITeS SEZ, Dundahera, Gurugram (G2)

Property Description

G2 is located at Old Delhi – Gurugram road, Dundahera, Gurugram, Haryana – 122001, India. The approximate land area of G2 is 28.526 acres (based on review of Architect’s Certificate).

Statement of Assets

G2 constitutes 13 completed buildings along with future development area. The listing of buildings under each component is as follows:

Completed buildings with Occupancy Certificate (OC) received – Tower 1, 2, 3, 4 (Amenity Block-1), 4A (Amenity Block-2), 5, 6, 7, 8A, 8B, 9, 10 (MLCP), 11

Future development – The future development has leasable area of 99,924 sq. ft. The leasable area of the future development is indicative and is subject to change once the internal business plans are in place or the construction is completed.

The area statement for G2 is as follows:

Components	No. of buildings	Leasable Area (sq. ft.)	Usage type	Committed Occupancy*
Completed	13	39,16,845	IT/ITeS SEZ	85.27%
Future Development	NA	99,924	IT/ITeS SEZ	NA
Total	13	40,16,769		

Source: Architect’s Certificate (Dated: 03 November 2022), ^Rent Rolls as on 30 September 2022, Lease Deeds/Leave and License Agreements.

*Committed Occupancy = (Occupied area + Completed area under Letters of Intent)/ Completed area

Brief Description

G2 is an IT/ITeS SEZ office space developed in a campus format offering large floor plates with significant open / green areas and number of amenities for occupiers. There are 13 completed buildings comprising 11 office towers (including one MLCP) occupied by multiple tenants and two amenity blocks - Block 4 (Amenity Block- 1, with 67,802 of leasable area) and 4A (Amenity Block-2, with 22,675 of leasable area). The amenity blocks constitute retail area of 90,477 sq. ft. catering to all basic requirement of occupiers viz. F&B (in form of multi- cuisine food courts and in-house kitchens), pharmacy, bank ATM, creche, sports arena, wellness centre, convenience store, dental clinic etc. In addition, Tower 10 (MLCP) constitutes 98,796 sq. ft. of office area and 289,035 sq. ft. of car parking area to cater to 499 cars parking. G2 has two entry and two exit gates, which are managed according to the campus traffic circulation plan. Apart from regular upgradation activities, G2 has witnessed a major revamp (both inside and outside the campus) leading to overall improved aesthetics. G2 has been awarded IGBC Platinum Rating for sustainability in addition to the group wide ISO certification for Quality, Environmental and Occupational Health & Safety Management Systems namely ISO 9001, ISO 14001 and OHSAS 18001.

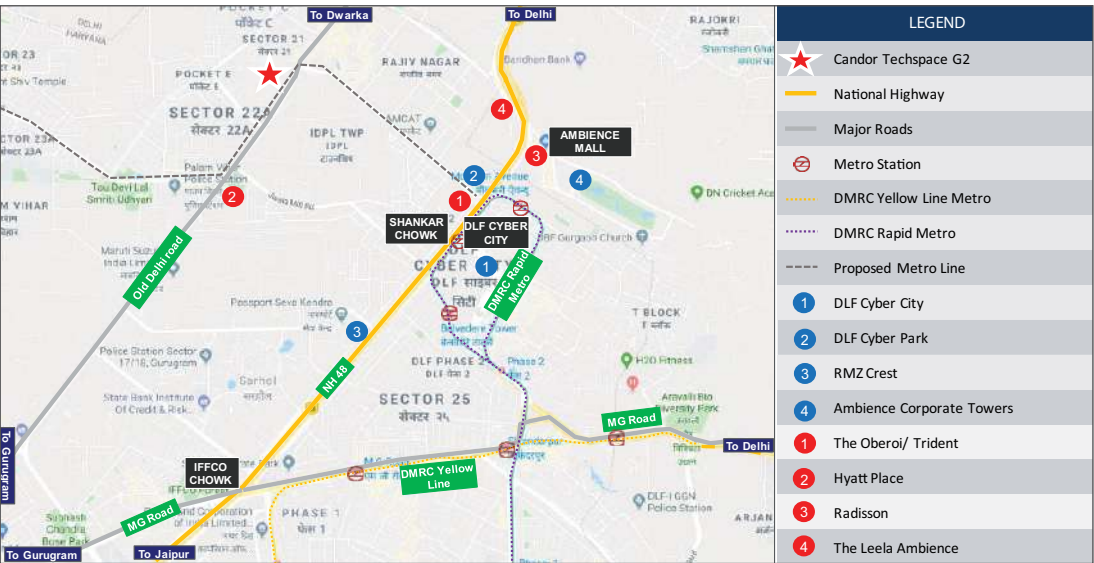
G2 is located in an established office, residential and retail micro-market of Gurugram. The office supply in the vicinity comprises investment and sub investment grade developments, constituting a mix of IT and Non-IT developments primarily skewed towards IT. Some of the prominent office developments in the vicinity include DLF Cyber City, DLF Cyber Park, Ambience Corporate Tower etc.

G2 is within close proximity to some of the renowned hotels like The Oberoi/ Trident, Hyatt Place, Radisson, Leela Ambience etc. and is well connected to major locations in the city as well as in the NCR via multiple modes of communication.

The distances (approximately) to G2 from major landmarks of NCR are as follows:

				
02 km from NH 48 (Delhi – Jaipur highway)	03 km from IndusInd Cyber City Rapid Metro Station	09 km from Gurugram Railway Station	09 km from IGI Airport	03 km from DLF Cyber City 23 km from Connaught Place

The map illustrating the location, infrastructure and nearby office developments is provided below:



Note: The DMRC Yellow Line metro is proposed to be extended from HUDA City Centre to Udyog Vihar, via Old Gurugram and finally terminating at DLF Mouslari Avenue rapid metro station. However, exact locations of metro stations are yet to be finalized. Also, a station for Delhi – Alwar RRTS is proposed at Old Delhi – Gurugram road in Udyog Vihar near subject property. The source for the said metro routes is the information available in the public domain and may differ subject to final approvals.

