

INDEPENDENT AUDITOR'S REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF

Brookprop Management Services Private Limited (the "Manager") (Acting in capacity as the 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 30 June 2023;
 - the unaudited Condensed Consolidated Statement of Profit and Loss (including other comprehensive income) for the quarter ended 30 June 2023;
 - the unaudited Condensed Consolidated Statement of Cash flows for the quarter ended 30 June 2023;
 - the unaudited Condensed Consolidated Statement of Changes in Unitholders' Equity for the quarter ended 30 June 2023;
 - the unaudited Condensed Statement of Net Distributable Cash Flows of the Brookfield India Real Estate Trust and each of the subsidiaries for the quarter ended 30 June 2023; 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 29 December 2016 (the "REIT regulations").

2. The Condensed Consolidated Interim Financial Statements, which is the responsibility of the Manager and approved by the Board of Directors of the 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 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	Candor Kolkata One Hi-Tech Structures Private Limited
2	Shantiniketan Properties Private Limited
3	Seaview Developers Private Limited
4	Festus Properties 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 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) 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)

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Anand Subramanian
Partner
(Membership No. 110815)
(UDIN: 23110815BGXVMD5780)

Place: Bengaluru
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)

Condensed Consolidated Balance Sheet

Particulars	Note	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
ASSETS			
Non-Current assets			
Property, plant and equipment	3	246.39	186.80
Investment property	4	133,387.10	134,056.77
Investment property under development	4	808.84	1,216.94
Intangible assets	3	0.01	0.01
Financial assets			
-Other financial assets	5	799.76	798.29
Deferred tax assets (net)	6	3,647.79	3,690.79
Non-current tax assets (net)	7	2,297.33	2,129.84
Other non-current assets	8	180.38	128.48
Total non-current assets		141,367.60	142,207.92
Current assets			
Financial assets			
-Trade receivables	9	283.36	239.04
-Cash and cash equivalents	10	2,040.77	2,096.55
-Other bank balances	11	565.00	483.64
-Loans	12	-	-
-Other financial assets	13	1,080.73	990.19
Other current assets	14	431.63	389.64
Total current assets		4,401.49	4,199.06
TOTAL ASSETS		145,769.09	146,406.98
EQUITY AND LIABILITIES			
Equity			
Unit Capital	15	85,665.32	86,556.65
Other equity	16	(4,272.71)	(3,219.27)
Total equity		81,392.61	83,337.38
LIABILITIES			
Non current liabilities			
Financial liabilities			
-Borrowings	17	55,246.22	53,984.16
-Lease liabilities		211.09	220.39
-Other financial liabilities	18	1,405.03	1,261.07
Provisions	19	23.70	23.87
Other non-current liabilities	20	1,009.17	935.14
Total non-current liabilities		57,895.21	56,424.63

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)

Condensed Consolidated Balance Sheet

Particulars	Note	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
Current liabilities			
Financial liabilities			
-Borrowings	21	550.55	536.22
-Lease liabilities		341.71	342.93
-Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		72.56	76.54
Total outstanding dues of creditors other than micro enterprises and small enterprises		688.29	578.42
-Other financial liabilities	23	4,315.92	4,577.11
Provisions	24	7.24	9.99
Other current liabilities	25	382.34	403.64
Current tax liabilities (net)	26	122.66	120.12
Total current liabilities		6,481.27	6,644.97
Total liabilities		64,376.48	63,069.60
TOTAL EQUITY AND LIABILITIES		145,769.09	146,406.98

Significant accounting policies

2

The accompanying notes from 1 to 48 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

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Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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

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Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

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Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

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Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)

Condensed Consolidated Statement of Profit and Loss

Particulars	Note	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Income and gains					
Revenue from operations	27	3,140.94	3,024.24	2,910.40	11,969.99
Other income	28	66.41	53.03	97.29	324.80
Total income		3,207.35	3,077.27	3,007.69	12,294.79
Expenses and losses					
Cost of material consumed	29	14.28	19.55	7.03	54.84
Employee benefits expenses	30	90.62	94.25	84.05	347.31
Finance costs	31	1,202.26	1,146.48	958.61	4,324.57
Depreciation and amortization expenses	32	1,197.08	705.09	690.98	2,752.02
Investment management fees		19.40	19.73	20.32	80.11
Valuation expenses		2.50	4.68	1.67	12.56
Trustee fees		0.73	0.73	0.74	2.95
Other expenses	33	902.22	816.27	786.35	3,316.53
Total expenses		3,429.09	2,806.78	2,549.75	10,890.89
Profit/(Loss) before tax		(221.74)	270.49	457.94	1,403.90
Tax expense:	34				
Current tax					
-for current period		11.54	7.71	11.87	40.17
-for earlier years		(6.68)	(0.78)	(11.38)	(12.89)
Deferred tax charge/ (credit)		43.45	(63.36)	(13.98)	64.30
Tax expense for the period/ year		48.31	(56.43)	(13.49)	91.58
Profit/(Loss) for the period/ year after tax		(270.05)	326.92	471.43	1,312.32
Other comprehensive income					
Items that will not be reclassified to profit or loss					
- Remeasurement of defined benefit obligations		(1.24)	(1.14)	0.77	1.03
- Income tax related to items that will not be reclassified to profit or loss		0.43	0.24	(0.18)	(0.37)
Other comprehensive income/(loss) for the period/ year, net of tax		(0.81)	(0.90)	0.59	0.66
Total comprehensive income/(loss) for the period/ year		(270.86)	326.02	472.02	1,312.98
Earnings per unit	40				
Basic		(0.81)	0.98	1.41	3.92
Diluted		(0.81)	0.98	1.41	3.92
Significant accounting policies	2				

The accompanying notes from 1 to 48 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

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Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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

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Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

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Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

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Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees Millions unless otherwise stated)

Condensed Consolidated Statement of Cash Flows

Particulars	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Cash flows from operating activities :				
Profit/(Loss) before tax	(221.74)	270.49	457.94	1,403.90
Adjustments for :				
Depreciation and amortization expense	1,197.08	705.09	690.98	2,752.02
Allowance for expected credit loss	-	0.94	6.23	10.22
Interest income on deposits with financial institutions/banks	(39.94)	(39.83)	(20.24)	(116.52)
Deferred income amortization	(48.73)	(55.26)	(53.90)	(207.60)
Credit impaired	-	0.61	0.58	11.26
Restricted stock units	1.52	3.78	1.07	5.74
Finance cost	1,202.26	1,146.48	958.61	4,324.57
Interest income on security deposit	(6.09)	(3.99)	(14.09)	(32.36)
Fair value gain on income support	(14.83)	(2.07)	(23.90)	(77.46)
Operating cash flows before working capital changes	2,069.53	2,026.24	2,003.28	8,073.77
Movement in working capital:				
(Increase)/ Decrease in other current and non current assets	(35.71)	96.58	46.69	(92.33)
(Increase)/ Decrease in current and non current financial assets	(130.26)	110.42	43.34	448.58
Increase/(Decrease) in current and non current financial liabilities	192.08	(143.72)	163.85	156.13
Increase in other current and non current liabilities	47.65	36.17	96.62	373.34
Cash generated from operating activities	2,143.29	2,125.69	2,353.78	8,959.49
Income taxes (paid)/ refunds received (net)	(169.81)	(118.61)	108.98	258.63
Net cash generated from operating activities (A)	1,973.48	2,007.08	2,462.76	9,218.12
Cash flows from investing activities :				
Expenditure incurred on investment property	(361.72)	(284.88)	(357.97)	(885.85)
Purchase of property, plant and equipment	(67.69)	(19.05)	(11.92)	(53.70)
Payment for acquisition of subsidiary, including directly attributable expenses	(1.54)	-	(11.52)	(11.52)
Deposits with financial institutions/banks matured#	9.40	270.66	8.27	512.15
Deposits with financial institutions/banks made #	(79.98)	(270.73)	(21.52)	(500.17)
Interest received on deposits with financial institutions/banks	37.27	36.84	17.22	126.42
Interest received on security deposit	6.09	3.99	14.09	32.36
Net cash used in investing activities (B)	(458.17)	(263.17)	(363.35)	(780.31)
Cash flows from financing activities :				
Finance cost paid	(1,170.68)	(1,082.82)	(918.17)	(4,105.97)
Proceeds from long-term borrowings	1,420.01	729.99	749.99	3,400.00
Repayment of lease liabilities	(17.65)	(0.29)	(17.65)	(305.57)
Repayment of long-term borrowings	(127.39)	(130.75)	(160.63)	(567.18)
Expense incurred towards preferential allotment	-	-	(4.00)	(4.00)
Distribution to unitholders	(1,675.38)	(1,675.42)	(1,708.83)	(6,802.19)
Net cash used in financing activities (C)	(1,571.09)	(2,159.29)	(2,059.29)	(8,384.91)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(55.78)	(415.38)	40.12	52.90

