

Brookfield

India Real Estate Trust

BROOKFIELD INDIA REAL ESTATE TRUST

(Registered in the Republic of India as a contributory, determinate and irrevocable trust on July 17, 2020 at Mumbai, India under the Indian Trusts Act, 1882 and as a real estate investment trust on September 14, 2020 at Mumbai 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; Tel: +91 22 6600 0700; Fax: +91 22 6600 0777; Compliance Officer: Ruhi Goswami; E-mail: reit.compliance@brookfield.com; Website: brookfieldindiareit.in

TRUSTEE	SPONSOR	MANAGER
 AXIS TRUSTEE	Brookfield	Brookfield Properties
Axis Trustee Services Limited	BSREP India Office Holdings V Pte. Ltd.	Brookprop Management Services Private Limited

Initial public offer of up to $\lceil \cdot \rceil$ Units (as defined hereinafter) of Brookfield India Real Estate Trust (the “Brookfield REIT”) for cash at a price of ₹ $\lceil \cdot \rceil$ per Unit aggregating up to ₹ 38,000 million (the “Issue”). The Issue is being undertaken in reliance upon Regulation 14(1) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended (the “REIT Regulations”). The Issue will constitute $\lceil \cdot \rceil\%$ of the issued and paid-up Units on a post-Issue basis in accordance with Regulation 14(2A) of the REIT Regulations.

Institutional Investor Portion : Not More than 75% of the Issue

Non-Institutional Investor Portion: Not less than 25% of the Issue

Price Band: ₹ 274 to ₹ 275 per Unit

Bids can be made for a minimum of 200 Units and in multiples of 200 Units thereafter by Bidders other than Anchor Investors

ASBA[#]	Simple, Safe, Smart way of Application!!!	[#] Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. Mandatory in public issues. No cheque will be accepted.
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Risks to Investors:

1. The Manager of the Brookfield REIT may not be able to make distributions to the Unitholders in the manner described in the Offer Document or at all, and the quantum of distributions may decrease.
2. Brookfield REIT has no operating history and may not be able to operate its business successfully, achieve its business objectives or generate sufficient cash flows to make or sustain distributions. Further, the Condensed Combined Financial Statements included in the Offer Document may not accurately reflect its future financial position, results of operation and cash flows.
3. The extent to which the Coronavirus disease (COVID-19) may affect Brookfield REIT's business and operations in the future is uncertain and cannot be predicted.

Credit Rating : Brookfield REIT has been assigned a corporate credit rating of ‘Provisional CCR AAA/Stable’ by CRISIL Limited.

BID/ISSUE PROGRAM	OPENS TODAY
	CLOSES ON FRIDAY, FEBRUARY 5, 2021

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least one Working Day, and in case of force majeure, banking strike or similar circumstances, for reasons to be recorded in writing, the Bid/Issue Period will be extended for a minimum period of three Working Days, subject to the total Bid/Issue Period not exceeding 30 days, provided that there shall not be more than two revisions to the Price Band during the Bid/Issue Period. Any revision to the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges during the Bid/Issue Period and by indicating the change on the respective websites of the Brookfield REIT, the Sponsor, the Manager and the Stock Exchanges.

The Issue is being made through the Book Building Process and in compliance with the REIT Regulations and the SEBI Guidelines (as defined hereafter), wherein not more than 75% of the Issue shall be available for allocation on a proportionate basis to Institutional Investors, provided that the Manager may, in consultation with the Lead Managers, allocate up to 60% of the Institutional Investor Portion to Anchor Investors on a discretionary basis in accordance with the REIT Regulations and the SEBI Guidelines. Further, not less than 25% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors, in accordance with the REIT Regulations and the SEBI Guidelines, subject to valid Bids being received at or above the Issue Price. The Manager, in consultation with the Lead Managers, may retain oversubscription in the Issue in accordance with the REIT Regulations and the SEBI Guidelines. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank accounts which will be blocked by the Self Certified Syndicate Banks (“SCSBs”), to participate in the Issue. For details, see “Issue Procedure” beginning on page 294 of the Offer Document.