Source: C&WI Research (Map not to scale)

Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 30/09/2022)		
Lease Completion of Completed Building	Qtr, Year	Q3 FY 2024-25
Current Effective Rent	INR/sq. ft./mth	81
Achievable Market Rent	INR/sq. ft./mth	88
Parking Charges	INR/bay/mth	5,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Future Development: 327 General Development: 157
Expected Completion Date	Qtr, Year	Future Development: Q3 FY 2024-25
Other Financial Assumptions		
Cap Rate	%	8.00
WACC (Complete/ Operational)	%	11.75
WACC (Under-construction/ Future Development)	%	13.00

Market Value

The market value of financial interest* in G2 as on 30 September 2022 is as follows:

INR 46,250 Million
(Indian Rupees Forty-Six Billion Two Hundred and Fifty Million Only)

* Candor Kolkata One Hi-Tech Structures Private Limited (formerly known as “Candor Gurgaon Two Developers & Projects Private Limited”; now amalgamated in Candor Kolkata One Hi-Tech Structures Private Limited w.e.f. January 9, 2019) has an agreement with Gurgaon Infospace Limited (GIL). The title to the land is held by Gurgaon Infospace Limited, a third party and is not affiliated to the Candor Kolkata One Hi-Tech Structures Private Limited. Candor Kolkata One Hi-Tech Structures Private Limited has developmental rights with respect to the property pursuant to a Joint Development Agreement (JDA) with GIL entered on November 16, 2006 as amended from time to time. Under the said agreement Candor Kolkata One Hi-Tech Structures Private Limited is entitled to 72% of the gross sale revenue and deposits from the tenants arising out of the lease of the developed areas and GIL is entitled to receive balance 28%.

4.2 Candor TechSpace IT/ITeS Park, Sector 62, Noida (N1)

Property Description

N1 is located at Plot no. B2, sector 62, Noida, Gautam Buddha Nagar, Uttar Pradesh, 201301, India. The approximate land area of N1 is 19.250 acres (based on review of Architect’s Certificate).

Statement of Assets

N1 constitutes 9 buildings and can be segregated under three components viz. completed, under-construction and future development buildings. The listing of buildings under each component is as follows:

Completed buildings with Occupancy Certificate (OC) received – Block 1, 2, 3, 6, 5 & 7 (Amenity Block I and II) & Block 8

Future development buildings – Block 4A and Block 4B. The leasable area of the future development is indicative and is subject to change once the internal business plans are in place or the construction is completed.

The area statement for N1 is as follows:

Components	No. of buildings	Leasable Area# (sq. ft.)	Usage type	Committed Occupancy*
Completed	8	19,57,084	IT/ITeS Park	86%^
Future Development	2	858,460	IT/ITeS Park	NA
Total	10	28,15,544		

Source: Architect’s Certificate (Dated: 03 November 2022), ^Rent Rolls as on 30 September 2022, Lease Deeds/Leave and License Agreements and Client Information

*Committed Occupancy = (Occupied area + Completed area under Letters of Intent)/ Completed area

#The leasable area is increased because of the change in efficiency.

Brief Description

N1 is an IT/ITeS office space developed in a campus format offering large floor plates with significant open / green areas and number of amenities for occupiers. There are eight completed buildings comprising five office towers occupied by multiple tenants and one building comprising three amenity blocks. Block 5 is recently completed office tower with 491,051 sq. ft. of leasable area. Amenity Block constitutes retail area of 39,196 sq. ft. catering to all basic requirement of occupiers viz. F&B (in form of multi-cuisine food court), 24x7 paramedics, Day Care Centre, bank ATM, salon, convenience store, pharmacy etc. In addition, there are two future development buildings (Block 4A and 4B) comprising office blocks. Further, Block 8 constituting 79,761 sq. ft. shall offer a separate F&B hub and shall be open to public along with inhouse occupiers. N1 has two entry and two exit points, which are managed according to the campus traffic circulation plan. N1 has been awarded 5 Star rating by the Bureau of Energy Efficiency (BEE) in addition to the group wide ISO 9001,14001 and OHSAS 18001 Certification.

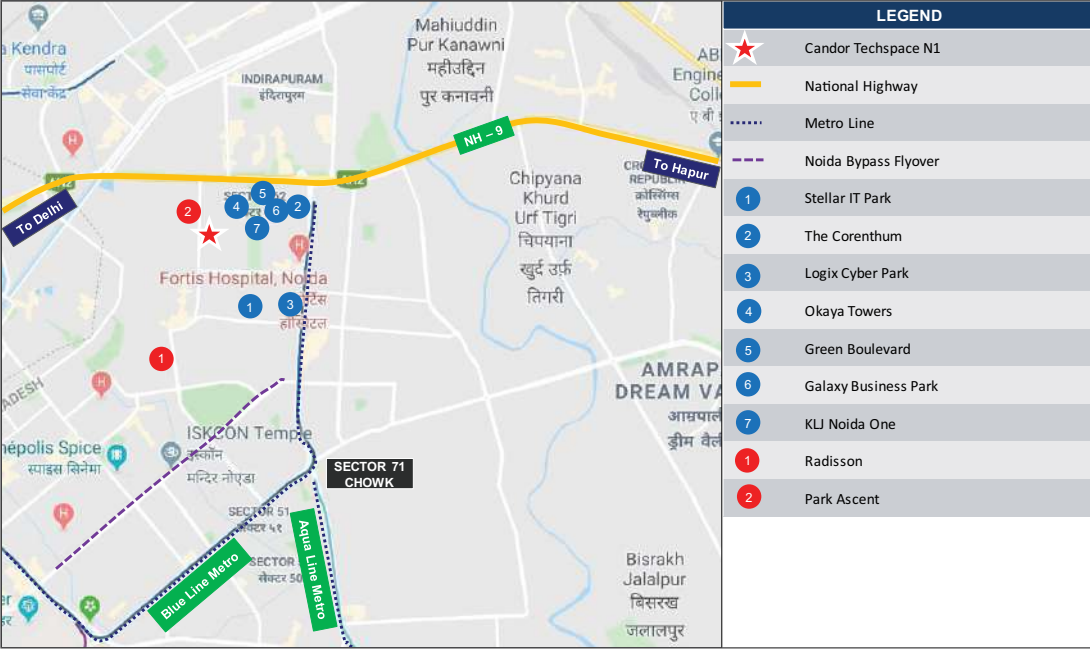
N1 is located in sector 62 of Noida, which is an institutional sector characterized by the presence of large public and private sector institutions like The Institute of Chartered Accountants of India, IIM Lucknow Noida Campus, Jaipuria Institute of Management, Jaypee Institute of Information Technology, Symbiosis Law School, Bank of India, Staff Training College etc. The office supply in the vicinity comprises investment and sub investment grade developments, constituting a mix of IT and Non-IT developments primarily skewed towards IT. The other prominent office developments in the vicinity include Embassy Galaxy Business Park, Logix Cyber Park, 3C Knowledge Boulevard & Green Boulevard, Stellar IT Park, Okaya Blue Silicon Business IT Park etc. N1 is one of the largest IT/ITes office development in terms of leasable area in sector 62, Noida.

