

POLICY ON APPOINTMENT AND EVALUATION OF UNITHOLDER NOMINEE DIRECTORS

Effective Date	This policy on appointment and evaluation of unitholder nominee directors (“ Policy ”) shall come into effect from November 06, 2023
Approval Date	November 06, 2023
Approved By	Board of Directors of Brookprop Management Services Private Limited (“ Manager ”) in its capacity as the manager of Brookfield India Real Estate Trust (the “ Brookfield India REIT ”)
Total Pages	7

1. Overview:

This Policy lays down the framework and provides guidance for the appointment, removal and evaluation of Unitholder Nominee Directors (*defined below*) on the board of directors of the Manager of the Brookfield India REIT (“**Board**”) in accordance with the provisions of the circular dated September 11, 2023, on “*Board nomination rights to unitholders of Real Estate Investment Trusts (REITs)*” bearing reference number SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 issued by SEBI, as may be amended from time to time (“**SEBI Circular**”), read with the REIT Regulations.

The Policy aims at setting out the qualifications and criteria for appointment and evaluation parameters of individuals nominated for appointment as Unitholder Nominee Director, remuneration/ sitting fees, process of removal or resignation of the Unitholder Nominee Director(s) and the role of the NRC in such matters. This Policy shall be read along with the articles of association of the Manager, the trust deed and the investment management agreement dated July 17, 2020, each as amended from time to time, with respect to the nomination of Unitholder Nominee Directors.

2. Applicability:

This Policy is applicable to the Brookfield India REIT and the Manager (in its capacity as manager to the Brookfield India REIT).

3. Definitions:

“**Applicable Law**” means any statute, law, regulation, ordinance, rule, judgement, order, decree, by-law, approval of any governmental agency, directive, guideline, policy, requirement or other government restriction or any similar form of decision of or determination by, or any interpretation having the force of law or any of the foregoing governmental agency having jurisdiction, applicable to any party, in force from time to time, including but not limited to the Companies Act, 2013, the REIT Regulations and the SEBI Circular.

“**Board**” shall mean the board of directors of the Manager of the Brookfield India REIT.

“**Brookfield India REIT**” shall mean the Brookfield India Real Estate Trust.

“**Companies Act, 2013**” shall mean the Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder.

“**Eligible Unitholders**” shall mean Unitholder(s) holding 10% or more of the total outstanding Units of Brookfield India REIT, either individually or collectively.

“**Holdco**” shall mean a company or an LLP as defined under Section 2(1)(qai) of the REIT Regulations.

“**Manager**” shall mean the manager of the Brookfield India REIT, namely, Brookprop Management Services Private Limited.

“**NRC**” shall mean the Nomination and Remuneration Committee of the Board.

“**Policy**” shall mean this policy on appointment and evaluation of Unitholder Nominee Directors on the Board, as amended from time to time.

“**SEBI**” shall mean the Securities and Exchange Board of India.

“REIT Regulations” shall mean the SEBI (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time and the circulars, master circular, notifications and guidelines issued by SEBI from time to time.

“SPVs” shall mean collectively, Candor Kolkata One Hi-Tech Structures Private Limited, Festus Properties Private Limited, Seaview Developers Private Limited, Shantiniketan Properties Private Limited, Kairos Property Managers Private Limited, Candor Gurgaon One Realty Projects Private Limited and any other entity incorporated or acquired by the Brookfield India REIT in the future which qualifies as a special purpose vehicle under the REIT Regulations.

“Trustee” shall mean the trustee of the Brookfield India REIT.

“Unit” shall mean an undivided beneficial interest in the Brookfield India REIT, and such Units together represent the entire beneficial interest in the Brookfield India REIT.

“Unitholders” shall mean any person who holds Units.

“Unitholding” shall mean Units held by the Unitholders in the Brookfield India REIT.

“Unitholder Nominee Director(s)” shall mean a non-independent director nominated by Eligible Unitholder(s) on the Board.

4. Eligibility to nominate a Unitholder Nominee Director

4.1 Unitholders, either individually or collectively, holding 10% or more of the total outstanding Units have the right, but not an obligation, to nominate one Unitholder Nominee Director. It is clarified that each Eligible Unitholder(s) will have the right to appoint only one Unitholder Nominee Director on the Board, irrespective of their Unitholding exceeding 10% (for e.g., being 20% or 30%) in the Brookfield India REIT.

