

OUR CORPORATE GOVERNANCE PHILOSOPHY

Our corporate governance philosophy emphasizes equitable representation of stakeholder concerns in our operations, underpinned by reinforcing foundational pillars.



Board Composition and Independence

- 50% Independent Directors
- Separation of CEO and Chair roles
- Diverse experience and skills



Unitholder Alignment and Disclosures

- Performance-linked fee structure for the manager
- Voting rights and engagement mechanisms
- Timeliness and transparency of disclosures



Related Party Transactions and Conflicts of Interest

- Transparency in sponsor/manager transactions
- Robust oversight mechanism (Audit committee, independent review)
- Disclosures for related party transactions



Risk Management and Compliance

- Review of policies based on evolving regulations and best practices
- Periodic risk identification, mitigation and reporting
- Internal audit systems and compliance programs



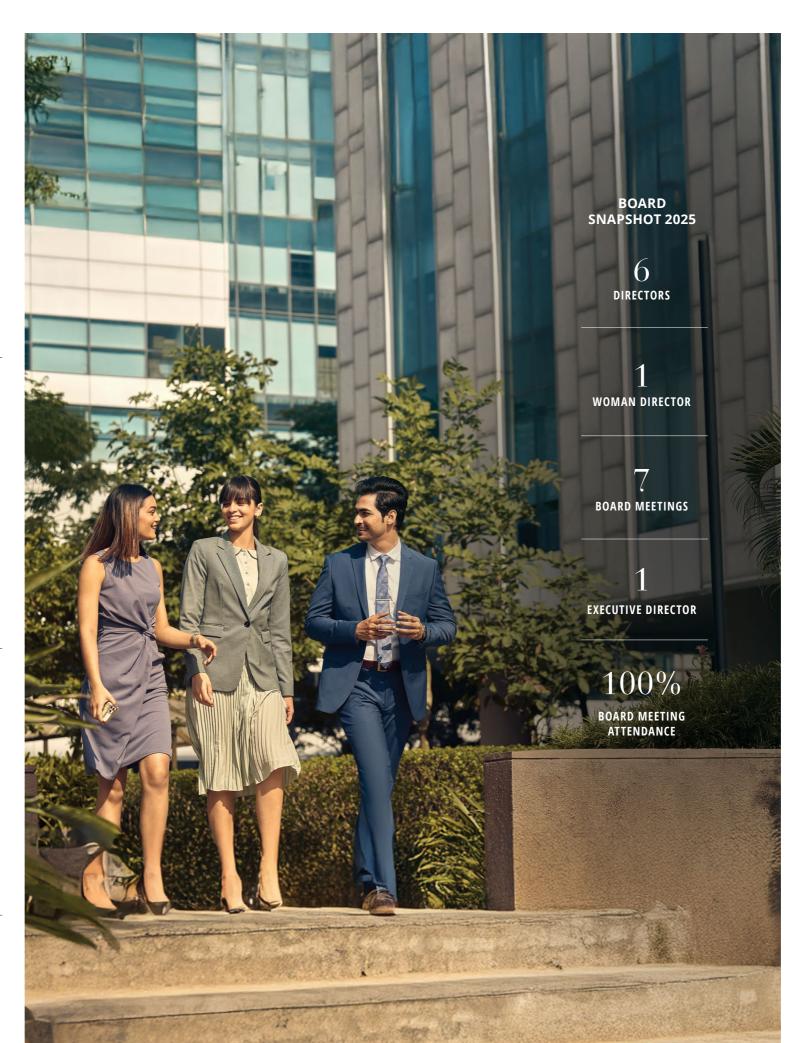
Code of Conduct and Ethical Business Practices

- Globally benchmarked code of conduct, anti-bribery and anti-corruption policies
- Periodic training programs and compliance monitoring



Commitment to Sustainability

- Sustainability integrated into asset-level operational planning and evaluation
- Governance of sustainability at board and senior management levels



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 and Risk Management Committee



Key Management Team

Chief Executive Officer and Managing Director, Chief Financial Officer and Compliance Officer

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BOARD OF DIRECTORS

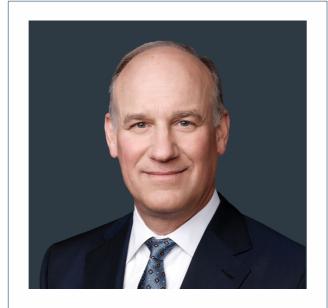


ANKUR GUPTA Non-Executive Director, Chairman

Ankur Gupta is a Non-Executive Director and Chairman on the Board of the Manager. He is Deputy Chief Investment Officer of Brookfield's Real Estate Group, assisting in global investment decisions. Mr. Gupta is also the Head of Asia Pacific and Middle East for the Real Estate Group and is responsible for overseeing real estate activities in these regions, including investments, portfolio management and new fund formation.

