

November 6, 2024

BSE Limited

The Corporate Relations Department,
25th Floor, P J Towers, Dalal Street
Fort, Mumbai – 400 001

SCRIP CODE: 543261**SCRIP ID: BIRET****SCRIP CODE OF CP – 726939 & 727648****SCRIP ID OF CP – BIRET29424 &
BIRET16824****National Stock Exchange of India Limited**

The Corporate Relations Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai – 400 051

SYMBOL: BIRET**Sub: Outcome of meeting of Board of Directors of Brookprop Management Services Private Limited, the Manager to Brookfield India Real Estate Trust, held on November 6, 2024 - Financial Results**

Dear Sir/Ma'am,

We wish to inform you that Board of Directors of Brookprop Management Services Private Limited, the manager of Brookfield India Real Estate Trust ("**Brookfield India REIT**") at its meeting held on Wednesday, November 6, 2024, has, inter-alia:

1. Approved the unaudited condensed standalone financial statements and unaudited condensed consolidated financial statements of Brookfield India REIT for the quarter and half year ended September 30, 2024, duly reviewed by the Statutory Auditors.
2. Declared distribution of ₹ 2,208.07 million / ₹ 4.60 per unit for the quarter ended September 30, 2024. The distribution comprises of ₹ 796.82 million/ ₹ 1.66 per unit in the form of interest payment on shareholder loan, CCDs and NCDs, ₹ 1,142.44 million / ₹ 2.38 per unit in the form of repayment of SPV debt and NCDs, ₹ 244.81 million / ₹ 0.51 per unit in the form of dividend and the balance ₹ 24.00 million / ₹ 0.05 per unit in the form of interest on fixed deposit.
3. Declared Net Asset Value of ₹ 343.63 per unit (Rupees Three Hundred Forty-Three Sixty-Three Paise only) for Brookfield India REIT as on September 30, 2024, as per regulation 10 (22) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, based on the Valuation Report dated November 6, 2024, issued by Ms. L. Anuradha, the valuer of Brookfield India REIT. (Refer statement of net assets at fair value in the condensed standalone financial statements).

In compliance with the circular issued no. 20230315-41 issued by BSE dated March 15, 2023, and circular no. NSE/CML/2023/20 issued by NSE dated March 15, 2023, a copy of the unaudited condensed standalone financial statements and unaudited condensed consolidated financial statements of Brookfield India REIT for the quarter and half year ended September 30, 2024, and the reports of the Statutory Auditors have been annexed to this outcome as **Appendix I**.

The related party transactions during the quarter ended September 30, 2024, are set out in the unaudited condensed standalone financial statements (refer note no. 28) and unaudited condensed consolidated financial statements of Brookfield India REIT (refer note no. 41). The related party transactions on a consolidated basis (unaudited) for the period June 22, 2024 to September 30, 2024 of Rostrum Realty Private Limited (which is owned 50% by Brookfield India REIT) and its wholly owned subsidiaries, which are accounted for using the equity accounting method is also attached as **Appendix II**.

BROOKPROP MANAGEMENT SERVICES PRIVATE LIMITED (As Manager of Brookfield India Real Estate Trust)

Registered Office of Manager: Godrej BKC, Office No.2, 4th Floor, Plot C-68, 3rd Avenue, G-Block, Bandra Kurla Complex, Mumbai – 400051

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

T: +91 11 4929 5555; 022-45832450 E: reit.compliance@brookfield.com; reit.manager@brookfield.com

Website of Brookfield India Real Estate Trust: <https://www.brookfieldindiareit.in/> CIN: U74999MH2018FTC306865

A copy of press release and investor presentation and other matters approved by the board of directors in their meeting held on November 6, 2024, will be filed separately.

We also wish to inform you that the record date for the proposed distribution to unitholders for the quarter ended September 30, 2024, will be Saturday, November 9, 2024, and the payment of distribution is proposed to be made on or before Monday, November 18, 2024.

The documents referred above are also uploaded on our website at: <https://www.brookfieldindiareit.in/financial-updates/#results>.

Please take the above information on record.

Thanking You.
Yours Faithfully,

**For Brookprop Management Services Private Limited
(as manager of Brookfield India Real Estate Trust)**

Saurabh Jain
Company Secretary & Compliance Officer
Cc: Axis Trustee Services Limited
Axis House, Bombay Dyeing Mills Compound
Pandurang Budhkar Marg, Worli
Mumbai 400 025, Maharashtra, India

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

TO THE BOARD OF DIRECTORS OF

Brookprop Management Services Private Limited (the "Manager") (Acting in capacity as the Manager of Brookfield India Real Estate Trust)

Introduction

1. We have reviewed the accompanying unaudited Condensed Consolidated Interim Financial Statements of **Brookfield India Real Estate Trust** ("the REIT"), and its subsidiaries (the REIT and its subsidiaries together referred to as the "Group") and its share of net loss after tax and total comprehensive loss of its joint venture, ("the Condensed Consolidated Interim Financial Statements") which comprise of the following:
 - the unaudited Condensed Consolidated Balance Sheet as at 30 September 2024;
 - the unaudited Condensed Consolidated Statement of Profit and Loss (including other comprehensive income) for the quarter and half year ended 30 September 2024;
 - the unaudited Condensed Consolidated Statement of Cash flows for the quarter and half year ended 30 September 2024;
 - the unaudited Condensed Consolidated Statement of Changes in Unitholders' Equity for the half year ended 30 September 2024;
 - the unaudited Condensed Consolidated Statement of Net Assets at Fair Value as at 30 September 2024;
 - the unaudited Condensed Consolidated Statement of Total Return at Fair Value for the half year ended 30 September 2024;
 - the unaudited Statement of Net Distributable Cash Flows of the Brookfield India Real Estate Trust and each of its special purpose vehicles (subsidiaries and joint venture) for the quarter and half year ended 30 September 2024; and
 - summary of the material accounting policies and select explanatory notes

These Condensed Consolidated Interim Financial Statements are being submitted by the REIT pursuant to the requirements of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time read with Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 (the "REIT Regulations").

2. The Condensed Consolidated Interim Financial Statements, which is the responsibility of the Manager and approved by the Board of Directors of the Manager, have been prepared in accordance with the requirements of the REIT Regulations; Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations. Our responsibility is to express a conclusion on the Condensed Consolidated Interim Financial Statements based on our review.

Scope of Review

3. We conducted our review of the Condensed Consolidated Interim Financial Statements in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Manager's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by ICAI and consequently does not enable us to obtain assurance that

Deloitte Haskins & Sells

we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. The Condensed Consolidated Interim Financial Statements includes the financial information of the following entities:

Sr. No.	Name of the entities
A	Parent entity
1	Brookfield India Real Estate Trust
B	Subsidiaries
1	Candor Kolkata One Hi-Tech Structures Private Limited
2	Shantiniketan Properties Private Limited
3	Seaview Developers Private Limited
4	Festus Properties Private Limited
5	Candor India Office Parks Private Limited
6	Candor Gurgaon One Realty Projects Private Limited
7	Kairos Properties Private Limited
C	Joint Venture
1	Rostrum Realty Private Limited and its subsidiaries

Conclusion

5. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Condensed Consolidated Interim Financial Statements, have not been prepared in accordance with the REIT Regulations; Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; Ind AS 34, prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations or that it contains any material misstatement.

Emphasis of matter

6. We draw attention to Note 15(a) of the Condensed Consolidated Interim Financial Statements, which describes the presentation of "Unit Capital" as "Equity" to comply with REIT Regulations. Our conclusion is not modified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Reg. No. 015125N)

Anand
Subramania
n

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Anand Subramanian
Date: 2024.11.06
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Anand Subramanian
Partner
(Membership No. 110815)
(UDIN: 24110815BK FIFV3630)

Place: Bengaluru
Date: 06 November 2024

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

Condensed Consolidated Balance Sheet

Particulars	Note	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
ASSETS			
Non-Current assets			
Property, plant and equipment	3	366.21	406.56
Investment property	4	237,223.35	238,375.88
Investment property under development	4	1,451.73	1,199.00
Intangible assets	3	1.33	0.07
Financial assets			
-Investments accounted for using equity method	43	12,032.71	-
-Other financial assets	5	1,149.76	1,122.98
Deferred tax assets (net)	6	4,391.56	4,621.86
Non-current tax assets (net)	7	2,573.76	2,387.76
Other non-current assets	8	604.62	576.54
Total non-current assets		259,795.03	248,690.65
Current assets			
Financial assets			
-Trade receivables	9	947.36	731.13
-Cash and cash equivalents	10	4,404.99	3,702.87
-Other bank balances	11	1,684.83	1,294.01
-Loans	12	-	-
-Other financial assets	13	478.53	1,041.52
Other current assets	14	783.14	660.87
Total current assets		8,298.85	7,430.40
TOTAL ASSETS		268,093.88	256,121.05
EQUITY AND LIABILITIES			
Equity			
Unit capital	15	119,253.88	109,101.43
Other equity	16	(7,828.86)	(6,543.00)
Equity attributable to unit holders of the Brookfield India REIT		111,425.02	102,558.43
Non-controlling interest	16	19,847.01	20,055.00
Total equity		131,272.03	122,613.43
LIABILITIES			
Non current liabilities			
Financial liabilities			
-Borrowings	17	114,306.68	111,849.10
-Lease liabilities		207.73	220.45
-Other financial liabilities	18	4,317.14	3,084.51
Provisions	19	17.29	32.94
Other non-current liabilities	20	1,643.09	1,175.37
Total non-current liabilities		120,491.93	116,362.37

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

Condensed Consolidated Balance Sheet

Particulars	Note	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Current liabilities			
Financial liabilities			
-Borrowings	21	7,181.27	8,220.28
-Lease liabilities		341.34	342.95
-Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		191.47	140.08
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,162.43	902.38
-Other financial liabilities	23	6,575.49	6,791.02
Provisions	24	7.33	11.44
Other current liabilities	25	751.08	616.17
Current tax liabilities (net)	26	119.51	120.93
Total current liabilities		16,329.92	17,145.25
Total liabilities		136,821.85	133,507.62
TOTAL EQUITY AND LIABILITIES		268,093.88	256,121.05

Material accounting policies 2

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

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

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:45:28 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
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Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
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Date: 2024.11.06 19:15:50 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
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Date: 2024.11.06 19:21:40 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Condensed Consolidated Statement of Profit and Loss

Particulars	Note	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Income and gains								
Revenue from operations	27	5,902.02	5,737.61	3,997.09	11,639.63	10,666.78	7,138.03	17,804.81
Other income	28	147.30	171.52	192.88	318.82	481.90	259.29	741.19
Total income		6,049.32	5,909.13	4,189.97	11,958.45	11,148.68	7,397.32	18,546.00
Expenses and losses								
Cost of material consumed	29	19.99	20.80	16.63	40.79	42.74	30.91	73.65
Employee benefits expenses	30	58.74	58.92	104.11	117.66	233.65	194.73	428.38
Finance costs	31	2,848.13	2,773.39	1,847.10	5,621.52	5,468.48	3,049.36	8,517.84
Depreciation and amortization expenses	32	1,048.40	1,021.44	838.42	2,069.84	2,074.88	2,035.50	4,110.38
Investment management fees		27.49	24.76	22.74	52.25	48.78	42.14	90.92
Valuation expenses		12.00	3.37	7.96	15.37	10.05	10.46	20.51
Trustee fees		0.74	0.74	0.75	1.48	1.47	1.48	2.95
Other expenses	33	1,546.65	1,492.37	1,155.43	3,039.02	2,599.16	2,057.65	4,656.81
Total expenses		5,562.14	5,395.79	3,993.14	10,957.93	10,479.21	7,422.23	17,901.44
Profit/(loss) before share of profit of equity accounted investee and tax		487.18	513.34	196.83	1,000.52	669.47	(24.91)	644.56
Share of net loss (after tax) of joint venture accounted for using the equity method		(59.71)	(19.59)	-	(79.30)	-	-	-
Profit/(loss) before tax		427.47	493.75	196.83	921.22	669.47	(24.91)	644.56
Tax expense:	34							
Current tax								
-for current period		27.70	38.61	46.91	66.31	30.72	58.45	89.17
-for earlier years		0.95	(1.47)	-	(0.52)	8.32	(6.68)	1.64
Deferred tax charge		146.50	83.08	130.34	229.58	418.59	173.79	592.38
Tax expense for the period/ year		175.15	120.22	177.25	295.37	457.63	225.56	683.19
Profit/(loss) for the period/ year after tax		252.32	373.53	19.58	625.85	211.84	(250.47)	(38.63)
Other comprehensive income								
Items that will not be reclassified to profit or loss								
- Remeasurement of defined benefit obligations		0.96	1.61	0.09	2.57	1.14	(1.15)	(0.01)
- Income tax related to items that will not be reclassified to profit or loss		(0.25)	(0.46)	0.03	(0.71)	(0.39)	0.46	0.07
- Share of other comprehensive income of joint venture accounted for using the equity method		(0.34)	(0.02)	-	(0.36)	-	-	-
Other comprehensive income/(loss) for the period/ year, net of tax		0.37	1.13	0.12	1.50	0.75	(0.69)	0.06
Total comprehensive income/(loss) for the period/ year		252.69	374.66	19.70	627.35	212.59	(251.16)	(38.57)
Profit/(loss) for the period/ year after income tax attributable to unit holders of Brookfield India REIT		332.78	501.06	84.97	833.84	421.04	(185.08)	235.96
(Loss) for the period/ year after income tax attributable to non- controlling interests		(80.46)	(127.53)	(65.39)	(207.99)	(209.20)	(65.39)	(274.59)
Total comprehensive income/(loss) for the period/ year attributable to unit holders of Brookfield India REIT		333.15	502.19	85.09	835.34	421.79	(185.77)	236.02
Total comprehensive (loss) for the period/ year attributable to non- controlling interests		(80.46)	(127.53)	(65.39)	(207.99)	(209.20)	(65.39)	(274.59)
Earnings per unit	39							
Basic		0.69	1.13	0.21	1.81	0.96	(0.50)	0.59
Diluted		0.69	1.13	0.21	1.81	0.96	(0.50)	0.59
Material accounting policies	2							