4.2 If the right to nominate one or more directors on the Board is available to any entity (or to an associate of such entity) in the capacity of shareholder of the Manager or lender to the Manager or the Brookfield India REIT (or Holdco or SPVs, as applicable), then such entity in its capacity as Unitholder, is not entitled to nominate or participate in the nomination of a Unitholder Nominee Director.

4.3 If the Unitholding of more than one Unitholder is aggregated for the purpose of qualifying as an Eligible Unitholder to exercise the right to nominate a Unitholder Nominee Director, then such Unitholder is not eligible to participate in any other group of Eligible Unitholder(s).

5. Process of Nomination of Unitholder Nominee Director by Eligible Unitholder(s)

5.1 The Manager is required to send a written intimation to all the Unitholders on their e-mail addresses registered either with the Manager or with the depository, within 10 days from the end of each financial year.

5.2 Eligible Unitholders are required to express their intention to exercise the right to nominate a Unitholder Nominee Director within 10 days from the receipt of such intimation from the Manager, failing which such Unitholder(s) will be able to exercise their right to nominate Unitholder Nominee Director(s) at the end of the following financial year subject to them meeting the requisite threshold.

5.3 The Eligible Unitholder(s) are required to be determined based on the Unitholding pattern of the Brookfield India REIT as on March 31st of the financial year.

5.4 The Eligible Unitholder(s) are required to inform the Manager in writing of their proposed candidate for the Unitholder Nominee Director along with following details:

- i. name of the candidate;

- ii. DIN of the candidate;
 - iii. a brief profile of the candidate, including age, educational qualifications, professional qualifications, nationality, occupation, address, experience in the sector and sub-sector in which the Brookfield India REIT operates and directorship in other entities, together with back-up documents / supporting documents evidencing the statements made in the profile, such as disclosures as per Sections 184 and 164 of the Companies Act, 2013, list of relatives as defined under the Companies Act, 2013, self-attested Pan card, self-attested identification proof such as Aadhar or Passport, educational and work experience related documents as mentioned herein;
 - iv. details of any outstanding criminal action, regulatory action or material civil litigation against the candidate;
 - v. details required under the Companies Act, 2013 to facilitate the Manager for filing of Form DIR-12; and
 - vi. confirmations in relation to eligibility of the candidate as set out in **Annexure A**.
- 5.5 The notice under paragraph 5.4 above is also required to set out the names, demat account details and Unitholding of the Eligible Unitholder(s) as well as contain a specific acknowledgement from the Eligible Unitholder(s) that their Unitholding shall be maintained at least 10% of the total outstanding Units, failing which they shall lose the right to have their Unitholder Nominee Director on the Board. The NRC/Board may request for further information and documents to enable it to evaluate the nomination by the Eligible Unitholder(s) and to ensure compliance with Applicable Law and policies of the Manager.
- 5.6 If multiple Unitholders are aggregating their Unitholding for the purpose of exercising the nomination right, such notice is also required to identify up to two Unitholders as authorized representative of the group of Eligible Unitholder(s). Any communication by such authorized representatives to the Manager or the Brookfield India REIT for the purpose of such nomination shall be deemed to be on behalf of, and representative of the interests of, the entire group of Eligible Unitholder(s).
- 5.7 The eligibility of a Unitholder Nominee Director is required to be confirmed by the Manager, based on the evaluation done by the NRC, and/or the Board, in line with this Policy, within 10 days of receipt of notice from Eligible Unitholder(s) or such time as prescribed under Applicable Law.
- 5.8 Once the eligibility of a Unitholder Nominee Director is confirmed, the Manager is required to take necessary steps to complete the appointment of such director on the Board within 30 days from the date of such confirmation or such time as prescribed under Applicable Law. The Manager is also required to ensure that the appointment of the Unitholder Nominee Director is in compliance with the requirements with respect to the composition of the Board prescribed under the REIT Regulations and other Applicable Law.
- 5.9 However, if the candidate proposed is not eligible or not found suitable based on the evaluation done by the NRC and/or the Board, in line with this Policy, the reasons, recorded in writing, are required to be communicated by the Manager to the Eligible Unitholder(s) within 10 days of receipt of notice from Eligible Unitholder(s). In such case, the Eligible Unitholder(s) may submit another candidate within a period of 10 days from the receipt of such communication from the Manager.