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

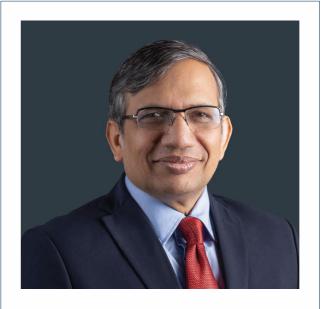
Mr. Gupta holds a Master of Business Administration degree from Columbia Business School and a Bachelor of Technology degree from the Indian Institute of Technology, Bombay.



THOMAS JAN SUCHARDA Non-Executive Director

Thomas Jan Sucharda is a Non-Executive Director of the Manager. He is a Managing Partner and Senior Advisor in Brookfield Asset Management's Real Estate Group. Over his tenure, he has held several senior leadership roles, including Global Head of Office, Brookfield Property Group; Global President and Chief Operating Officer, Office Division, Brookfield Properties; and President and Chief Executive Officer of Brookfield Canada Office Properties.

Before joining Brookfield in 2005, he held positions at O&Y Properties and O&Y REIT, a major financial institution, and a Torontobased construction management company. He holds an MBA from York University and a Bachelor of Applied Science in Engineering from Queen's University.



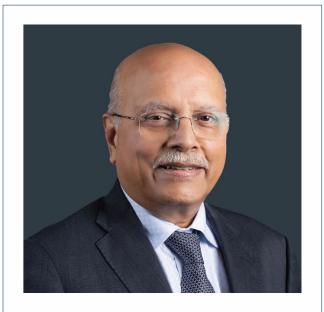
ALOK AGGARWAL Chief Executive Officer and Managing Director

Alok Aggarwal is the Chief Executive Officer and Managing Director of the Manager to Brookfield India REIT. A seasoned industry leader with over three decades of experience, he drives the strategic direction and operational excellence across the REIT's portfolio spanning design, development, leasing, finance, investor relations, operations, and sustainability.

He oversees all key aspects of the business, driving long-term value creation by aligning capital strategy, operational performance and stakeholder interests.

Known for a tenant-first philosophy, he brings a strong focus on sustainability and governance, embedding ESG principles into the REIT's operations and growth strategy. He also serves as Chairman of the Indian REITs Association (IRA), where he is actively shaping the regulatory and industry agenda for REITs in India.

He has previously held leadership roles at Milestone Capital, Sun Apollo, DLF, and Mahindra Realty, with a track record of delivering value across asset classes and market cycles. He is an alumnus of IIT Delhi and the Indian School of Business, Hyderabad.



SHAILESH VISHNUBHAI HARIBHAKTI **Independent Director**

Shailesh Vishnubhai Haribhakti is an Independent Director of the Manager, with a career spanning five decades as a chartered and cost accountant, certified internal auditor, financial planner and fraud examiner. He holds the Global Competent Boards Designation from Competent Boards Inc., Canada and received the 'Vivekananda Sustainability Award – 2022' from the Vivekananda Youth Connect Foundation.

He serves as board chairman, audit committee chairperson, and independent director at several leading Indian companies, including Adani Total Gas Limited, Bajaj Electricals Limited, Protean E-Gov Technologies Ltd. and Future Generali India Life Insurance Company Ltd. A recognized global thought leader in ESG, he has pioneered the concept of 'Innovate to Zero' and the use of technology in advancing CSR, ESG and sustainability initiatives.

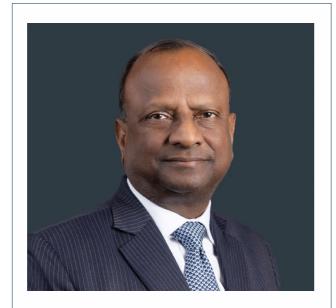
LEADERSHIP TEAM



AKILA KRISHNAKUMAR Independent Director

Akila Krishnakumar is an Independent Director of the Manager with over 30 years of experience in the technology sector. She previously served as President – Global Technology and Country Head – India at SunGard Solutions Private Limited.