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees Millions unless otherwise stated)

Condensed Consolidated Statement of Cash Flows

Particulars	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Cash and cash equivalents at the beginning of the period/ year	2,096.55	2,511.93	2,043.65	2,043.65
Cash and cash equivalents at the end of the period/ year (refer note 10)	2,040.77	2,096.55	2,083.77	2,096.55
Components of cash and cash equivalents at the end of the period/ year				
Balances with banks				
- in current account	103.28	38.05	115.76	38.05
- in deposit account	1,937.49	2,058.50	1,968.01	2,058.50
	2,040.77	2,096.55	2,083.77	2,096.55

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

Notes:

1. The cash flow statement has been prepared in accordance with "Indirect Method" as set out in Indian Accounting Standard -7 : "Statement on Cash Flows".

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 48 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)

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Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

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Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

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Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees million unless otherwise stated)

Condensed Consolidated Statement of Changes in Unitholder's Equity

(a) Unit Capital

Balance as on 01 April 2022

Changes in unit capital during the previous year:

Less: Distribution to Unitholders for the quarter ended 31 March 2022#

Less: Distribution to Unitholders for the quarter ended 30 June 2022#

Less: Distribution to Unitholders for the quarter ended 30 September 2022#

Less: Distribution to Unitholders for the quarter ended 31 December 2022#

Balance at the end of the previous reporting year 31 March 2023

Balance as on 01 April 2023

Changes in unit capital during the current period:

Less: Distribution to Unitholders for the quarter ended 31 March 2023#

Balance at the end of the current reporting period 30 June 2023

Unit in Nos.	Amount
335,087,073	89,867.31
-	(720.44)
-	(857.82)
-	(861.17)
-	(871.23)
335,087,073	86,556.65
335,087,073	86,556.65
-	(891.33)
335,087,073	85,665.32

(b) Other equity

Particulars	Retained earnings
Balance as on 01 April 2022	(1,046.38)
Add: Profit for the year ended 31 March 2023	1,312.32
Add: Other comprehensive income for the year ended 31 March 2023	0.66
Add: Total comprehensive income for the previous year	1,312.98
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)
Less: Distribution to Unitholders for the quarter ended 30 September 2022#	(847.77)
Less: Distribution to Unitholders for the quarter ended 31 December 2022#	(804.21)
Add: Restricted stock units	5.74
Balance as at 31 March 2023	(3,219.27)
Balance as on 01 April 2023	(3,219.27)
Add: (Loss) for the quarter ended 30 June 2023	(270.05)
Add: Other comprehensive (loss) for the quarter ended 30 June 2023	(0.81)
Add: Total comprehensive (loss) for the current period	(270.86)
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	(784.10)
Add: Restricted stock units	1.52
Balance as at 30 June 2023	(4,272.71)

#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. (Refer foot note 1 of statement of Net Distributable Cash Flows of Brookfield India REIT- Standalone)

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 48 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

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Anand Subramanian

Partner

Membership No: 110815

Place: Bengaluru

Date: 14 August 2023

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

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Ankur Gupta

Director

DIN No. 08687570

Place: Mumbai

Date: 14 August 2023

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Alok Aggarwal

Chief Executive Officer

Place: Mumbai

Date: 14 August 2023

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Sanjeev Kumar Sharma

Chief Financial Officer

Place: Mumbai

Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees million 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 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
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)	800.23	812.54	860.34	3,314.37
	• Dividends (net of applicable taxes, if any)	-	-	22.00	87.00
	• Repayment of Shareholder Debt (or debentures and other similar instruments)	1,465.00	990.00	1,196.00	4,267.00
	• 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:	-	-	-	-
	• Applicable capital gains and other taxes	-	-	-	-
	• Related debts settled or due to be settled from sale proceeds	-	-	-	-
	• Directly attributable transaction costs	-	-	-	-
	• Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-
	• 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.	-	-	-	-
4	Add: Any other income received at the Brookfield REIT level and not captured herein, or refund/ waiver/ cessation of any expenses/ liability.	18.24	16.17	9.96	43.74
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.	(36.93)	(42.31)	(42.98)	(192.75)
6	Less: Any payment of fees, including but not limited to:				
	• Trustee fees	(2.95)	-	(2.95)	(2.95)
	• REIT Management Fees	-	(19.80)	(18.39)	(78.74)
	• Valuer fees	(1.35)	(4.08)	-	(10.07)
	• Legal and professional fees	(14.80)	(3.14)	(15.24)	(26.46)
	• 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).	(2.99)	(4.32)	16.01	7.42
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.	(580.34)	(72.94)	(305.41)	(622.45)
	NDCF	1,644.11	1,672.12	1,719.34	6,786.11

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 quarter ended 30 June 2023 and 31 March 2023.

b) The difference between REIT level NDCF and distributions to unitholders for the quarter ended 31 March 2023 is on account of utilization of surplus NDCF post distribution to unitholders till 31 December 2022.

Notes:

1 The Board of Directors of the Manager to the Trust, in their meeting held on 14 August 2023, have declared distribution to Unitholders of Rs. 3.85 per unit which aggregates to Rs. 1,641.60 million for the quarter ended 30 June 2023. The distributions of Rs. 3.85 per unit comprises Rs.1.79 per unit in the form of interest payment on shareholder loan and CCD's, Rs. 2.02 per unit in the form of repayment of SPV debt and the balance Rs. 0.04 per unit in the form of interest on fixed deposit.

2 NDCF for the quarter ended 30 June 2023 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 48 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
Digitally signed by ANAND SUBRAMANIAN
Date: 2023.08.14 13:42:52 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2023.08.14 13:01:18 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2023.08.14 13:07:26 +05'30'

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

SANJEEV KUMAR SHARMA
Digitally signed by SANJEEV KUMAR SHARMA
Date: 2023.08.14 13:11:19 +05'30'

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees million 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 2023 (unaudited)				
		Candor Kolkata	SPPL Noida	CIOF	Festus	SDPL Noida
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(17.72)	(262.81)	12.27	(143.93)	(107.23)
	Adjustment					
2	Add: Depreciation, amortization and impairment as per statement of profit and loss	159.56	563.38	1.21	65.47	138.71
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.	(33.38)	(170.54)	(1.74)	37.99	(82.97)
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.	278.69	78.19	-	178.73	173.28
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.	290.27	(9.52)	(11.01)	(38.99)	284.13
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(205.92)	(55.81)	(1.88)	(14.01)	(151.79)
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.	185.92	399.77	-	592.97	81.57
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)	675.14	805.47	(13.42)	822.16	442.93
	NDCF (C) = (A+B)	657.42	542.66	(1.15)	678.23	335.70

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 48 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

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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