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:46:55 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:29:19 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
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Date: 2024.11.06 19:16:09 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:22:01 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Condensed Consolidated Statement of Cash Flows

Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Cash flows from operating activities :							
Profit/(loss) before share of profit of equity accounted investee and tax	487.17	513.34	196.83	1,000.51	669.47	(24.91)	644.56
Adjustments for :							
Depreciation and amortization expense	1,048.40	1,021.44	838.42	2,069.84	2,074.88	2,035.50	4,110.38
Allowance for expected credit loss	0.81	0.84	-	1.65	79.52	-	79.52
Interest income on deposits with banks	(88.92)	(92.56)	(127.15)	(181.48)	(152.90)	(167.09)	(319.99)
Deferred income amortization	(102.59)	(123.01)	(64.28)	(225.60)	(208.34)	(113.01)	(321.35)
Credit impaired	0.84	-	0.56	0.84	9.17	0.56	9.73
Restricted stock units	-	-	1.51	-	(9.32)	3.03	(6.29)
Finance cost	2,848.13	2,773.39	1,847.10	5,621.52	5,468.48	3,049.36	8,517.84
Fair value gain on finance receivables	(17.36)	(26.05)	(33.17)	(43.41)	(85.00)	(48.00)	(133.00)
(Gain)/loss on derivative relating to share conversion feature in 14% compulsorily convertible debentures at fair value through profit or loss	(23.25)	-	8.25	(23.25)	(53.90)	8.25	(45.65)
Operating cash flows before working capital changes	4,153.23	4,067.39	2,668.07	8,220.62	7,792.06	4,743.69	12,535.75
Movement in working capital:							
(Increase)/ Decrease in other current and non current assets	(198.89)	25.83	112.77	(173.06)	(273.13)	77.06	(196.07)
Decrease/(Increase) in current and non current financial assets	597.38	(142.99)	718.65	454.39	1,305.93	588.39	1,894.32
Increase/(Decrease) in current and non current financial liabilities	560.24	731.07	(154.32)	1,291.31	(87.89)	77.82	(10.07)
(Decrease)/ Increase in other current and non current liabilities	(28.55)	115.19	(245.14)	86.64	35.69	(197.49)	(161.80)
Cash generated from operating activities	5,083.41	4,796.49	3,100.03	9,879.90	8,772.66	5,289.47	14,062.13
Income taxes (paid)/ refunds received (net)	(66.64)	(186.57)	(75.26)	(253.21)	511.25	(245.07)	266.18
Net cash generated from operating activities (A)	5,016.77	4,609.92	3,024.77	9,626.69	9,283.91	5,044.40	14,328.31
Cash flows from investing activities :							
Expenditure incurred on investment property	(543.53)	(537.10)	(244.61)	(1,080.63)	(856.79)	(646.39)	(1,503.18)
Purchase of property, plant and equipment	(4.08)	(7.29)	(23.86)	(11.37)	(88.44)	(91.55)	(179.99)
Payment for acquisition of subsidiary/ Joint venture, including directly attributable expenses	(28.51)	(1.39)	(19,816.53)	(29.90)	(94.43)	(19,818.07)	(19,912.50)
Deposits with banks matured#	949.14	91.17	683.41	1,040.31	599.86	692.81	1,292.67
Deposits with banks made #	(1,342.29)	(91.17)	(397.08)	(1,433.46)	(986.00)	(477.06)	(1,463.06)
Interest received on deposits with banks	96.00	85.35	136.51	181.35	149.94	173.78	323.72
Advance received from third party towards construction of investment property under Joint Development Agreement (Refer Note 20)	67.80	-	-	67.80	-	-	-
Dividends from Joint venture/ Subsidiaries	-	210.23	-	210.23	-	-	-
Net cash used in investing activities (B)	(805.47)	(250.20)	(19,662.16)	(1,055.67)	(1,275.86)	(20,166.48)	(21,442.34)
Cash flows from financing activities :							
Finance cost paid	(2,203.00)	(2,497.99)	(4,016.51)	(4,700.99)	(5,023.84)	(5,187.19)	(10,211.03)
Proceeds from Term loan from banks/financial institutions	9,027.08	170.00	27,819.99	9,197.08	1,610.00	29,240.00	30,850.00
Proceeds from short term borrowings	1,500.00	-	-	1,500.00	-	-	-
Proceeds from issue of commercial papers	7,771.97	1,870.83	6,948.95	9,642.80	-	6,948.95	6,948.95
Repayment of commercial paper	(12,300.00)	-	-	(12,300.00)	-	-	-
Repayment of lease liabilities	(11.03)	(17.65)	(11.02)	(28.68)	(0.01)	(28.67)	(28.68)
Repayment of non-convertible debentures	-	(223.00)	(132.00)	(223.00)	(308.00)	(132.00)	(440.00)
Repayment of Term loan from banks/financial institutions	(5,750.00)	(943.64)	(34,103.64)	(6,693.64)	(336.51)	(34,231.03)	(34,567.54)
Proceeds from issue of Unit capital	-	-	23,053.59	-	-	23,053.59	23,053.59
Expense incurred towards Institutional placement	(0.36)	(13.16)	(152.06)	(13.52)	(560.57)	(152.06)	(712.63)
Expense incurred towards preferential allotment	(0.71)	(1.37)	(0.55)	(2.08)	(0.86)	(0.55)	(1.41)
Distribution to unitholders	(2,167.34)	(2,079.53)	(1,641.57)	(4,246.87)	(4,015.23)	(3,316.95)	(7,332.18)
Net cash (used) in/ generated from financing activities (C)	(4,133.39)	(3,735.51)	17,765.18	(7,868.90)	(8,635.02)	16,194.09	7,559.07

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

Condensed Consolidated Statement of Cash Flows							
Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	77.91	624.21	1,127.79	702.12	(626.97)	1,072.01	445.04
Cash and cash equivalents at the beginning of the period/ year	4,327.08	3,702.87	2,040.77	3,702.87	4,329.84	2,096.55	2,096.55
Cash and cash equivalents acquired due to asset acquisition:	-	-	1,161.28	-	-	1,161.28	1,161.28
Cash and cash equivalents at the end of the period/ year (refer note 10)	4,404.99	4,327.08	4,329.84	4,404.99	3,702.87	4,329.84	3,702.87
Components of cash and cash equivalents at the end of the period/ year							
Balances with banks							
- in current account	231.90	201.77	170.33	231.90	123.04	170.33	123.04
- in deposit account	4,173.09	4,125.31	4,159.51	4,173.09	3,579.83	4,159.51	3,579.83
	4,404.99	4,327.08	4,329.84	4,404.99	3,702.87	4,329.84	3,702.87

Represents deposits with original maturity of more than 3 months.

- Notes:
- The statement of cash flow has been prepared in accordance with "Indirect Method" as set out in Indian Accounting Standard -7 : "Statement on Cash Flows".
 - The Trust has issued Units in exchange for investments in Rostrum and Kairos during the quarter ended 30 June 2024 and year ended 31 March 2024 respectively. The same has not been reflected in Condensed Consolidated Statement of Cash Flows since these were non-cash transactions. (refer note 42)
 - During the previous year, the Group has changed its presentation relating to brokerage paid on operating leases to "Cash flows from investing activities" from "Cash flows from operating activities" as the brokerage is capitalized to the carrying amount of the underlying assets as initial direct cost as per the requirement of Ind AS 116-Leases. The impact of this change in presentation is not material and has increased the cash inflows from operating activities and has increased the cash outflows from investing activities by Rs. 32.12 million for the quarter ended 30 September 2023. The change in presentation in cash flows does not have any impact on the NDCF reported for prior periods.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
 Chartered Accountants
 Firm Registration No.: 015125N

Anand Subramanian
 Digitally signed by Anand Subramanian
 Date: 2024.11.06 20:48:23 +05'30'

Anand Subramanian
 Partner
 Membership No: 110815
 Place: Bengaluru
 Date: 06 November 2024

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

ANKUR GUPTA
 Digitally signed by ANKUR GUPTA
 Date: 2024.11.06 19:29:41 +05'30'

Ankur Gupta
 Director
 DIN No. 08687570
 Place: Mumbai
 Date: 06 November 2024

ALOK AGGARWAL
 Digitally signed by ALOK AGGARWAL
 Date: 2024.11.06 19:16:25 +05'30'

Alok Aggarwal
 CEO and Managing Director
 DIN No. 00009964
 Place: Mumbai
 Date: 06 November 2024

AMIT JAIN
 Digitally signed by AMIT JAIN
 Date: 2024.11.06 19:22:20 +05'30'

Amit Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 06 November 2024

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

Condensed Consolidated Statement of Changes in Unitholder's Equity

	Unit in Nos.	Amount
(a) Unit Capital		
Balance as on 01 April 2023	335,087,073	86,556.65
Changes in unit capital during the current period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	-	(891.33)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	-	(861.30)
Less: Distribution to Unitholders for the quarter ended 30 September 2023#	-	(939.64)
Less: Distribution to Unitholders for the quarter ended 31 December 2023#	-	(1,088.93)
Add: Units issued during the year (refer note 15)	103,998,149	27,053.59
Less: Issue expenses (refer note 15)	-	(727.61)
Balance at the end of the reporting year 31 March 2024	439,085,222	109,101.43
Balance as on 01 April 2024	439,085,222	109,101.43
Less: Distribution to Unitholders for the quarter ended 31 March 2024#	-	(1,102.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2024#	-	(1,022.43)
Add: Units issued during the period (refer note 15)	40,930,000	12,279.00
Less: Issue expenses (refer note 15)	-	(2.02)
Balance at the end of the current reporting period 30 September 2024	480,015,222	119,253.88

	Unit in Nos.	Amount
Unit Capital		
Balance as on 01 April 2023	335,087,073	86,556.65
Changes in unit capital during the previous period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	-	(891.33)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	-	(861.30)
Add: Units issued during the period (refer note 15)	103,998,149	27,053.59
Less: Issue expenses (refer note 15)	-	(778.32)
Balance at the end of the previous reporting period 30 September 2023	439,085,222	111,079.29

(b) Other equity

Particulars	Attributable to unit holders of Brookfield India REIT	Non-controlling interests*	TOTAL
	Retained earnings		
Balance as on 01 April 2023	(3,219.27)	-	(3,219.27)
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	(784.10)	-	(784.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	(780.29)	-	(780.29)
Add: Non-controlling interests on acquisition of subsidiaries	-	15,643.68	15,643.68
Add: Equity component of compound financial instrument attributable to non-controlling interests	-	4,685.91	4,685.91
Less: Distribution to Unitholders for the quarter ended 30 September 2023#	(992.34)	-	(992.34)
Less: Distribution to Unitholders for the quarter ended 31 December 2023#	(996.73)	-	(996.73)
Add: Profit/(loss) for the year ended 31 March 2024	235.96	(274.59)	(38.63)
Add: Other comprehensive income for the year ended 31 March 2024	0.06	-	0.06
Add: Total comprehensive income/(loss) for the current year	236.02	(274.59)	(38.57)
Add: Restricted stock units	(6.29)	-	(6.29)
Balance as at 31 March 2024	(6,543.00)	20,055.00	13,512.00
Balance as on 01 April 2024	(6,543.00)	20,055.00	13,512.00
Less: Distribution to Unitholders for the quarter ended 31 March 2024#	(983.55)	-	(983.55)
Less: Distribution to Unitholders for the quarter ended 30 June 2024#	(1,137.64)	-	(1,137.64)
Add: Profit/(loss) for the half year ended 30 September 2024	833.84	(207.99)	625.85
Add: Other comprehensive income/(loss) for the half year ended 30 September 2024	1.50	-	1.50
Add: Total comprehensive income/(loss) for the current period	835.34	(207.99)	627.35
Balance as at 30 September 2024	(7,828.85)	19,847.01	12,018.16

Other equity

Particulars	Attributable to unit holders of Brookfield India REIT	Non-controlling interests*	TOTAL
	Retained earnings		
Balance as on 01 April 2023	(3,219.27)	-	(3,219.27)
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	(784.10)	-	(784.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	(780.29)	-	(780.29)
Add: Non-controlling interests on acquisition of subsidiaries	-	15,643.68	15,643.68
Add: Equity component of compound financial instrument attributable to non-controlling interests	-	4,685.91	4,685.91
Add: Loss for the half year ended 30 September 2023	(185.08)	(65.39)	(250.47)
Add: Other comprehensive (loss) for the half year ended 30 September 2023	(0.69)	-	(0.69)
Add: Total comprehensive (loss) for the previous period	(185.77)	(65.39)	(251.16)
Add: Restricted stock units	3.03	-	3.03
Balance as at 30 September 2023	(4,966.40)	20,264.20	15,297.80

* Refer note 1

#The distributions made by Trust to its Unitholders are based on the Net Distributable Cash Flows (NDCF) of Brookfield India REIT under the REIT Regulations.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:50:01 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:30:03 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:16:39 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:23:37 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Condensed Consolidated Statement of Net Assets at Fair Value					
S.No	Particulars	As at 30 September 2024 (Unaudited)		As at 31 March 2024 (Audited)	
		Book Value	Fair value	Book Value	Fair value
A	Assets	268,093.88	330,991.53	256,121.05	307,198.31
B	Liabilities*	(136,821.85)	(136,821.85)	(133,507.62)	(133,507.62)
	Add: Other Adjustment*	-	549.07	-	563.40
C	Net Assets (A-B)	131,272.03	194,718.75	122,613.43	174,254.09
D	Less: Non-controlling interest	(19,847.01)	(29,771.27)	(20,055.00)	(28,213.30)
E	Net Assets attributable to unit holders of Brookfield India REIT	111,425.03	164,947.48	102,558.43	146,040.79
F	No. of units	480,015,222	480,015,222	439,085,222	439,085,222
G	NAV per unit (E/F)	232.13	343.63	233.57	332.60

*As per Master Circular for Real Estate Investment Trusts dated 15 May 2024, the Trust is required to disclose the carrying value of liabilities as reflected in the Balance Sheet at the reporting date in the 'Statement of Net Assets at Fair Value'. Therefore, the Statement of Net Assets at Fair Value includes the carrying value of liabilities as of 30 September 2024 and 31 March 2024. Further, fair value of investment property (including investment property under development) is after considering cash outflows towards lease liabilities. Hence, carrying amount of lease liabilities as of 30 September 2024 and 31 March 2024 has been adjusted to arrive at the NAV per unit.