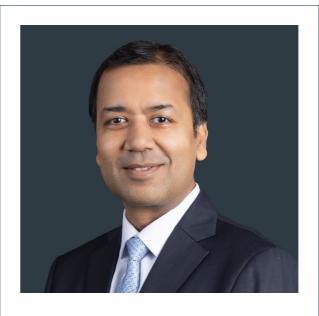
She currently serves on the boards of TTK Prestige Limited, Matrimony.com Limited, IndusInd Bank Limited and Hitachi Energy India Limited. She holds a master's degree in Management Studies from the Birla Institute of Technology & Science, Pilani.



RAJNISH KUMAR Independent Director

Rajnish Kumar is an Independent Director of the Manager and a veteran banker with nearly four decades of service at State Bank of India, where he served as Chairman until completing his term in October 2020.

He currently serves as an Independent Director on the boards of HSBC Asia Pacific, HDFC Credila Financial Services, L&T Limited, Hero MotoCorp Limited and Ambuja Cements Limited. He is the Non-Executive Chairman of Mastercard India Services Private Limited and Resilient Innovations Private Limited (BharatPe), and also serves on the Board of Lighthouse Communities Foundation. Additionally, he is an advisor to EQT AB and Chairman of the Board of Governors at Management Development Institute, Gurugram. Mr. Kumar holds an M.Sc. in Physics from Meerut University and is a Certified Associate of the Indian Institute of Bankers (CAIIB).

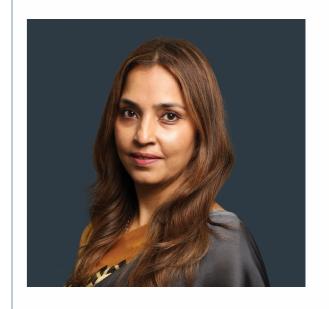


AMIT JAIN Chief Financial Officer

Amit Jain is the Chief Financial Officer of the Manager. He is a seasoned finance professional with over two decades of experience in various aspects of finance and operations, tax and regulatory framework, M&A, investor relations, financial and tax due diligence, fund raising, portfolio valuations and compliances.

He has a strong track record of leading financial functions across different organizations, leveraging his expertise to drive business growth and strategic decision-making. Throughout his career, Amit Jain has held various senior positions at organizations like Global Infrastructure Partners, IDFC, EY, Macquarie and Discovery Channel.

Mr. Jain holds a bachelor's degree in commerce (Hons.) from Delhi University and is a qualified chartered accountant from the Institute of Chartered Accountants of India.



REEMA KUNDNANI Executive Vice President - Marketing and **Key Account Management**

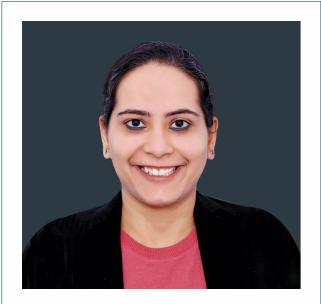
Reema Kundnani is the Executive Vice President -Marketing and Key Account Management at the Manager.

In this role, she leads strategic marketing, branding and corporate communications across India, enhancing brand positioning and driving placemaking initiatives for office and retail properties across the company's India portfolio. She also spearheads Key Account Management, focusing on building and nurturing long-term partnerships with key clients while driving critical transactions and delivering business outcomes for growth.

With over 25 years of experience, Reema Kundnani is a seasoned leader in the Indian real estate sector. She began her career in tech, gaining insights into innovation and business scaling, which she has seamlessly applied to her real estate leadership roles. She holds a certificate in Global Business Leadership from Harvard Business School Publishing and U21. She also has a Bachelor's degree in Engineering from Thadomal Shahani Engineering College Mumbai.





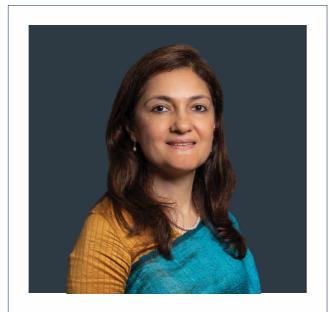


RUHI GOSWAMI Senior Vice President and General Counsel

Ruhi Goswami is Senior Vice President and General Counsel at the Manager, heading the legal function. She is responsible for providing strategic legal advice related to corporate structuring, acquisitions, fund raising and all other legal and compliance activities. As a member of the Regulatory Committee of the Indian REITs Association, she is also involved in making various representations to the securities regulator on REIT related Regulations.

