

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: 1st Floor, Asset No. 8, Unit No. 101, Worldmark-2, Hospitality District Aerocity, IGI Airport, New Delhi 110037

Compliance Officer: Mr. Saurabh Jain

Tel: +91 11 4929 5555; **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”) (THE “UNITHOLDERS”) WILL BE HELD ON FRIDAY, JUNE 14, 2024 AT 04:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) 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 4,09,30,000 UNITS OF BROOKFIELD INDIA REAL ESTATE TRUST.

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 provisions of Chapter 10 of the master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated May 15, 2024 (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 in the capacity of Manager of Brookfield India REIT (**“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 4,09,30,000 Units at a price of Rs. 300 per unit (*which is in compliance with the guidelines for*

calculating minimum issue price as per paragraph 10.5.1 of REIT Master Circular) to (i) Bharti (SBM) Holdings Private Limited, (ii) Bharti (RM) Holdings Private Limited, (iii) Bharti (RBM) Holdings Private Limited, (iv) Bharti (Satya) Trustees Private Limited on behalf of Bharti (Satya) Family Trust, (v) Bharti Enterprises Limited (“**BEL**”), (vi) Bharti (SBM) Holdings Private Limited jointly with Sunil Bharti Mittal (vii) Bharti (RM) Holdings Private Limited jointly with Rakesh Bharti Mittal and (viii) Bharti (RBM) Holdings Private Limited jointly with Rajan Bharti Mittal (collectively, the “**Bharti Sellers**”) as per the details given in the explanatory statement, on a preferential basis (the “**Preferential Issue**”), as consideration other than cash, for the purchase consideration payable for the acquisition of 50% (Fifty Percent) of equity share capital consisting of 3,28,48,620 number of equity shares of face value of Rs. 10 each of Rostrum Realty Private Limited (“**Rostrum**”) from the Bharti Sellers by the Brookfield India REIT (the “**Proposed Transaction**”), as further explained in the explanatory statement, based on the acquisition price of ₹ 12,279 million (Indian Rupees Twelve Thousand Two Hundred Seventy Nine Million), is as per the share purchase agreement and other transaction documents as amended, supplemented or modified, entered into with Bharti Sellers, which has been calculated based on valuation by Ms. L. Anuradha, independent valuer of Brookfield India REIT and after taking into consideration of adjustment in relation to net debt, security deposit, other net liabilities and other adjustment as agreed between the parties, if any.

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 relevant date for purposes of pricing of the Units to be issued shall be May 15, 2024, i.e., the date 30 (Thirty) days prior to the date on which the meeting of the Unitholders is to be held to consider the Preferential Issue in accordance with the REIT Master Circular.
- the Units shall be allotted in dematerialized form 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 agreements, etc.;
- 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 consent of the Unitholders be and is hereby accorded and the Board of the Manager (including any committee(s) thereof) be and is hereby also 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 with respect to the Proposed Transaction, execution of various agreements with respect to the Proposed Transaction, including share purchase agreement, shareholders agreement, property management agreement, to give effect to this resolution 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 the Proposed Transaction and 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, 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 and financial 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) related to Proposed Transaction and Preferential Issue, 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, 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 Proposed Transaction and Preferential Issue, 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
Company Secretary and Compliance Officer
Date: May 15, 2024
Place: New Delhi**

EXPLANATORY STATEMENT
Item No. 1
Proposed Transaction

In order to expand the existing portfolio of properties and to diversify the geographical locations of existing portfolio of properties, Brookfield India REIT proposes to acquire 50% of the equity share capital (on a fully diluted basis) of Rostrum Realty Private Limited (“**Rostrum**”) comprising 3,28,48,620 equity shares of Rostrum, from (i) Bharti (SBM) Holdings Private Limited, (ii) Bharti (RM) Holdings Private Limited, (iii) Bharti (RBM) Holdings Private Limited, (iv) Bharti (Satya) Trustees Private Limited on behalf of Bharti (Satya) Family Trust, (v) Bharti Enterprises Limited (“**BEL**”), (vi) Bharti (SBM) Holdings Private Limited jointly with Sunil Bharti Mittal (vii) Bharti (RM) Holdings Private Limited jointly with Rakesh Bharti Mittal and (viii) Bharti (RBM) Holdings Private Limited jointly with Rajan Bharti Mittal (collectively, the “**Bharti Sellers**”).