Measurement of fair values

The fair value of investment properties (including investment property under development) has been determined by independent external registered property valuers, having appropriately recognized professional qualifications and recent experience in the location and category of the properties being valued.

Valuation technique

The fair value measurement of the investment properties (including investment property under development) has been categorized as a Level 3 fair value based on the inputs to the valuation technique used. The valuers have followed a discounted cash flow method. The discounted cash flow method considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, average sq. ft. rent and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investors expected return.

For fair valuation of financial assets refer note 37.

Notes

- Candor Kolkata has plans to de-notify a portion of its SEZ into non SEZ. The denotification will be taken up prior to the construction commencement and is procedural in nature. Hence, the fair valuation of such SEZ portion has been computed by the valuers assuming non IT use.
- Project wise break up of Fair value of Assets :

As at 30 September 2024			
Entity and Property name	Fair value of Investment property and Investment property under development	Other assets at book value	Total assets
Candor Kolkata One Hi-Tech Structures Private Limited	74,767.63	4,173.36	78,940.99
Shantiniketan Properties Private Limited	26,647.00	1,182.41	27,829.41
Festus Properties Private Limited	28,526.97	1,800.40	30,327.37
Seaview Developers Private Limited	44,669.05	2,750.28	47,419.33
Candor Gurgaon One Realty Projects Private Limited	52,129.93 *	2,654.84	54,784.77
Kairos Properties Private Limited	75,078.00	2,728.70	77,806.70
Candor India Office Parks Private Limited	-	203.67	203.67
Brookfield India Real Estate Trust	-	802.80	802.80
Sub Total	301,818.58	16,296.46	318,115.04
Equity method investment in Rostrum Realty Private Limited**			12,876.49
Total			330,991.53

*Includes Rs. 284.38 millions of finance receivable relating to income support and corresponding amount has been reduced from other assets.

Fair value of Investment property and Investment property under development include impact of lease rent equalization, therefore carrying amount of lease rent equalization as of 30 September 2024 amounting to Rs. 805.18 millions has been reduced from other assets.

**Rostrum Realty Private Limited is accounted as an equity method investee. The carrying value of equity method investment is Rs. 12,032.71 million and fair value is Rs. 12,876.49 million as on 30 September 2024. The fair value of equity method investment is determined based on the fair value of underlying investment properties and book value of other assets and liabilities (as adjusted for fair value under Ind AS 28, on initial recognition of an equity-method investee). The fair value of investment properties as at 30 September 2024 is determined by an independent external registered property valuer.

As at 31 March 2024			
Entity and Property name	Fair value of Investment property and Investment property under development	Other assets at book value	Total assets
Candor Kolkata One Hi-Tech Structures Private Limited	73,335.00	3,388.41	76,723.41
Shantiniketan Properties Private Limited	25,622.00	984.55	26,606.55
Festus Properties Private Limited	26,998.00	1,428.22	28,426.22
Seaview Developers Private Limited	42,619.00	2,468.20	45,087.20
Candor Gurgaon One Realty Projects Private Limited	50,120.00 *	2,247.20	52,367.20
Kairos Properties Private Limited	73,556.00	1,861.74	75,417.74
Candor India Office Parks Private Limited	-	151.83	151.83
Brookfield India Real Estate Trust	-	2,418.16	2,418.16
	292,250.00	14,948.31	307,198.31

*Includes Rs. 936.01 millions of finance receivable relating to income support and corresponding amount has been reduced from other assets.

Fair value of Investment property and Investment property under development include impact of lease rent equalization, therefore carrying amount of lease rent equalization as of 31 March 2024 amounting to Rs. 661.82 millions has been reduced from other assets.

- Fair values of assets as disclosed above are the fair values of the total assets of all SPVs as included in the Condensed Consolidated Financial Statements.
- Fair values of investment property and investment property under development as at 30 September 2024 and 31 March 2024 as disclosed above are solely based on the fair valuation report of the independent external registered valuer appointed under the REIT Regulations.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS

Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:51:01 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:30:46 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:16:52 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:22:54 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Condensed Consolidated Statement of Total Return at Fair Value

S.No	Particulars	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
A	Total comprehensive Income	627.35	212.59	(251.16)	(38.57)
B	Add/(Less) : Changes in fair value not recognized *				
	-Investment Property	10,424.96	8,608.20	10,053.63	18,661.83
	-Equity method investment	843.78	-	-	-
C (A+B)	Total Return	11,896.09	8,820.79	9,802.47	18,623.26
	Total Return attributable to unit holders of Brookfield India REIT	10,150.29	7,509.37	5,762.29	13,271.66
	Total Return attributable to non- controlling interests	1,745.80	1,311.42	4,040.18	5,351.60

The changes in fair value for the respective periods presented has been computed based on the changes in fair value of the underlying assets of SPVs (including changes in fair value of equity method investment), which is not recognized in Total Comprehensive Income

*This does not include difference between carrying value and fair value of borrowings pursuant to liabilities being reflected at carrying values in the statement of Net assets at fair value. This change does not impact the Total Return attributable to unit holders of Brookfield India REIT. Total returns for half year ended 30 September 2023 has been revised by Rs. 572.43 million to align the presentation.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

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

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:51:51 +05'30'
Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:31:04 +05'30'
Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:17:05 +05'30'
Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:23:09 +05'30'
Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

(i) Brookfield India REIT - Standalone

Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)
Cashflows from operating activities of the Trust	(66.49)	(68.88)	(135.37)
(+) Cash flows received from SPV's / Investment entities which represent distributions of NDCF computed as per relevant framework (refer note 2)	2,525.01	2,298.07	4,823.08
(+) Treasury income / income from investing activities of the Trust (interest income received from FD, any investment entities as defined in Regulation 18(5), tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	31.19	37.94	69.13
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs/Holdcos or Investment Entity adjusted for the following			
• Applicable capital gains and other taxes	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-
• Directly attributable transaction costs	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss account of the Trust	(204.88)	(164.52)	(369.40)
(-) Debt repayment at Trust level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	-	-	-
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with financial institution, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, (iv). agreement pursuant to which the Trust operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or –	-	-	-
(-) any capital expenditure on existing assets owned / leased by the REIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-
NDCF at Trust Level	2,284.83	2,102.61	4,387.44
Surplus cash available (excluding surplus cash from debt raised)	-	64.99	64.99
NDCF including surplus cash at Trust Level	2,284.83	2,167.60	4,452.43

Notes:

1. The Board of Directors of the Manager to the Trust, in their meeting held on 06 November 2024, have declared distribution to Unitholders of Rs. 4.60 per unit which aggregates to Rs. 2,208.07 million for the quarter ended 30 September 2024. The distributions of Rs. 4.60 per unit comprises Rs. 1.66 per unit in the form of interest payment on shareholder loan, CCD's and NCD's, Rs. 2.38 per unit in the form of repayment of SPV debt and NCD, Rs. 0.51 per unit in the form of dividend and the balance Rs. 0.05 per unit in the form of interest on fixed deposit.

Along with distribution of Rs. 2,160.07 million/ Rs. 4.50 per unit for the quarter ended 30 June 2024, the cumulative distribution for the half year ended 30 September 2024 aggregates to Rs. 4,368.14 million/ Rs. 9.10 per unit.

2. Pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024, Trust has considered distribution of Rs. 2,255.01 million received subsequent to period ended 30 September 2024 but before the adoption of the standalone financial statement by the Board of Director of the Manager to Trust in the calculation of Net Distributable Cash Flow.

3. In order to promote standardisation of framework for computing NDCF, a revised framework was defined by SEBI vide master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("Revised NDCF Framework") (erstwhile SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/185 dated December 6, 2023 on revised NDCF framework). As per the framework, the Manager is required to declare and distribute at least 90% of the NDCF of Brookfield India REIT as distributions ("REIT Distributions"). This framework is applicable with effect from 1 April 2024. Accordingly, Brookfield India REIT has computed the NDCF quarter and half year ended 30 September 2024 as per the revised framework. Comparatives have not been provided in this framework for all the previous periods presented.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS
Chartered Accountants
Firm Registration No.: 015125N

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

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:53:02 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
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Date: 2024.11.06 19:31:21 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
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Date: 2024.11.06 19:17:24 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:23:38 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Additional disclosures as required by Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
(i) Brookfield India REIT - Standalone

Sr No.	Particulars	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
1	Cash flows received from Asset SPVs, CIOP/Operating Service Provider and any investment entity in the form of:				
	• Interest (net of applicable taxes, if any)	1,012.55	2,013.72	1,812.78	3,826.50
	• Dividends (net of applicable taxes, if any)	-	-	-	-
	• Repayment of Shareholder Debt (or debentures and other similar instruments)	1,359.00	2,775.92	2,824.00	5,599.92
	• Proceeds from buy-backs/ capital reduction/ redemptions (net of applicable taxes)	-	-	-	-
2	Add: Proceeds from sale, (transfer or liquidation or redemption or otherwise realization) of investments (including cash equivalents), assets or shares of interest in Asset SPVs, or any form of fund raise at Brookfield REIT level, adjusted for the following:	30,002.54	-	30,002.54	30,002.54
	• Applicable capital gains and other taxes	-	-	-	-
	• Related debts settled or due to be settled from sale proceeds	-	-	-	-
	• Directly attributable transaction costs	(788.48)	-	(788.48)	(788.48)
	• Proceeds reinvested or planned to be reinvested as per REIT Regulations	(20,344.06)	-	(20,344.06)	(20,344.06)
	• Investment in shares or debentures or shareholder debt of Asset SPVs and/ or CIOP/ Operating Service Provider or other similar investments	(8,870.00)	-	(8,870.00)	(8,870.00)
	• Lending to Assets SPVs and/ or CIOP/ Operating Service Provider	-	-	-	-
3	Add: Proceeds from sale (transfer or liquidation or redemption or otherwise realization) of investments, assets or shares of interest in Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-
4	Add: Any other income received at the Brookfield REIT level and not captured herein, or refund/ waiver/ cessation of any expenses/ liability.	95.69	52.85	113.93	166.78
5	Less: Any other expense (whether in the nature of revenue or capital expenditure) or any liability or other payouts required at the Brookfield REIT level, and not captured herein.	(56.51)	(116.15)	(93.45)	(209.60)
6	Less: Any payment of fees, including but not limited to:				
	• Trustee fees	-	-	(2.95)	(2.95)
	• REIT Management Fees	(39.13)	(47.39)	(39.13)	(86.52)
	• Valuer fees	(1.27)	(16.22)	(2.62)	(18.84)
	• Legal and professional fees	(9.78)	(16.38)	(24.58)	(40.96)
	• Trademark license fees	-	-	-	-
	• Secondment fees	-	-	-	-
7	Add: Cash flow received from Asset SPV and investment entity, if any including to the extent not covered above:				
	• repayment of the debt in case of investments by way of debt	-	-	-	-
	• proceeds from buy-backs/ capital reduction	-	-	-	-
8	Add/ (Less): Debt drawdown/ (payment) of interest and repayment on external debt (including any loans, bonds, debentures or other form of debt funding) at the Brookfield REIT level.	-	-	-	-
9	Less: Income tax and other taxes (if applicable) at the Standalone Brookfield REIT level (net of any tax refunds).	(53.40)	(17.07)	(56.39)	(73.46)
10	Add/(Less): Cash inflows and outflows in relation to any real estate properties held directly by the Brookfield REIT, to the extent not covered above (if any).	-	-	-	-
11	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, etc.	(380.12)	(495.22)	(960.45)	(1,455.67)
	NDCF	1,927.03	4,134.06	3,571.14	7,705.20

a) The difference between SPV level NDCF and REIT level NDCF is primarily on account of utilization of opening cash at the SPV level for the quarter and half year ended 30 September 2023.

b) The difference between REIT level NDCF and distributions to unitholders for the quarter ended 31 March 2024 and 30 September 2023 is on account of utilization of surplus NDCF post distribution to unitholders till 30 September 2023 and 30 June 2023 respectively.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

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

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 20:54:08 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:31:39 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:17:35 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:23:54 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
 (All amounts are in Rupees millions unless otherwise stated)
 Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43
(ii) Computation of Net Distributable Cash Flow at SPVs/ HoldCos: -

	For the quarter ended 30 September 2024 (Unaudited)							Joint venture*		Total
	SPVs controlled by Trust*							Rostrum		
Particulars	G1	K1	N1	N2	C1OP	Festus	Kairos	Subtotal		
Cash flow from operating activities as per Cash Flow Statement of SPVs/ HoldCos	957.22	877.21	389.14	693.40	67.69	810.67	1,291.60	5,086.93	325.58	5,412.51
(+) Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos) (refer note 1)	-	-	-	-	-	-	-	-	413.89	413.89
(+) Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis) (refer note 2)	15.62	18.44	14.38	10.60	0.45	7.74	13.31	80.54	60.44	140.98
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-	-	-	-	-	-	-
• Applicable capital gains and other taxes	-	-	-	-	-	-	-	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
• Directly attributable transaction costs	-	-	-	-	-	-	-	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-	-	-	-	-	-	-	-
(+) Proceeds from sale of infrastructure/ real estate investments, infrastructure/ real estate assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust (refer note 3)	(557.17)	(571.33)	(118.24)	(284.05)	-	(213.41)	(737.95)	(2,482.15)	(427.25)	(2,909.40)
(-) Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust) (refer note 4)	(105.00)	-	-	-	-	-	(169.00)	(274.00)	(15.44)	(289.44)
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or –	(147.69)	(309.18)	(38.19)	(295.37)	-	(77.70)	(4.74)	(872.87)	(8.73)	(881.60)
(-) any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years.	(3.38)	-	-	-	(3.64)	-	-	(7.02)	(1.00)	(8.02)
NDCF for SPV's	159.60	15.14	247.09	124.58	64.50	527.30	393.22	1,531.43	347.49	1,878.92
Trust's share in Joint venture (50%)									173.75	173.75
Surplus cash available in SPVs used for distribution of NDCF:										
Surplus available on acquisition	-	-	-	-	-	-	-	-	33.20	33.20
Surplus cash on account of maturity of deposits	138.12	309.18	134.09	290.04	-	77.70	-	949.13	-	949.13
NDCF including surplus cash	297.72	324.32	381.18	414.62	64.50	605.00	393.22	2,480.57	206.95	2,687.51

1. Rs. 411.09 million has been received post 30 September 2024, but before finalisation and adoption of the financial statements by the Board of directors of Manager to Trust. This is in compliance with the Revised NDCF Framework pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024.