Bidders should note that on the basis of Bidders’ PAN, DP ID and Client ID provided by them in the Bid-cum-Application Form and as entered into the electronic bidding system of the Stock Exchanges by the Designated Intermediaries as the case may be, the Registrar will obtain from the Depository the demographic details including the Bidders’ address, occupation and bank account details (“Demographic Details”), from the Depository. The Demographic Details will be used for giving refunds and allocation advice (including through physical refund warrants, direct credit, NACH, NEFT and RTGS) to the Bidders. It is mandatory to provide the bank account details in the space provided in the Bid-cum-Application Form and Bid-cum-Application Forms that do not contain such details are liable to be rejected. Hence, Bidders are advised to immediately update their bank account details, PAN and Demographic Details as appearing on the records of the Depository Participant and ensure that they are true and correct. Accordingly, Bidders should carefully fill in their depository account details in the Bid-cum-Application Form. Any delay in dispatch/credit of refunds, resulting from failure to update the Demographic Details would be at the Bidders’ sole risk and none of the Lead Managers, the Registrar, the Escrow Collection Banks, the SCSBs, the Manager or the Trustee will have any responsibility or undertake any liability for this.

By signing the Bid-cum-Application Form, the Bidder is deemed to have authorized the Depositories to provide to the Registrar, on request, the required Demographic Details as available in their records. Bids with no corresponding record available with the Depositories matching the three parameters (namely, Bidder’s PAN (in case of joint Bids, PAN of First Bidder), the DP ID and Client ID), are liable to be rejected.

Listing: The Units are proposed to be listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, together with BSE, the “Stock Exchanges”). The Brookfield REIT has received in-principle approvals from BSE and NSE for listing of the Units pursuant to letters dated November 2, 2020 and November 5, 2020, respectively. BSE is the Designated Stock Exchange for the Issue.

SEBI Disclaimer: It is to be distinctly understood that submission of the Offer Document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made or for the correctness of the statements made or opinions expressed in the Offer Document.

NSE Disclaimer: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer clause of NSE.

BSE Disclaimer (Designated Stock Exchange) : It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Offer Document has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer clause of the BSE Limited.

General Risks: Investments in the Units involves a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Prospective investors are advised to read the “Risk Factors” beginning on page 30 of the Offer Document carefully before taking an investment decision with respect to the Issue. For taking such investment decision, prospective investors must rely on their own examination of the Brookfield REIT and the Issue including the risks involved. Each prospective investor is advised to consult its own advisors in respect of the consequences of an investment in the Units being issued pursuant to this Offer Document.

The Offer Document has been prepared by the Manager solely for providing information in connection with the Issue and a copy of the Offer Document has been delivered to the Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges. However, the Units have not been recommended or approved by SEBI and the Stock Exchanges and nor do SEBI or the Stock Exchanges guarantee the accuracy or adequacy of any statements made, opinions expressed or reports contained herein and accordingly, admission of the Units to be allotted pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of the Brookfield REIT or of the Units.

GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER	COMPLIANCE OFFICER	
 Morgan Stanley	 BofA SECURITIES	 citi	 HSBC	 LINKIntime	 Ruhi Goswami Candor TechSpace IT/ITES SEZ Building 5A (Tower 10), Sector 48, Tikri (Near Subhash Chowk), Gurugram 122 018, Haryana, India Tel: +91 124 3821 400 Fax: +91 124 3821 499 E-mail: ruhi.goswami@brookfieldproperties.com Website: brookfieldindiareit.in	
Morgan Stanley India Company Private Limited 18th Floor, Tower 2, One World Centre, Plot - 841, Jupiter Textile Mill Compound, Senapati Bapat Marg Lower Parel, Mumbai 400 013, Maharashtra, India Tel: +91 22 6118 1000 Fax: +91 22 6118 1040 E-mail: brookfieldreit@morganstanley.com Investor grievance e-mail: investors_india@morganstanley.com Website: www.morganstanley.com Contact Person: Ayushee Thakral SEBI Registration No.: INM000011203	BofA Securities India Limited Ground Floor, "A" Wing, One BKC, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India Tel: +91 22 6632 8000 Fax: +91 22 6776 2343 E-mail: dg.brookfield_reit@bofa.com Investor grievance e-mail: dg.india_merchantbanking@bofa.com Website: www.ml-india.com Contact Person: Vivek Arora SEBI Registration No.: INM000011625	Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block, C54 & 55, Bandra Kurla Complex, Bandra (East), Mumbai 400 098, Maharashtra, India Tel: +91 22 6175 9999 Fax: +91 22 6175 9898 E-mail: brookfield.ipo.2020@citici.com Investor grievance e-mail: investors.cgmib@citici.com Website: www.online.citibank.co.in/rhtml/citigroupglobalscreen1.htm Contact Person: Abhijay Thacker SEBI Registration No.: INM000010718	HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Maharashtra, India Tel: +91 22 2268 5555 Fax: +91 22 6653 6207 E-mail: brookfieldreitipo@hsbc.co.in Investor grievance e-mail: investorgrivance@hsbc.co.in Website: https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback Contact Person: Sanjana Maniar/ Rishraj Singh SEBI Registration No.: INM000010353	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bhadur Shastri Marg Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel: +91 22 4918 6200 Fax: +91 22 4918 6195 E-mail: brookfield.reit@linkintime.co.in Investor grievance e-mail: brookfield.reit@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058	Bidders can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice/letter of Allotment, non-credit of Allotted Units in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.	
BOOK RUNNING LEAD MANAGERS						
 AMBIT Acumen at work	 AXIS CAPITAL	 IIFL SECURITIES	 JM FINANCIAL	 J.P.Morgan	 kotak Investment Banking	
Ambit Private Limited Ambit House, 449, Senapati Bapat Marg Lower Parel, Mumbai 400 013, Maharashtra, India Tel: +91 22 3982 1819 Fax: +91 22 3982 3020 E-mail: brookfieldreit@ambit.co Investor grievance e-mail: customerserviceamb@ambit.co Website: www.ambit.co Contact Person: Praveen Sangal SEBI Registration No.: INM000010585	Axis Capital Limited 1 st Floor, Axis House, C-2 Wadia International Centre, Pandurang Budhkar Marg, Worli Mumbai 400 025, Maharashtra, India Tel: +91 22 4325 2183 Fax: +91 22 4325 3000 E-mail: brookfieldreit.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Mayuri Arya SEBI Registration No.: INM000012029	IIFL Securities Limited 10 th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4600 Fax: +91 22 2493 1073 E-mail: brookfieldreit@iiflcap.com Investor grievance e-mail: ig_ib@iiflcap.com Website: www.iiflcap.com Contact Person: Nishita Mody/ Koustav Pal SEBI Registration No.: INM000010940	JM Financial Limited 7th Floor, Cynergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India Tel: +91 22 6630 3030 Fax: +91 22 6630 3330 E-mail: brookfield.reit@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com Website: www.jmfl.com Contact Person: Gitesh Vargantwar SEBI Registration No.: INM000010361	J.P. Morgan India Private Limited J.P. Morgan Tower, Off. C.S.T. Road Kalina, Santacruz (East), Mumbai 400 098 Maharashtra, India Tel: +91 22 6157 3000 Fax: +91 22 6157 3911 E-mail: brookfieldreit_ipo@jpmorgan.com Investor grievance e-mail: investorsmb.jmipml@jpmorgan.com Website: www.jpmipml.com Contact Person: Shagun Gupta SEBI Registration No.: INM000002970	Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: brookfieldreit@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade Mumbai 400 005, Maharashtra, India Tel: +91 22 2217 8300 Fax: +91 22 2218 8332 E-mail: brookfieldreit@sbicaps.com Investor grievance e-mail: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Aditya Deshpande SEBI Registration No.: INM000003531