Presently, the following properties, totaling to approximately 3.3 million square feet (Msf) of area 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 are owned, operate and managed by the Rostrum directly and through its subsidiaries (i) Oak Infrastructure Developers Limited (“**Oak**”); (ii) Aspen Buildtech Limited (“**ABL**”); and (iii) Arnon Builders & Developers Limited (“**Arnon**”) (collectively “**Target Subsidiaries**”)

S. No.	Property Owner	Property description
1.	Rostrum	<p>Pavilion Mall: comprising a building made up of three basements and 10 upper floors having leasable area of 389,588 sf located on land admeasuring 2.47 acres situated at Old Session Court, Near Fountain Chowk, Ludhiana, Punjab.</p> <p>Airtel Center: developed over 4.6 acres comprising a building made up of three basements, lower and upper ground floors, and six upper floors having leasable area of 692,586 sf situated at Plot No. 16, Udyog Vihar, Phase-IV, Gurgaon, Haryana.</p>
2.	Oak	<p>Worldmark 2: Property built on Asset Area 8, Aerocity, Hospitality District, IGI Airport, New Delhi admeasuring 2.3 acres with building comprising three basements, ground floor, and six upper floors having leasable area of 432,652 sf, held by Oak.</p> <p>Worldmark 3: Property built on Asset Area 7, Aerocity, Hospitality District, IGI Airport, New Delhi admeasuring 2.2 acres with building comprising three basements, ground floor, and six upper floors having leasable area of 413,584 sf, held by Oak.</p>
3.	ABL	<p>Worldmark 1: Property built on Asset Area 11, Aerocity, Hospitality District, IGI Airport, New Delhi admeasuring 3.1 acres with building comprising three basements, ground floor, and six upper floors having leasable area of 607,890 sf, held by ABL.</p>
4.	Arnon	<p>Worldmark Gurgaon: Commercial complex developed over plot of land admeasuring 6.7 acres situated at village Maidawas, Sector 65, Gurugram, Haryana with building comprising three towers, multiplex, and central court kiosk having leasable area of 751,397 sf, held by Arnon.</p>

The purchase consideration for the Proposed Transaction is ₹ 12,279 million (Indian Rupees Twelve Thousand Two Hundred Seventy-Nine Million) as per the share purchase agreement and other transaction documents each as amended, supplemented, or modified, entered into with Bharti Sellers, which has been calculated based on valuation by Ms. L. Anuradha, independent valuer of Brookfield India REIT and after taking into consideration of adjustment in relation to net debt, security deposit, other net liabilities and other adjustment as agreed between the parties, if any.

The purchase consideration will be paid by Brookfield India REIT by issuing 4,09,30,000 number of new Units through a preferential issue of units of the Brookfield India REIT (“Units”) to Bharti Sellers at a price of Rs. 300 per unit on a preferential basis (“**Preferential Issue**”) as per the details given below, subject to and in accordance with the terms of the share purchase agreement and other transaction document(s), as amended, supplemented or modified, entered into with Bharti Sellers, the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, together with the notifications, circulars, guidelines and clarifications issued thereunder, each as amended from time to time (“**REIT Regulations**”) and provisions of Chapter 10 of the master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated May 15, 2024 (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 circulars issued from time to time (collectively the “**Circular**”) and other applicable law.

The Units of the Brookfield India REIT are frequently traded and the minimum price for the Preferential Issue as per the Clause 10.5.1 of REIT Master Circular on basis of the higher of the volume weightage average price of the Units during (i) the 90 trading days preceding the relevant date; or (ii) the 10 trading days preceding the relevant date based on the National Stock Exchange of India Limited being the relevant stock exchange is Rs. 253.16 per unit.

Name of Proposed Allottees	No. of units of Brookfield India REIT to be issued	No of Shares of Rostrum to be acquired
Bharti Enterprises Limited	15,324,312	12,298,620
Bharti (SBM) Holdings Private Limited	10,242,274	8,219,999
Bharti (RM) Holdings Private Limited	6,401,416	5,137,495
Bharti (RBM) Holdings Private Limited	6,401,416	5,137,495
Bharti (Satya) Trustees Private Limited on behalf of Bharti (Satya) Family Trust.	2,560,579	2,055,008
Bharti (RM) Holdings Private Limited jointly with Rakesh Bharti Mittal	1	1
Bharti (RBM) Holdings Private Limited jointly with Rajan Bharti Mittal	1	1
Bharti (SBM) Holdings Private Limited jointly with Sunil Bharti Mittal	1	1
Total	40,930,000	32,848,620*

* Currently, the Bharti Sellers holds a 49% stake in the Rostrum (i.e., 31,560,440 Equity Shares). Prior to the Closing (as defined in the share purchase agreement), the Bharti Sellers will subscribe to additional Equity Shares to hold 50% stake in the Rostrum (i.e., 32,848,620 Equity Shares), which are proposed to be acquired by the Brookfield India REIT.

