

Brookfield

India Real Estate Trust

BROOKFIELD INDIA REAL ESTATE TRUST

(Registered in the Republic of India as an irrevocable trust under the Indian Trusts Act, 1882 and as a real estate investment trust under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, having registration number IN/REIT/20-21/0004)

Principal Place of Business: Candor TechSpace IT/ ITES SEZ, Building 5A/10, Sector-48, Tikri (Near Subash Chowk), Gurugram 122 018, Haryana, India

Compliance Officer: Mr. Saurabh Jain

Tel: +91 124 3821400; **E-mail:** reit.compliance@brookfield.com; **Website:** brookfieldindiareit.in

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY MEETING (“EM”) OF THE UNITHOLDERS OF BROOKFIELD INDIA REAL ESTATE TRUST (“BROOKFIELD INDIA REIT”) AND SUCH UNITHOLDERS (THE “UNITHOLDERS”) WILL BE HELD ON SATURDAY, AUGUST 26, 2023 AT 11:00 AM IST THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS (“NOTICE”) AND THE PRINCIPAL PLACE OF BUSINESS SHALL BE DEEMED TO BE THE VENUE OF THE MEETING:

RESOLUTION UNDER REGULATION 22(6) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (REAL ESTATE INVESTMENT TRUSTS) REGULATIONS, 2014)

1. TO CONSIDER AND APPROVE A PREFERENTIAL ISSUE OF 12,696,800 UNITS OF BROOKFIELD INDIA REAL ESTATE TRUST TO PROJECT DIAMOND HOLDINGS (DIFC) LIMITED

To consider and if thought fit, to pass the following resolutions by way of special majority (i.e., where the votes cast in favour of the resolution are required to be not less than one and half times the votes cast against the resolution) in accordance with Regulation 22(6) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, including any applicable circulars, notifications, guidelines and clarifications issued thereunder from time to time (the **“REIT Regulations”**)

and the master circular dated July 6, 2023 (the **“REIT Master Circular”**) on guidelines for preferential issue of units and institutional placement of units by a listed real estate investment trust issued by the Securities and Exchange Board of India (**“SEBI”**) (as amended or clarified from time to time) and any other applicable provisions under the REIT Regulations, and the REIT Master Circular, the terms of the trust deed, investment management agreement, the applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations issued thereunder, and such other applicable rules, regulations, guidelines, notifications, clarifications and circulars issued by the Government of India, the Reserve Bank of India, the SEBI, the stock exchanges where the units of Brookfield India Real Estate Trust (**“Brookfield India REIT”** and the **“Units”**) are listed, and any other regulatory or statutory authorities under any other applicable law, each as amended or clarified from time to time

(such authorities “**Governmental Authorities**”) and such law to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of the Governmental Authorities as may be necessary and which may be agreed to by the board of directors (“**Board**”) of Brookprop Management Services Private Limited (“**Manager**”) (which shall be deemed to include any duly constituted committee of the Board of the Manager to exercise its powers including the powers conferred by these resolutions), the consent of the unitholders of Brookfield India REIT (“**Unitholders**”) be and is hereby accorded to create, make invitations to offer, issue and allot, in one or more allotments, up to 12,696,800 Units at a price of Rs. 315.04 per Unit, in accordance with the price requirements determined as per paragraph (10.5)(B)(10.5.3) of the REIT Master Circular, to Project Diamond Holdings (DIFC) Limited (“**Diamond Holdings**”) on a preferential basis (the “**Preferential Issue**”), as consideration other than cash for a part of the purchase consideration payable for acquisition of part of the 50% (Fifty Percent) of the share capital of Kairos Property Managers Private Limited (“**Kairos**”) from Diamond Holdings by the Brookfield India REIT (the “**Kairos Acquisition**”), as further explained in the explanatory statement, based on the acquisition price of ₹ 65,000 million at a discount of 5.80% to the average of the two independent valuations (Rs. 69,000 million), in compliance with Regulation 19(3), subject to adjustments in relation to security deposits, other net liabilities and other agreed adjustments as agreed among the parties, including payment of part of the purchase consideration in the form of cash (through normal banking channels), subject to and in accordance with the terms of the securities purchase agreement with Diamond Holdings and any other document(s), each as amended, supplemented or modified, entered into with Diamond Holdings.