ANKUR
GUPTA

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

ALOK
AGGARWAL

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

SANJEEV
KUMAR
SHARMA

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees million 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 31 March 2023 (Unaudited)				
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(5.13)	19.18	2.06	(101.35)	(103.05)
	Adjustment					
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	160.49	78.34	0.90	65.98	147.21
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.	(5.68)	(28.34)	3.02	26.70	(116.59)
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.	291.37	80.56	-	182.93	171.63
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.	33.93	99.37	(9.53)	(79.18)	182.27
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(55.01)	(94.26)	(1.35)	(41.95)	(111.37)
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.	512.31	151.99	-	223.22	59.93
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)	937.41	287.66	(6.96)	377.70	333.08
	NDCF (C) = (A+B)	932.28	306.84	(4.90)	276.35	230.03
						1,740.00

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 48 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
AN
Digitally signed by ANAND SUBRAMANIAN
Date: 2023.08.14 13:57:03 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2023.08.14 13:01:51 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2023.08.14 13:06:38 +05'30'

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

SANJEEV KUMAR SHARMA
Digitally signed by SANJEEV KUMAR SHARMA
Date: 2023.08.14 13:12:08 +05'30'

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees million 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 (Unaudited)				
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(22.88)	0.58	17.71	(63.77)	(60.31)
	Adjustment					
2	Add: Depreciation, amortization and impairment as per Statement of profit and loss	166.48	78.07	0.66	60.70	133.09
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)
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
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
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)
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)
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
	NDCF (C) = (A+B)	1,158.81	162.95	2.87	481.70	355.10
						2,290.10
						2,161.43

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 48 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
N
Digitally signed by ANAND SUBRAMANIAN
Date: 2023.08.14
14:03:27 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2023.08.14
13:02:07 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2023.08.14
13:06:18 +05'30'

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

SANJEEV KUMAR SHARMA
Digitally signed by SANJEEV KUMAR SHARMA
Date: 2023.08.14 13:12:34
+05'30'

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees million 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 2023 (Audited)				
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(95.59)	61.78	50.18	(380.37)	(342.08)
	Adjustment					
2	Add: Depreciation, amortization and impairment as per statement of profit and loss	596.87	311.97	3.09	251.78	555.90
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.	(186.99)	(79.58)	5.80	117.87	(293.48)
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.	1,344.73	309.54	-	763.10	694.17
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.	922.92	37.70	10.90	288.75	959.21
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	46.13	(225.73)	(7.12)	(294.74)	(458.09)
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.	1,934.67	329.84	-	579.01	(32.24)
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)	4,658.33	683.74	12.67	1,705.77	1,425.47
	NDCF (C) = (A+B)	4,562.74	745.52	62.85	1,325.40	1,083.39

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 48 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
Digitally signed by ANAND SUBRAMANIAN
Date: 2023.08.14 14:09:53 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 14 August 2023

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2023.08.14 13:02:52 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2023.08.14 13:06:00 +05'30'

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

SANJEEV KUMAR SHARMA
Digitally signed by SANJEEV KUMAR SHARMA
Date: 2023.08.14 13:13:01 +05'30'

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)

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 Rs. 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:

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 07 February 2021 (in percentage)</u>	<u>Shareholding from 08 February 2021 (in percentage)</u>
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, Dundahera 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)

Activities during the 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 Rs. 8,334.57 million and allotted 15,463,616 Units of Brookfield India REIT valued at Rs. 294.25 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 01 February 2022.

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 23 January 2022 (in percentage)</u>	<u>Shareholding from 24 January 2022 (in percentage)</u>
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)

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

2. Basis of preparation and significant accounting policies

2.1 Basis of preparation of Condensed Consolidated financial statements

The 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 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 14 August 2023. 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 2023. 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:

Brookfield India Real Estate Trust

Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

- 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.
- 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)
- (iv) determination of lease term (Note 2.2 (n))
- (v) recognition / recoverability of deferred tax assets (Note 2.2 (p) and Note 6)

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

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 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.

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Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

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.

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.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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Notes to the Condensed Consolidated financial statements

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

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Notes to the Condensed Consolidated financial statements

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	3 – 15
Kitchen Equipment	3 – 5
Vehicle	8
Computers	3 – 14
Computer Software	5

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.

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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 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.

l) 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.

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(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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Notes to the Condensed Consolidated financial statements

• 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:

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Notes to the Condensed Consolidated financial statements

• 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

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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 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

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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's 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.

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.

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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.

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.

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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

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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 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

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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.

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

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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.

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.

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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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3 Property, plant and equipment and Intangible assets

Particulars	Gross block			Balance as at 30 June 2023	Accumulated depreciation			Balance as at 30 June 2023	Net block	
	Balance as at 01 April 2023	Additions during the period	Deletions/ Adjustments		Balance as at 01 April 2023	Charge for the period	Deletions/ Adjustments		Balance as at 30 June 2023	Balance as at 31 March 2023
Assets (site)										
Air conditioner	0.07	-	-	0.07	0.07	-	-	0.07	-	-
Computers	0.09	-	-	0.09	0.08	-	-	0.08	0.01	0.01
Plant and machinery	0.02	-	-	0.02	0.02	-	-	0.02	-	-
Furniture and fixtures	1.47	-	-	1.47	1.42	0.03	-	1.45	0.02	0.05
Office equipment	0.41	-	-	0.41	0.36	0.02	-	0.38	0.03	0.05
Sub total	2.06	-	-	2.06	1.95	0.05	-	2.00	0.06	0.11
Assets (maintenance)										
Air conditioner	6.73	-	-	6.73	1.85	0.29	-	2.14	4.59	4.88
Plant and machinery	165.88	46.30	-	212.18	21.81	4.83	-	26.64	185.54	144.07
Furniture and fixtures	38.06	11.01	-	49.07	11.09	1.49	-	12.58	36.49	26.97
Office equipment	15.74	9.93	-	25.67	5.48	1.35	-	6.83	18.84	10.26
Electrical fittings	0.60	-	-	0.60	0.15	0.02	-	0.17	0.43	0.45
Kitchen Equipments	0.16	-	-	0.16	0.10	0.02	-	0.12	0.04	0.06
Vehicle	-	0.41	-	0.41	-	0.01	-	0.01	0.40	-
Sub total	227.17	67.65	-	294.82	40.48	8.01	-	48.49	246.33	186.69
TOTAL	229.23	67.65	-	296.88	42.43	8.06	-	50.49	246.39	186.80
Intangible Assets										
Softwares	0.46	-	-	0.46	0.45	-	-	0.45	0.01	0.01
GRAND TOTAL	229.69	67.65	-	297.34	42.88	8.06	-	50.94	246.40	186.81

Particulars	Gross block			Balance as at 31 March 2023	Accumulated depreciation			Balance as at 31 March 2023	Net block	
	Balance as at 01 April 2022	Additions during the year	Deletions/ Adjustments		Balance as at 01 April 2022	Charge for the year	Deletions/ Adjustments		Balance as at 31 March 2023	Balance as at 31 March 2022
Assets (site)										
Air conditioner	0.07	-	-	0.07	0.07	-	-	0.07	-	-
Computers	0.09	-	-	0.09	0.08	-	-	0.08	0.01	0.01
Plant and machinery	0.02	-	-	0.02	0.02	-	-	0.02	-	-
Furniture and fixtures	1.47	-	-	1.47	1.21	0.21	-	1.42	0.05	0.26
Office equipment	0.41	-	-	0.41	0.29	0.07	-	0.36	0.05	0.12
Sub total	2.06	-	-	2.06	1.67	0.28	-	1.95	0.11	0.39
Assets (maintenance)										
Air conditioner	4.32	2.41	-	6.73	0.79	1.06	-	1.85	4.88	3.53
Plant and machinery	126.74	39.14	-	165.88	8.98	12.83	-	21.81	144.07	117.76
Furniture and fixtures	33.15	4.91	-	38.06	5.96	5.13	-	11.09	26.97	27.19
Office equipment	8.38	7.36	-	15.74	2.99	2.49	-	5.48	10.26	5.39
Electrical fittings	0.60	-	-	0.60	0.08	0.07	-	0.15	0.45	0.52
Kitchen Equipments	0.16	-	-	0.16	0.04	0.06	-	0.10	0.06	0.12
Sub total	173.35	53.82	-	227.17	18.84	21.64	-	40.48	186.69	154.51
TOTAL	175.41	53.82	-	229.23	20.51	21.92	-	42.43	186.80	154.90
Intangible Assets										
Softwares	0.46	-	-	0.46	0.33	0.12	-	0.45	0.01	0.13
GRAND TOTAL	175.87	53.82	-	229.69	20.84	22.04	-	42.88	186.81	155.03