N1 is within close proximity to some of the renowned hotels like Radisson, Park Ascent etc. and is well connected to major locations in the city as well as in the NCR via multiple modes of communication.

The distances to N1 from major landmarks of NCR are as follows:

				
01 km from NH 24 10 km from DND Flyway	02 km from Sector 62 Metro Station	16 km from New Delhi Railway Station	32 km from IGI Airport	7 km from Sector 18 (Noida CBD) 16 km from Connaught Place (Delhi CBD)

The map illustrating the location, infrastructure and nearby office developments is provided below:



Source: C&WI Research
(Map not to scale)

Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 30/09/2022)		
Lease Completion of Completed Building	Qtr, Year	Q4 FY 2023-24
Current Effective Rent	INR/sq. ft./mth	50
Achievable Market Rent	INR/sq. ft./mth	54
Parking Charges	INR/bay/mth	3,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Under Construction/ Future Development: 4,268 General Development: 139
Expected Completion Date	Qtr, Year	Block 4A – Q4 FY 2026-27 Block 4B – Q4 FY 2025-26
Other Financial Assumptions		
Cap Rate	%	8.00
WACC (Complete/ Operational)	%	11.75
WACC (Under-construction/ Future Development)	%	13.00

Market Value

The market value of the full ownership interest in N1 as on 30 September 2022 is as follows:

INR 22,296 Million
(Indian Rupees Twenty-Two Billion Two Hundred and Ninety-Six Million Only)

4.3 Candor TechSpace IT/ITeS SEZ, Sector-135, Noida (N2)

Property Description

N2 is located at Plot No. 20, 21, Noida – Greater Noida Expressway, Sector 135, Noida Uttar Pradesh – 201304, India. The approximate land area of N2 is 29.653 acres (based on review of Architect’s Certificate).

Statement of Assets

N2 constitutes 14 buildings and can be segregated under three components viz. completed, under-construction and future development buildings. The listing of buildings under each component is as follows:

Completed buildings with Occupancy Certificate (OC) received – Tower 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 11A Amenity Block-1 (Ground Floor) and Amenity Block-2

Future development – Tower 12 and Amenity Block-1 (First Floor)*. The leasable area of the Tower 12 and Amenity Block-1 (First Floor) is indicative and is subject to change once the internal business plans are in place or the construction is completed.

The area statement for N2 is as follows:

Components	No. of buildings	Leasable Area# (sq. ft.)	Usage type	Committed Occupancy**
Completed	14	37,64,117	IT/ITeS SEZ	75.5%^
Future Development	2	770,873	IT/ITeS SEZ	NA
Total	16	45,34,990		

Source: Architect’s Certificate (Dated 03 November 2022), ^Rent Rolls as on 30 September 2022, Lease Deeds/Leave and License Agreements

*The first floor of Amenity Block-1 is considered as future development and has not been counted as an additional tower for the purposes of computing the no. of buildings in the future development component.

**committed occupancy = (occupied area + completed area under letters of intent)/ completed area

#The leasable area is increased because of the change in efficiency.

Brief Description

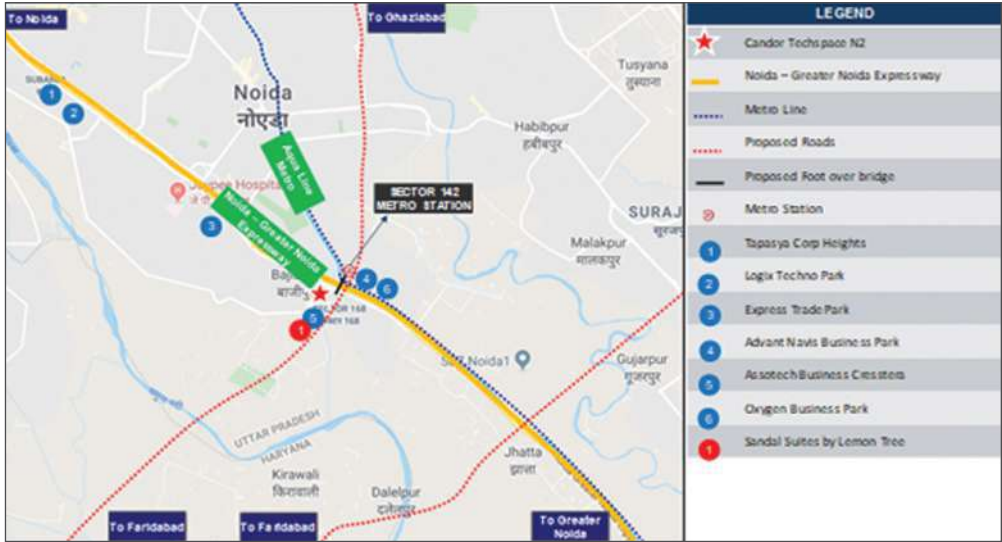
N2 is an IT/ITeS SEZ office space developed in a campus format offering large floor plates with significant open/ green areas and number of amenities for occupiers. There are 14 operational buildings comprising 12 office towers occupied by multiple tenants and two amenity blocks. Amenity blocks constitute a total planned retail area of 64,297 sq. ft. The current operational retail area caters to all basic requirement of occupiers viz. F&B (in form of multi cuisine food courts), creche, bank branch and ATM, indoor sports, 24X7 Paramedics, convenience store, etc. In addition, Tower 11 A which has recently been developed and Tower 12 (a future development) is being developed with modern age aesthetics, which intend to create differential experience for the occupiers viz. walk through along waterbodies, larger lobby area, improved amenity area etc. In addition to three existing entry and exit points, an additional entry/exit gate is planned in near future, which shall further improve traffic movement both inside and outside the campus. Regular upgradation activities are being undertaken within the campus to ensure its upkeep as per the modern age requirement. N2 has been awarded IGBC Platinum Rating for sustainability and 5 Star Rating by the Bureau of Energy Efficiency (BEE) in addition to the group wide ISO 9001,14001 and OHSAS 18001 Certification.