RESOLVED FURTHER THAT in case of issue and allotment of Units by way of the Preferential Issue in terms of the REIT Master Circular:

- the Units shall be allotted in dematerialized form only within 15 (Fifteen) days from the date of this resolution, provided that in case the approval of any regulatory, governmental or statutory body/ agency is required, the period of 15 (Fifteen) days will commence from the date of approval from such regulatory, governmental or statutory body/ agency;
- the Units shall rank *pari passu* in all respects including entitlement to distributions, voting rights or otherwise, with the existing Units of the Brookfield India REIT as may be provided under the terms of issue and in accordance with the transaction document (annexed below);
- the Units to be created, issued, offered and allotted shall be subject to the provisions of the trust deed and the investment management agreement of the Brookfield India REIT; and
- no partly paid-up Units shall be issued/ allotted.

RESOLVED FURTHER THAT the Board of the Manager (including any committee(s) thereof) be and is hereby authorized on behalf of Brookfield India REIT to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of the Manager (including any committee(s) thereof) to be in the best interest of Brookfield India REIT, for the purpose of giving effect to any invitation to offer, issue or allotment of Units through the Preferential Issue, including without limitation, terms and

conditions for issuance of Units including the number of such Units that may be offered and allotted and the specific allottees to whom such Units will be allotted, issue price and discounts permitted under applicable law, timing for issuance of such Units and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements with advisors including legal advisors, depositories, custodians, registrars, escrow agents and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve or issue any document(s) or agreement(s), including but not limited to the transaction document(s) and filing such documents (in draft or final form) with any Indian or foreign regulatory authority, including the Reserve Bank of India, the SEBI, the stock exchanges where the Units of the Brookfield India REIT are listed (“**Stock Exchanges**”), and any other regulatory or statutory authorities under any other applicable law, making applications for consent to such third parties as may be determined by the Board of the Manager in its absolute discretion and sign all deeds, documents and writings and to pay any fees, commission, remuneration and expenses relating thereto and with power on behalf of the Brookfield India REIT to settle all questions, difficulties or doubts

that may arise in regard to the invitation to offer, issue or allotment of Units and take all steps which are incidental and ancillary in this connection, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board of the Manager (including any committee(s) thereof) authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For and on behalf of the Brookfield India Real Estate Trust, acting through the Manager, Brookprop Management Services Private Limited

Sd/-

**Saurabh Jain
Compliance Officer**

Date: August 04, 2023

Place: Gurugram

NOTES

1. In order to allow maximum participation of unit holders in the meeting and for better governance, SEBI vide circular no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/13 dated January 12, 2023 (“Circular”), allowed real estate investment trusts (“REITs”) to conduct the meetings of unitholders through Video Conference (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of unitholders at a common venue. Hence, in compliance with the above Circular, the extraordinary meeting of unitholders of Brookfield India REIT (“EM”) is being held through VC/ OAVM.

Brookprop Management Services Private Limited (“Manager”), on behalf of Brookfield India REIT, is providing a facility to the unitholders as on the cut-off date, being Saturday, August 19, 2023, (the “Cut-Off Date”) to exercise their right to vote by electronic voting systems from a place other than venue of the EM (“Remote e-voting”) on any or all of the items of business specified in the accompanying Notice. The Manager, on behalf of Brookfield India REIT, has engaged the services of Link Intime India Private Limited (“Registrar and Transfer Agent”) for the purpose of providing remote e-voting facility to the unitholders. The resolution assented to by the requisite majority of unitholders shall be deemed to have been passed at the date of the meeting convened in that behalf.

The detailed instructions and procedure for voting and participation is given as follows:

Procedure and Instructions for participating in the EM through VC/ OAVM and voting on the date of EM is detailed in the Notice as below:

- (i) participation in the extraordinary meeting through OAVM through

the Instameet platform of our Registrar and Transfer Agent detailed in **Annexure C** or;

- (ii) Procedure and Instructions for “Remote e-voting” as **Annexure D**.

2. Only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Saturday, August 19, 2023, will be entitled to cast their votes by Remote e-voting as well as voting in the EM.
3. The Manager, on behalf of Brookfield India REIT, has engaged the services of Link Intime India Private Limited (Registrar and Transfer Agent) for the purpose of providing Remote e-voting facility to the unitholders.
4. Unitholders are requested to read the instructions printed in the Notice for exercising their vote. Unitholders can exercise their vote on any or all of the items of business specified in the Notice.
5. Unitholders may note that in accordance with the circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI dated December 9, 2020, only the unitholders whose email Ids are updated with the depository would be able to cast their vote through remote e-voting facility. Unitholders whose email Ids are not registered are therefore requested to update their email Id with their depository in order to cast vote through remote-evoting facility.

In case the unitholders are unable to update their email Id before the expiry of remote e-voting period, the unitholders may cast their vote through e-voting facility provided during the EM by following the instructions provided in Annexure D of this Notice.