2. Includes input tax credit of Rs. 7.72 million in K1 towards GST on capital expenditure and Rs. 8.01 million in N1 towards GST on loan processing fee since the same have been adjusted in working capital in cash from operating activities.

3. As per Revised NDCF Framework, finance cost on borrowings includes transaction cost paid of Rs. 21.10 million.

4. Includes shareholder debt repayments made to external shareholders after 30 September 2024, but before finalisation and adoption of the financial statements by the Board of directors of Manager to Trust. This is in compliance with the Revised NDCF Framework pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024.

5. In order to promote standardisation of framework for computing NDCF, a revised framework was defined by SEBI vide master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("Revised NDCF Framework") (erstwhile SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/185 dated December 6, 2023 on revised NDCF framework). As per the framework, the Manager is required to declare and distribute at least 90% of the NDCF of Brookfield India REIT as distributions ("REIT Distributions"). This framework is applicable with effect from 1 April 2024. Accordingly, Brookfield India REIT has computed the NDCF for the quarter ended 30 September 2024 as per the revised framework. Comparatives have not been provided in this framework for all the previous periods presented.

* Refer note 1

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.
 As per our report of even date attached

For DELOITTE HASKINS & SELLS
 Chartered Accountants
 Firm Registration No.: 015125N

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

Anand Subramanian
 Digitally signed by Anand Subramanian
 Date: 2024.11.06 20:55:54 +05'30'

ANKUR GUPTA
 Digitally signed by ANKUR GUPTA
 Date: 2024.11.06 19:32:00 +05'30'

ALOK AGGARWAL
 Digitally signed by ALOK AGGARWAL
 Date: 2024.11.06 19:17:51 +05'30'

AMIT JAIN
 Digitally signed by AMIT JAIN
 Date: 2024.11.06 19:24:10 +05'30'

Anand Subramanian
 Partner
 Membership No: 110815
 Place: Bengaluru
 Date: 06 November 2024

Ankur Gupta
 Director
 DIN No. 08687570
 Place: Mumbai
 Date: 06 November 2024

Alok Aggarwal
 CEO and Managing Director
 DIN No. 00009964
 Place: Mumbai
 Date: 06 November 2024

Amit Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)
Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

(iii) Computation of Net Distributable Cash Flow of subsidiaries of joint venture

Particulars	For the quarter ended 30 September 2024 (Unaudited)			
	Oak	Arnon	Aspen	Total
Cash flow from operating activities as per Cash Flow Statement of SPVs	428.91	158.68	289.43	877.02
(+) Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos)	-	-	-	-
(+) Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	13.86	0.75	69.08	83.69
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-
• Applicable capital gains and other taxes	-	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-	-
• Directly attributable transaction costs	-	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-	-
(+) Proceeds from sale of infrastructure/ real estate investments, infrastructure/ real estate assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust	(169.97)	(110.29)	(204.31)	(484.57)
(-) Debt repayment (to include principal repayments as per scheduled EMT's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	(5.89)	(3.94)	(7.10)	(16.93)
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or –	(2.42)	(1.12)	(1.65)	(5.19)
(-) any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years.	(1.32)	-	-	(1.32)
NDCF for subsidiaries of joint venture	263.17	44.08	145.45	452.70

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS

Chartered Accountants

Firm Registration No.: 015125N

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited

(as Manager to the Brookfield India REIT)

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06
20:57:36 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06
19:32:21 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06
19:18:04 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06
19:24:27 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)
Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

(ii) Computation of Net Distributable Cash Flow at SPVs/ HoldCos: -

	For the quarter ended 30 June 2024 (Unaudited)								Joint venture ^a	Total
	SPVs controlled by Trust ^a								Rostrum	
Particulars	G1	K1	N1	N2	C1OP	Festus	Kairos	Subtotal		
Cash flow from operating activities as per Cash Flow Statement of SPVs/ HoldCos	907.10	1,052.05	324.29	694.29	3.30	665.10	1,036.25	4,682.38	166.29	4,848.67
(+) Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos) (refer note 1)	-	-	-	-	-	-	-	-	25.70	25.70
(+) Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	7.09	10.86	6.06	3.85	0.16	3.34	16.04	47.40	0.05	47.45
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-	-	-	-	-	-	-
• Applicable capital gains and other taxes	-	-	-	-	-	-	-	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
• Directly attributable transaction costs	-	-	-	-	-	-	-	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-	-	-	-	-	-	-	-
(+) Proceeds from sale of infrastructure/ real estate investments, infrastructure/ real estate assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust (refer note 2)	(551.92)	(558.76)	(123.21)	(292.74)	-	(210.91)	(730.98)	(2,468.52)	(40.31)	(2,508.83)
(-) Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	(127.00)	-	-	-	-	-	(96.00)	(223.00)	(7.79)	(230.79)
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or -	(1.06)	(48.53)	(28.64)	(12.86)	-	(0.04)	(0.04)	(91.17)	-	(91.17)
(-) any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years.	(11.26)	(0.34)	(0.72)	(25.43)	(3.58)	-	(1.47)	(42.80)	(12.32)	(55.12)
NDCF for SPV's	222.95	455.28	177.78	367.11	(0.12)	457.49	223.80	1,904.29	131.62	2,035.91
Trust's share in Joint venture (50%)									65.81	65.81
Surplus cash available in SPVs used for distribution of NDCF:										
10% of NDCF withheld in line with the Regulations in previous period	-	7.07	-	-	-	-	-	7.07	-	7.07
Surplus available on acquisition	82.86	-	-	-	-	-	74.96	157.82	144.42	302.24
Surplus cash on account of maturity of deposits	1.00	48.78	28.50	12.85	-	0.04	-	91.17	-	91.17
NDCF including surplus cash	306.81	511.13	206.28	379.96	(0.12)	457.53	298.76	2,160.35	210.23	2,370.58

1. Rs. 24.08 million has been received post 30 June 2024, but before finalisation and adoption of the financial statements by the Board of directors of Manager to Trust. This is in compliance with the Revised NDCF Framework pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024.

2. As per Revised NDCF Framework, finance cost on borrowings includes transaction cost paid of Rs. 3.72 million.

3. In order to promote standardisation of framework for computing NDCF, a revised framework was defined by SEBI vide master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("Revised NDCF Framework") (erstwhile SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/185 dated December 6, 2023 on revised NDCF framework). As per the framework, the Manager is required to declare and distribute at least 90% of the NDCF of Brookfield India REIT as distributions ("REIT Distributions"). This framework is applicable with effect from 1 April 2024. Accordingly, Brookfield India REIT has computed the NDCF for the period ended 30 June 2024 as per the revised framework. Comparatives have not been provided in this framework for all the previous periods presented.

* Refer note 1

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.
As per our report of even date attached

For DELOITTE HASKINS & SELLS
Chartered Accountants
Firm Registration No.: 015125N

Anand
Subramanian

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR
GUPTA

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK
AGGARWAL

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT
JAIN

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)
Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

(iii) Computation of Net Distributable Cash Flow of subsidiaries of joint venture

Particulars	For the quarter ended 30 June 2024 (Unaudited)			
	Oak	Arnon	Aspen	Total
Cash flow from operating activities as per Cash Flow Statement of SPVs	14.33	10.24	(25.22)	(0.65)
(+) Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos)	-	-	-	-
(+) Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	0.04	5.96	1.34	7.34
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-
• Applicable capital gains and other taxes	-	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-	-
• Directly attributable transaction costs	-	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-	-
(+) Proceeds from sale of infrastructure/ real estate investments, infrastructure/ real estate assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust	(14.68)	(9.82)	(17.69)	(42.19)
(-) Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	(2.97)	(1.97)	(3.55)	(8.49)
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or –	-	-	-	-
(-) any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years.	(1.43)	(0.82)	(0.04)	(2.29)
NDCF for subsidiaries of joint venture	(4.71)	3.59	(45.16)	(46.28)
Surplus cash available in SPVs used for distribution of NDCF:				
Surplus available on acquisition	13.46	8.30	0.35	22.11
NDCF including surplus cash	8.75	11.89	(44.81)	(24.17)

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS
Chartered Accountants
Firm Registration No.: 015125N

Anand
Subramani
an

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR
GUPTA

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK
AGGAR
WAL

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT
JAIN

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Additional disclosures as required by Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the quarter ended 30 September 2023 (unaudited)							Total
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Candor Gurgaon 1	Kairos	
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(47.91)	44.83	(0.84)	(148.49)	(115.83)	(163.39)	221.84	(209.79)
	Adjustment								
2	Add: Depreciation, amortization and impairment as per statement of profit and loss	164.78	77.10	1.11	66.02	139.90	65.48	52.75	567.14
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(53.22)	42.12	10.50	55.97	(93.10)	3.42	(212.53)	(246.84)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of / interest in Asset SPVs.	-	-	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Any acquisition • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per REIT Regulations • Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	283.25	64.86	-	157.88	196.30	88.63	75.33	866.25
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/prepaid income or deferred/ prepaid expenditure, etc.	262.82	55.38	(10.28)	96.15	309.28	9,973.63	5,777.60	16,464.58
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(86.53)	(45.36)	(0.71)	(16.11)	(55.25)	(32.78)	(31.74)	(268.48)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	57.74	228.24	-	610.64	(54.49)	(10,237.97)	(5,728.80)	(15,124.64)
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-	-	-
	Total adjustments (B)	628.84	422.34	0.62	970.55	442.64	(139.59)	(67.39)	2,258.01
	NDCF (C) = (A+B)	580.93	467.17	(0.22)	822.06	326.81	(302.98)	154.45	2,048.22

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand
Subramanian

Digitally signed by
Anand Subramanian
Date: 2024.11.06
21:02:30 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR
GUPTA

Digitally signed by
ANKUR GUPTA
Date: 2024.11.06
19:33:34 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK
AGGARWAL

Digitally signed by
ALOK AGGARWAL
Date: 2024.11.06
19:18:45 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT
JAIN

Digitally signed by
AMIT JAIN
Date: 2024.11.06
19:25:22 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
 (All amounts are in Rupees millions unless otherwise stated)
 Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

(ii) Computation of Net Distributable Cash Flow at SPVs/ HoldCos: -

Particulars	For the half year ended 30 September 2024 (Unaudited)								Joint venture*	Total
	SPVs controlled by Trust*								Rostrum	
	G1	K1	N1	N2	CIOP	Festus	Kairos	Subtotal		
Cash flow from operating activities as per Cash Flow Statement of SPVs/ HoldCos	1,864.32	1,929.26	713.43	1,387.68	70.99	1,475.78	2,327.85	9,769.31	491.87	10,261.18
(+) Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos) (refer note 1)	-	-	-	-	-	-	-	-	439.59	439.59
(+) Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	22.71	29.30	20.44	14.45	0.61	11.08	29.35	127.94	60.50	188.44
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-	-	-	-	-	-	-
• Applicable capital gains and other taxes	-	-	-	-	-	-	-	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-
• Directly attributable transaction costs	-	-	-	-	-	-	-	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-	-	-	-	-	-	-	-
(+) Proceeds from sale of infrastructure/ real estate investments, infrastructure/ real estate assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust (refer note 2)	(1,109.08)	(1,130.09)	(241.45)	(576.79)	-	(424.32)	(1,468.93)	(4,950.66)	(467.57)	(5,418.23)
(-) Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	(232.00)	-	-	-	-	-	(265.00)	(497.00)	(23.23)	(520.23)
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or –	(148.75)	(357.71)	(66.83)	(308.23)	-	(77.74)	(4.79)	(964.05)	(8.73)	(972.78)
(-) any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years.	(14.65)	(0.34)	(0.72)	(25.43)	(7.22)	-	(1.47)	(49.83)	(13.32)	(63.15)
NDCF for SPV's	382.55	470.42	424.87	491.68	64.38	984.80	617.01	3,435.71	479.11	3,914.82
Trust's share in Joint venture (50%)									239.56	239.56
Surplus cash available in SPVs used for distribution of NDCF:										
10% of NDCF withheld in line with the Regulations in previous period	-	7.07	-	-	-	-	-	7.07	-	7.07
Surplus available on acquisition	82.86	-	-	-	-	-	74.96	157.82	177.62	335.44
Surplus cash on account of maturity of deposits	139.13	357.96	162.59	302.89	-	77.74	-	1,040.31	-	1,040.31
NDCF including surplus cash	604.54	835.45	587.46	794.57	64.38	1,062.54	691.97	4,640.91	417.18	5,058.09

1. Rs. 411.09 million has been received post 30 September 2024, but before finalisation and adoption of the financial statements by the Board of directors of Manager to Trust. This is in compliance with the Revised NDCF Framework pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024.