Further, as part of the acquisition, Rostrum and Target Subsidiaries will also entering into a property management agreement with Brookprop Property Management Services Private Limited for the management of the properties owned by Rostrum and Target Subsidiaries.

No acquisition fee is payable to the Manager for the acquisition of Rostrum.

Since the acquisition price of Rostrum is not greater than one hundred and ten percent of the valuation assessed by the independent valuer in terms of Regulation 21 of the REIT Regulations and Proposed

Transaction is not a related party to the Brookfield India REIT, the approval of the unitholders under Regulation 19(5)(b)(i) and Regulation 21(8)(b)(ii) of the REIT Regulations is not required.

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 Bharti Sellers is in exchange for the purchase of their 50% equity shareholding in Rostrum by Brookfield India REIT as explained above.
2. **NAV of the REIT:** Rs. 332.60 per unit (as of March 31, 2024).
3. **Maximum number of units to be issued:** The maximum number of units to be issued in the Preferential Issue is upto 4,09,30,000 units in the proportion of the equity shares held by Bharti Sellers in the Rostrum, as explained in the above table.
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. 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-I** for the pre-preferential issue Unitholding Pattern 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):**

Proposed Allottees	Ultimate Beneficial Owners of the units proposed to be allotted and/or who are ultimately control the proposed allottee(s)
Bharti Enterprises Limited	Bharti Enterprises Limited is ultimately held by private trusts of Bharti family, with Mr. Sunil Bharti Mittal's family trust effectively controlling the said company.
Bharti (SBM) Holdings Private Limited	Sunil Bharti Mittal Nyna Mittal
Bharti (RM) Holdings Private Limited	Rakesh Bharti Mittal Deepika Mittal
Bharti (RBM) Holdings Private Limited	Rajan Bharti Mittal Armaan Bharti Mittal
Bharti (Satya) Trustees Private Limited on behalf of Bharti (Satya) Family Trust.	Bharti (Satya) Trustees Private Limited
Bharti (RM) Holdings Private Limited jointly with Rakesh Bharti Mittal	Rakesh Bharti Mittal Deepika Mittal
Bharti (RBM) Holdings Private Limited jointly with Rajan Bharti Mittal	Rajan Bharti Mittal Armaan Bharti Mittal
Bharti (SBM) Holdings Private Limited jointly with Sunil Bharti Mittal	Sunil Bharti Mittal Nyna Mittal

Pursuant to para 10.2.1 of the REIT Master Circular, a resolution of the existing Unitholders of the Brookfield India REIT approving the preferential issue is required in accordance with Regulation 22(6) of the REIT Regulations.

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. Further, none of the directors or key managerial personnel of Axis Trustee Services Limited ("**Trustee**") are interested in the above resolution.

The Board of the Manager in its meeting held on May 15, 2024, has approved the Proposed Transaction and Preferential Issue and 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.

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

Sd/-

Saurabh Jain

Company Secretary and Compliance Officer

Date: May 15, 2024

Place: New Delhi

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	0.95	-	-	-	-
(e)	Any Other (Bodies Corporates)	188,591,930	42.95	20,768,168	11.01	160,431,434	85.07
	Sub-Total (A) (2)	192,780,217	43.90	20,768,168	10.77	160,431,434	83.22
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	192,780,217	43.90	20,768,168	10.77	160,431,434	83.22
(B)	Public Holding						
(1)	Institutions						
(a)	Mutual Funds	49,665,236	11.31				
(b)	Financial Institutions/Banks	18,362,139	4.18				
(c)	Central/State Govt.	-	-				
(d)	Venture Capital Funds	-	-				
(e)	Insurance Companies	54,745,680	12.47				
(f)	Provident/pension funds	70,000.00	0.02				
(g)	Foreign Portfolio Investors	37,100,943	8.45				
(h)	Foreign Venture Capital investors	-	-				
(i)	Any Other (specify)	-	-				
	Bodies Corporates	-	-				