6. As the EM shall be conducted through VC/OAVM, the facility for appointment of proxy by the Unitholders is not available for this EM, and hence, the proxy form and attendance slip including route map is not annexed.
7. **The explanatory statement setting out material facts, relating to business to be transacted at the extraordinary meeting is provided under Annexure A.**
8. The transaction document dated May 18, 2023 (“**Transaction Document**”) pursuant to the provisions of Regulations 19(5) and 19(6) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, and is available at the investor relations page of Brookfield India REIT website at <https://www.brookfieldindiareit.in/investors>
9. Unitholders should read this notice and the explanatory statement together with the Transaction Document.
10. Relevant documents referred to in the accompanying Notice, if any, are open for inspection by the Unitholders by mentioning the name, demat account number, e-mail id, mobile number to reit.compliance@brookfield.com.
11. The facility of participation at the EM through VC/OAVM will be made available to atleast 1,000 unitholders on a first come first served basis.
12. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the EM and shall not be closed until the expiry of 15 minutes after such scheduled time.
13. Unitholders connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Further, the unitholders are encouraged to join the meeting through laptops/tablets/desktops instead of mobile phone due to connectivity issues.
14. Unitholders are requested to address all correspondence, including distribution matters, on the email Id reit.compliance@brookfield.com.
15. A copy of this notice is available on the website of Brookfield India REIT viz <https://www.brookfieldindiareit.in/investors>, and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The EM Notice is also available on the website of Link Intime India Private Limited at instavote.linkintime.co.in.
16. Unitholders who have not registered their mobile numbers, e-mail addresses and Permanent Account Number so far are requested to register with their respective depository participants for receiving all communications including annual reports, half yearly reports, valuation reports, notices, circulars, etc. from the Manager, on behalf of Brookfield India REIT, electronically and also for the smooth Remote e-voting process.
17. **PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO THE NOTICE:**

As the EM is being conducted through OAVM, for the smooth conduct of proceedings of the EM, Unitholders are encouraged to express their views/ send their queries in advance, mentioning their name demat account number, e-mail id, mobile number to reit.compliance@brookfield.com. Only questions / queries received by the

Manager on or before 5.00 p.m. on Tuesday, August 22, 2023, shall be considered and responded during the EM and the remaining queries that remain

unanswered at the EM will be appropriately responded by the Manager at the earliest post the conclusion of the EM.

ANNEXURE A

EXPLANATORY STATEMENT

Item No. 1

The Board, in its meeting dated May 18, 2023, had *inter alia* approved (i) the acquisition by Brookfield India Real Estate Trust (“**Brookfield India REIT**”) of 50% (Fifty Percent) of the share capital (on a fully diluted basis) of Kairos Property Managers Private Limited (“**Kairos**”), which owns and operates nine completed buildings comprising (a) Fairmont, (b) Winchester, (c) Alpha, (d) Delphi (including wings A, B and C), (e) Spectra, (f) Prudential, (g) Crisil House, (h) Ventura A (includes under-construction area of 74,668 sq. ft.); and (i) One Boulevard, all located in Hiranandani Gardens, forming part of a larger township, at Powai, Mumbai 400 076, Maharashtra, India, together with land forming the footprint of and appurtenant to each of the buildings, along with amenities and rights to access roads on a non-exclusive basis set up over a total of 19.95 acres (“**Downtown Powai**” and such acquisition the “**Kairos Acquisition**”) from Project Diamond Holdings (DIFC) Limited (“**Diamond Holdings**”) and Project Cotton Holdings One (DIFC) Limited (“**Cotton Holdings**”) (collectively, Diamond Holdings and Cotton Holdings, the “**Kairos Sellers**”) (i.e. from Brookfield Asset Management’s private real estate funds). The remaining 50% (Fifty Percent) of the share capital of Kairos is proposed to be acquired by Reco Europium Private Limited (“**Reco Europium**”), an affiliate of GIC (a global institutional investor); and (ii) the subscription to un-listed non-convertible debentures of Kairos (“**NCD Subscription**”), for the purpose of, *inter alia*, payment of debt availed by Kairos (the Kairos Acquisition and the NCD Subscription being collectively referred to as the “**Transaction**”).

Further, the unitholders of Brookfield India REIT (“**Unitholders**”) in their meeting dated June 12, 2023 *inter alia* approved the Transaction, to be carried out through cash or any other forms of fund raising, including preferential allotment of units of the Brookfield India REIT (“**Units**”).