2. As per Revised NDCF Framework, finance cost on borrowings includes transaction cost paid of Rs. 24.83 million.

3. In order to promote standardisation of framework for computing NDCF, a revised framework was defined by SEBI vide master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("Revised NDCF Framework") (erstwhile SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/185 dated December 6, 2023 on revised NDCF framework). As per the framework, the Manager is required to declare and distribute at least 90% of the NDCF of Brookfield India REIT as distributions ("REIT Distributions"). This framework is applicable with effect from 1 April 2024. Accordingly, Brookfield India REIT has computed the NDCF for the half year ended 30 September 2024 as per the revised framework. Comparatives have not been provided in this framework for all the previous periods presented.

* Refer note 1

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.
 As per our report of even date attached

For DELOITTE HASKINS & SELLS

Chartered Accountants
 Firm Registration No.: 015125N

Anand Subramanian

Digitally signed by Anand Subramanian
Date: 2024.11.06 21:03:55 +05'30'

Anand Subramanian
 Partner
 Membership No: 110815
 Place: Bengaluru
 Date: 06 November 2024

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited
 (as Manager to the Brookfield India REIT)

ANKUR GUPTA

Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:33:56 +05'30'

Ankur Gupta
 Director
 DIN No. 08687570
 Place: Mumbai
 Date: 06 November 2024

ALOK AGGARWAL

Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:18:58 +05'30'

Alok Aggarwal
 CEO and Managing Director
 DIN No. 00009964
 Place: Mumbai
 Date: 06 November 2024

AMIT JAIN

Digitally signed by AMIT JAIN
Date: 2024.11.06 19:25:38 +05'30'

Amit Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements
(All amounts are in Rupees millions unless otherwise stated)
Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

(iii) Computation of Net Distributable Cash Flow of subsidiaries of joint venture

Particulars	For the half year ended 30 September 2024 (Unaudited)			
	Oak	Arnon	Aspen	Total
Cash flow from operating activities as per Cash Flow Statement of SPVs	443.24	168.92	264.21	876.37
(+) Cash Flows received from SPV's which represent distributions of NDCF computed as per relevant framework (relevant in case of HoldCos)	-	-	-	-
(+) Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	13.90	6.71	70.42	91.03
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-
• Applicable capital gains and other taxes	-	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-	-
• Directly attributable transaction costs	-	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-	-
(+) Proceeds from sale of infrastructure/ real estate investments, infrastructure/ real estate assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss Account and any shareholder debt / loan from Trust	(184.65)	(120.11)	(222.00)	(526.76)
(-) Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	(8.86)	(5.91)	(10.65)	(25.42)
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, or (iv). agreement pursuant to which the SPV/ HoldCo operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or –	(2.42)	(1.12)	(1.65)	(5.19)
(-) any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years.	(2.75)	(0.82)	(0.04)	(3.61)
NDCF for subsidiaries of joint venture	258.46	47.67	100.29	406.42
Surplus cash available in SPVs used for distribution of NDCF:				
Surplus available on acquisition	13.46	8.30	0.35	22.11
NDCF including surplus cash	271.92	55.97	100.64	428.53

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS

Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 21:05:26 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

For and on behalf of the Board of Directors of

Brookprop Management Services Private Limited
(as Manager to the Brookfield India REIT)

Ankur Gupta
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:34:17 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

Alok Aggarwal
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:19:12 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

Amit Jain
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:25:56 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Additional disclosures as required by Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 31 March 2024 (Unaudited)							
		Candor Kolkata	SPPL Noida	CIOF	Festus	SDPL Noida	Candor Gurgaon 1	Kairos	Total
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(254.09)	27.77	17.66	(76.21)	(224.76)	(459.72)	375.44	(593.91)
	Adjustment								
2	Add: Depreciation, amortization and impairment as per statement of profit and loss	360.92	173.50	9.47	117.78	278.92	279.11	62.72	1,282.42
3	Add/(Less): Any other item of non-cash expense/ non-cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	62.28	68.28	(4.12)	(82.94)	(120.61)	(131.96)	(208.86)	(417.93)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of / interest in Asset SPVs.	-	-	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Any acquisition • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per REIT Regulations • Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	558.93	94.42	-	287.74	372.27	366.73	402.06	2,082.15
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/prepaid income or deferred/ prepaid expenditure, etc.	750.25	224.58	(22.54)	520.05	216.41	510.41	18.66	2,217.82
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(212.42)	(137.52)	(0.65)	(149.01)	(118.03)	(111.11)	(216.48)	(945.22)
10	Add/(Less): Net debt (repayment/ drawdown/ redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	104.30	945.45	-	158.86	(162.81)	41.34	155.53	1,242.67
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-	-	-
	Total adjustments (B)	1,624.26	1,368.71	(17.84)	852.48	466.15	954.52	213.63	5,461.90
	NDCF (C) = (A+B)	1,370.17	1,396.48	(0.18)	776.27	241.39	494.80	589.07	4,867.99

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

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

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 21:07:10 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:34:37 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:19:28 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:26:14 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Additional disclosures as required by Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the half year ended 30 September 2023 (unaudited)						
		Candor Kolkata	SPPL Noida	CIOF	Festus	SDPL Noida	Candor Gurgaon 1	Kairos
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(65.63)	(217.98)	11.43	(292.42)	(223.06)	(163.39)	221.84
	Adjustment							
2	Add: Depreciation, amortization and impairment as per statement of profit and loss	324.34	640.48	2.32	131.49	278.61	65.48	52.75
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager.	(86.60)	(128.42)	8.76	93.96	(176.07)	3.42	(212.53)
	For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.							
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of / interest in Asset SPVs.	-	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following:	-	-	-	-	-	-	-
	• Applicable capital gains and other taxes	-	-	-	-	-	-	-
	• Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-
	• Any acquisition	-	-	-	-	-	-	-
	• Directly attributable transaction costs	-	-	-	-	-	-	-
	• Proceeds reinvested or planned to be reinvested as per REIT Regulations	-	-	-	-	-	-	-
	• Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	561.94	143.05	-	336.61	369.58	88.63	75.33
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/prepaid income or deferred/ prepaid expenditure, etc.	553.09	70.64	(21.29)	57.16	608.69	9,973.63	5,777.60
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(292.45)	(125.95)	(2.59)	(30.12)	(222.32)	(32.78)	(31.74)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	243.66	628.01	-	1,203.61	27.08	(10,237.97)	(5,728.80)
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-	-
	Total adjustments (B)	1,303.98	1,227.81	(12.80)	1,792.71	885.57	(139.59)	(67.39)
	NDCF (C) = (A+B)	1,238.35	1,009.83	(1.37)	1,500.29	662.51	(302.98)	154.45

Significant accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand
Subramanian

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR
GUPTA

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK
AGGARWAL

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Additional disclosures as required by Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116
(ii) Calculation of net distributable cash flows at each Asset SPV

Sr. No.	Particulars	For the year ended 31 March 2024 (Audited)							Total
		Candor Kolkata	SPPL Noida	CIOP	Festus	SDPL Noida	Candor Gurgaon I	Kairos	
1	Profit / (Loss) after tax as per statement of profit and loss (standalone) (A)	(319.72)	(190.21)	29.09	(368.63)	(447.81)	(623.11)	597.28	(1,323.11)
	Adjustment								
2	Add: Depreciation, amortization and impairment as per statement of profit and loss	685.26	813.98	11.79	249.27	557.53	344.59	115.47	2,777.89
3	Add/(Less): Any other item of non-cash expense/ non -cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager. For example, any decrease/ increase in carrying amount of an asset or of a liability recognized in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognized on a straight line basis, etc.	(24.32)	(60.14)	4.64	11.02	(296.68)	(128.54)	(421.39)	(915.41)
4	Add/less: Loss/gain on sale, transfer/ disposal/ liquidation of real estate assets, investments (including cash equivalents), other assets or shares of / interest in Asset SPVs.	-	-	-	-	-	-	-	-
5	Add: Proceeds from sale / liquidation/transfer/ disposal of real estate assets, investments (including cash equivalents), assets or shares of / interest in Asset SPVs, adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Any acquisition • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per REIT Regulations • Investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	-	-	-	-	-	-	-	-
6	Add: Proceeds from sale of real estate assets, investments, assets or sale of shares of Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-	-
7	Add: Interest (or other similar payments) on Shareholder Debt (or on debentures or other instruments held by the Brookfield REIT) charged/ debited to the statement of profit and loss.	1,120.87	237.47	-	624.35	741.84	455.36	477.38	3,657.27
8	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, deferred/prepaid income or deferred/ prepaid expenditure, etc.	1,303.33	295.22	(43.83)	577.21	825.11	10,484.04	5,796.26	19,237.34
9	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Brookfield REIT), capitalized overheads, etc.	(504.87)	(263.47)	(3.24)	(179.13)	(340.35)	(143.89)	(248.22)	(1,683.17)
10	Add/(Less): Net debt (repayment)/ drawdown/ (redemption) of preference shares/ debentures/ any other such instrument/ premiums/accrued interest/ any other obligations/ liabilities etc., to parties other than Brookfield REIT, as may be deemed necessary by the Manager.	347.96	1,573.46	-	1,362.47	(135.73)	(10,196.63)	(5,573.27)	(12,621.74)
11	Add: Cash inflows in relation to equity/ non-refundable advances, etc.	-	-	-	-	-	-	-	-
12	Less: Any dividends on or proceeds from repayments or redemptions or buy-backs or capital reduction of shares (including compulsory convertible instruments), held by anyone other than the Brookfield REIT (either directly or indirectly), and any taxes thereon (including any dividend distribution tax or buy back distribution tax, etc., if applicable).	-	-	-	-	-	-	-	-
	Total adjustments (B)	2,928.23	2,596.52	(30.64)	2,645.19	1,351.72	814.93	146.23	10,452.18
	NDCF (C) = (A+B)	2,608.51	2,406.31	(1.55)	2,276.56	903.91	191.82	743.51	9,129.07

Material accounting policies (refer note 2)

The accompanying notes from 1 to 50 form an integral part of these Condensed Consolidated Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 21:10:23 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:35:16 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:20:00 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:26:55 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

1 Organization structure

The interim Condensed Consolidated Financial Statements ('Condensed Consolidated Financial Statements') comprise financial statements of Brookfield India Real Estate Trust ('Brookfield India REIT' or 'Trust') and its subsidiaries namely Shantiniketan Properties Private Limited ('SPPL Noida'), Candor Kolkata One Hi-Tech Structures Private Limited ('Candor Kolkata'), Festus Properties Private Limited ('Festus'), Seaview Developers Private Limited ('SDPL Noida'), Candor Gurgaon One Realty Projects Private Limited ("Candor Gurgaon 1"/"G1"), Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) ("Kairos"/"Downtown Powai") and Candor India Office Parks Private Limited ('CIOP') (individually referred to as 'Special Purpose Vehicle' or 'SPV' and together referred to as 'Brookfield India REIT Portfolio companies' or 'Group') and a Joint Venture namely Rostrum Realty Private Limited ("Rostrum"). The SPVs are companies domiciled in India.

Brookprop Management Services Private Limited (the 'Settlor') has set up the Brookfield India Real Estate Trust on 17 July 2020, as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 14 September 2020 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014. The Trustee to Brookfield India Real Estate Trust is Axis Trustee Services Limited (the 'Trustee') and the Manager for Brookfield India Real Estate Trust is Brookprop Management Services Private Limited (the 'Manager').

The objectives of Brookfield India REIT is to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Brookfield India REIT is to own and invest in rent or income generating real estate and related assets in India with the objective of producing stable and sustainable distributions to Unitholders.

Brookfield India REIT acquired the following SPVs by acquiring all the equity interest held by the Sponsor and certain members of Sponsor Group (refer note 41) on 08 February 2021. In exchange for these equity interests, the above shareholders have been allotted 127,892,403 Units of Brookfield India REIT valued at Rs. 275/- each.

Brookfield India REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 08 February 2021 and 11 February 2021.

All these Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 16 February 2021.

The brief activities and shareholding pattern of the SPVs are provided below:

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 07 February 2021 (in percentage)</u>	<u>Shareholding from 08 February 2021 (in percentage)</u>
SPPL Noida	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS sector in Sector 62, Noida, Uttar Pradesh.	BSREP India Office Holdings Pte. Ltd.: 100% BSREP Moon C1 L.P.: 0.00% (10 Shares)	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Candor Kolkata	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in New Town, Rajarhat, Kolkata and Sector 21, Dundaheera Gurugram.	BSREP India Office Holdings V Pte. Ltd.: 99.97% BSREP India Office Holdings Pte. Ltd.: 0.03%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
CIOP	Providing management related service including facilities management service and property management services.	BSREP Moon C1 L.P.: 99.99% BSREP Moon C2 L.P. : 0.01%	Brookfield India REIT : 100% Candor Kolkata One Hi-Tech Structures Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Festus	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Powai, Mumbai.	Kairos Property Managers Pvt. Ltd.:10.76% BSREP II India Office Holdings II Pte. Ltd.:89.24%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

During the year ended 31 March 2022, Brookfield India REIT acquired the following Special Purpose Vehicle ('SPV') by acquiring all the equity interest held by certain members of Sponsor Group (refer note 41) on 24 January 2022. In exchange for these equity interests, the above shareholders have been paid cash of Rs. 8,334.57 million and allotted 15,463,616 Units of Brookfield India REIT valued at Rs. 294.25 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 01 February 2022.