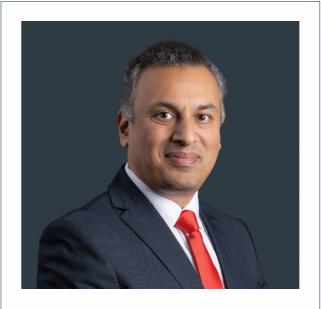
Prior to joining the Manager, Ruhi worked as legal counsel for the investment team at Brookfield, India and at Shardul Amarchand Mangaldas, a leading law firm.

She holds a bachelor's degree in commerce from Shri Ram College of Commerce, University of Delhi, a bachelor's degree in law from the Faculty of Law, University of Delhi and a bachelor's degree in civil law from the University of Oxford.



NEETU SINGH Vice President - Business Development

Neetu Singh is the Vice President - Business Development of the Manager, responsible for stakeholder engagement, driving strategic partnerships and policy advocacy. She is also a member of the Executive Committee at the Indian REITs Association wherein she is involved in facilitating policy matters and research for growth of REITs in India. With over two decades of experience, she has successfully launched businesses in untapped markets and fortified relationships across industries including software, financial services, healthcare and real estate. She helped steer the REITs and InvITs Regulations in India with various statutory authorities and stakeholders by facilitating investor inputs for best practices, regulatory study tours and investor outreach. She holds a Bachelor's degree in Science and an MBA from the University of Mumbai.



SAURABH JAIN Company Secretary and Compliance Officer

Saurabh Jain is the Company Secretary of the Manager and Compliance Officer at Brookfield India REIT. He has over 20 years of experience in corporate law, securities law, merger amalgamation, acquisition, fundraising, etc. He holds a bachelor's degree in commerce from Punjab University and a bachelor's degree in law from Ch. Charan Singh University, Meerut. He is a qualified Company Secretary. Prior to joining the Manager, he worked with Lumax Industries Limited, Escorts Limited and GMR Group - Delhi International Airport Limited and GMR Airports Limited in the capacity of Company Secretary.





OUR POLICY SUITE

Brookfield India REIT follows a structured, consistent approach across operations through a comprehensive suite of policies. These policies guide strategic and daily decisions, embedding accountability, integrity and respect, in line with our core values of transparency and ethical conduct.