The acquisition price for the Kairos Acquisition, as approved by the Unitholders of the Brookfield India REIT, is Rs. 65,000

million (Rupees Sixty Five Thousand Million) (at a discount of 5.80% to the average of the two independent valuations (Rs. 69,000 million), in compliance with the Regulation 19(3) of REIT Regulations), subject to adjustments in relation to security deposits, other net liabilities and other adjustments, as agreed between the parties (“**Acquisition Price**”).

Pursuant to the adjustments, as per agreements between the parties, in the Acquisition Price, Brookfield India REIT proposes to acquire 50% (Fifty Percent) of the share capital held by the Kairos Sellers in the following manner:

- (i) Acquire part of the 50% of the share capital (on a fully diluted basis) of Kairos, which includes 4,879,500 equity shares and 28,615,516 compulsorily convertible debentures from the Kairos Sellers, for a cash consideration (through normal banking channels) (“**Cash Consideration**”).

The Brookfield India REIT has concluded an institutional placement of 91,301,349 (Ninety One Million Three Hundred and One Thousand Three Hundred and Forty Nine) number of units of Brookfield India REIT for raising of funds of Rs. 23,053.59 million (Rupees Twenty Three Thousand Million and Fifty Three point Five Nine) and fixed the issue price of Rs. 252.50 (Rupees Two Hundred and Fifty Two point Five Zero) after a discount of Rs. 13.29 (Rupees Thirteen point Two Nine) per unit on the floor price of Rs.265.79 (Rupees Two Hundred and Sixty Five point Seven Nine) (“**QIP**”). A part of the proceeds of the QIP will be utilized for the purpose of discharging the Cash Consideration; and

- (ii) acquire the remaining part of the 50% of the share capital of the share capital (on a fully diluted basis) of Kairos, which includes equity shares and compulsorily convertible debentures from the Kairos Sellers, for which Diamond Holdings will be issued 12,696,800 Units of Brookfield India REIT, through the preferential issue as

consideration, at a price of Rs 315.04 per Unit (“**Unit Consideration**”).

In light of the above and for the purpose of discharging the Unit Consideration, the Brookfield India REIT proposes to issue **12,696,800** number of Units to Diamond Holdings at a price of Rs. **315.04** per unit on a preferential basis (“**Preferential Issue**”), as consideration other than cash for acquisition of a part of Diamond Holdings shareholding in Kairos by Brookfield India REIT, based on the Acquisition Price, including payment of part of the purchase consideration in the form of cash (through normal banking channels), subject to and in accordance with the terms of the securities purchase agreement and any other document (s), each as amended, supplemented or modified, entered into with the Kairos Sellers, the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“**REIT Regulations**”) and the master circular dated July 6, 2023 (the “**REIT Master Circular**”) on guidelines for preferential issue of units and institutional placement of units by a listed real estate investment trust issued by the Securities and Exchange Board of India (“**SEBI**”) (as amended or clarified from time to time) and other applicable provisions under the REIT Regulations and the REIT Master Circular, the terms of the trust deed, investment management agreement and other applicable law.

Pursuant to paragraph 10.2.1 of the REIT Master Circular, a resolution of the Unitholders of the Brookfield India REIT approving the Preferential Issue is required in accordance with Regulation 22(6) of the REIT Regulations.

The price of Rs. 315.04 per Unit for the Preferential Issue has been calculated as per the REIT Master Circular taking into account the NAV of the Brookfield India REIT, based on the certificate dated August 04, 2023 of an independent chartered accountant, taking into account the valuation report as of March 31, 2023, which is the last full valuation of all existing assets of the Brookfield India REIT, conducted in terms of the REIT Regulations. The Board of the Manager in its meeting held on August 4, 2023, has approved the above proposal, subject to the approval of the Unitholders.

None of the directors of Brookprop Management Services Private Limited (“**Manager**”) (or their relatives) are interested in the Preferential Issue as per the provisions of Section 184 of the Companies Act, 2013.

Since the Preferential Issue involves members of the Brookfield group and is a related party transaction, Mr. Anuj Ranjan, Mr. Ankur Gupta and Mr. Thomas Jan Sucharda (directors on the Board of the Manager), being employees of the Brookfield Group, have recused themselves from discussing and voting on decisions relating to the Preferential Issue.

None of the directors or key managerial personnel of Axis Trustee Services Limited (“**Trustee**”) are interested in the above resolution.