N2 is located within Noida-Greater Noida Expressway micro-market, which is being developed as an integrated vector with presence of residential, institutional, commercial, IT/ITeS, and SEZ developments. It is one of the established IT /ITeS and SEZ office destinations of Noida and enjoys excellent physical infrastructure along with social infrastructure to support the expansion of real estate activities. The office supply in the vicinity primarily comprises investment grade developments, constituting a mix of IT and Non-IT developments. Some of the prominent office developments in the vicinity include Logix Techno Park, Oxygen Business Park, NSL TechZone IT SEZ, Express Trade Tower – II, Advant Navis Business Park etc. N2 is the micro-market’s largest integrated SEZ office development. N2 is within close proximity to some of the renowned hotels like Sandal Suites by Lemon Tree etc. and is well connected to major locations in the city as well as in the NCR via multiple modes of communication.

The distance of N2 from major landmarks of NCR are as follows:

				
14 km from DND Expressway 5 km from Noida Expressway	04 km from Sector 142 metro station	27 km from New Delhi Railway Station	36 km from Indira Gandhi International Airport	14 km from Sector 18, Noida 28 km from Connaught Place

The map illustrating the location, infrastructure and nearby office developments is provided below:



Source: C&WI Research (Map not to scale)

Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 31/09/2022)		
Lease Completion of Completed Building	Qtr, Year	Q3 FY 2026-27
Current Effective Rent	INR/sq. ft./mth	54
Achievable Market Rent	INR/sq. ft./mth	57
Parking Charges	INR/bay/mth	4,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Under Construction/ Future Development: 3,973 General Development: 234
Expected Completion Date	Qtr, Year	Tower 12 – Q2 FY 2026-27 Amenity Block - Q2 FY 2023-24
Other Financial Assumptions		
Cap Rate	%	8.00
WACC (Complete/ Operational)	%	11.75
WACC (Under-construction/ Future Development)	%	13.00

Market Value

The market value of the full ownership interest in the N2 as on 30 September 2022 is as follows:

INR 40,969 Million
(Indian Rupees Forty Billion Nine Hundred and Sixty Nine Million Only)

4.4 Candor TechSpace IT/ITeS SEZ, New Town, Rajarhat, Kolkata (K1)

Property Description

K1 is located at Plot No. 1, DH Street no. 316, New Town, Rajarhat, North 24 Parganas, West Bengal, 700156, India. The approximate land area of K1 is 48.383 acres (based on review of Architect’s Certificate).

Statement of Assets

K1 constitutes 12 completed buildings along with one under construction building and future development area. The listing of buildings under each component is as follows:

Completed buildings with Occupancy Certificate (OC) received – Tower A1, A2, A3, B1, B2, B3, C1*, C2*, C3*, G1, G2, G3

Under - Construction Building: Tower Commercial admeasuring 560,816 sq. ft, which is expected to be ready by Q2 FY 2026.

Future development – The future development constitutes IT/ITeS leasable area of 980,448 sq. ft. and mixed-use leasable area of 1,142,725 sq. ft. The leasable area of the future development is indicative and is subject to change once the internal business plans are in place or the construction is completed.

Components	No. of buildings	Leasable Area (sq. ft.)	Usage type	Committed Occupancy**
Completed	12	3,060,655	IT/ITeS SEZ	84.0%^
Under-Construction/ Future Development	NA	2,683,989	IT/ITeS/ Mixed-use	NA
Total	12	5,744,644		

Source: Architect’s Certificate (Dated: 03 November 2022), ^Rent Rolls as on 30 Septembe 2022, Lease Deeds/Leave and License Agreements

*Towers C1, C2 and C3 have partial occupancy certificates. Full occupancy certificates will be obtained once the entire project is complete. These buildings are fit for occupation as Information Technology and IT enabled services business (use group)/ Business building for the portion, which has received the occupancy certificates.

**Committed Occupancy = (Occupied area + Completed area under Letters of Intent)/ Completed area

Brief Description

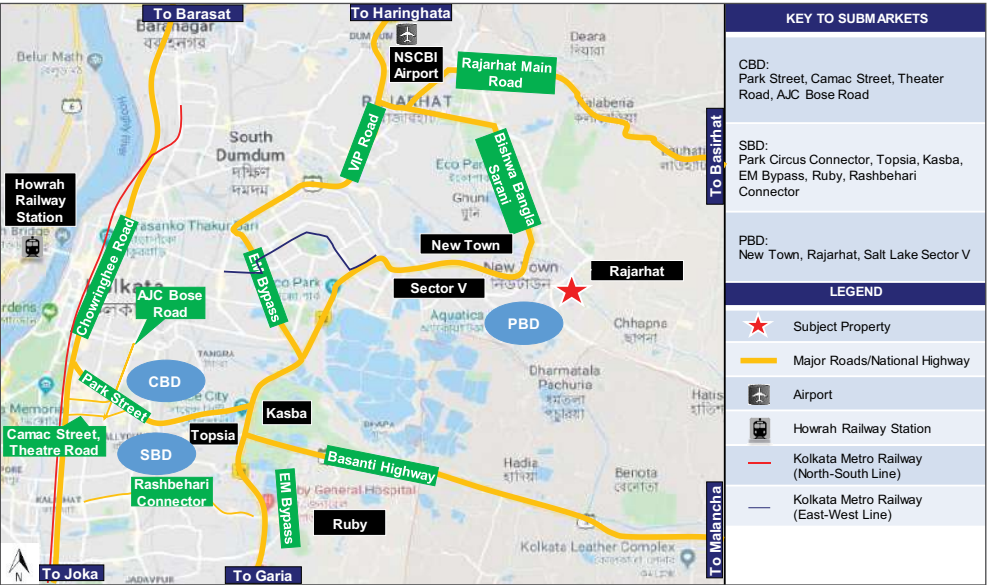
K1 is an IT/ITeS SEZ office space developed in a campus format offering large floor plates with significant open / green areas and number of amenities for occupiers. There are 12 operational buildings comprising 12 office towers occupied by multiple tenants wherein Tower A2 offers multi-cuisine food courts, in-house kitchens, bank branches and ATM, creche, pharmacy, medical centre and other retail outlets and Tower A3 offers amenities such as gymnasium, swimming pool and table tennis at the ground floor. In addition, there is under construction commercial cum retail development of 5,60,816 sq. ft. which is being developed through Joint Developmet Agreement with a third party and future development comprising IT/ITeS and mixed-use developments. K1 has two entry and exit gates designed to ensure smooth traffic movement both inside and outside the campus. Regular upgradation activities are being undertaken within the campus to ensure its upkeep as per the modern age requirement. K1 has been awarded IGBC Gold rating for sustainability and 4 Star Rating by the Bureau of Energy Efficiency (BEE) in addition to the group wide ISO 9001,14001 and OHSAS 18001 certifications.