GOVERNANCE POLICIES



Board diversity



Whistleblowing



Information security



Data privacy



Personal trading



Code of Conduct





Nomination and



Anti-bribery and corruption remuneration policy

Political contributions, donations and sponsorship policies



Risk management policy



Quality management



Fire safety policy

SOCIAL POLICIES



Corporate social responsibility



Occupational health, safety and well-being



Equal opportunity in employment and employment practices



Stakeholder engagement



Employee emergency assistance

CLIMATE CHANGE & SUSTAINABILITY POLICIES



Net zero



Sustainable design



GHG emissions





Biodiversity



Climate risk

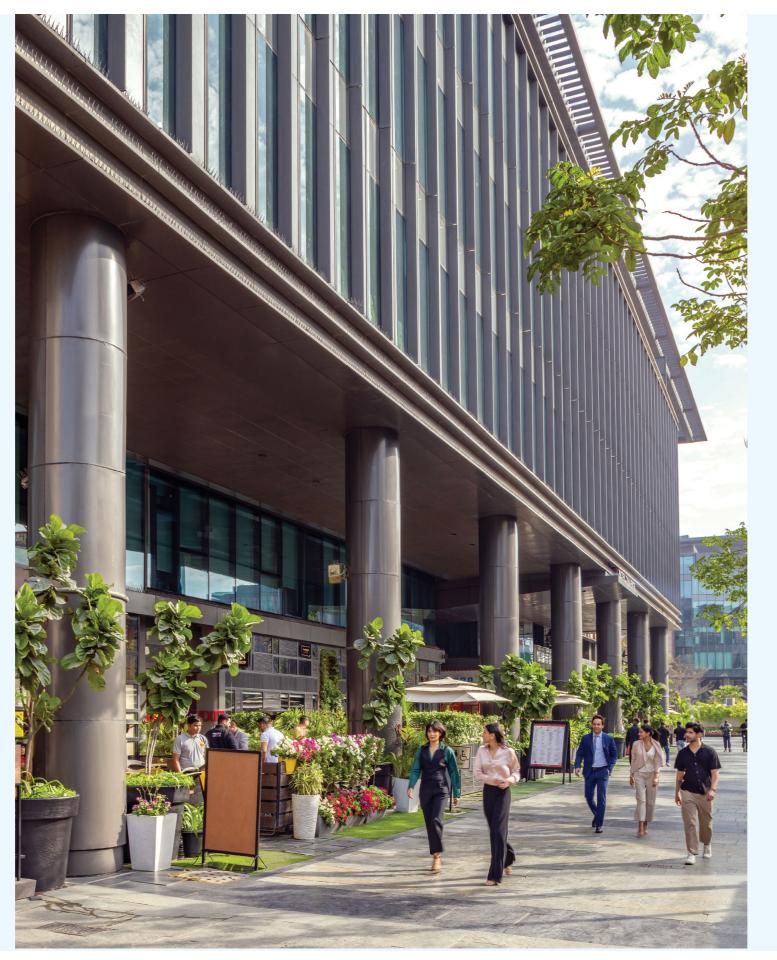
Water

Waste



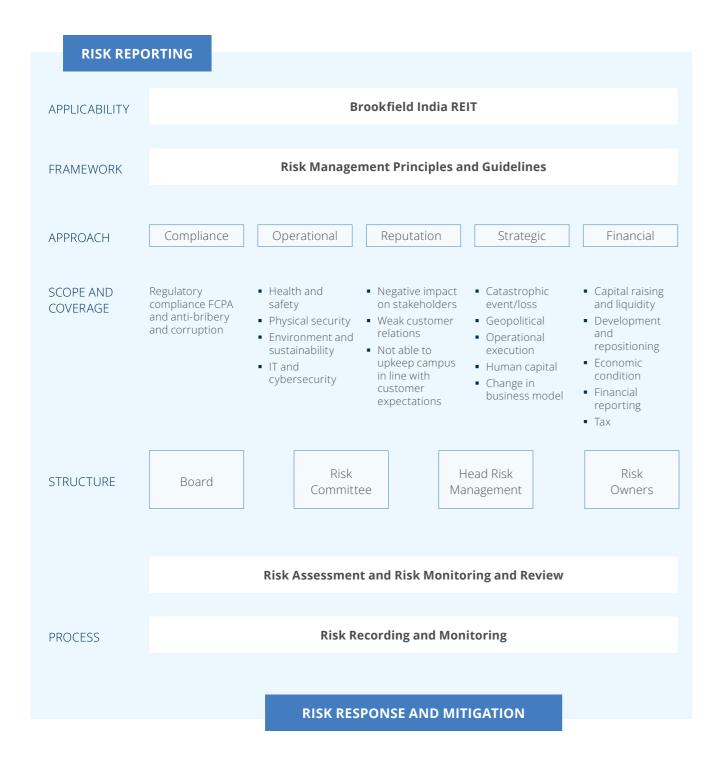
Our Enterprise Risk Management (ERM) framework integrates risk assessment into the overall strategy to protect stakeholders and support informed engagement. It enables systematic identification, evaluation, management and monitoring of risks with potential short- and long-term business impact.

While our risk policies and procedures are currently being updated, the core principles – identification, assessment and mitigation – remain intact. The Risk Management Committee oversees the framework, guided by global standards and applicable REIT regulations. Early identification is key. The Committee, supported by a designated risk leader, evaluates enterprise-level risks using internal and external inputs, including stakeholder feedback. Risks are then assessed for impact, likelihood and response capability, forming the basis for appropriate mitigation strategies.





ENTERPRISE RISK MANAGEMENT FRAMEWORK



KEY RISKS AND THEIR MITIGATION APPROACH

Risk



Competition, Occupancy and **Tenancy Risk**

Risk Description

Failure to adapt to shifting market conditions, tenant preferences and competitive pressures can lead to reduced market share and profitability.