Since this is a related party transaction, BSREP India Office Holdings V Pte. Ltd. (“**Sponsor**”), Brookfield Corporation (erstwhile Brookfield Asset Management Inc)., BSREP India Office Holdings Pte. Ltd, BSREP II India Office Holdings II Pte. Ltd., BSREP India Office Holdings III Pte. Ltd., BSREP India Office Holdings IV Pte. Ltd. And BSREP India Office Holdings VI Pte. Ltd. (collectively the “**Sponsor Group**”) and their respective associates will not vote on this resolution approving the Preferential Issue for the Kairos Acquisition.

The Board of the Manager in its meeting held on August 4, 2023, recommends the passing of the Resolution at Item No. 1 by way of special majority (i.e. where the votes cast in favour of the resolution are required to be not less than one and half time the votes cast against the resolution) of the Unitholders in accordance with Regulation 22(6) of the REIT Regulations.

The information as required under paragraph 10.4 of the REIT Master Circular is set out below:

1. **Objects of the issue:** The Preferential Issue to Diamond Holdings is in exchange for the transfer of a part of its shareholding in Kairos to Brookfield India REIT.
2. **NAV of the REIT:** Rs. 332 (as of March 31, 2023)

3. **Maximum number of units to be issued:** The maximum number of units to be issued in the Preferential Issue is upto 12,696,800 units.
4. **Intent of the parties to the Brookfield India REIT, their directors or key managerial personnel to subscribe to the issue:** The Manager, the Trustee, and the existing Sponsor and the Sponsor Group, will not receive any Units through the Preferential Issue. However, Diamond Holdings will form part of the Sponsor Group, post the Preferential Issue. Further, none of the directors or the key managerial personnel of any of the Parties to the Brookfield India REIT will receive any units through the Preferential Issue.
5. **Unitholding pattern of the Brookfield India REIT Before and After the Issue:**

Please refer to Annexure B for the Pre Unitholding Pattern (post institutional placement) and post-Preferential Issue Unitholding Pattern after considering the Preferential Issue.
6. **Time frame within which the preferential issue shall be completed:**

The allotment pursuant to Preferential Issue is required to be completed within 15 (Fifteen) days of the receipt of approval from the Unitholders under the REIT Master Circular or the receipt of all applicable regulatory, governmental or statutory body/agency approvals, whichever is later.
7. **Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who are ultimately control the proposed allottee(s):** There are no natural persons who are the ultimate beneficial owners of the proposed allottee(s). The ultimate beneficial owner of Diamond Holdings, is a pooled investment vehicle incorporated and registered in the jurisdiction of Dubai. This pooled investment vehicle is managed and controlled by Brookfield Private Capital (DIFC) Limited which is in turn owned and controlled by Brookfield Corporation, which is listed on the Toronto and New York stock exchanges. Mr. Ashwath Ravi Vikram is the senior official of Brookfield Private Capital (DIFC) Limited.

ANNEXURE – B

Part I – Pre-Issue Unitholding Pattern

Category	Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatory held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held*	No. of units	As a % of total units held*
(A)	Sponsor(s) / Manager and their associates/related parties and sponsor group						
(1)	Indian	-	-	-	-	-	-
(a)	Individuals / HUF	-	-	-	-	-	-
(b)	Central/State Govt.	-	-	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-	-	-
(d)	Any Other	-	-	-	-	-	-
	Trust	-	-	-	-	-	-
	Bodies Corporates	-	-	-	-	-	-
	Sub-Total (A) (1)	-	-	-	-	-	-
(2)	Foreign	-	-	-	-	-	-
(a)	Individuals (Non Resident Indians / Foreign Individuals)	-	-	-	-	-	-
(b)	Foreign government	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Foreign Portfolio Investors	4,188,287	0.98	-	-	-	-
(e)	Any Other (Bodies Corporates)	175,895,130	41.25	83,771,769	47.63	160,431,434	91.21
	Sub-Total (A) (2)	180,083,417	42.23	83,771,769	46.52	160,431,434	89.09
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	180,083,417	42.23	83,771,769	46.52	160,431,434	89.09
(B)	Public Holding						
(1)	Institutions						
(a)	Mutual Funds	43,290,594	10.15				
(b)	Financial Institutions/Banks	13,128,958	3.08				
(c)	Central/State Govt.	-	-				
(d)	Venture Capital Funds	-	-				
(e)	Insurance Companies	47,329,261	11.10				
(f)	Provident/pension funds	-	-				
(g)	Foreign Portfolio Investors	49,936,715	11.71				
(h)	Foreign Venture Capital investors	-	-				
(i)	Any Other (specify)	-	-				
	Bodies Corporates	-	-				
	Alternative Investment Fund	11,406,931.0	2.68				
#	Systemically Important NBFCs	12,678,392	2.97				