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 23 January 2022 (in percentage)</u>	<u>Shareholding from 24 January 2022 (in percentage)</u>
Seaview Developers Private Limited ('SDPL Noida')	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Sector 135, Noida, Uttar Pradesh.	BSREP India Office Holding IV Pte. Ltd.: 99.96% BSREP India Office Holdings Pte. Ltd.: 0.04%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

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

During the year ended 31 March 2024:

Brookfield India REIT acquired controlling stake in Candor Gurgaon One Realty Projects Private Limited ("Candor Gurgaon 1"/"G1") and Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) ("Kairos"/"Downtown Powai") by acquiring 50% equity interest from certain members of Sponsor Group (refer note 41) on 18 August 2023 and 28 August 2023 respectively. The purchase consideration for acquiring 50% stake in Candor Gurgaon 1 was discharged by paying cash of Rs. 4,533.04 million. The purchase consideration for acquiring 50% stake in Kairos was discharged by allotting 12,696,800 number of Units at Rs. 315.04 per Unit, aggregating to Rs. 4,000 million, and cash consideration of Rs. 8,277.70 million thereby resulting in a total consideration of Rs. 12,277.70 million. These Units were subsequently listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 31 August 2023.

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 17 August 2023 (in percentage)</u>	<u>Shareholding from 18 August 2023 (in percentage)</u>
Candor Gurgaon One Realty Projects Private Limited ("Candor Gurgaon 1"/"G1")	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Sector 48, Gurugram, Haryana.	BSREP India Office Holdings II Pte. Ltd.: 99.94% BSREP India Office Holdings Pte. Ltd.: 0.06%	Brookfield India REIT : 50% Reco Cerium Private Limited : 50%

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 27 August 2023 (in percentage)</u>	<u>Shareholding from 28 August 2023 (in percentage)</u>
Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) ("Kairos"/"Downtown Powai")	Developing and leasing of commercial real estate property in India, primarily in Powai, Mumbai, Maharashtra.	Project Diamond Holdings (DIFC) Limited: 99.99% Project Cotton Holdings One (DIFC) Limited: 0.001%	Brookfield India REIT : 50% Reco Europium Private Limited : 50%

During the period ended 30 September 2024:

Brookfield India REIT has acquired equity interest in a joint venture by acquiring 50% of share capital (on a fully diluted basis) of Rostrum Realty Private Limited ("Rostrum") which owns, operates and manages, 3.3 Msf of portfolio, directly and through its subsidiaries (i) Oak Infrastructure Developers Limited ("Oak"); (ii) Aspen Buildtech Limited ("Aspen"); and (iii) Arnon Builders & Developers Limited ("Arnon"), at an acquisition price of Rs. 60,000 million, from the existing shareholders of Rostrum i.e. (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 and (v) Bharti Enterprises Limited, (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 referred to as "Bharti Sellers") on 21 June 2024. The purchase consideration for acquiring 50% share capital of Rostrum was discharged by way of allotment of 4,09,30,000 units of Brookfield India REIT to the Bharti Sellers at a price of Rs. 300 per unit on a preferential basis, aggregating to Rs. 12,279 million. These Units were subsequently listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 25 June 2024.

<u>Name of Joint venture</u>	<u>Activities</u>	<u>Shareholding up to 21 June 2024 (in percentage)</u>	<u>Shareholding from 22 June 2024 (in percentage)</u>
Rostrum Realty Private Limited ("Rostrum")	Leasing, licensing, operating and maintaining the project buildings by the Rostrum itself and through its subsidiaries in India.	(i) Bharti (SBM) Holdings Private Limited 12.51% (ii) Bharti (RM) Holdings Private Limited 7.82% (iii) Bharti (RBM) Holdings Private Limited 7.82% (iv) Bharti (Satya) Trustees Private Limited on behalf of Bharti (Satya) Family Trust 3.13% (v) Bharti Enterprises Limited 18.72% (vi) Bharti (SBM) Holdings Private Limited jointly with Sunil Bharti Mittal 0.00% (vii) Bharti (RM) Holdings Private Limited jointly with Rakesh Bharti Mittal 0.00% (viii) Bharti (RBM) Holdings Private Limited jointly with Rajan Bharti Mittal 0.00% (ix) Metallica Holdings (DIFC) Limited 50%	Brookfield India REIT : 50% Metallica Holdings (DIFC) Limited : 50%

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

2. Basis of preparation and material accounting policies

2.1 Basis of preparation of Condensed Consolidated financial statements

The Condensed Consolidated Financial Statements of Brookfield India REIT comprises:

- the Condensed Consolidated Balance Sheet,
- the Condensed Consolidated Statement of Profit and Loss (including other comprehensive income),
- the Condensed Consolidated Statement of Cash Flows,
- the Condensed Consolidated Statement of Changes in Unitholders' Equity,
- a summary of material accounting policies and other explanatory information.

Additionally, it includes the Statement of Net Assets at Fair Value, the Statement of Total Returns at Fair Value, the Statement of Net Distributable Cash Flow of Brookfield India REIT and each of the SPVs and other additional financial disclosures as required under the SEBI (Real Estate Investment Trusts) Regulations, 2014. The Condensed Consolidated Financial Statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Manager on behalf of the Brookfield India REIT on 06 November 2024. The Condensed Consolidated Financial Statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time including any guidelines and circulars issued there under read with SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("REIT Regulations"); Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS') to the extent not inconsistent with the REIT Regulations (refer note 15(a)(i) on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Accordingly, these condensed consolidated financial statements do not include all the information required for a complete set of financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's audited consolidated financial statements under Ind AS as at and for the year ended 31 March 2024. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Condensed Consolidated Financial Statements are presented in Indian Rupees in Millions, except when otherwise indicated.

2.2 Material accounting policies

a) Basis of Consolidation

(i) Subsidiaries

The Brookfield India REIT consolidates entities which it owns or controls. The Condensed Consolidated Financial Statements comprise the financial statements of the Brookfield India REIT and its subsidiary SPVs as disclosed in Note 1. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The procedure adopted for preparing Condensed Consolidated Financial Statements of Brookfield India REIT is stated below:

1. The Condensed Consolidated Financial Statements have been prepared using the principles of consolidation as per Ind AS 110 - Consolidated Financial Statements.
2. The financial statements of the Group are consolidated by combining/adding like items of assets, liabilities, equity, income, expenses and cash flows.
3. Intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of Brookfield India REIT are eliminated in full.
4. The figures in the notes to accounts and disclosures have been consolidated line by line and intragroup transactions and balances including unrealized profit are eliminated in full on consolidation.
5. Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the equity attributable to shareholders of the Company. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

(ii) Interest in joint arrangement

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The results of joint ventures are incorporated in these Condensed Consolidated Financial Statements using the equity method of accounting as described below:

Under the equity method of accounting, the investments are initially recognised at cost on the date of acquisition and adjusted thereafter to recognize the Brookfield India REIT's share of the post-acquisition profits or losses of the investee in profit and loss, and Brookfield India REIT's share of other comprehensive income of the investee in other comprehensive income.

Goodwill is calculated at excess of cost of investment over share of fair value of net assets acquired on the date of acquisition.

Dividends received from joint ventures are recognised as a reduction in the carrying amount of the investment.

When Brookfield India REIT 's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, Brookfield India REIT does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

Unrealised gains on transactions between Brookfield India REIT and joint ventures are eliminated to the extent of Brookfield India REIT's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees are consistent with the policies adopted by the Brookfield India REIT.

The carrying amount of equity accounted investments are tested for impairment in accordance with the Brookfield India REIT's policy.

b) Functional and presentation currency

The Condensed Consolidated Financial Statements are presented in Indian rupees, which is Brookfield India REIT's functional currency and the currency of the primary economic environment in which Brookfield India REIT operates. All financial information presented in Indian rupees has been rounded off to nearest million except unit and per unit data.

c) Basis of measurement

The Condensed Consolidated Financial Statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

The Condensed Consolidated Financial Statements have been prepared on a going concern basis.

d) Use of judgments and estimates

The preparation of Condensed Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS), to the extent not inconsistent with the REIT regulations, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Condensed Consolidated Financial Statements is included in the following notes:

- (i) presentation of "Unit Capital" as "Equity" in accordance with the REIT Regulations instead of compound instrument (Note 15)
- (ii) determination of useful life of investment property (Note 2.2 (g))
- (iii) determination of recoverable amount / fair value of investment property (Note 2.2 (g), Statement of Net Assets at Fair Value, Statement of Total Return at Fair Value)
- (iv) determination of lease term (Note 2.2 (n))
- (v) recognition / recoverability of deferred tax assets (Note 2.2 (p) and Note 6)

e) Current versus non-current classification

Brookfield India REIT presents assets and liabilities in the Condensed Consolidated Balance Sheet based on current/ non-current classification:

An asset is classified as current when it satisfies any of the following criteria:

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

- it is expected to be realized in, or is intended for sale or consumption in, the normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Brookfield India REIT classifies all other assets as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in normal operating cycle of Brookfield India REIT;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Brookfield India REIT does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Brookfield India REIT classifies all other liabilities as non-current.

Current assets/liabilities include current portion of non-current financial assets/ liabilities respectively. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

f) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, Brookfield India REIT takes into account the characteristics of the asset or liability and how market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Inputs to fair value measurement techniques are disaggregated into three hierarchical levels, which are directly based on the degree to which inputs to fair value measurement techniques are observable by market participants:

- Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2: Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the asset's or liability's anticipated life.
- Level 3: Inputs are unobservable and reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs in determining the estimate.

Fair value measurement framework is adopted by Brookfield India REIT to determine the fair value of various assets and liabilities measured or disclosed at fair value.

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g) Investment properties

Recognition and measurement

Investment property consists of commercial properties which are primarily held to earn rental income and commercial developments that are being constructed or developed for future use as commercial properties. The cost of commercial development properties includes direct development costs, import duties and other non-refundable purchase taxes, borrowing costs directly attributable to the development and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and impairment losses, if any.

Equipment and furnishings physically attached and integral to a building are considered to be part of the investment property.

Subsequent expenditure and disposal

Subsequent expenditure is capitalized to the investment property's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Brookfield India REIT and the cost of the item can be measured reliably. The cost of the assets not ready for its intended use before such date, are disclosed as investment property under development. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Any gain or loss from disposal of an investment property is recognized in Statement of profit and loss.

Depreciation

Investment property is depreciated using the straight-line method over their estimated useful lives. The useful lives of the assets have been determined by management after considering nature of assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.

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

The useful lives of the investment property are tabulated as below:

Particulars	Useful Life (Years)
Buildings	60
Plant and Machinery	4 - 15
Furniture and Fixtures	5 – 12
Electrical fittings	4 – 15
Diesel generator sets	15 – 25
Air conditioners	15
Office Equipment	5 – 12
Kitchen Equipment	5
Computers	3 – 6
Right of Use (Leasehold Land)	As per lease term

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The fair value of investment property is disclosed in the statement of net assets at fair value. Fair values are determined by an independent registered valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

h) Property, plant and equipment and intangible assets

Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises the purchase price, including import duties and other non-refundable purchase taxes and any directly attributable cost of bringing the asset to its working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Likewise, on initial recognition expenditure to be incurred towards major inspections and overhauls are required to be identified as a separate component and depreciated over the expected period till the next overhaul expenditure.

Subsequent expenditure and disposal

Subsequent expenditure is capitalized to the property, plant and equipment's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Brookfield India REIT and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of a property, plant and equipment is replaced, the carrying amount of the replaced part is derecognized.

Any gain or loss from disposal of a property, plant and equipment is recognized in Statement of profit and loss.

Depreciation

Property, plant and equipment are depreciated using the straight-line method over their estimated useful lives. The useful lives of the assets have been determined by management after considering nature of assets, the estimated usage of the assets, the operating conditions of the assets, past history of replacement and maintenance support.

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

Depreciation on additions (disposals) is provided on pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

Leasehold improvements are depreciated over primary period of lease or the useful life of the asset, whichever is lower.

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Estimated useful lives of items of property, plant and equipment are tabulated as follows: -

Particulars	Useful Life (Years)
Buildings	60
Plant and Machinery	5 – 20
Furniture and Fixtures	3 – 14
Electrical fittings	10
Air conditioners	3 – 15
Office Equipment	3 – 15
Kitchen Equipment	3 – 5
Vehicle	8
Computers	3 – 14
Computer Software	5

Intangible assets comprise purchase of software. Intangible assets are carried at cost and amortized over a period of 5 years, which represents the period over which the Brookfield India REIT expects to derive economic benefits from the use of the assets.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each reporting period and the amortization period is revised to reflect the changed pattern, if any.

i) Impairment of non-financial assets

Brookfield India REIT assesses, at each reporting date, whether there is an indication that a non-financial asset other than deferred tax assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, Brookfield India REIT estimates the asset's recoverable amount. Goodwill is tested annually for impairment.

An impairment loss is recognized in the Condensed Consolidated Statement of Profit and Loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

Impairment losses are recognized in the Condensed Consolidated Statement of Profit and Loss, unless it reverses previous revaluation credited to equity, in which case it is charged to equity.