K1 is a prominent IT/ITeS SEZ, and the largest campus style office development in eastern India. K1 is located in an established office micro-market, which has witnessed a gradual shift of office space occupiers from Central Business District of Kolkata. The office supply in the micro-market comprises largely investment grade developments, constituting a mix of IT and Non-IT developments primarily skewed towards IT. K1 has a prominent frontage on one of the main arterial roads viz: Major Arterial Road (East – West). The road connects K1 to Shapoorji Sukhobrishti (via SP Sukhobrishti Complex Road) in east and Narkelbagan, Bishwa Bangla Sarani in west, respectively. Further, K1 is located at distance of 1.5 km from the upcoming metro station- CBD 1. Some of the prominent office developments in the vicinity include DLF 2 SEZ, TCS Geetanjali Park, Ambuja Ecospace, Mani Casadona etc.

K1 is within close proximity to some of the renowned hotels like The Westin, Fairfield by Marriott, Lemon Tree, Pride Plaza, etc. and is well connected to major locations in the city via multiple modes of communication. The distance of K1 from major landmarks in the city is as follows:

01 km from Street No. 368	1.5 km from proposed CBD-1 Metro Station	14 km from Sealdah Railway Station 17 km from Howrah Railway Station	12 km from Netaji Subhash Chandra Bose International Airport	01 km from Narkel Bagan 06 km from Sector V, Salt Lake 18 km from Park Street Area

The map illustrating the location, infrastructure and nearby office developments is provided below:



Source: C&WI Research (Map not to scale)

Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 30/09/2022)		
Lease Completion of Completed Building	Qtr, Year	Q1 FY 2025-26
Current Effective Rent	INR/sq. ft./mth	43
Achievable Market Rent-Office	INR/sq. ft./mth	41
Achievable Market Rent- Mixed Use-Commercial	INR/sq. ft./mth	44
Achievable Market Rent - Mixed Use-Retail	INR/sq. ft./mth	59
Parking Charges	INR/bay/mth	3,000
Development Assumptions		
Remaining Capital Expenditure	INR Million	Future Development: 13,044 General Development: 7
Expected Completion Date	Qtr, Year	IT/ITeS – Q2 FY 2028-29 Mixed-use – Q3 FY 2028-29
Other Financial Assumptions		
Cap Rate	%	8.50
WACC (Complete/ Operational)	%	11.75
WACC (Under-construction/ Future Development)	%	13.00

Market Value

The market value of the full ownership interest in K1 as on 30 September 2022 is as follows:

INR 26,501 Million*
(Indian Rupees Twenty-Six Billion Five Hundred One Million Only)

* includes 0.56 million sq. ft. of commercial cum retail development which is under construction, Gurgaon Infospace Limited (GIL) shall pay Candor Kolkata a sum of INR 1,000 million (inclusive of GST) (out of which INR 600 million has already been received) in instalments and be entitled to receive 28% of revenue comprising rentals, CAM margins, parking and any other revenue.

4.5 Kensington (A & B) IT/ITeS SEZ, Powai, Mumbai (Kensington)

Property Description

Kensington is located at Hiranandani Business Park, CTS No. 28A, Powai, Mumbai, Maharashtra – 400076, India. The approximate land area of Kensington is 8.96 acres (based on review of Architect’s Certificate).

Statement of Assets

Kensington constitutes one building with two wings (Kensington A & Kensington B) and is categorized under one component viz. completed building. The listing of building is as follows:

Completed buildings with Occupancy Certificate (OC) received – Kensington (A & B)

The area statement for Kensington is as follows:

Components	No. of buildings	Leasable Area (sq. ft.)	Usage type	Committed Occupancy**
Completed	1	1,562,541*	IT/ITeS SEZ	95.1%^
Total	1	1,562,541		

Source: Architect’s Certificate (Dated: 30 September 2022), ^Rent Rolls as on 30 September 2022, Lease Deeds/Leave and License Agreements

*Total leasable area for Kensington includes area occupied by “Hitachi Payment Services Pvt Ltd” for ATM purpose (25 Sq Ft). The income for the said area is included in the “Other Income”.

**Committed Occupancy = (Occupied area + Completed area under Letters of Intent)/ Completed area.

Note: Occupancy as stated in the table above, includes the space, which is currently occupied by Apollo India Services LLP, would be vacated by Q2 FY 2023. Considering the said Apollo India Services LLP space and Baker Hughes spaces, the occupancy shall be 91.5% (vs 95.1% as shown in above table)