	Sub-Total (B) (1)	177,770,851	41.69				
(2)	Non-Institutions						
(a)	Central Government/ State Governments(s)/ President of India						
(b)	Individuals	29,383,019	6.89				
(c)	NBFCs registered with RBI	4,090,156	0.96				
(d)	Any Other (specify)	-	-				
	Trusts	17,000	0.00				
	Hindu Undivided Family	751,237	0.18				
	Non-Resident Indians (Repat)	317,363	0.07				
	Non-Resident Indians (Non Repat)	398,387	0.09				
	Clearing Members	404	0.00				
	Bodies Corporates	32,237,530	7.56				
	Body Corporate - Ltd Liability Partnership	1,338,925	0.31				
	Foreign Portfolio Investor (Individual)	133	0.00				
	Sub- Total (B) (2)	68,534,154	16.07				
	Total Public Unitholding (B) = (B)(1)+(B)(2)	246,305,005	57.77				
	Total Units Outstanding (C) = (A) + (B)	426,388,422	100.00				

Part II - Post-Preferential Issue Unitholding Pattern considering the Preferential Issue

Category	Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units	No. of units mandatory held		Number of units pledged or otherwise encumbered	
				No. of units mandatory held	As a % of total units held	No. of units mandatory held	As a % of total units held
(A)	Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties						
(1)	Indian						
(a)	Individuals / HUF	-	-	-	-	-	-
(b)	Central/State Govt.	-	-	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-	-	-
(d)	Any Other	-	-	-	-	-	-
	Trust	-	-	-	-	-	-
	Bodies Corporates	-	-	-	-	-	-
	Sub-Total (A) (1)	-	-	-	-	-	-
(2)	Foreign						
(a)	Individuals (Non Resident Indians / Foreign Individuals)	-	-	-	-	-	-
(b)	Foreign government	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Foreign Portfolio Investors	4,188,287	0.95	-	-	-	-
(e)	Any Other (Bodies Corporates)	188,591,930	42.95	83,771,769	44.42	160,431,434	85.07
	Sub-Total (A) (2)	192,780,217	43.90	83,771,769	43.45	160,431,434	83.22
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	192,780,217	43.90	83,771,769	43.45	160,431,434	83.22
(B)	Public Holding						
(1)	Institutions						
(a)	Mutual Funds	43,290,594	9.86				
(b)	Financial Institutions/Banks	13,128,958	2.99				
(c)	Central/State Govt.	-	-				

(d)	Venture Capital Funds	-	-				
(e)	Insurance Companies	47,329,261	10.78				
(f)	Provident/pension funds	-	-				
(g)	Foreign Portfolio Investors	49,936,715	11.37				
(h)	Foreign Venture Capital investors	-	-				
(i)	Any Other (specify)	-	-				
	Bodies Corporates	-	-				
	Alternative Investment Fund	11,406,931.0	2.60				
#	Systemically Important NBFCs	12,678,392	2.89				
	Sub-Total (B) (1)	177,770,851	40.49				
(2)	Non-Institutions						
(a)	Central Government/State Governments(s)/President of India						
(b)	Individuals	29,383,019	6.69				
(c)	NBFCs registered with RBI	4,090,156	0.93				
(d)	Any Other (specify)	-	-				
	Trusts	17,000	0.00				
	Hindu Undivided Family	751,237	0.17				
	Non Resident Indians (Repat)	317,363	0.07				
	Non Resident Indians (Non Repat)	398,387	0.09				
	Clearing Members	404	0.00				
	Bodies Corporates	32,237,530	7.34				
	Body Corporate - Ltd Liability Partnership	1,338,925	0.30				
	Foreign Portfolio Investor (Individual)	133	0.00				
	Sub- Total (B) (2)	68,534,154	15.61				
	Total Public Unit holding (B) = (B)(1)+(B)(2)	246,305,005	56.10				
	Total Units Outstanding (C) = (A) + (B)	439,085,222	100.00				

ANNEXURE – C

INSTRUCTIONS FOR PARTICIPATION IN THE EXTRAORDINARY MEETING THROUGH VC/OAVM THROUGH THE INSTAMEET PLATFORM OF OUR REGISTRAR AND TRANSFER AGENT

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and click on “Login”

- Select the “Brookfield India REIT” and ‘Event Date’ and register with your following details:

A. Demat Account No. or Folio No.:

Enter your 16-digit Demat Account No.

- Unitholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Unitholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Unitholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.)

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

In case the email Id of the unitholder is registered with the depository, the email Id will be populated automatically. In case your email Id is not registered with the depository, please enter your valid email Id.