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4 Investment property

Particulars	Gross block				Accumulated depreciation and impairment				Net block	
	Balance As at 01 April 2023	Additions during the period	Deletions/ Adjustments	Balance As at 30 June 2023	Balance As at 01 April 2023	Charge for the period	Deletions/ Adjustments	Balance As at 30 June 2023	Balance As at 30 June 2023	As at 31 March 2023
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	105,781.85	26.75	-	105,808.60	3,625.39	531.49	-	4,156.88	101,651.72	102,156.46
Air conditioners	2,022.99	6.12	-	2,029.11	417.42	53.06	-	470.48	1,558.63	1,605.57
Electrical fittings & equipment	1,335.14	10.49	-	1,345.63	375.30	47.96	-	423.26	922.37	959.84
Plant and machinery	1,385.38	2.08	-	1,387.46	279.32	35.04	-	314.36	1,073.10	1,106.06
Diesel generator sets	943.76	-	-	943.76	223.50	25.61	-	249.11	694.65	720.26
Furniture and fixtures	319.83	-	-	319.83	128.63	11.87	-	140.50	179.33	191.20
Right of use (leasehold land)	1,721.56	-	-	1,721.56	27.68	5.11	-	32.79	1,688.77	1,693.88
Office Equipment	24.54	-	-	24.54	9.23	1.10	-	10.33	14.21	15.31
Computers	2.52	-	-	2.52	0.99	0.20	-	1.19	1.33	1.53
Sub total	139,118.01	45.44	-	139,163.45	5,087.46	711.44	-	5,798.90	133,364.55	134,030.55
Assets (food court), given/expected to be given on operating lease										
Air conditioner	7.05	-	-	7.05	1.87	0.22	-	2.09	4.96	5.18
Furniture & fixtures	31.08	-	-	31.08	21.31	2.63	-	23.94	7.14	9.77
Plant and machinery	4.81	-	-	4.81	1.27	0.15	-	1.42	3.39	3.54
Office equipment	2.18	-	-	2.18	1.21	0.18	-	1.39	0.79	0.97
Kitchen equipment	13.45	-	-	13.45	6.69	0.49	-	7.18	6.27	6.76
Computers	0.20	-	-	0.20	0.20	-	-	0.20	-	-
Sub total	58.77	-	-	58.77	32.55	3.67	-	36.22	22.55	26.22
Sub total - Investment Property	139,176.78	45.44	-	139,222.22	5,120.01	715.11	-	5,835.12	133,387.10	134,056.77
Investment property - under development**										
Capital work in progress#	1,216.94	148.72	(81.74)	1,283.92	-	475.08	-	475.08	808.84	1,216.94
Sub total - Investment Property under development	1,216.94	148.72	(81.74)	1,283.92	-	475.08	-	475.08	808.84	1,216.94
Total	140,393.72	194.16	(81.74)	140,506.14	5,120.01	1,190.19	-	6,310.20	134,195.94	135,273.71

Buildings net block includes Rs. 34,992.10 million (31 March 2023: Rs. 35,179.71 million), held under co-development agreement as fully described in Note 36 (Capital Commitments).

** The amount of Rs. 81.74 million shown under "Deletions/ Adjustments" represents capitalization during the period.

During the quarter ended 30 June 2023, the Trust reassessed the recoverable value of certain capital work in progress and recognised an impairment charge of Rs. 475.08 million.

Reconciliation for total depreciation expense:

Total depreciation on property, plant and equipment for the period
Total depreciation on investment property for the period
Less:- Depreciation during the construction period on site assets - capitalized
Less:- Depreciation during the construction period on Right of use (leasehold land)
Depreciation expense for the period

For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)
8.06	6.10
1,190.19	700.34
(0.05)	(0.04)
(1.12)	(1.31)
1,197.08	705.09

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Particulars	Gross block				Accumulated depreciation				Net block	
	Balance As at 01 April 2022	Additions during the year	Deletions/ Adjustments	Balance As at 31 March 2023	Balance As at 01 April 2022	Charge for the year	Deletions/ Adjustments	Balance As at 31 March 2023	Balance As at 31 March 2023	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	1,911.26	(374.11)	105,781.85	1,660.40	2,029.33	(64.34)	3,625.39	102,156.46	102,584.30
Air conditioners	1,923.86	99.13	-	2,022.99	191.34	226.08	-	417.42	1,605.57	1,732.52
Electrical fittings & equipment	1,262.09	73.05	-	1,335.14	183.98	191.32	-	375.30	959.84	1,078.11
Plant and machinery	1,338.51	46.87	-	1,385.38	137.67	141.65	-	279.32	1,106.06	1,200.84
Diesel generator sets	939.39	4.37	-	943.76	107.07	116.43	-	223.50	720.26	832.32
Furniture and fixtures	308.42	11.41	-	319.83	73.78	54.85	-	128.63	191.20	234.64
Right of use (leasehold land)	1,129.49	592.07	-	1,721.56	8.60	19.08	-	27.68	1,693.88	1,120.89
Office Equipment	18.45	6.09	-	24.54	5.62	3.61	-	9.23	15.31	12.83
Computers	1.19	1.33	-	2.52	0.41	0.58	-	0.99	1.53	0.78
Sub total	136,746.54	2,745.58	(374.11)	139,118.01	2,368.87	2,782.93	(64.34)	5,087.46	134,030.55	134,377.67
Assets (food court), given/expected to be given on operating lease										
Air conditioner	7.05	-	-	7.05	1.00	0.87	-	1.87	5.18	6.05
Furniture & fixtures	31.08	-	-	31.08	11.20	10.11	-	21.31	9.77	19.88
Plant and machinery	4.81	-	-	4.81	0.68	0.59	-	1.27	3.54	4.13
Office equipment	2.18	-	-	2.18	0.66	0.55	-	1.21	0.97	1.52
Kitchen equipment	13.45	-	-	13.45	2.72	3.97	-	6.69	6.76	10.73
Computers	0.20	-	-	0.20	0.20	0.00	-	0.20	-	0.00
Sub total	58.77	-	-	58.77	16.46	16.09	-	32.55	26.22	42.31
Sub total - Investment Property	136,805.31	2,745.58	(374.11)	139,176.78	2,385.33	2,799.02	(64.34)	5,120.01	134,056.77	134,419.98
Investment property - under development**										
Capital work in progress	1,745.46	1,345.09	(1,873.61)	1,216.94	-	-	-	-	1,216.94	1,745.46
Sub total - Investment Property under development	1,745.46	1,345.09	(1,873.61)	1,216.94	-	-	-	-	1,216.94	1,745.46
Total	138,550.77	4,090.67	(2,247.72)	140,393.72	2,385.33	2,799.02	(64.34)	5,120.01	135,273.71	136,165.44

** The amount of Rs. 1,873.61 million shown under "Deletions/ Adjustments" represents capitalization during the year.

#The amount of Rs. 374.11 million and Rs. 64.34 million shown under "Deletions/Adjustments" under "Gross Block" and "Accumulated depreciation" respectively represents adjustment to cost due to refund received during the year on account of excess statutory charges paid and capitalized in earlier years.