Brief Description

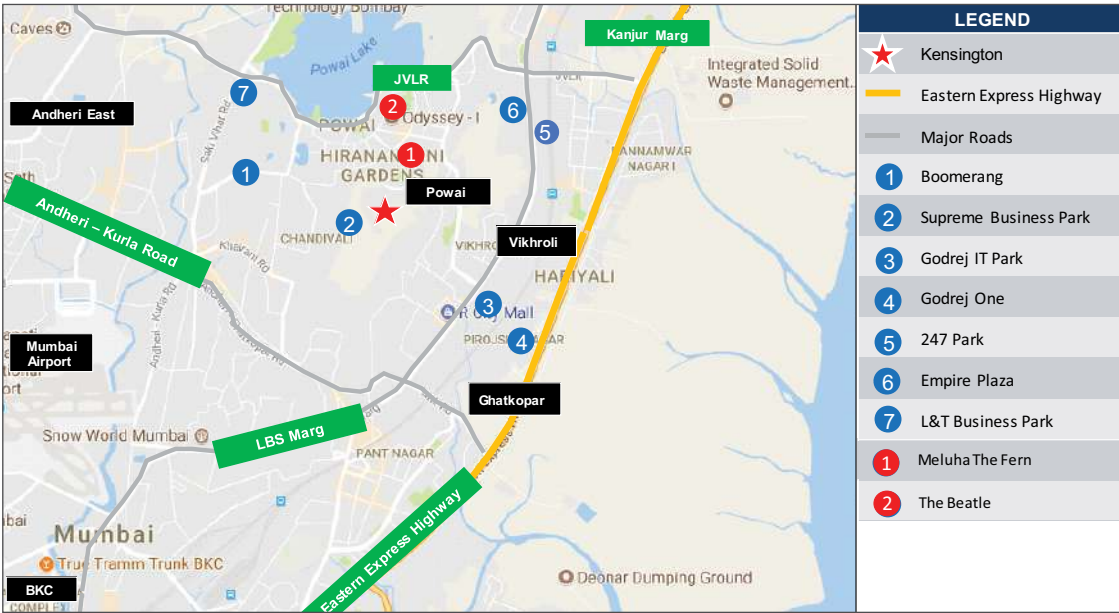
Kensington is an IT/ITeS SEZ office space comprising one ready and operational building with two wings (Kensington A & Kensington B) occupied by multiple tenants. The large parking requirement is catered by four parking levels contributing to 1,721 parking spaces. Kensington has two entry and two exit points providing access to D.P. Road and internal wide Road.

Kensington is the only private IT/IteS SEZ in the Mumbai region excluding Thane and Navi Mumbai and is well positioned in the Andheri & Powai micro-market due its proximity to the residential areas, well developed social infrastructure and the upcoming metro stations (IIT – 2.6 Km from the Subject Property). The office supply in the vicinity comprises investment and sub investment grade developments, constituting a mix of IT and Non-IT developments. Some of the prominent office developments in the vicinity are Supreme Business Park, Scorpio House, L&T Business Park, Delphi, Godrej IT Park, Solitaire Corporate Park, Kanakia Wall Street, Times Square, Raiaskaran Tech Park etc.

Kensington is within close proximity to some of the renowned hotels like Meluha The Fern and The Beatle and is also well connected to major locations in city via multiple modes of communication. The distance of Kensington from major landmarks in Mumbai Metropolitan Region (MMR) is as follows:

			
04 km from LBS Marg 14 km from Eastern Express Highway 08 km from Western Express Highway	4.2 km from Kanjurmarg Railway Station 2.6 km from upcoming metro station (IIT)	6.5 km from Chhatrapati Shivaji International Airport 11 km from Mumbai Domestic Airport	2.3 km from IIT Powai 11 km from Bandra Kurla Complex

The map illustrating the location, infrastructure and nearby office developments is provided below:



Source: C&WI Research
(Map not to scale)

Key Assumptions

Particulars	Unit	Information
Revenue Assumptions (as on 30/09/2022)		
Lease Completion of Completed Building	Qtr, Year	Q3 FY 2023-24
Current Effective Rent	INR/sq. ft./mth	98
Achievable Market Rent	INR/sq. ft./mth	125
Parking Charges*	INR/bay/mth	5,000
Other Financial Assumptions		
Cap Rate	%	8.00
WACC (Complete/ Operational)	%	11.75

*The subject property has 1,721 car parks. We have assumed the car parks to maintain status quo. The parking charges are assumed to be applicable over and above the applicable lease rent.

Market Value

The market value of the full ownership interest in Kensington as on 30 September 2022 is as follows:

INR 27,548 Million
(Indian Rupees Twenty-Seven Billion Five Hundred and Forty-Eight Million Only)



Disclaimer

By reading this report (the “Report”), you agree to be bound by the following limitations:

This Report is prepared for the Unitholders pursuant to the REIT Regulations, and issued by the Manager of the Brookfield India REIT, for general information purposes only without regards to specific objectives, financial situations or needs of any particular person, and should not be disclosed, reproduced, retransmitted, summarized, distributed or furnished, in whole or in part, to any other person or persons. We do not assume responsibility to publicly amend, modify or revise any statements in the Report on the basis of any subsequent development, information or events, or otherwise. This Report comprises information given in summary form and does not purport to be complete and it cannot be guaranteed that such information is true and accurate. For ease and simplicity of representation, certain figures may have been rounded off to the nearest million except unit and per unit data. The Manager makes no representation or warranty and does not undertake any responsibility or liability with respect to the fairness, accuracy, completeness, or correctness of this report, except as required under applicable law in India. No representation, warranty or undertaking, express or implied, is made or assurance given that any statements, opinions, views, projections or forecasts, if any, are correct or that any objectives specified herein will be achieved. Neither we, nor any of our affiliates, as such, make any representation or warranty, express or implied, as to, and do not accept any responsibility or liability with respect to, any loss, howsoever, arising from any use or reliance on this Report or its content or otherwise arising in connection therewith. Unless otherwise stated in this Report, the information contained herein is based on management information as they exist as of date/date indicated in this Report or as on September 30, 2022 if no date is mentioned. The information contained herein is subject to change without notice and past performance is not indicative of future results.

Certain information contained herein constitutes forward-looking statements. Due to various risks and uncertainties, actual events or results or the actual performance of Brookfield India REIT may differ materially from those reflected or contemplated in such forward-looking statements. Although Brookfield India REIT believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations in light of the information presently available, you should not place

undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Brookfield India REIT to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information. Factors that could cause actual results to differ materially from those set forward in the forward-looking statements or information include but are not limited to: general economic conditions, changes in interest and exchange rates, availability of equity and debt financing and risks particular to underlying Portfolio company investments. There is no guarantee that Brookfield India REIT will be able to successfully execute on all or any future deals, projects or exit strategies, achieve leasing plans, secure debt or receive development approvals as set forth herein. Projected results reflected herein have been prepared based on various estimations and assumptions made by management, including estimations and assumptions about events that have not yet occurred. Due to various risks, uncertainties and changes beyond the control of the Manager, the actual performance of the Brookfield India REIT could differ materially from the projected results set forth herein. There is no assurance, representation or warranty being made by any person that any of the projected results set forth herein will be achieved and undue reliance shall not be placed on them. Industry experts may disagree with the assumptions used in presenting the projected results.

Any changes to assumptions could have a material impact on projections and actual returns. Actual returns on unrealized investments will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, legal and contractual restrictions on transfer that may limit liquidity, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the valuations used in the prior performance data contained herein are based. Accordingly, the actual realized returns on unrealized investments may differ materially from the returns indicated herein.