Click “Go to Meeting” (You are now registered for InstaMeet and

your attendance is marked for the meeting).

INSTRUCTIONS FOR UNITHOLDERS TO VOTE DURING THE EXTRAORDINARY MEETING THROUGH INSTAMEET:

Once the e-voting is activated by the scrutinizer/ moderator during the meeting, unitholders who have not exercised their vote through the Remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-voting “Cast your vote”.
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’. In case the email Id is not registered, OTP will be received on email Id entered at the time of logging in Instameet platform.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired. Enter the number of units (which represents no. of votes) as on the Cut-Off Date under ‘Favour/Against’.
5. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

ANNEXURE – D

INSTRUCTIONS FOR REMOTE E- VOTING FOR INDIVIDUAL

UNITHOLDERS. THE UNITHOLDERS MAY USE ANY ONE METHOD

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Unitholders having CDSL as their Depository:
To follow the below process

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- i. The URL for users to login to Easi/Easiest are
https://web.cdslindia.com/myeasinew/home/login_or_www.cdslindia.com.
- ii. Click on New System Myeasi
- iii. Login with user id and password
- iv. After successful login, user will be able to see e-voting menu. The menu will have links of E-voting service providers i.e., LINKINTIME
- v. Click on the LINKINTIME/Brookfield India REIT and you will be redirected to “InstaVote” website for casting your vote

OR

Users not registered for Easi/Easiest

- i. The option to register is available at
<https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- ii. Proceed with completing the required fields.
- iii. Post registration, user will be provided Login ID and password.
- iv. After successful login, user able to see e-voting menu.
- v. Click on the Link Intime/Brookfield India REIT to cast your vote.

METHOD 2 - By directly visiting the e-voting website of CDSL

- i. Visit URL: <https://www.cdslindia.com/>

- ii. Go to e-voting tab
- iii. Enter Demat Account Number and PAN No.
- iv. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- v. After successful authentication, user will be provided with Link Intime link where the evoting is in progress.

Unitholders having NSDL as their Depository: To follow the below process

METHOD 1 - If registered/ opted for NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- i. Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- ii. Enter user id and password. Post successful authentication, click on “Access to e-voting”
- iii. Click on Brookfield India REIT or “LINKINTIME” and you will be redirected to Link Intime website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- i. To register, click on the link
<https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on
<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- ii. Proceed with completing the required fields
- iii. Post registration, user will be provided Login ID and password.
- iv. After successful login, click on “Access to e-voting”.
- v. Click on Brookfield India REIT or Link Intime and you will be redirected to Link Intime website for casting the vote during the remote e-voting period.

METHOD – 2 By directly visiting the e-voting website of NSDL

- i. Visit URL:
<https://www.evoting.nSDL.com/>
- ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section
- iii. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen
- iv. Post successful authentication, you will be re-directed to NSDL depository site wherein you can see e-voting page.
- v. Click on Brookfield India REIT or LINKINTIME name and you will be redirected to Link Intime website for casting your vote during the Remote e-voting period.

METHOD – 3 - Login through depository participants:

- i. Individual unitholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.
- ii. After Successful login, unitholder will be able to see e-voting option.
- iii. Click on e-voting option, unitholder will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
- iv. Click on Brookfield India REIT or Link Intime, unitholder will be redirected to Link Intime website for casting their vote during the Remote e-voting period.

HELPDESK FOR INDIVIDUAL UNITHOLDERS FACING TECHNICAL ISSUE

CDSL - Write to CDSL at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.

NSDL - Write to NSDL at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Important note: Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option

available at depository/ depository participants website.

INSTRUCTIONS FOR UNITHOLDERS FOR REMOTE E-VOTING FOR UNITHOLDERS OTHER THAN INDIVIDUAL UNITHOLDERS:

STEP 1 - Registration

1. Go to <https://instavote.linkintime.co.in>
2. Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
3. Fill up your entity details and submit the form.
4. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at S. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
5. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
6. While first login, entity will be directed to change the password and login process is completed.

STEP 2 – Investor Mapping - Individual

1. Go to <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
2. Click on “Investor Mapping” tab under the Menu Section
3. Map the Investor – Entity needs to provide the following details:
 - A. Entity’s demat details
 - *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - B. Enter full name of the entity

- C. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.
- D. Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
4. Click on Submit button and investor will be mapped now.
5. The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate unitholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

1. Login with credentials generated through registration in Step 1
2. Click on ‘Votes Entry’ tab under the Menu section.
3. Event No. will be available on the home page of Instavote before the start of remote evoting. Enter Event No. for which you want to cast vote;
4. Enter ‘16 digit Demat Account No.’ for which you want to cast vote.
5. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
6. After selecting the desired option i.e., Favour / Against, click on 'Submit'.
7. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

Login with credentials.