Reconciliation for total depreciation expense:

Total depreciation on property, plant and equipment for the period
Total depreciation on investment property for the period
Less:- Depreciation during the construction period on site assets - capitalized
Less:- Depreciation during the construction period on Right of use (leasehold land)
Depreciation expense for the period/ year

For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
5.12	22.04
686.85	2,734.68
(0.09)	(0.28)
(0.90)	(4.42)
690.98	2,752.02

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	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
5 Non current financial assets - Other		
(Unsecured and considered good)		
Security deposits	558.77	555.32
Deposits with financial institutions / Banks*	2.35	13.12
Interest accrued but not due on fixed deposits with banks	0.06	0.67
Lease rent equalization**	238.58	229.18
	799.76	798.29

*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.

**Lease rent equalization are classified as Financial asset as right to consideration is unconditional and is due only after passage of time.

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
6 Deferred tax asset (net)		
Deferred tax asset (net)	3,647.79	3,690.79
	3,647.79	3,690.79

The Group has recognized deferred tax asset of Rs. 3,577.70 million (31 March 2023: Rs. 3,521.29 million) on unabsorbed depreciation & business losses and Rs. 1,253.92 million (31 March 2023: Rs. 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.

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
7 Non-current tax assets (net)		
Advance income tax	2,297.33	2,129.84
	2,297.33	2,129.84

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
8 Other non-current assets		
(Unsecured and considered good)		
Capital advances	76.79	19.20
Prepaid expenses	98.35	104.04
Balance recoverable from government authorities	5.24	5.24
	180.38	128.48

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
9 Current financial assets - Trade receivables		
Trade receivables considered good - unsecured	283.36	239.04
Trade receivables - credit impaired	25.00	25.00
Less: loss allowance	(25.00)	(25.00)
	283.36	239.04

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
10 Current financial assets - Cash and cash equivalents		
Balance with banks :		
- in current account	103.28	38.05
- in deposit account (with original maturity of 3 months or less)	1,937.49	2,058.50
	2,040.77	2,096.55

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
11 Current financial assets - Other bank balances		
Deposit account with original maturity of more than 3 months and upto 12 months*	565.00	483.64
	565.00	483.64

* 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.

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	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
12 Current financial assets - Loans		
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		
(Unsecured and considered good)		
To parties other than related parties		
Security deposits	0.01	0.01
Unbilled revenue*	385.98	276.75
Interest accrued but not due on fixed deposits with banks	7.12	3.84
Lease rent equalization*	160.42	96.69
Other receivables	171.49	93.95
To related parties (refer note 42)		
Other receivables	1.33	1.72
Finance receivables #	354.38	517.23
	1,080.73	990.19

*Classified as financial asset 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, 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.

	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
14 Other current assets		
(Unsecured and considered good)		
Advances to vendors	21.18	39.23
Prepaid expenses*	246.43	211.05
Balance recoverable from government authorities	164.02	139.36
	431.63	389.64

*For balance to related parties, refer note 42

15 Unit Capital		
Particulars	No. of Units	Amount
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)
Less: Distribution to Unitholders for the quarter ended 30 September 2022	-	(861.17)
Less: Distribution to Unitholders for the quarter ended 31 December 2022	-	(871.23)
Closing balance as at 31 March 2023	335,087,073	86,556.65
As at 01 April 2023		
Less: Distribution to Unitholders for the quarter ended 31 March 2023	-	(891.33)
Closing balance as at 30 June 2023	-	85,665.32

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

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.

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

Name of Unitholders	As at 30 June 2023		As at 31 March 2023	
	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%	41,499,453	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%	31,474,412	9.39%

(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 had issued 36,727,398 units to BSREP India Office III for acquiring compulsorily convertible debentures issued by Candor Kolkata from the date of registration till the balance sheet date.

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(d) Unitholding of sponsor group

Name of Unitholders	As at 30 June 2023		As at 31 March 2023		% Change during the period ended 30 June 2023
	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%	41,499,453	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%	31,474,412	9.39%	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%	800,650	0.24%	0.00%

16 Other Equity*

Reserves and Surplus

Retained earnings

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
(4,272.71)	(3,219.27)
(4,272.71)	(3,219.27)

*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

Secured

Term loan from banks/financial institutions

Less:- Current maturities of long term borrowings (refer note 21)

Total Borrowings

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
55,796.77	54,520.38
(550.55)	(536.22)
55,246.22	53,984.16

18 Non-current financial liabilities - others

Security deposit from lessee

Retention money

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
1,399.86	1,249.35
5.17	11.72
1,405.03	1,261.07

19 Provisions

Provision for gratuity

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
23.70	23.87
23.70	23.87

20 Other non-current liabilities

Deferred income

Contract liability*

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
297.31	291.07
711.86	644.07
1,009.17	935.14

*Candor Kolkata One Hi-Tech Structures Private Limited entered into a Joint Development Agreement with Gurgaon Infospace Limited (GIL) by which GIL will pay Rs. 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 accrued as at 30 June 2023 of Rs. 840.00 million including Goods and Service Tax (31 March 2023 of Rs. 760.00 million) has been presented as contract liability excluding Goods and Service Tax.

21 Short term borrowings

Current maturities of long-term borrowings

Secured

Term loan from banks/financial institutions

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
550.55	536.22
550.55	536.22

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22 Current financial liabilities - Trade payables

Total outstanding dues of micro enterprises and small enterprises	72.56	76.54
Total outstanding dues of creditors other than micro enterprises and small enterprises*	688.29	578.42

*For balance payable to related parties, refer note 42

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
72.56	76.54
688.29	578.42
760.85	654.96

23 Current - Other financial liabilities

Security deposit from lessee	3,706.90	3,760.10
Retention money	177.91	222.86
Capital creditors	253.35	432.70
Employee related payables	24.65	14.11
Other payables	153.11	147.34

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
3,706.90	3,760.10
177.91	222.86
253.35	432.70
24.65	14.11
153.11	147.34
4,315.92	4,577.11

24 Provisions

Provision for gratuity	0.58	1.30
Provision for compensated absences	6.66	8.69

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
0.58	1.30
6.66	8.69
7.24	9.99

25 Other current liabilities

Statutory dues payable	145.63	161.79
Deferred income*	236.71	241.85

*For balance to related parties, refer note 42

As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
145.63	161.79
236.71	241.85
382.34	403.64

26 Current tax liabilities (Net)

Provision for income tax	122.66	120.12
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As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
122.66	120.12
122.66	120.12

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Particulars	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
27 Revenue from operations				
Sale of services				
Income from operating lease rentals *	2,113.33	2,109.02	2,034.13	8,268.03
Income from maintenance services	1,006.41	892.45	866.32	3,631.91
	3,119.74	3,001.47	2,900.45	11,899.94
Sale of products				
Sale of food and beverages	19.04	20.19	8.84	62.10
Others	2.16	2.58	1.11	7.95
Total revenue from operations	3,140.94	3,024.24	2,910.40	11,969.99
* Assets given on operating lease				
28 Other income				
Interest income from financial assets at amortized cost				
Interest income on deposits with financial institutions/banks	39.94	39.83	20.24	116.52
Interest income on security deposit	6.09	3.99	14.09	32.36
Others				
Income from scrap sale	3.05	1.48	8.90	15.62
Interest on income tax refund	1.05	0.06	28.95	69.72
Liabilities/provisions no longer required written back	0.15	5.08	1.20	12.23
Fair value gain on income support	14.83	2.07	23.90	77.46
Miscellaneous income	1.30	0.52	0.01	0.89
	66.41	53.03	97.29	324.80
29 Cost of materials consumed				
Opening stock	-	-	-	-
Add: purchases during the period	12.52	17.45	6.05	48.45
Add: Others	1.76	2.10	0.98	6.39
Less: Closing stock	-	-	-	-
	14.28	19.55	7.03	54.84
30 Employee benefits expense				
Salaries, wages and bonus	86.62	89.40	78.77	320.38
Contributions to provident fund	4.98	5.22	3.75	17.53
Gratuity expense	0.90	0.44	1.17	8.29
Compensated absences	(1.88)	(0.81)	0.36	1.11
	90.62	94.25	84.05	347.31
31 Finance costs				
Interest and finance charges on financial liabilities at amortized cost				
Interest on term loan	1,131.53	1,082.23	902.37	4,081.37
Interest on lease liability	7.14	7.07	7.14	28.65
Others				
Other borrowing costs	68.72	65.88	64.56	255.28
	1,207.39	1,155.18	974.07	4,365.30
Less: Transferred to investment property under development	(5.13)	(8.70)	(15.46)	(40.73)
	1,202.26	1,146.48	958.61	4,324.57