In considering investment performance information contained herein, you should bear in mind that past performance is not necessarily indicative of future results and there can be no assurance that comparable results will be achieved, that an investment will be similar to the historic investments presented herein (because of economic conditions, the availability of investment

opportunities or otherwise), that targeted returns, diversification or asset allocations will be met or that an investment strategy or investment objectives will be achieved. Any information regarding prior investment activities and returns contained herein has not been calculated using generally accepted accounting principles and has not been audited or verified by an auditor or any independent party. Nothing contained herein should be deemed to be a prediction or projection of future performance.

Certain of the information contained herein is based on or derived from information provided by independent third party sources. While Brookfield India REIT believes that such information is accurate as of the date it was produced and that the sources from which such information has been obtained are reliable, Brookfield India REIT does not guarantee the accuracy or completeness of such information, and has not independently verified such information or the assumptions on which such information is based. This document is subject to the assumptions (if any) and notes contained herein.

Nothing contained in this Report should be construed as legal, business or tax advice. Each prospective investor should consult its own attorney, business adviser and tax advisor as to legal, business, tax and related matters concerning the information contained herein.

This document is just a report and is not intended to be a “prospectus” or “draft offer document” or “offer document” or “final offer document” or “offer letter” or “offering memorandum” (as defined or referred to, as the case may be, under the Companies Act, 2013 and the

rules notified thereunder, and the REIT Regulations, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2015, as amended, or any other applicable law). This Report has not been and will not be reviewed or approved by a regulatory authority in India or elsewhere or by any stock exchange in India or elsewhere. None of the information contained herein (or in any future communication (written or oral) regarding an investment) is intended to be an investment advice with respect to a proposed investment.

If we should at any time commence an offering of units, debentures, bonds or any other securities/ instruments of Brookfield India REIT, any decision to invest in any such offer to subscribe for or acquire units, debentures, bonds or any other securities/ instruments of Brookfield India REIT, must be based wholly on the information contained in an offer document or offering circular (including the risk factors mentioned therein) issued or to be issued in connection with any such offer and not on the contents hereof. Any prospective investor investing in such invitation, offer or sale of securities by Brookfield India REIT should consult its own advisors before taking any decision in relation thereto.

The securities of Brookfield India REIT have not been and will not be registered under the U.S. Securities Act, 1933, as amended (“U.S. Securities Act”), or the securities laws of any applicable jurisdiction and these materials do not constitute or form part of any offer to sell or solicitation of an offer to purchase or subscribe for any securities in the United States of America or elsewhere in which such offer, solicitation or sale would be unlawful prior to registration under the U.S. Securities Act or the securities laws of any such jurisdiction.



Glossary

Associates	Associate of any person shall be as defined under the Companies Act, 2013 or under the applicable accounting standards and shall also include following– (i) any person controlled, directly or indirectly, by the said person (ii) any person who controls, directly or indirectly, the said person (iii) where the said person is a company or a body corporate, any person(s) who is designated as promoter(s) of the company or body corporate and any other company or body corporate with the same promoter(s) (iv) where the said person is an individual, any relative of the individual
Asset SPVs	Collectively, Candor Kolkata, Festus, SDPL Noida and SPPL Noida
B	Billion
BAM	Brookfield Asset Management Inc.
Board	The board of directors of the Company
Brookfield Group/ Brookfield	Brookfield Asset Management Inc. and its affiliates
Brookfield India REIT	Brookfield India Real Estate Trust
BSE	BSE Limited
Candor Kolkata	Candor Kolkata One Hi-Tech Structures Private Limited
Candor TechSpace G2	Completed tower nos. 1, 2, 3, 4 (amenity block I), 4A (amenity block II), 5, 6, 7, 8A, 8B, 9, 11 and 10 (MLCP), all situated at Dundahera, Sector 21, Gurugram 122 016, Haryana, India
Candor TechSpace K1	Completed tower nos. A1, A2, A3, B1, B2, B3, G1, G2, G3, C1, C2 and C3 all situated at Action Area – 1D, New Town, Rajarhat, Kolkata 700 156, West Bengal, India
Candor TechSpace N1	Completed tower nos. 1, 2, 3, 5, 6 and 7 (amenity block), and 8 (amenity block) and Future Development Potential towers 4A and 4B, all situated at Plot No. 2, Block No. B, Sector 62, Noida, Gautam Budh Nagar 201 301, Uttar Pradesh, India
Candor TechSpace N2	Completed tower nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 11A, amenity block I (ground floor) and amenity block II, and Future Development Potential tower 12 and amenity block I (first floor only), all situated at Plot Nos. 20 and 21, Sector 135, Noida, Gautam Budh Nagar 201 304, Uttar Pradesh, India
CBD	Commercial business district
CCD(s)	Compulsorily Convertible Debenture(s)
CIOP	Candor India Office Parks Private Limited
Committed Occupancy (In %)	(Occupied Area) + (Completed Area under Letters of Intent) Completed Area
Completed Area	The area of a property for which occupancy certificate has been received
Consolidated Financial Statements	The consolidated financial statements of Brookfield India REIT and the Asset SPVs and CIOP comprising the consolidated balance sheet as at September 30, 2022; the consolidated statement of profit and loss, the consolidated statement of cash flows and the consolidated statement of changes in unitholders' equity for the half year ended September 30, 2022 and a summary of significant accounting policies and other explanatory information. Additionally, it includes the statement of net assets at fair value as at September 30, 2022, the statement of total returns at fair value for the half year ended September 30, 2022 and other additional financial disclosures as required under the REIT Regulations and the SEBI circular CIR/IMD/ DF/146/2016 dated December 29, 2016 as amended from time to time.
CRISIL	Credit Rating Information Services of India Limited
EBITDA	Earnings before interest, taxes depreciation and amortization
ESG	Environment Social Governance
Effective Economic Occupancy	Sum of Leased Areas and any eligible areas under any income support arrangement (excluding Leased Areas) / Operating Area
F&B	Food & Beverages
Festus	Festus Properties Private Limited
Financial Year/ FY	Period of 12 months period ended March 31 of that particular year, unless otherwise stated
Future Development Potential	The area of a property for which the master plan for development has been obtained or applied for, or which has been calculated on the basis of FSI available as per the local regulatory norms, but where the internal development plans are yet to be finalized and the applications for requisite approvals to commence construction are yet to be made
GAV	Gross Asset Value