1. Alternatively, you will be able to see the notification for e-voting in inbox.
2. Select '**View**' icon for '**Brookfield India REIT / Event number**'. E-voting page will appear.
3. Download sample vote file from ‘Download Sample Vote File’ option; Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.
4. Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Note:

1. The non-individual unitholders will only able to view the units on the portal once remote evoting is activated.
2. The non-individual unitholders who are already registered on the InstaVote platform, can login through their user ID and password.

Helpdesk for institutional unitholders & e-voting service provider is LINKINTIME.

In case **unitholders for other than individuals** have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

GENERAL INSTRUCTIONS:

The Unitholders are provided with the facility to cast their vote remotely on all resolutions set forth in this notice through Remote e-voting platform provided by Link Intime India Private Limited.

- i) The Remote e-voting facility shall be available during the following period:

- a) Day, Date and time of commencement of Remote- e voting: **Wednesday, August 23, 2023 at 9:00 am.**
- b) Day, date time of end of remote e-voting: **Friday, August 25, 2023 at 5:00 pm.**
- ii) The voting rights of the unitholders holding units, in respect of e-voting shall be reckoned in proportion to their units in the unit capital as on the **Cut-Off Date** being **Saturday, August 19, 2023**. A person who is not a unitholder as on the Cut-Off Date should treat Notice of this meeting for information purposes only.
- iii) The Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime upon expiry of aforesaid period.
- iv) **Details of person to be contacted for issues relating to e-voting (helpline):** Mr. Ashish Updhyay - Associate – Technology Group, Link Intime India Private Limited, Unit: Brookfield REIT, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083, +91 22 49186000 (Extn: 2711) and enotices@linkintime.co.in.
- v) The Board of Directors of Manager has appointed Mr. Maneesh Gupta (Membership No. F 4982 and C. P. No. 2945), a Company Secretary in Practice, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi) The non-individual unitholders who have not registered themselves on the Link Intime portal (e-service provider) for remote e-voting facility but are participating in the EM and voting on the day of EM shall forward/email the copy of the board resolution/power of attorney on the date of extraordinary meeting to scrutinizer i.e., Mr. Maneesh Gupta to guptamaneeshcs@gmail.com.
- vii) The Scrutinizer’s decision on the validity of the vote shall be final.
- viii) Once the vote on a resolution stated in this notice is cast by unitholder through remote e-voting, the unitholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The unitholders who have cast their vote by remote e-voting may also attend the EM, however such unitholder shall not be allowed to vote again during the EM.
- ix) The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the EM will make a consolidated scrutinizer’s report and submit the same forthwith not later than 48 hours of conclusion of the EM to the Chairperson of the Manager or a person authorized by him in writing, who shall countersign the same.
- ix) The results declared along with the consolidated scrutinizer’s report shall be hosted on the website of the Brookfield India REIT i.e. <https://www.brookfieldindiareit.in/investors> and on the website of Link Intime India Private Limited i.e., <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
- The resolutions shall be deemed to be passed at the principal place of business on the date of the EM, subject to receipt of the requisite number of votes in favour of the resolutions

INFORMATION AT GLANCE

Particulars	Details
Time, Day and Date of EM	11:00 AM IST Saturday, August 26, 2023
Mode	Video Conferencing and other audio-visuals means Participation through video conferencing
Helpline number for VC participation	Contact No. – 022 49186175 Email id – instameet@linkintime.co.in
Cut-off date for e-voting	Saturday, August 19, 2023
E-voting start time and date	9:00 am, Wednesday, August 23, 2023
E-voting end time and date	5:00 pm, Friday, August 25, 2023
EVENT No.	230306
Last date of sending question/queries in respect to notice	Tuesday, August 22, 2023
Name, address and contact details of Registrar and Transfer Agent and e-voting service provider	Mr. Ashish Upadhyay Associate -Technology Group Link Intime India Pvt. Ltd C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Email ID: enotices@linkintime.co.in Contact No. +91 22 49186000 (Extn: 2711)
Website of Brookfield India REIT and stock exchanges where notice along with the transaction document of unitholders meeting are available	A copy of this notice and transaction document is available on the website of Brookfield India REIT viz https://www.brookfieldindiareit.in/investors , and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com , respectively. The EM Notice will also be available on the website of Link Intime India Private Limited at instavote.linkintime.co.in .