Key drivers include:

- Evolving preferences
- Competitive market/setting/context
- New player entry with modern assets
- Surplus supply
- Evolving business models (flexible spaces)
- Unfavorable asset location
- Macroeconomic factors (industry slowdown)
- Delayed asset enhancements
- Weak tenant relationships
- Self-development by tenants
- Pricing strategy

Implemented Mitigation

- Maintain continual engagement with current and prospective tenants, supported by regular branding initiatives and broker roadshows
- Upgrade assets periodically to ensure continued relevance and competitiveness
- Strengthening partnerships with retail tenants to improve profitability and secure longer lock-ins
- Target tenants relocating or consolidating from nearby geographies
- Initiate timely lease renewal negotiations
- Enhance leasing options by offering fitted-out spaces and smaller unit formats

Risk



Cyber Security and Data **Protection Risk**

Risk Description

With increased IT integration and data usage, there is heightened exposure to cybersecurity threats and potential data breaches. Key concerns include:

- Cyberattacks and data breaches
- Internal system or third-party application vulnerabilities, including SaaS platforms
- Lack of formal, robust data management systems
- Risks to Personal Identifiable Information (PII)

Implemented Mitigation

- Strengthen network security with firewalls, VPNs and active-active configurations
- Implement proactive incident detection, monitoring and response protocols
- Ensure endpoint protection and robust data security controls
- Use secure website certificates and encrypted file-sharing solutions





Risk



Regulatory **Compliance** and REIT **Regulation Risk** (Unitholder Distribution. Conflict of Interest)

Risk Description

Failure to interpret or comply with evolving regulatory requirements may result in reputational, legal and financial consequences. Key areas of exposure

- SEBI REIT regulations and related compliances
- Secretarial compliances under the Companies Act
- Operational compliances including SEZ norms, labor and environmental laws
- Corporate governance and ethics framework (anti-money laundering, antibribery, corruption and code of conduct)

Implemented Mitigation

- Use of a digital compliance tool for timely statutory reporting and legal updates
- Regular audits by Big 4 firms to identify compliance and cybersecurity gaps
- Continuous risk monitoring for external factors, including regulatory changes
- Periodic updates and dissemination of key policies (ABC, CoC, regulatory and compliance)
- Mandatory training and periodic reaffirmation of ABC and CoC policies for employees and vendors
- Vendor due diligence and inclusion of anti-bribery clauses in contracts

Risk



Talent Acquisition, **Retention and** Succession Risk

Risk Description

Challenges in acquiring, retaining, developing and planning succession for critical talent – especially amid rapid technological change – can impact continuity, innovation and performance.

Implemented Mitigation

- Dedicated hiring teams and partnerships with external agencies
- Continual mentoring and training to build internal capability
- Employee-friendly policies and comprehensive health coverage to boost morale
- Career coaching and skill development programs to support retention
- Annual succession planning for key roles
- Clear role definitions ensure continuity during transitions
- Adequate notice periods enable structured handovers and timely replacements

Risk



Health, Safety and Business Continuity

Risk Description

Sub-optimal response to unforeseen events can result in serious safety incidents, operational disruptions and reputational damage. This risk is heightened by gaps in health, safety, security or business resilience frameworks.

- Unforeseen catastrophes (e.g., terror attacks, natural disasters, pandemics, civil unrest)
- Inadequate safety and emergency preparedness
- Absence of a strong health, safety and business continuity framework
- Potential for serious incidents, including fatalities and reputational harm

Implemented Mitigation

- ISO 45001 certification achieved and maintained across 100% of the portfolio
- British Safety Council/National Safety Council certifications in place for over 80% of the portfolio, with annual reassessments
- Documented OH&S policy and structured hazard identification process
- Detailed OH&S manuals addressing fall protection, access control and safety signage
- Dedicated HSE subject matter experts and a National Safety Leadership Team (NSLT) ensure safety education and oversight
- Regular internal audits conducted by Big 4 firms to ensure adherence to safety standards
- External safety audits by accredited agencies (TUV-SUD, BSC, NSC)
- Emergency response protocols in place, including 24x7 on-site ambulance support

Risk



Financial Reporting/ **Disclosure Risk**

Risk Description

Financial misrepresentations may lead to regulatory fines, reputational damage, financial liabilities and loss of stakeholder trust. Related party transactions may not always reflect arm's-length terms.

Implemented Mitigation

- Experienced professionals supervise financial reporting with regular audits by Big 4 firms
- Monthly book closures include detailed reviews by senior finance staff
- Related parties are identified and maintained in a register
- Board approval is mandatory for all related party transactions
- Arm's-length price certificates are obtained to prevent tax base erosion and overpricing



Risk Description

Lack of a formal project management framework, regulatory hurdles, approval delays (MOEF, NGT, PCBs), force majeure events, or contractors' non-performance may cause cost/time overruns and penalties under pre-lease agreements.