6. Principles for evaluation of candidates for appointment as Unitholder Nominee Director(s)

- 6.1 The responsibility for evaluation of candidates for appointment as Unitholder Nominee Director(s) is entrusted to the NRC on behalf of the Board, who will evaluate whether the nominated candidate meets the criteria, set forth under this Policy and is suitable for the Board.
- 6.2 The Unitholder Nominee Directors are required to have adequate expertise, know-how and personal attributes and are also required to understand the operations and requirements of the Brookfield India REIT's business and the environment, including the regulatory framework, in which it operates.

- 6.3 The Unitholder Nominee Directors are required to discharge their duties and responsibilities in accordance with the prescribed legal framework and in compliance with Applicable Law.
- 6.4 In the process of evaluation of the proposed Unitholder Nominee Director(s), due consideration shall be given by the NRC to the following factors, amongst others:
- Experience in various industries such as commercial real estate, financial services, capital markets, including the diversity of knowledge, capabilities, professional skills;
 - Management and leadership experience in senior leadership roles in a reputable/ recognised organizations;
 - Ability to contribute to the goals, future business plans, growth and strategies of the Brookfield India REIT and to improve the overall performance and effectiveness of the Brookfield India REIT;
 - Proficiency and expertise of the person to understand the business dynamics of the Brookfield India REIT and to identify gaps that could be bridged to build and strengthen the Board and the management of the Brookfield India REIT;
 - Potential to impact the Brookfield India REIT in a manner to enhance and maximise the Unitholders' value;
 - Other directorships held by/ interests of the proposed Unitholder Nominee Director including directorships with competitors or other entities, which may pose as a potential or actual conflict of interest with that of the Brookfield India REIT;
- 6.5 Accordingly, in evaluating a proposed Unitholder Nominee Director candidate, the NRC is required to identify the competencies required to enable the Board to fulfil their respective responsibilities within the framework of the overall objectives and goals of the Brookfield India REIT.
- 6.6 The performance of each Unitholder Nominee Director shall be reviewed in the same manner as other directors of the Manager in accordance with Applicable Law including the SEBI Circular and the policies of the Brookfield India REIT that may be adopted by the Manager from time to time, including the Nomination and Remuneration Policy.
- 6.7 The Unitholder Nominee Director will be bound by the policies of the Brookfield India REIT including the Code of Conduct and Ethics for the Management and Key Employees, Policy on Unpublished Price Sensitive Information and Dealing in Units, Anti-Bribery and Corruption Policy and any other such policy that may be adopted by the Manager from time to time and as applicable to the members of the Board.
- 6.8 Unitholder Nominee Directors shall recuse themselves from voting on any transaction where either such director, such director's associates or the Eligible Unitholder(s) who nominated him / her or associate of such Eligible Unitholder(s) is a party.

7. Review and Monitoring of Unitholding of Eligible Unitholder(s) by the Manager

- 7.1 The Manager is required to, within 10 days from the end of each calendar month, review whether the Eligible Unitholder(s) who have exercised the board nomination right, continue to hold the required number of Units and make a report on the same and submit such report to the Trustee.
- 7.2 On such review by the Manager, if it is found that Eligible Unitholder(s) do not hold the required number of Units, then the Manager is required to inform the same to the Trustee, such Unitholder(s) and the Unitholder Nominee Director. The Manager and such Unitholder(s) are required to ensure that the relevant Unitholder Nominee Director nominated by such Unitholder(s) resign(s) / step(s) down from the Board and such Unitholder Nominee Director is required to accordingly resign/ step down from the Board.
- 7.3 If any Unitholder(s) acquires/ holds 10% or more of the total outstanding Units of Brookfield India REIT during a particular financial year, then such Unitholder(s) shall be entitled to exercise the nomination right only in the following financial year (subject to such Unitholder(s) holding 10% or

more of the total outstanding Units of Brookfield India REIT on March 31 of that particular financial year).