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Particulars	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
32 Depreciation and amortization expenses				
- on property plant and equipment and intangible assets	8.01	6.06	5.03	21.76
- on investment property	1,189.07	699.03	685.95	2,730.26
	1,197.08	705.09	690.98	2,752.02
33 Other expenses				
Property management fees	121.92	109.41	114.84	467.11
Power and fuel	341.04	252.82	275.28	1,149.59
Repair and maintenance	266.78	256.70	242.18	967.87
Insurance	14.48	16.26	11.42	54.61
Legal and professional expense	53.67	60.09	49.97	227.47
Audit fees (refer note "a" below)	6.92	9.49	6.47	27.78
Rates and taxes	29.39	30.63	33.81	115.94
Marketing and advertisement expenses	25.94	20.58	18.21	124.40
Facility usage fees	9.39	7.67	7.49	30.67
Rental towards short term leases	5.64	4.69	3.06	14.51
Credit Impaired	-	0.61	0.58	11.26
Allowance for expected credit loss	-	0.94	6.23	10.22
Corporate social responsibility expenses	0.71	1.12	0.63	4.54
Travelling Expenses	7.29	6.90	2.95	19.10
Miscellaneous expenses	19.05	38.36	13.23	91.46
	902.22	816.27	786.35	3,316.53
a) Details of remuneration to auditors				
As auditor (on accrual basis, excluding applicable taxes)				
- for statutory audit	5.16	9.22	5.11	26.07
- for other services	0.04	0.04	0.18	0.30
- for reimbursement of expenses	1.72	0.23	1.18	1.41
	6.92	9.49	6.47	27.78
34 Tax expense				
Current tax				
-for current period	11.54	7.71	11.87	40.17
-for earlier years	(6.68)	(0.78)	(11.38)	(12.89)
Deferred tax charge / (credit)	43.45	(63.36)	(13.98)	64.30
	48.31	(56.43)	(13.49)	91.58

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 2023 and 30 June 2022: 42.744%; for the quarter and year ended 31 March 2023: 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

Particulars	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
Claims against the SPVs not acknowledged as debt in respect of Income-Tax matters (Refer note 1 below)	809.22	971.29
Claims against the SPVs not acknowledged as debt in respect of Indirect tax {VAT/Work contract/Service tax} (Refer note 2 below)	6.43	6.43
Grand Total	815.65	977.72

Note 1	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
Candor Kolkata One Hi-Tech Structures Private Limited	647.58	795.39
Shantiniketan Properties Private Limited	1.04	15.30
Seaview Developers Private Limited	160.60	160.60
Total	809.22	971.29

Contingent liabilities as at 30 June 2023 includes penalty amounting to Rs. 552.23 million (31 March 2023 : Rs. 552.23 million) in relation to disallowance of settlement fees paid in earlier years for termination of contract. Other contingencies include Rs. 256.99 million (31 March 2023 : Rs. 419.06 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 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
Shantiniketan Properties Private Limited *	2.67	2.67
Seaview Developers Private Limited	1.68	1.68
Candor India Office Parks Private Limited	2.08	2.08
Total	6.43	6.43

* The Company has given a bank guarantee of Rs. 1.05 million (31 March 2023: Rs. 1.05 million) to Member Secretary UP Pollution Control Board.

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36 Commitments

Particulars	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
Capital commitments (net of advances)	1,103.14	1,304.96
The SPV wise details of capital commitments are as follows:		
Candor Kolkata One Hi-Tech Structures Private Limited	987.25	1,073.91
Shantiniketan Properties Private Limited	52.62	62.23
Festus Properties Private Limited	0.91	6.93
Seaview Developers Private Limited	62.36	161.89
	1,103.14	1,304.96

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%.

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.

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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 June 2023	As at 31 March 2023	As at 30 June 2023	As at 31 March 2023
At Amortized Cost				
Financial assets				
Trade receivables #	283.36	239.04	283.36	239.04
Cash and cash equivalents #	2,040.77	2,096.55	2,040.77	2,096.55
Other bank balances #	565.00	483.64	565.00	483.64
Other financial assets #	1,526.11	1,271.24	1,526.11	1,271.24
At FVTPL				
Financial Assets				
Other financial Assets [^]	354.38	517.23	354.38	517.23
Total financial assets	4,769.62	4,607.70	4,769.62	4,607.70
At Amortized Cost				
Financial liabilities				
Borrowings #	55,796.77	54,520.38	55,796.77	54,520.38
Trade payables #	760.85	654.96	760.85	654.96
Other financial liabilities #	5,720.94	5,838.19	5,720.94	5,838.19
Total financial liabilities	62,278.56	61,013.53	62,278.56	61,013.53

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 ended 30 June 2023 and year ended 31 March 2023.

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 June 2023- 11.75% ; 31 March 2023- 11.75%)	The estimated fair value would decrease (increase) if discount rate is higher (lower)

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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 June 2023	Profit/ (Loss)	
	Increase	Decrease
Discount rate (1% movement)	(1.38)	1.38

31 March 2023	Profit/ (Loss)	
	Increase	Decrease
Discount rate (1% movement)	(2.52)	2.52

v) Reconciliation of Level 3 fair values

Fair Value relating to receivable for income support	Amount
Balance as at 1 April 2022	1,162.13
Income support received	(722.36)
Net change in fair value - unrealized (refer note 28)	77.46
Balance as at 31 March 2023	517.23
Balance as at 1 April 2023	517.23
Income support received	(177.68)
Net change in fair value - unrealized (refer note 28)	14.83
Balance as at 30 June 2023	354.38

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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)

S.No	Customer	Nature	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
1	A	% of revenue	14.69%	14.38%	14.27%	13.95%
2	B	% of revenue	14.79%	15.70%	14.15%	14.74%
3	C	% of revenue	9.84%	10.86%	10.69%	10.64%

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 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
1	Candor Kolkata One Hi-Tech Structures Private Limited	Candor TechSpace IT/ITES SEZ, Dundaheera, Sector-21 Gurugram, Haryana-122016	Gurgaon	Rental income and other operating income	908.07	914.96	836.99	3,492.40
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	531.35	495.15	475.98	1,971.22
3	Shantiniketan Properties Private Limited	IT/ITES Park, Candor TechSpace, Institutional Plot No B/2, Sector 62, NOIDA, Uttar Pradesh-201309	Noida	Rental income and other operating income	528.31	432.99	396.92	1,750.62
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	445.90	468.37	476.24	1,893.06
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	727.31	712.77	724.27	2,862.69
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					3,140.94	3,024.24	2,910.40	11,969.99

40 Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the period / year after income tax attributable to unitholders by the weighted average number of units outstanding during the period / year. Diluted EPU amounts are calculated by dividing the profit for the period / year after income tax attributable to unitholders by the weighted average number of units outstanding during period / 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 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Profit after tax for calculating basic and diluted EPU	(270.05)	326.92	471.43	1,312.32
Weighted average number of Units (Nos.)	335,087,073	335,087,073	335,087,073	335,087,073
Earnings Per Unit				
-Basic (Rupees/unit)	(0.81)	0.98	1.41	3.92
-Diluted (Rupees/unit)*	(0.81)	0.98	1.41	3.92

* The Trust does not have any outstanding dilutive units.