Implemented Mitigation

- Professional consultants conduct feasibility and sustainability studies before project initiation
- Projects commence only after all necessary approvals are secured
- Approval documents are displayed on-site and maintained on record
- Third-party due diligence assesses high-risk contractors and vendors
- Reputed contractors are engaged for project execution
- Multiple monitoring levels including PMCs and internal teams ensure oversight
- Project timelines and budgets are strictly tracked and reviewed regularly by management
- Planning accounts for potential construction bans (e.g., NGT restrictions) to mitigate delays

Risk



ESG Risk

Risk Description

Lack of adequate controls to accurately measure and report financial and nonfinancial ESG data, including reliance on third-party inputs – can result in failure to meet ESG commitments, leading to reputational damage and reduced investor confidence.

- Reliance on third-party data, particularly for Scope 3 emissions
- Inability to meet ESG targets (e.g., Net Zero by 2040, 100% RE by 2027, 10% reduction in energy/water use by 2025)
- Evolving ESG regulatory requirements
- Higher operational costs due to climaterelated risks (e.g., heatwaves, floods)
- Inability to meet tenant demand for sustainable campuses

Implemented Mitigation

- Documented ESG policy aligned with short-, medium- and long-term sustainability goals
- ESG integrated across all functions and sites to enable measurable progress
- Sustainability leadership and action councils drive implementation across the organization
- Climate risk assessments (physical and transition) conducted by reputed thirdparty agencies
- Sustainability data subject to limited assurance by external agencies
- Ongoing tenant engagement through:
- Monthly sustainability dossiers, quarterly magazines and annual reports
- Joint initiatives such as zero-waste sessions, Net Zero alignment workshops and expert speaker sessions

Risk



Macroeconomic Risk

Risk Description

Unfavorable macroeconomic changes may affect demand, asset values, rental income and strategic growth. Key factors include:

- High inflation
- Economic slowdown
- Financial market volatility
- Geopolitical events impacting commodity
- Increased property taxes
- Changes in development regulations and zoning laws
- Unfavorable government policies
- Unexpected sanctions and tariffs

Implemented Mitigation

- Assets spread across multiple regions to reduce exposure to localized economic or political risks
- Diversify tenant base across sectors and geographies to reduce reliance on any single industry or region
- Include relevant clauses in lease agreements to safeguard rental income
- Maintain a flexible leasing strategy (e.g., mix of long-term and short-term leases) to adapt to changing demand.
- Phased development based on market demand and supply metrics
- Ensure regulatory compliance and proactive legal reviews to anticipate and address changes in regulations

Risk



Business Continuity/ **Resilience Risk**

Risk Description

An inadequate business resilience framework – lacking formal testing and training for Business Continuity Plans (BCP), Crisis Management Plans (CMP), Emergency Response Plans (ERP) and related drills – can lead to ineffective response to catastrophic events (e.g., terrorist attacks, extreme weather, natural disasters, health emergencies, civil unrest), resulting in operational disruptions and reputational harm.

Implemented Mitigation

- Comprehensive insurance coverage in place, including:
- Standard Fire and Special Perils (Material Damage)
- Combined Fire and Burglary Insurance
- Directors & Officers (D&O) Liability
- Commercial General Liability (CGL)
- Contractors All Risk (CAR) Insurance
- Standard contracts include force majeure clauses to mitigate contractual risks
- Function-wise BCP and Disaster Recovery Plans designed, implemented and regularly tested through training and simulation drills



KEY ELEMENTS OF REGULATORY COMPLIANCE MONITORING



External and Internal Audits

- Internal compliance certificates provide management insights
- External audits offer independent validation
- Digital compliance tool supports selfattestation and maintains an audit trail



Ethical Business Conduct

- Commitment from the board and senior management to high ethical standards
- Operations grounded in honesty, integrity, fairness and respect



Robust Sustainability Framework

- Asset development and management focused on environmental sustainability and positive social impact
- Emphasis on ethics, integrity, transparency and regulatory compliance





Multi-Tiered Assurance Mechanism

 Built on ethical practices and full regulatory compliance



Impact on Stakeholders

• Regulatory compliance is critical for maintaining trust with banks and investors



Statutory Compliance Reporting

 Reporting related party transactions and cross-entity involvements to Audit Committee



TRANSPARENCY AND REPORTING

We view transparency and reporting as vital to strong governance and stakeholder trust. We adhere to strict guidelines to share accurate, timely and clear information regularly, covering financial and non-financial aspects such as sustainability efforts, social impact and governance. This commitment ensures regulatory compliance while emphasizing accountability across our operations.