8. Change in or withdrawal of nomination of Unitholder Nominee Director

- 8.1 If at any time during the financial year, an Eligible Unitholder or a group of Eligible Unitholders propose(s) to withdraw their nomination for the Unitholder Nominee Director that has been appointed on the Board, then such Eligible Unitholder(s), or their authorized representative(s), is required to inform the Manager and the Unitholder Nominee Director of the same, and the Unitholder Nominee Director is required to resign/ step down from the Board.
- 8.2 If at any time during the financial year, an Eligible Unitholder or a group of Eligible Unitholders proposes to change a Unitholder Nominee Director who has been appointed on the Board, then such Eligible Unitholder(s), or their authorized representatives, are required to inform the Manager of the proposed candidate in the manner set out in paragraphs 5.4 - 5.6 of this Policy. The Manager shall evaluate the proposed candidate in accordance with paragraphs 6.1 – 6.5 of this Policy.

9. Cessation or Vacation of office of a Unitholder Nominee Director

- 9.1 In the event the individual or collective Unitholding of the Eligible Unitholder(s), who have nominated a Unitholder Nominee Director, falls below 10% of the total outstanding Units including on account of any fresh issuance of Units by the Brookfield India REIT, then the Eligible Unitholder(s) are required to, notwithstanding the requirement contained in paragraph 7 above, immediately inform the Manager within 2 working days from such change and the Unitholder Nominee Director is required to resign/ step down from the Board within 2 working days of such change/ date of allotment.
- 9.2 In case of death or permanent disability of a Unitholder Nominee Director, the Eligible Unitholder(s) that nominated such Unitholder Nominee Director are entitled to propose another individual as a replacement in the manner described in paragraphs 5.4 - 5.8 of this Policy.
- 9.3 The Board (including the NRC), have the power to remove a Unitholder Nominee Director from office, for reasons to be recorded in writing, including if the Unitholder Nominee Director ceases to meet the eligibility criteria or other requirements, including as set out in this Policy, and such Unitholder Nominee Director shall be required to resign/ step down from the Board within the timelines provided by the NRC.
- 9.4 A Unitholder Nominee Director will continue to remain on the Board unless:
- i. the nomination is withdrawn by Eligible Unitholder(s); or
 - ii. change in the Unitholder Nominee Director is requested by Eligible Unitholder(s); or
 - iii. the Unitholding of Eligible Unitholder(s) falls below the required threshold consequent to which the Unitholder Nominee Director resigns/ step downs from the Board; or
 - iv. the Unitholder Nominee Director is unable to serve or resigns or is removed from the Board/NRC for any reason including the reasons set out in the SEBI Circular and this Policy.

10. Sitting Fees/ Remuneration of Unitholder Nominee Directors

The remuneration/ compensation/ commission/ sitting fees for the Unitholder Nominee Directors (including annual increments, if any) will be determined by the NRC and recommended to the Board.

11. Amendment of the Policy

Notwithstanding the above, this Policy shall stand amended to the extent of any change in Applicable Law without any action of the Manager or approval of the Unitholders. The NRC and the Board reserve the right to amend or modify this Policy, in whole or in part, from time to time.

ANENXURE A

Eligibility criteria for Unitholder Nominee Directors

The following eligibility requirements are required to be fulfilled by the candidates proposed to be considered for appointment as Unitholder Nominee Directors:

1. The person should be “fit and proper” based on the criteria specified under Schedule II of the SEBI (Intermediaries) Regulations, 2008, as amended.
2. The person is not a willful defaulter or fraudulent borrower, or a promoter or director or person in control of a company or entity categorized as such by any bank or financial institution in accordance with the guidelines prescribed by the Reserve Bank of India.
3. The person’s name does not appear under any list of disqualified directors issued by the Ministry of Corporate Affairs and is not debarred from acting as a director or member of management by any court, regulatory or supervisory authority.
4. The person is not debarred from accessing the capital markets by SEBI or any other authority.
5. The person is not or has not been a promoter or director or person in control of any company or entity which has been debarred from accessing the capital markets by SEBI or any other authority.