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
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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 its capital structure using ratio of 'Net debt' to 'Total Unitholder's funds (Equity)'. The capital structure of the Group consists of net debt (comprising borrowings as disclosed in notes 17 and 21 and lease liabilities offset by cash and cash equivalents as disclosed in note 10) and equity of the Group (comprising issued unit capital, reserves and retained earnings as disclosed in notes 15 and 16). The Group's Net debt to equity ratio as at 30 June 2023 and 31 March 2023 are as follows:

Particulars	As at 30 June 2023	As at 31 March 2023
Borrowings	55,796.77	54,520.38
Lease Liability	552.80	563.32
Gross debt	56,349.57	55,083.70
Less : Cash and cash equivalents	(2,040.77)	(2,096.55)
Adjusted Net debt	54,308.80	52,987.15
Unitholders' Funds		
-Unit capital	85,665.32	86,556.65
-Other equity	(4,272.71)	(3,219.27)
Total Unitholder's funds	81,392.61	83,337.38
Debt/Equity Ratio	0.67	0.64

Brookfield India Real Estate Trust
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42 Related Party Disclosures

A. Related parties to Brookfield India REIT as at 30 June 2023

BSREP 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 Corporation (Formerly known as Brookfield Asset Management Inc.), ultimate parent entity and controlling party

Sponsor

BSREP India Office Holdings V Pte. Ltd. - Sponsor

Sponsor group

- a) BSREP II India Office Holdings II Pte. Ltd. (BSREP II India)
- b) Kairos Property Managers Private Limited (Kairos) (till 07 September 2022)
- c) BSREP Moon C1 L.P (till 07 September 2022)
- d) BSREP Moon C2 L.P (till 07 September 2022)
- 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

- a) Mountainstar India Office Parks Private Limited
- b) Technology Service Group LLC
- c) Arliga India Office Parks Private Limited
- d) Brookfield Property Group LLC
- e) Striton Properties Private Limited (Formerly known as Mars Hotel and Resorts Private Limited)
- f) Witwicky One Private Limited
- g) Brookfield HRS TS LLC
- h) Brookprop Property Management Services Private Limited

Other related parties with whom the transactions have taken place during the quarter/ year

Axis Bank Limited - Promotor of Trustee*

*Based on the internal assessment, the Trust has disclosed transactions with Axis Bank Limited from this quarter for all the periods presented.

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)
Thomas Jan Sucharda (Non-Executive Director) (w.e.f. 30 March 2023)
Rajnish Kumar (Independent Director) (w.e.f. 30 March 2023)

Key Personnels

Alok Aggarwal - Chief Executive Officer - India office business
Sanjeev Kumar Sharma - Executive Vice President and Chief Financial Officer – India office business

Key Managerial Personnel of SPV's

- **Candor Kolkata One Hi-Tech Structures Private Limited**
Subrata Ghosh- Managing Director
- **Festus Properties Private Limited**
Lalit Kumar- Company Secretary
- **Shantiniketan Properties Private Limited**
Kanika Dhingra – Company Secretary (till 2nd November 2022)
Juhi Sen - Company Secretary (w.e.f. 24 April 2023)

Brookfield India Real Estate Trust
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(All amounts are in Rupees millions unless otherwise stated)
Notes to the Condensed Consolidated Financial Statements

42 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Trustee Fee Expense				
- Axis Trustee Services Limited	0.73	0.73	0.74	2.95
Total	0.73	0.73	0.74	2.95
Reimbursement of expense incurred by (excluding GST)				
- Brookprop Management Services Private Limited	-	2.08	0.56	3.73
- Brookprop Property Management Services Private Limited	0.26	-	-	-
- Brookfield Property Group LLC	-	-	2.32	1.98
Total	0.26	2.08	2.88	5.71
Reimbursement of expense incurred on behalf of (excluding GST)				
- Mountainstar India Office Parks Private Limited	0.23	0.22	0.15	2.08
Total	0.23	0.22	0.15	2.08
Internet & Connectivity Charges				
- Technology Service Group LLC	-	-	6.80	22.22
- Brookfield HRS TS LLC	9.03	9.06	-	9.06
Total	9.03	9.06	6.80	31.28
Property management fees				
- Brookprop Management Services Private Limited	-	57.84	57.61	237.78
- Brookprop Property Management Services Private Limited	62.08	-	-	-
Total	62.08	57.84	57.61	237.78
Investment management fees				
- Brookprop Management Services Private Limited	19.40	19.73	20.32	80.11
Total	19.40	19.73	20.32	80.11
Compensation to key management personnel of SPV's				
- Short-term employee benefits	2.28	2.48	2.05	8.63
- Post-employment benefits*	-	-	-	-
- Other long-term benefits	0.13	0.12	0.12	0.48
- Other Fees	0.11	-	0.14	0.30
Total	2.52	2.60	2.31	9.41
Provision for Gratuity and compensated absences transfer to#				
- Arliga India Office Parks Private Limited	-	0.59	-	0.59
- Mountainstar India Office Parks Private Limited	-	0.02	-	0.02
- Witwicky One Private Limited	-	0.08	-	0.08
Total	-	0.69	-	0.69
Provision for Gratuity and compensated absences transfer from#				
- Arliga India Office Parks Private Limited	-	0.21	-	0.21
- Brookprop Management Services Private Limited	-	3.21	-	3.21
Total	-	3.42	-	3.42
Provision for Bonus transfer to#				
- Arliga India Office Parks Private Limited	-	0.17	-	0.17
- Mountainstar India Office Parks Private Limited	-	0.04	-	0.04
- Witwicky One Private Limited	-	0.16	-	0.16
Total	-	0.37	-	0.37
Provision for Bonus transfer from#				
- Arliga India Office Parks Private Limited	-	0.33	-	0.33
- Brookprop Management Services Private Limited	-	3.66	-	3.66
Total	-	3.99	-	3.99

Brookfield India Real Estate Trust
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Notes to the Condensed Consolidated Financial Statements

42 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Repayment of Unit Capital				
- BSREP India Office Holdings V Pte. Ltd.	143.95	140.71	116.35	534.68
- BSREP India Office Holdings Pte Ltd.	110.39	107.90	89.22	410.01
- Kairos Property Managers Pvt. Ltd.	-	-	7.28	15.95
- BSREP Moon C1 L.P.	-	-	1.72	3.77
- BSREP Moon C2 L.P.	-	-	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	83.72	81.83	60.39	295.01
- BSREP India Office Holdings III Pte. Ltd.	97.69	95.49	78.96	362.86
- BSREP India Office Holdings IV Pte. Ltd.	41.13	40.21	33.25	152.79
- BSREP India Office Holdings VI Pte. Ltd.	2.13	2.08	-	4.14
Total	479.01	468.22	387.17	1,779.21
Interest Distributed				
- BSREP India Office Holdings V Pte. Ltd.	124.47	122.85	154.78	541.19
- BSREP India Office Holdings Pte. Ltd.	95.45	94.20	118.69	414.99
- Kairos Property Managers Pvt. Ltd.	-	-	9.69	17.99
- BSREP Moon C1 L.P.	-	-	2.29	4.25
- BSREP Moon C2 L.P.	-	-	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	72.39	71.45	80.33	296.76
- BSREP India Office Holdings III Pte. Ltd.	84.47	83.37	105.04	367.27
- BSREP India Office Holdings IV Pte. Ltd.	35.57	35.10	44.23	154.64
- BSREP India Office Holdings VI Pte. Ltd.	1.84	1.82	-	3.76
Total	414.19	408.79	515.05	1,800.85
Other Income Distributed				
- BSREP India Office Holdings V Pte. Ltd.	2.16	7.04	4.87	22.73
- BSREP India Office Holdings Pte. Ltd.	1.66	5.39	3.73	17.41
- Kairos Property Managers Pvt. Ltd.	-	-	0.30	0.60
- BSREP Moon C1 L.P.	-	-	0.07	0.14
- BSREP Moon C2 L.P.	-	-	0.00	0.00
- BSREP II India Office Holdings II Pte. Ltd.	1.26	4.09	2.53	12.61
- BSREP India Office Holdings III Pte. Ltd.	1.47	4.77	3.31	15.43
- BSREP India Office Holdings IV Pte. Ltd.	0.62	2.01	1.39	6.49
- BSREP India Office Holdings VI Pte. Ltd.	0.03	0.10	-	0.19
Total	7.20	23.40	16.20	75.60
Income support received				
- Mountainstar India Office Parks Private Limited	177.68	182.78	177.66	722.36
Total	177.68	182.78	177.66	722.36
Purchase of office equipment				
- Striton Properties Private Limited (Formerly known as Mars Hotel and Resorts Private Limited)	-	-	-	0.50
Total	-	-	-	0.50
Deferred Income/ (Deferred Income Amortisation)				
- Mountainstar India Office Parks Private Limited	(0.32)	1.20	-	1.20
Total	(0.32)	1.20	-	1.20
Reimbursement towards withholding tax liability on Restricted Stock Unit				
- Brookfield Corporation (formerly known as Brookfield Asset Management Inc.)	-	1.31	-	1.31
Total	-	1.31	-	1.31
Dividend received on behalf of employees				
- Brookfield Corporation (formerly known as Brookfield Asset Management Inc.)	-	0.13	-	0.13
Total	-	0.13	-	0.13
Deposits with Banks made				
- Axis Bank Limited	3,373.40	1,675.50	-	1,675.50
Total	3,373.40	1,675.50	-	1,675.50
Deposits with Banks matured				
- Axis Bank Limited	3,403.90	-	-	-
Total	3,403.90	-	-	-