Sustainability Reporting

We openly disclose progress against sustainability KPIs, highlighting our dedication to environmental responsibility and ongoing improvement.



Board and Investor Reporting

We provide regular, detailed updates to the board and investors, keeping them well-informed on operations and strategic decisions.



Incident Reporting Mechanisms

We encourage prompt reporting of work-related incidents through accessible channels like drop boxes and help desk systems, supporting proactive incident management.



NOMINATION AND REMUNERATION COMMITTEE

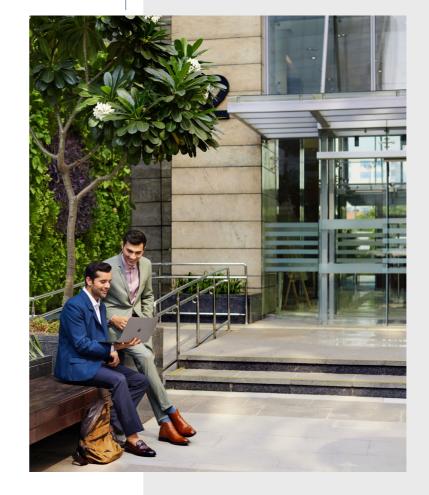
The Nomination and Remuneration Committee (NRC) oversees the nomination and selection of directors for Brookprop Management Services Private Limited. It evaluates board composition, identifies suitable candidates, manages succession planning and sets executive compensation policies. The committee ensures remuneration is competitive, based on qualifications, independence and attributes, to attract and retain top talent. It also evaluates the director's performance and recommends appointments and pay for senior management.



Questionnaires distributed to Board members for feedback

Responses compiled and analyzed

Outcomes discussed and performance feedback shared



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DATA PRIVACY AND CYBERSECURITY

We maintain robust compliance programs to safeguard data privacy and security across all operations. Leveraging advanced tools, we prevent data loss, unauthorized access and breaches – proactively protecting sensitive information.

Handling large volumes of data daily, we prioritize privacy to ensure regulatory compliance, build stakeholder trust and protect our reputation and financial stability. Our Disaster Recovery and Business Continuity Plans are regularly updated to maintain operational resilience. We strictly comply with global privacy laws like GDPR, demonstrating our commitment to data protection.



Data Privacy

- **Privacy Compliance:** Strict adherence to GDPR and other regulations; dedicated privacy officer appointed
- **Data Masking:** Dynamic masking to secure Personally Identifiable Information (PII)
- Data Classification: Enforced per DPDP Act requirements
- Data Loss Prevention: Use of resilience tools to prevent data loss
- **Policy Training:** Regular employee training in data privacy and legal obligations



Cybersecurity

- Zero-Trust Architecture: Strong access controls with continuous verification
- Continuous Monitoring: 24/7 Security Operations Center (SOC) for threat detection and response
- **Employee Training:** Frequent awareness programs to counter phishing and social engineering
- Advanced Tools: Zscaler for secure browsing; Qradar SIEM for log monitoring
- Authentication Enhancements: Single Sign-On (SSO) and Multi-Factor Authentication (MFA) to secure access



Advanced Tools

• Utilization of Zscaler for secure browsing and Qradar SIEM for log monitoring

Authentication Enhancements

 Deploying Single Sign-On (SSO) and Multi-Factor Authentication (MFA) to secure user access



ETHICS, INTEGRITY AND ABC

We prioritize ethical conduct and integrity. All employees, directors and vendor partners commit to our Code of Conduct at the start of their association and reaffirm this commitment annually to ensure ongoing compliance.

The Code is regularly reviewed and updated, with changes communicated by the CEO and Managing Director to keep it relevant and practical. This framework enables timely identification and resolution of concerns, fostering a safe, respectful and ethical workplace.

GRIEVANCE REDRESSAL

Independent Mechanism: Operated by an autonomous entity, accessible 24/7 as a vital grievance channel

Confidential Reporting: Anonymous hotline for reporting unethical, illegal or hazardous behavior, ensuring protection from retaliation

Timely Resolution: Reports are addressed promptly, with resolutions targeted in set timeframes

Remediation Actions: Corrective measures are implemented proportionate to the severity of confirmed violations