	Alternative Investment Fund	7,990,432	1.82				
#	Systemically Important NBFCs	1,530,400	0.35				
	Sub-Total (B) (1)	169,464,830	38.59				
(2)	Non-Institutions						
(a)	Central Government/ State Governments(s)/ President of India						
(b)	Individuals	38,117,786	8.68				
(c)	NBFCs registered with RBI	525,800	0.12				
(d)	Any Other (specify)	-	-				
	Trusts	17,000	0.00				
	Hindu Undivided Family	1,187,536	0.27				
	Non-Resident Indians (Repat)	620,307	0.14				
	Non-Resident Indians (Non-Repat)	896,640	0.20				
	Clearing Members	2,639	0.00				
	Bodies Corporates	34,216,824	7.79				
	Body Corporate - Ltd Liability Partnership	1,255,510	0.29				
	Foreign Portfolio Investor (Individual)	133	0.00				
	Sub- Total (B) (2)	76,840,175	17.50				
	Total Public Unitholding (B) = (B)(1)+(B)(2)	246,305,005	56.10				
	Total Units Outstanding (C) = (A) + (B)	439,085,222	100.00				

#The depository data/benpos does not provide classification of systemically important NBFC/ non systemically important NBFCs. Since systemically important NBFCs fall within the definition of institutional investors, based on publicly available information on the Reserve Bank of India website, systemically important NBFC unitholders have been categorized as Institutions based on the data received from Registrar & Transfer Agent.

@The percentage unitholding is rounded off to the nearest multiple.

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	0.87	-	-	-	-
(e)	Any Other (Bodies Corporates)	188,591,930	39.29	20,768,168	11.01	160,431,434	85.07
	Sub-Total (A) (2)	192,780,217	40.16	20,768,168	10.77	160,431,434	83.22
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1)+(A)(2)	192,780,217	40.16	20,768,168	10.77	160,431,434	83.22
(B)	Public Holding						
(1)	Institutions						
(a)	Mutual Funds	49,665,236	10.35				
(b)	Financial Institutions/Banks	18,362,139	3.83				
(c)	Central/State Govt.	-					
(d)	Venture Capital Funds	-					
(e)	Insurance Companies	54,745,680	11.40				
(f)	Provident/pension funds	70,000	0.01				
(g)	Foreign Portfolio Investors	37,100,943	7.73				

(h)	Foreign Venture Capital investors	-	-				
(i)	Any Other (specify)	-	-				
	Bodies Corporates	-	-				
	Alternative Investment Fund	7,990,432	1.66				
#	Systemically Important NBFCs	1,530,400	0.32				
	Sub-Total (B) (1)	169,464,830	35.30				
(2)	Non-Institutions						
(a)	Central Government/State Governments(s)/President of India						
(b)	Individuals	38,117,786	7.94				
(c)	NBFCs registered with RBI	525,800	0.11				
(d)	Any Other (specify)	-	-				
	Trusts	17,000	0.00				
	Hindu Undivided Family	1,187,536	0.25				
	Non Resident Indians (Repat)	620,307	0.13				
	Non Resident Indians (Non Repat)	896,640	0.19				
	Clearing Members	2,639	0.00				
	Bodies Corporates	75,146,824	15.66				
	Body Corporate - Ltd Liability Partnership	1,255,510	0.26				
	Foreign Portfolio Investor (Individual)	133	0.00				
	Sub- Total (B) (2)	11,77,70,175	24.54				
	Total Public Unit holding (B) = (B)(1)+(B)(2)	28,72,35,005	59.84				
	Total Units Outstanding (C) = (A) + (B)	48,00,15,222	100.00				

#The depository data/benpos does not provide classification of systemically important NBFC/ non systemically important NBFCs. Since systemically important NBFCs fall within the definition of institutional investors, based on publicly available information on the Reserve Bank of India website, systemically important NBFC unitholders have been categorized as Institutions based on the data received from Registrar & Transfer Agent.

@The percentage unitholding is rounded off to the nearest multiple.

Notes:

1. In order to allow maximum participation of unit holders in the meeting and for better governance, SEBI vide master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated May 15, 2024 issued by the SEBI (“**REIT Master 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 with a facility of two-way teleconferencing.

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 Friday, June 7, 2024, (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:

The 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-A, or;**
 - (ii) Procedure and Instructions for “Remote e-voting” as **Annexure-B.**
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., Friday, June 7, 2024, will be entitled to cast their votes by Remote e-voting as well as voting in the EM.
 3. 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.
 4. Unitholders may note that pursuant to the REIT Master Circular, the Notice of the EM is sent in electronic form only to those Unitholders whose email addresses are registered with the Registrar and Share Transfer Agent of Brookfield India REIT, National Securities and Depositories Limited (“**NSDL**”) and Central Depository (India) Services Limited (“**CDSL**”) (“**Depositories**”). Further, the Notice of the EM along with the explanatory statement and other documents are also being uploaded on the website of following.