Brookfield India Real Estate Trust
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42 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 June 2023 (Unaudited)	For the quarter ended 31 March 2023 (Unaudited)	For the quarter ended 30 June 2022 (Unaudited)	For the year ended 31 March 2023 (Audited)
Interest income on fixed deposits with banks				
- Axis Bank Limited	17.95	-	-	0.62
Total	17.95	-	-	0.62

*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.

#This amount relates to provision for bonus, gratuity and compensated absences transferred on account of transfer of employees.

Outstanding balances	As at 30 June 2023 (Unaudited)	As at 31 March 2023 (Audited)
Trade Payable (net of withholding tax)		
- Brookprop Management Services Private Limited	35.89	18.63
- Brookfield HRS TS LLC	16.17	7.12
Total	52.06	25.75
Prepaid expenses		
- Axis Trustee Services Ltd	2.22	-
Total	2.22	-
Other receivables		
- Mountainstar India Office Parks Private Limited	0.01	0.08
- Brookfield Corporation (formerly known as Brookfield Asset Management Inc.)	1.32	1.32
- Brookprop Management Services Private Limited	-	0.32
Total	1.33	1.72
Finance receivables*		
- Mountainstar India Office Parks Private Limited	354.38	517.23
Total	354.38	517.23
Deferred Income		
- Mountainstar India Office Parks Private Limited	0.88	1.20
Total	0.88	1.20
Balance with banks (in current account)		
- Axis Bank Limited	1.64	0.90
Total	1.64	0.90
Balance with banks (in deposit account)		
- Axis Bank Limited	1,645.00	1,675.50
Total	1,645.00	1,675.50
Interest accrued but not due on fixed deposits with banks		
- Axis Bank Limited	0.28	0.56
Total	0.28	0.56

*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.

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43 Uncertainty relating to the global health pandemic on COVID-19:

The COVID-19 pandemic has continued to cause disruption to business activities 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 of investment property (including under development). 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 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 as 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.

44 Management fee

Property Management Fees

In terms of the REIT Regulations, the manager of the REIT is required to undertake management of the assets of the REIT, either directly or through the appointment and supervision of appropriate agents. Therefore, pursuant to an internal restructuring of the Investment manager, the property management services previously undertaken by the Investment manager are now to be undertaken by the Brookprop Property Management Services Private Limited (Service Provider) w.e.f. 1 April 2023 (Restructured Amended and Restated Service Agreement), and accordingly the Amended and Restated Service Agreement, dated December 1, 2020 and the Amended Agreement dated February 11, 2022, between the Investment manager and the CIOP (together the "Original Agreement") is being terminated by way of entering into a termination deed of even date.

Pursuant to this Restructured Amended and Restated Service Agreement dated 01 April 2023, Service Provider 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 ended 30 June 2023 amounts to Rs. 50.94 million. There are no changes during the period in the methodology for computation of fees paid to the service provider.

In terms of the REIT Regulations, the manager of the REIT is required to undertake management of the assets of the REIT, either directly or through the appointment and supervision of appropriate agents. Therefore, pursuant to an internal restructuring of the Investment manager, the property management services previously undertaken by the Investment manager are now to be undertaken by the Brookprop Property Management Services Private Limited (Service Provider) w.e.f. 1 April 2023 (Restructured Service Agreement), and accordingly the Amended and Restated Service Agreement, dated December 1, 2020 between the Investment manager and the Festus (together the "Original Agreement") is being terminated by way of entering into a termination deed of even date.

Pursuant to this Festus Restructred Service Agreement dated 01 April 2023, Service Provider 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 ended 30 June 2023 amounts to Rs. 11.14 million. There are no changes during the period in the methodology for computation of fees paid to the Investment 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 45). The fees has been determined for undertaking management of the REIT and its investments. The said Management fees for the quarter ended 30 June 2023 amounts to Rs. 19.40 million. There are no changes during the period in the methodology for computation of fees paid to the Investment Manager.

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45 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.

46 Subsequent events

On 2 August 2023, Brookfield India Real Estate Trust raised proceeds amounting to Rs. 23,053.59 million by allotting 91,301,349 units at a price of Rs. 252.50 per unit to institutional investors through the institutional placement pursuant to the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended (SEBI REIT Regulations). These units were listed at BSE Limited and National Stock Exchange of India Limited on the same date. These proceeds (net of issue expenses) will be utilized towards funding the acquisition of 50% ownership interest in Candor Gurgaon One Realty Projects Private Limited and partially funding the acquisition of 50% ownership interest in Kairos Property Managers Private Limited ("Kairos").

Further, Board of Directors of the Manager to Brookfield India REIT at its meeting held on 4 August 2023 have approved the following:

1. Issuance of up to 12,696,800 units of Brookfield India REIT at a price of Rs. 315.04 per unit, for an aggregate amount of Rs. 4,000.00 million, to Project Diamond Holdings (DIFC) Limited, a fellow subsidiary, in accordance with the master circular dated 6 July 2023 issued by Securities and Exchange Board of India (the "REIT Master Circular") on a preferential basis, subject to the approval of the unitholders under Regulation 22(6) of the REIT Regulations, for consideration other than cash. The proceeds shall be utilized towards partially funding the acquisition of 50% shareholding of Kairos (on a fully diluted basis) comprising of equity shares and compulsorily convertible debentures.
2. Issuance and allotment of commercial papers by Brookfield India REIT aggregating up to Rs. 7,500.00 million.

- 47** The figures for the quarter ended 31 March 2023 are the derived figures between the audited figures in respect of the year ended 31 March 2023 and the unaudited published year-to-date figures upto period ended 31 December 2022 which were subject to limited review.

- 48** "0.00" Represents value less than Rs. 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 Digitally signed by
ANKUR GUPTA
Date: 2023.08.14
13:03:54 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 14 August 2023

ALOK AGGARWAL Digitally signed by
ALOK AGGARWAL
Date: 2023.08.14 13:04:30 +05'30'

Alok Aggarwal
Chief Executive Officer
Place: Mumbai
Date: 14 August 2023

SANJEEV KUMAR SHARMA Digitally signed by
SANJEEV KUMAR SHARMA
Date: 2023.08.14 13:13:49
+05'30'

Sanjeev Kumar Sharma
Chief Financial Officer
Place: Mumbai
Date: 14 August 2023