AVAILABILITY OF THE OFFER DOCUMENT : Investors are advised to refer to the Offer Document and the Risk Factors section on page 30 of the Offer Document, contained therein before applying in the Issue. The Offer Document is available on the website of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, NSE at www.nseindia.com and at the websites of the Global Coordinators And Book Running Lead Managers (“GCBRLMs”), i.e. at www.morganstanley.com, www.ml-india.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback and websites of the Book Running Lead Managers (“BRLMs”, and the GCBRLMs and BRLMs are together referred to as the “Lead Managers”), i.e. www.ambit.co, www.axiscapital.co.in, www.iiflcap.com, www.jmfli.com, www.jmipml.com, www.investmentbank.kotak.com and www.sbicaps.com, respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-cum-Application Forms can be obtained from the principal place of business of **BROOKFIELD INDIA REAL ESTATE TRUST**, Tel: +91 22 6600 0700; Fax: +91 22 6600 0777, at the offices of the GCBRLMs : **Morgan Stanley India Company Private Limited**, Tel: +91 22 6118 1000, Fax: +91 22 6118 1040; **BofA Securities India Limited**, Tel: +91 22 6632 8000, Fax: +91 22 6776 2343; **Citigroup Global Markets India Private Limited**, Tel: +91 22 6175 9999, Fax: +91 22 6175 9898; **HSBC Securities and Capital Markets (India) Private Limited**, Tel: +91 22 2268 5555, Fax: +91 22 6653 6207 and **BRLMs** : **Ambit Private Limited**, Tel: +91 22 3982 1819, Fax: +91 22 3982 3020; **Axis Capital Limited**, Tel: +91 22 4325 2183, Fax: +91 22 4325 3000; **IIFL Securities Limited**, Tel: +91 22 4646 4600, Fax: +91 22 2493 1073; **JM Financial Limited**, Tel: +91 22 6630 3030, Fax: +91 22 6630 3330; **J.P. Morgan India Private Limited**, Tel: +91 22 6157 3000, Fax: +91 22 6157 3911; **Kotak Mahindra Capital Company Limited**, Tel: +91 22 4336 0000, Fax: +91 22 6713 2447 and **SBI Capital Markets Limited**, Tel: +91 22 2218 8332 and the **Syndicate Members** : **Ambit Capital Private Limited**, Tel: +91 22 6623 3000, Fax: +91 22 6623 3100; **IIFL Securities Limited**, Tel: +91 22 3929 4000/4103 5000, Fax: +91 22 2580 6654; **Investec Capital Services (India) Private Limited**, Tel: +91 22 6849 7509; **Kotak Securities Limited**, Tel: +91 22 6218 5470; **JM Financial Services Limited**, Tel: +91 22 6136 3400, Fax: N.A. and **SBICAP Securities Limited**, Tel: +91 22 4227 3300, and at the select locations of the sub-syndicate Members, SCSBs, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-Application Forms will also be available on the websites of the Stock Exchanges and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors other than Anchor Investors have to apply through the ASBA process. For details on the ASBA process, please refer to the details given in the ASBA Form and the Abridged Offer Document and also please refer to the section entitled “Issue Procedure” beginning on page 298 of the Offer Document. ASBA Forms can also be downloaded from the websites of the Stock Exchanges. ASBA Form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Forms can be obtained from Members of the Syndicate, Registered Brokers from list provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipo/ipomem_terminal.htm, respectively, RTAs and CDPs from the list provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtAdp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm, respectively.

Sub-syndicate Members: Achivers Equities Ltd., Almondz Global Securities Limited, Amrapali Capital & Finance Services Ltd., Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt. Ltd., Ashwani Dandia & Co., Axis Securities Limited, Bajaj Financial Securities, Centrum Broking Limited, Edelweiss Broking Limited, Globe Capital Market Limited, G Raj & Co. (Consultants) Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Ltd., Jhaveri Securities, JM Financial Services Limited, Kalpataru Multiplier Ltd., KJMC Capital Market Services Limited, LKP Securities Limited, Marwadi Shares & Finance, Motilal Oswal Securities Limited, Nirmal Bang Securities Pvt Limited, Patel Wealth Advisors Pvt Ltd., Prabhudas Lilladhar Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited, Religare Securities Limited, RRR Equity Brokers Private Limited, SAFAL Capital (INDIA) Limited, Sharekhan Limited, SMC Global Securities Ltd, Systematix Shares & Stocks (India) Limited, Tanna Financial Services and YES Securities (India) Limited.

Escrow Collection Bank, Public Issue Account Bank, Refund Bank, and Banker to the Offer: Kotak Mahindra Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Document.

Place : Gurugram
Date : February 2, 2021

BROOKFIELD INDIA REAL ESTATE TRUST, acting through its Manager, is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Units representing an undivided beneficial interest in Brookfield India Real Estate Trust, and has filed the Offer Document with SEBI and the Stock Exchanges. The Offer Document is available on the website of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, NSE at www.nseindia.com as well as on the websites of GCBRLMs, i.e. www.morganstanley.com, www.ml-india.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback and websites of BRLMs, i.e. www.ambit.co, www.axiscapital.co.in, www.iiflcap.com, www.jmfli.com, www.jmipml.com, www.investmentbank.kotak.com and www.sbicaps.com, respectively. Potential investors should note that investment in the Units involves a degree of risk, and for details relating to the same, should refer to the section “Risk Factors” beginning on page 30 of the Offer Document.

This announcement has been prepared for publication in India and may not be released in the United States. This announcement is not an offer to sell, nor a solicitation of any offer to buy, securities of Brookfield India Real Estate Trust in the United States. The Units have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Units are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to section 4(a) of the U.S. Securities Act or another available exemption from the registration requirements of the U.S. Securities Act.

On behalf of **BROOKFIELD INDIA REAL ESTATE TRUST**
BROOKPROP MANAGEMENT SERVICES PRIVATE LIMITED
Sd/-
Compliance Officer