GHG	Greenhouse gases
Grade A	Grade A means a development type whose tenant profile includes prominent multinational corporations. The development should also include adequate ceiling height, 24x7 power back-up, supply of telephone lines, infrastructure for access to internet, central air-conditioning, spacious lobbies, circulation areas, good lift services, sufficient parking facilities and should have centralized building management and security systems
Gross Contracted Rentals	Gross contracted rentals is the sum of Warm Shell Rentals from Occupied Area that is expected to be received from the tenants pursuant to the agreements entered into with them
GRESB	Global Real Estate Sustainability Benchmark
Ind AS	Indian Accounting Standards referred to in the Companies Act and notified under section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, including any amendments or modifications thereto
Investment Management Agreement	The investment management agreement dated July 17, 2020 executed between Brookfield India REIT (acting through the Trustee) and our Manager
IPO	Initial public offer
IGBC	Indian Green Building Council
IT Park	Information Technology Park
Kensington	Kensington A and Kensington B located at Powai, Mumbai 400 076, Maharashtra, India
KG	Kilogram
KL	Kiloliter
kWh	Kilowatt hour
KSf	Kilopound Per Square Foot
Leasable Area	The total area of a property that can be occupied and commonly used, or assigned to a tenant for the purpose of determining a tenant's rental obligation
LTV	Loan to Value
LTVR	Ratio of: (i) the aggregate of (a) Advances outstanding under the Facility; and (b) Advances to be made under any Drawdown Notice received by the Lenders; to (ii) the valuation of the Projects to the satisfaction of the Lenders by the Panel Valuers, expressed as a percentage
M	Million
Manager (as the manager of Brookfield India REIT)/ Company	Brookprop Management Services Private Limited
Market Value	The market value as determined by the Valuer as of September 30, 2022 and as included in the Summary Valuation Report
M sf	Million square feet
MT	Million tonnes
MT Co2 E	Metric tons of carbon dioxide equivalent
MWh	Megawatt per hour
NAV	Net asset value
NDCF	Net Distributable Cash Flows
NOI	Net Operating Income
NOIDA	New Okhla Industrial Development Area
NSE	National Stock Exchange of India Limited
NYSE	The New York Stock Exchange
Occupied Area	Completed Area for which lease agreements have been signed with tenants
Portfolio	Real estate assets indirectly owned by Brookfield India REIT, being (a) Candor TechSpace G2 (owned by Candor Kolkata); (b) Candor TechSpace K1 (owned by Candor Kolkata); (c) Candor TechSpace N1 (owned by SPPL Noida); (d) Candor TechSpace N2 (owned by SDPL Noida) and (d) Kensington (owned by Festus)
REIT	Real estate investment trust
Report	This half yearly report for the half year ended September 30, 2022
REIT Regulations	Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended and includes any circular or notification issued thereunder.
Regulation 18(4)	Regulation 18(4) of REIT Regulations provides that not less than eighty per cent. of value of the REIT assets shall be invested in completed and rent and/or income generating properties subject to conditions as prescribed in the said regulations.

Regulation 18(5)	Regulation 18(5) of REIT Regulations provides that not less than eighty per cent. of value of the REIT assets shall be invested in completed and rent and/or income generating properties subject to conditions as prescribed in the said regulations.
Rs./ Rupees/ INR/ ₹	Indian Rupees
Same Store Committed Occupancy	This represents the Committed Occupancy for the Portfolio for areas where occupancy certificate was received on or before March 31, 2020.
SDPL Noida	Seaview Developers Private Limited
SEBI	Securities and Exchange Board of India
SEZ	Special Economic Zone
Sf	Square feet
SPPL Noida	Shantiniketan Properties Private Limited
Sponsor	BSREP India Office Holdings V Pte. Ltd.
Sponsor Group	Sponsor group as defined under Regulation 2(1)(zta) of the REIT Regulations, being: a) BSREP II India Office Holdings II Pte. Limited; b) Brookfield Asset Management Inc.; c) *Kairos Property Managers Private Limited; d) *BSREP Moon C1 L.P.; e) *BSREP Moon C2 L.P.; f) BSREP India Office Holdings III Pte Ltd.; and g) BSREP India Office Holdings Pte. Ltd h) BSREP India Office Holdings IV Pte. Ltd i) #BSREP India Office Holding VI Pte Ltd *Kairos Property Managers Private Limited, BSREP Moon C1 LP and BSREP Moon C2 LP are ceased to be member of Sponsor Group as on September 30, 2022. #BSREP India Office Holdings VI Pte Ltd became a member of Sponsor Group from September 22, 2022.
SPVs	Collectively, Candor Kolkata, Festus, SDPL Noida, SPPL Noida and CIOP
Stock Exchanges	Collectively, BSE and NSE
Standalone Financial Statements	The standalone financial statements of the Asset SPVs and CIOP comprising of the standalone balance sheet as at September 30, 2022; standalone statement of profit and loss, the standalone statement of cash flows and a summary of significant accounting policies and other explanatory information. Additionally, it includes the statement of net assets at fair value as at September 30, 2022, the statement of total returns at fair value for the year ended September 30, 2022 and other additional financial disclosures as required under the REIT Regulations and the SEBI circular CIR/IMD/DF/146/2016 dated December 29, 2016 as amended from time to time.
Sq m	Square metre
Trust Deed	The trust deed dated July 17, 2020 entered into between the Manager (solely as the settlor, on behalf of the Sponsor), Sponsor and the Trustee
Trustee	Axis Trustee Services Limited
TSX	Toronto Stock Exchange
Units	An undivided beneficial interest in Brookfield India REIT, and such units together represent the entire beneficial interest in Brookfield India REIT
Unitholder(s)	Any person or entity who holds Units of Brookfield India REIT
Under Construction Area	The area of a property for which the master plan for development has been obtained, internal development plans have been finalised and requisite approvals for the commencement of construction required under law have been applied for, construction has commenced, and the occupancy certificate is yet to be received
WALE	Weighted Average Lease Expiry based on area. Calculated assuming tenants exercise all their renewal options post expiry of their initial lock-in period
Warm Shell Rentals	Rental income contracted from the leasing of Occupied Area and does not include fit-out and car parking income

Brookfield
India Real Estate Trust

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