Goodwill (if any) arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from the synergies of the combination.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. In estimating value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

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Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets, such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

j) Foreign currency transactions

Items included in the financial statements of the Brookfield India REIT are measured using the currency of the primary economic environment in which the Brookfield India REIT operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Brookfield India REIT functional and presentation currency.

Foreign currency transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at reporting period end exchange rates are generally recognized in the Statement of profit and loss.

k) Errors, estimates and change in accounting policies

The Brookfield India REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Condensed Consolidated Financial Statements. Changes in accounting policies are applied retrospectively, wherever applicable.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets - Recognition

All financial assets are recognized initially at fair value (except for trade receivables which are initially measured at transaction price) plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

• Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

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- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

• Debt instruments at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss is recognized in statement of profit and loss. On derecognition of the asset, cumulative gains or losses previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

• Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Brookfield India REIT may elect to designate a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Brookfield India REIT has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit or loss.

• Equity instruments measured at fair value through other comprehensive income (FVOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Brookfield India REIT may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Brookfield India REIT makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Brookfield India REIT decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Brookfield India REIT may transfer the cumulative gain or loss within equity.

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Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit and loss.

(ii) Financial Assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e., removed from the Brookfield India REIT balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Brookfield India REIT has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Brookfield India REIT has transferred substantially all the risks and rewards of the asset, or (b) the Brookfield India REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Impairment of financial assets

Brookfield India REIT recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component and lease receivables is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable and lease receivables, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date, is recognized as an impairment gain or loss in the Statement of profit and loss.

Trade Receivables are generally written off against the allowance only after all means of collection have been exhausted and the potential for recovery is considered remote.

(iv) Financial liabilities – Recognition and Subsequent measurement

Brookfield India REIT financial liabilities are initially measured at fair value less any attributable transaction costs. Subsequent to initial measurement, these are measured at amortized cost using the effective interest rate ('EIR') method or at fair value through profit or loss (FVTPL).

Brookfield India REIT financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

The measurement of financial liabilities depends on their classification, as described below:

• Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through Statement of profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Brookfield India REIT that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in Statement of profit and loss.

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Financial liabilities designated upon initial recognition at fair value through Statement of profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains or losses are not subsequently transferred to statement of profit and loss. However, the Brookfield India REIT may transfer the cumulative gains or losses within equity. All other changes in fair value of such liability are recognized in Statement of profit and loss. The Brookfield India REIT has not designated any financial liability as at fair value through profit or loss.

• **Financial liabilities at amortized cost**

Financial liabilities that are not held for trading, or designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

(v) Financial liabilities - Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of profit and loss as other gains/(losses).

(vi) Income/loss recognition

• **Interest income**

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Brookfield India REIT estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

• **Borrowing costs**

Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs associated with direct expenditures on properties under development or redevelopment or property, plant and equipment are capitalized. The amount of borrowing costs capitalized is determined first by borrowings specific to a property where relevant, and then by a weighted average

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cost of borrowings to eligible expenditures after adjusting for borrowings associated with other specific developments. Where borrowings are associated with specific developments, the amount capitalized is the gross borrowing costs incurred less any incidental investment income. Borrowing costs are capitalized from the commencement of the development until the date of practical completion. The Brookfield India REIT considers practical completion to have occurred when the physical construction of property is completed and the property is substantially ready for its intended use and is capable of operating in the manner intended by management. Capitalization of borrowing costs is suspended and charged to the Statement of profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

(vii) Embedded derivatives

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Embedded derivatives closely related to the host contracts are not separated. Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss.

m) Leases

At inception of a contract, the Brookfield India REIT assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Brookfield India REIT assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Brookfield India REIT has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Brookfield India REIT has the right to direct the use of the asset. The Brookfield India REIT has this right when it has the decision making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Brookfield India REIT has the right to direct the use of the asset if either:
 - the Brookfield India REIT has the right to operate the asset; or
 - the Brookfield India REIT designed the asset in a way that predetermines how and for what purpose it will be used.

As a lessee

The Brookfield India REIT recognizes a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying

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asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Brookfield India REIT's incremental borrowing rate. Generally, the Brookfield India REIT uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Brookfield India REIT is reasonably certain to exercise, lease payments in an optional renewal period if the Brookfield India REIT is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Brookfield India REIT is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Brookfield India REIT's estimate of the amount expected to be payable under a residual value guarantee, or if the Brookfield India REIT changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Brookfield India REIT presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities (current and non-current) in the statement of financial position.

The Brookfield India REIT has elected not to recognize right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Brookfield India REIT recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a Lessor

The Brookfield India REIT enters into lease agreements as a lessor with respect to its investment properties.

Leases for which the Brookfield India REIT is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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When the Brookfield India REIT is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of the Brookfield India REIT's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Brookfield India REIT's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Brookfield India REIT applies Ind AS 115 to allocate the consideration under the contract to each component.

n) Revenue recognition

Revenues are measured based on the transaction price, which is the consideration, net of tax collected from customers and remitted to government authorities such as Goods and Services tax, and applicable service level credits, discounts or price concessions. The computation of these estimates involves significant judgment based on various factors including contractual terms, historical experience, expense incurred etc.

i. Income from Operating Lease Rentals

Assets given under operating lease are included in investment property. Revenue recognition under a lease commences when the tenant has a right to use the leased asset. Generally, this occurs on the lease commencement date. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. In determining the lease term, management considers all facts and circumstances including renewal, termination and market conditions.

Income from Operating Lease Rentals also includes percentage participating rents. Percentage participating rents are recognized when tenants' specified sales targets have been met.

ii. Income from maintenance services

Income from maintenance services consists of revenue earned from the provision of daily maintenance, security and administration services, and is charged to tenants based on the occupied lettable area of the properties. Income from maintenance services is recognized when the entity has satisfied its performance obligation by delivering services as per terms of contract entered into with tenants.

o) Employee benefits

Employee benefits include provident fund, gratuity and compensated absences.

Provident fund

The Brookfield India REIT's contribution to provident fund is considered as defined contribution plans and is charged as an expense in statement of profit and loss based on the amount of contribution required to be made as and when services are rendered by the employees.

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Gratuity

Brookfield India REIT has an obligation towards gratuity, a defined post-employment benefits plan covering eligible employees. The present value of the defined benefit liability and the related current service cost and past service cost are measured using projected unit credit method; with actuarial valuations being carried out at each balance sheet date. Remeasurements comprising actuarial gains and losses are recognized immediately in the balance sheet with a charge or credit to other comprehensive income in the period in which they occur. Remeasurements recognized in other comprehensive income are not reclassified. Past service cost is recognized in profit or loss when the plan amendment or curtailment occurs, or when the Brookfield India REIT recognizes related restructuring costs or termination benefits, whichever is earlier.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the period when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Other Long-term employee benefits

The employees of the Brookfield India REIT are entitled to other long term benefit by way of accumulating compensated absences. Cost of long-term benefit by way of accumulating compensated absences arising during the tenure of the service is calculated taking into account the pattern of availment of leave. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation based on actuarial valuations as at the balance sheet date by an independent actuary using the Projected Unit Credit method. Actuarial gains and losses relating to long-term employee benefits are recognised in the statement of Profit and Loss in the period in which they arise.

p) Taxation

Income tax expense comprises current and deferred tax. It is recognized in Statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

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Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax, 1961 is recognised as current tax in the Condensed Consolidated Statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as a deferred tax asset only when and to the extent there is convincing evidence that the Brookfield India REIT will pay normal income tax during the period for which MAT credit can be carried forward for set-off against normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Brookfield India REIT is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on initial recognition of goodwill.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, Brookfield India REIT recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets—unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised. Further, no deferred tax asset/liabilities are recognized in respect of temporary differences that reverse within tax holiday period.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Brookfield India REIT expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Brookfield India Real Estate Trust
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Notes to the Condensed Consolidated financial statements

q) Provisions and contingencies

A provision is recognized when the Brookfield India REIT has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Brookfield India REIT or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Brookfield India REIT does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

r) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of segments:

In accordance with Ind AS 108- Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Chief Operating Decision Maker ('CODM') to allocate resources to the segments and assess their performance. An operating segment is a component of the Brookfield India REIT that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Brookfield India REIT's other components.

Based on an analysis of Brookfield India REIT's structure and powers conferred to the Manager to Brookfield India REIT, the Governing Board of the Manager (Brookprop Management Services Private Limited) has been identified as the Chief Operating Decision Maker ('CODM'), since they are empowered for all major decisions w.r.t. the management, administration, investment, disinvestment, etc.

As the Brookfield India REIT is primarily engaged in the business of developing and maintaining commercial real estate properties in India, CODM reviews the entire business as a single operating segment and accordingly disclosure requirements of Ind AS 108 "Operating Segments" in respect of reportable segments are not applicable.

s) Subsequent events

The Condensed Consolidated Financial Statements are prepared after reflecting adjusting and non-adjusting events that occur after the reporting period but before the Condensed Consolidated Financial Statements are authorized for issue.

Brookfield India Real Estate Trust
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Notes to the Condensed Consolidated financial statements

t) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

u) Earnings per unit

Basic earnings per unit are calculated by dividing the net profit / (loss) for the period attributable to unit holders of the Brookfield India REIT by the weighted average number of units outstanding during the period.

For the purpose of calculating diluted earnings per unit, the profit or loss for the period attributable to unit holders of the Brookfield India REIT and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per unit or increase loss per units are included.

v) Business Combination/Asset Acquisition

The amendment to Ind AS 103 Business Combinations clarifies that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets.

Brookfield India REIT has opted to apply optional concentration test in respect of acquisition of SPVs. Refer Note 42 of the financial statements for details.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

w) Condensed Consolidated Statement of Cash flows

Condensed Consolidated Cash flows are reported using the indirect method, whereby Profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated. For the purpose of the Condensed Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits.

Brookfield India Real Estate Trust
Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated financial statements

x) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Condensed Consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

y) Cash distribution to Unitholders

The Brookfield India REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Board of Directors of the Manager. A corresponding amount is recognized directly in equity.

z) Income support

The income support that is an integral part of an acquisition transaction is treated as deduction in the acquisition cost of such investment property. Where the right to receive the income support is spread over a period of time, the right to receive the income support is recognized as a financial asset at fair value and subsequently measured at fair value through profit or loss.

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

3 Property, plant and equipment and Intangible assets

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 01 April 2024	Additions during the period	Deletions/ Adjustments	Balance as at 30 September 2024	Balance as at 01 April 2024	Charge for the period	Deletions/ Adjustments	Balance as at 30 September 2024	Balance as at 30 September 2024	Balance as at 31 March 2024
Assets (site)										
Air conditioner	0.07	-	-	0.07	0.07	-	-	0.07	-	-
Computers	0.27	-	-	0.27	0.26	0.01	-	0.27	0.00	0.01
Plant and machinery	0.47	-	-	0.47	0.18	0.10	-	0.28	0.19	0.29
Furniture and fixtures	2.78	-	-	2.78	1.88	0.22	-	2.10	0.67	0.90
Electrical fittings	0.75	-	-	0.75	0.12	0.07	-	0.19	0.56	0.63
Office equipment	0.41	-	-	0.41	0.41	-	-	0.41	0.00	0.00
Sub total	4.75	-	-	4.75	2.92	0.40	-	3.32	1.43	1.83
Assets (maintenance)										
Air conditioner	10.15	0.42	-	10.57	3.27	0.82	-	4.09	6.48	6.88
Plant and machinery	329.79	3.98	(19.14)	314.63	48.91	16.43	(1.39)	63.95	250.68	280.88
Furniture and fixtures	93.25	2.54	(1.59)	94.20	22.59	7.06	(0.10)	29.55	64.65	70.66
Office equipment	45.10	3.13	(1.36)	46.87	13.41	4.51	(0.31)	17.61	29.26	31.69
Electrical fittings	12.86	-	-	12.86	0.62	0.74	-	1.36	11.50	12.24
Kitchen Equipments	0.16	-	-	0.16	0.15	0.01	-	0.16	0.00	0.01
Vehicle	2.82	-	-	2.82	0.45	0.16	-	0.61	2.21	2.37
Sub total	494.13	10.07	(22.09)	482.11	89.40	29.73	(1.80)	117.33	364.78	404.73
TOTAL	498.88	10.07	(22.09)	486.86	92.32	30.13	(1.80)	120.65	366.21	406.56
Intangible Assets										
Softwares	0.98	1.35	-	2.33	0.91	0.09	-	1.00	1.33	0.07
GRAND TOTAL	499.86	11.42	(22.09)	489.19	93.23	30.23	(1.80)	121.65	367.54	406.63

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 01 April 2023	Additions due to assets acquisition*	Additions during the year	Deletions/ Adjustments	Balance as at 31 March 2024	Balance as at 01 April 2023	Charge for the year	Deletions/ Adjustments	Balance as at 31 March 2024	Balance as at 31 March 2023
Assets (site)										
Air conditioner	0.07	-	-	-	0.07	0.07	-	-	0.07	-
Computers	0.09	0.18	-	-	0.27	0.08	0.18	-	0.26	0.01
Plant and machinery	0.02	0.45	1.50	-	0.47	0.02	0.16	-	0.18	0.29
Furniture and fixtures	1.47	1.31	-	-	2.78	1.42	0.46	-	1.88	0.90
Electrical fittings	-	0.75	-	-	0.75	-	0.12	-	0.12	0.63
Office equipment	0.41	-	-	-	0.41	0.36	0.05	-	0.41	0.00
Sub total	2.06	2.69	1.50	-	4.75	1.95	0.97	-	2.92	1.83
Assets (maintenance)										
Air conditioner	6.73	2.51	0.91	-	10.15	1.85	1.42	-	3.27	6.88
Plant and machinery	165.88	56.06	107.85	-	329.79	21.81	27.10	-	48.91	280.88
Furniture and fixtures	38.06	17.24	37.95	-	93.25	11.09	11.50	-	22.59	70.66
Office equipment	15.74	9.18	20.18	-	45.10	5.48	7.93	-	13.41	31.69
Electrical fittings	0.60	1.07	11.19	-	12.86	0.15	0.47	-	0.62	12.24
Kitchen Equipments	0.16	-	-	-	0.16	0.10	0.05	-	0.15	0.01
Vehicle	-	0.30	2.52	-	2.82	-	0.45	-	0.45	2.37
Sub total	227.17	86.36	180.60	-	494.13	40.48	48.92	-	89.40	404.73
TOTAL	229.23	89.05	182.10	-	498.88	42.43	49.89	-	92.32	406.56
Intangible Assets										
Softwares	0.46	0.52	-	-	0.98	0.45	0.46	-	0.91	0.07
GRAND TOTAL	229.69	89.57	182.10	-	499.86	42.88	50.35	-	93.23	406.63

*Above assets have been acquired as part of Candor Gurgaon 1 and Kairos assets acquisition. Refer note 2.1 basis for consolidation and note 42.