Entity	Link for Website
Brookfield India Real Estate Trust (“ Brookfield India REIT ”)	https://www.brookfieldindiareit.in/investors
National Stock Exchange of India Limited	www.nseindia.com
BSE Limited	www.bseindia.com
Link Intime India Private Limited, Registrar and Share Transfer Agent acting as agency for providing the Remote e-Voting facility to Brookfield India REIT	instavote.linkintime.co.in

5. Unitholders may note that in accordance with the Chapter 9 of REIT Master Circular, 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 to cast vote through remote e-voting 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-A** 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 meeting, and hence, the proxy form, attendance slip and route map are not annexed to the Notice of this meeting.
7. The transaction document dated May 15, 2024 ("**Transaction Document**") is available at the investor relations page of Brookfield India REIT website at <https://www.brookfieldindiareit.in/investors>.
8. **The explanatory statement setting out material facts, relating to business to be transacted at the extraordinary meeting is annexed hereto and forms part of this Notice. The explanatory statement is to be read along with the Transaction Document.**
9. Unitholders should read this notice and the explanatory statement together with the Transaction Document.
10. Valuation reports dated May 15, 2024, issued by Ms. L Anuradha, the independent valuer of the Brookfield India REIT (with the independent property consultant review services undertaken by Cushman & Wakefield (India) Private Limited), a valuer as defined under the REIT Regulations received in connection with the Proposed Transaction are annexed with the Transaction Document and are available at the investor relations page of Brookfield India REIT website (www.brookfieldindiareit.in/investors).
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. 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.
16. **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 05:00 P.M. (IST) on Monday, June 10, 2024, shall be considered and responded during the EM at the discretion of the Manager 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.

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

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 Number.:** 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)/Brookfield India REIT 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/Brookfield India REIT.

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 DP and Client ID 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-B**INSTRUCTIONS FOR REMOTE E-VOTING FOR INDIVIDUAL UNITHOLDERS. THE UNITHOLDERS MAY USE ANY ONE METHOD.**

As per the SEBI circular dated December 9, 2020 on e-voting facility, all 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.

A. UNITHOLDERS HAVING CDSL AS THEIR DEPOSITORY: TO FOLLOW THE BELOW PROCESS:***METHOD 1 – From Easi/Easiest facility provided by CDSL*****➤ Users registered/opted for Easi/Easiest**

- (i) The URL for users to login to Easi/Easiest is <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**, for voting during the remote e-voting period.
- (v) Click on the “**LINKINTIME/Brookfield India REIT**” and you will be redirected to “**InstaVote**” website for casting the vote during the remote e-voting period.

➤ Users not registered for Easi/Easiest

- (i) The option to register is available at below link- <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 “**LINKINTIME/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 “**LINKINTIME/Brookfield India REIT**” link where the evoting is in progress.

B. UNITHOLDERS HAVING NSDL AS THEIR DEPOSITORY: TO FOLLOW THE BELOW PROCESS.***METHOD 1 – From IDeAS facility provided by NSDL*****➤ Users registered/opted for IDeAS**

- (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 InstaVote website for casting the vote during the remote e-voting period.

➤ **Users not registered for IDeAS**

- (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 InstaVote 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 “**Access to e-voting page**”.
- (v) Click on “**Brookfield India REIT**” or “**LINKINTIME**” name and you will be redirected to Link Intime InstaVote website for casting your 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 –

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 evoting

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

METHOD 2 - 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 & evoting 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: Tuesday, June 11, 2024 at 9:00 A.M. (IST).
 - b) Day, date time of end of remote e-voting: Thursday, June 13, 2024 at 5:00 P.M (IST).
- 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 Friday, June 7, 2024. 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 evoting 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 evote 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 evoting during the EM will make a consolidated scrutinizer's report and submit the same forthwith not later than two (2) working days from the conclusion of the EM to the Chairperson of the Manager or a person authorized by him in writing, who shall countersign the same.
- x) 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	04:00 P.M. IST Friday, June 14, 2024
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	Friday, June 7, 2024
E-voting start time and date	09:00 A.M. (IST), Tuesday, June 11, 2024.
E-voting end time and date	05:00 P.M. (IST), Thursday, June 13, 2024.
EVENT No.	240182
Last date of sending question/queries in respect to notice	Monday, June 10, 2024
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 .