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4 Investment property

Particulars	Gross block				Accumulated depreciation and impairment				Net block	
	Balance As at 01 April 2024	Additions during the period	Deletions/ Adjustments	Balance As at 30 September 2024	Balance As at 01 April 2024	Charge for the period	Deletions/ Adjustments	Balance As at 30 September 2024	Balance As at 30 September 2024	As at 31 March 2024
Assets (constructed), given/expected to be given on operating lease										
Freehold land	93,401.05	-	-	93,401.05	-	-	-	-	93,401.05	93,401.05
Buildings	142,904.42	689.26	-	143,593.68	6,247.00	1,485.15	-	7,732.15	135,861.53	136,657.42
Air conditioners	2,880.43	11.71	-	2,892.14	689.26	155.59	-	844.85	2,047.29	2,191.17
Electrical fittings & equipment	1,898.18	3.74	-	1,901.92	622.06	134.87	-	756.94	1,144.99	1,276.12
Plant and machinery	2,221.65	91.79	-	2,313.44	485.30	118.81	-	604.10	1,709.33	1,736.35
Diesel generator sets	1,355.89	3.05	-	1,358.94	357.78	77.58	-	435.36	923.58	998.11
Furniture and fixtures	565.96	77.85	-	643.81	189.77	46.67	-	236.44	407.37	376.19
Right of use (leasehold land)	1,721.56	-	-	1,721.56	50.23	10.78	-	61.01	1,660.55	1,671.33
Office Equipment	63.73	3.75	-	67.48	19.00	7.14	-	26.14	41.34	44.73
Computers	12.83	-	-	12.83	4.24	2.28	-	6.52	6.31	8.59
Sub total	247,025.70	881.15	-	247,906.85	8,664.64	2,038.87	-	10,703.51	237,203.34	238,361.06
Assets (food court), given/expected to be given on operating lease										
Air conditioner	7.05	-	-	7.05	2.74	0.44	-	3.18	3.87	4.31
Furniture & fixtures	31.24	0.49	-	31.73	30.83	0.24	-	31.07	0.66	0.41
Plant and machinery	4.81	-	-	4.81	1.86	0.30	-	2.16	2.65	2.95
Office equipment	2.18	-	-	2.18	1.79	0.27	-	2.05	0.12	0.39
Kitchen equipment	15.77	8.80	-	24.57	9.01	2.85	-	11.86	12.71	6.76
Computers	0.20	-	-	0.20	0.20	-	-	0.20	-	-
Sub total	61.25	9.29	-	70.54	46.43	4.10	-	50.53	20.01	14.82
Sub total - Investment Property	247,086.95	890.44	-	247,977.39	8,711.07	2,042.97	-	10,754.04	237,223.35	238,375.88
Investment property - under development**										
Capital work in progress	1,674.08	633.46	(380.73)	1,926.81	475.08	-	-	475.08	1,451.73	1,199.00
Sub total - Investment Property under development	1,674.08	633.46	(380.73)	1,926.81	475.08	-	-	475.08	1,451.73	1,199.00
Total	248,761.03	1,523.90	(380.73)	249,904.20	9,186.15	2,042.97	-	11,229.12	238,675.08	239,574.88

Buildings net block includes Rs. 34,219.87 million (31 March 2024: Rs. 34,525.90 million), held under co-development agreement as fully described in Note 36 (Capital Commitments).

** The amount of Rs. 380.73 million shown in "Deletions/ Adjustments" under "Gross Block" represents capitalization during the period.

Reconciliation for total depreciation expense:

	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)
Total depreciation on property, plant and equipment for the period	15.00	13.43	28.43
Total depreciation and impairment on investment property for the period	1,033.31	1,009.66	2,042.97
Less: • Depreciation during the construction period on site assets • capitalized	(0.11)	(0.29)	(0.40)
Less: • Depreciation during the construction period on Right of use (leasehold land)	0.20	(1.36)	(1.16)
Depreciation expense for the period	1,048.40	1,021.44	2,069.84

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Particulars	Gross block				Balance As at 31 March 2024	Accumulated depreciation and impairment				Net block	
	Balance As at 01 April 2023	Additions due to assets acquisition*	Additions during the year	Deletions/ Adjustments		Balance As at 01 April 2023	Charge for the year	Deletions/ Adjustments	Balance As at 31 March 2024	Balance As at 31 March 2024	As at 31 March 2023
Assets (constructed), given/expected to be given on operating lease											
Freehold land	25,580.44	67,820.61	-	-	93,401.05	-	-	-	-	93,401.05	25,580.44
Buildings	105,781.85	36,263.41	859.16	-	142,904.42	3,625.39	2,621.61	-	6,247.00	136,657.42	102,156.46
Air conditioners	2,022.99	800.70	56.74	-	2,880.43	417.42	271.84	-	689.26	2,191.17	1,605.57
Electrical fittings & equipment	1,335.14	527.58	35.46	-	1,898.18	375.30	246.76	-	622.06	1,276.12	959.84
Plant and machinery	1,385.38	655.64	180.63	-	2,221.65	279.32	205.98	-	485.30	1,736.35	1,106.06
Diesel generator sets	943.76	381.75	30.38	-	1,355.89	223.50	134.28	-	357.78	998.11	720.26
Furniture and fixtures	319.83	159.68	86.45	-	565.96	128.63	61.14	-	189.77	376.19	191.20
Right of use (leasehold land)	1,721.56	-	-	-	1,721.56	27.68	22.55	-	50.23	1,671.33	1,693.88
Office Equipment	24.54	32.11	7.08	-	63.73	9.23	9.77	-	19.00	44.73	15.31
Computers	2.52	10.29	0.02	-	12.83	0.99	3.25	-	4.24	8.59	1.53
Sub total	139,118.01	106,651.77	1,255.92	-	247,025.70	5,087.46	3,577.18	-	8,664.64	238,361.06	134,030.55
Assets (food court), given/expected to be given on operating lease											
Air conditioner	7.05	-	-	-	7.05	1.87	0.87	-	2.74	4.31	5.18
Furniture & fixtures	31.08	0.16	-	-	31.24	21.31	9.52	-	30.83	0.41	9.77
Plant and machinery	4.81	-	-	-	4.81	1.27	0.59	-	1.86	2.95	3.54
Office equipment	2.18	-	-	-	2.18	1.21	0.58	-	1.79	0.39	0.97
Kitchen equipment	13.45	2.27	0.05	-	15.77	6.69	2.32	-	9.01	6.76	6.76
Computers	0.20	-	-	-	0.20	0.20	-	-	0.20	-	-
Sub total	58.77	2.43	0.05	-	61.25	32.55	13.88	-	46.43	14.82	26.22
Sub total - Investment Property	139,176.78	106,654.20	1,255.97	-	247,086.95	5,120.01	3,591.06	-	8,711.07	238,375.88	134,056.77
Investment property - under development**											
Capital work in progress#	1,216.94	705.20	1,079.68	(1,327.74)	1,674.08	-	475.08	-	475.08	1,199.00	1,216.94
Sub total - Investment Property under development	1,216.94	705.20	1,079.68	(1,327.74)	1,674.08	-	475.08	-	475.08	1,199.00	1,216.94
Total	140,393.72	107,359.40	2,335.65	(1,327.74)	248,761.03	5,120.01	4,066.14	-	9,186.15	239,574.88	135,273.71

*Above assets have been acquired as part of Candor Gurgaon 1 and Kairos assets acquisition. Refer note 2.1 basis for consolidation and note 42.

Buildings net block includes Rs. 34,525.90 million (31 March 2023: Rs. 35,179.71 million), held under co-development agreement as fully described in Note 36 (Capital Commitments).

** The amount of Rs. 1,327.74 million shown in "Deletions/ Adjustments" under "Gross Block" represents capitalization during the period.

During the year ended 31 March 2024, the Trust reassessed the recoverable value of certain capital work in progress and recognised an impairment charge of Rs. 475.08 million.

Reconciliation for total depreciation expense:

	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Total depreciation on property, plant and equipment for the period	10.68	31.61	18.74	50.35
Total depreciation and impairment on investment property for the period	829.10	2,046.85	2,019.29	4,066.14
Less - Depreciation during the construction period on site assets - capitalized	(0.20)	(0.72)	(0.25)	(0.97)
Less - Depreciation during the construction period on Right of use (leasehold land)	(1.16)	(2.86)	(2.28)	(5.14)
Depreciation expense for the period/year	838.42	2,074.88	2,035.50	4,110.38

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	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
5 Non current financial assets - Other		
(Unsecured and considered good)		
Security deposits*	861.25	860.02
Deposits with Banks**	4.93	2.61
Interest accrued but not due on deposits with banks	0.08	0.10
To related parties (refer note 41)		
Derivative Assets***	283.50	260.25
	1,149.76	1,122.98
*For balance to related parties, refer note 41		
**These deposits are of restricted use being lien against debt service reserve account, bank guarantees given to various authorities and given as security for sales tax registration.		
*** Refer note 37 for fair value		
6 Deferred tax asset (net)		
Deferred tax asset (net)	4,391.56	4,621.86
	4,391.56	4,621.86
The Group has recognized deferred tax asset of Rs. 6,046.88 million (31 March 2024: Rs. 5,536.90 million) on unabsorbed depreciation & business losses and Rs. 1,197.83 million (31 March 2024: Rs. 1,197.83 million) on MAT credit entitlement, considering the deferred tax liability on existing taxable temporary differences in respective SPVs that will reverse in the future and estimated taxable income for future years. The amount of deferred tax assets considered realizable, however, could reduce in the near term if estimates of future taxable income during the carry-forward period are reduced.		
7 Non-current tax assets (net)		
Advance income tax	2,573.76	2,387.76
	2,573.76	2,387.76
8 Other non-current assets		
(Unsecured and considered good)		
Capital advances	40.29	60.19
Lease rent equalization*	471.32	399.60
Prepaid expenses	82.16	110.36
Balance recoverable from government authorities	10.85	6.39
	604.62	576.54
*For balance to related parties, refer note 41		
9 Current financial assets - Trade receivables		
Trade receivables considered good - unsecured*	947.36	731.13
Trade receivables - credit impaired	159.67	127.80
Less: loss allowance	(159.67)	(127.80)
	947.36	731.13
*For balance to related parties, refer note 41		
10 Current financial assets - Cash and cash equivalents		
Balance with banks :*		
- in current account	231.90	123.04
- in deposit account	4,173.09	3,579.83
	4,404.99	3,702.87
* For related parties balance, refer note 41		
11 Current financial assets - Other bank balances		
Deposits with banks*	1,684.83	1,294.01
	1,684.83	1,294.01
* These deposits are of restricted use being lien against debt service reserve account, bank guarantees given to various authorities and given as security for sales tax registration. For related parties refer note 41		
12 Current financial assets - Loans		
To parties other than related parties		
(Unsecured and considered doubtful)		
Advances to vendors	-	3.41
Less: loss allowance	-	(3.41)
	-	-
Loans receivables - credit impaired	-	3.41
Less: loss allowance	-	(3.41)
	-	-

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	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
13 Current financial assets - Other (Unsecured and considered good)		
To parties other than related parties		
Security deposits	0.01	0.01
Interest accrued but not due on deposits with banks*	22.52	22.37
Other receivables	163.88	83.12
To related parties (refer note 41)		
Other receivables	7.74	0.01
Finance receivables #	284.38	936.01
	478.53	1,041.52

*For related parties balance, refer note 41

Finance receivables represents income support guarantee received from a related party in respect of tenancy level of investment properties of Candor Gurgaon 1, where the right to receive the income support is spread over a period of time starting from 01 July 2023 and ending on 30 June 2025 for Candor Gurgaon 1. The income support guarantee is recognized as a financial asset at fair value through profit and loss.

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
14 Other current assets (Unsecured and considered good)		
Advances to vendors	142.19	80.79
Prepaid expenses*	137.89	105.40
Balance recoverable from government authorities	169.20	212.46
Lease rent equalization*	333.86	262.22
	783.14	660.87

* For related parties balance, refer note 41

15 Unit Capital		
Particulars	No. of Units	Amount
As at 01 April 2023	335,087,073	86,556.65
Less: Distribution to Unitholders for the quarter ended 31 March 2023	-	(891.33)
Less: Distribution to Unitholders for the quarter ended 30 June 2023	-	(861.30)
Less: Distribution to Unitholders for the quarter ended 30 September 2023	-	(939.64)
Less: Distribution to Unitholders for the quarter ended 31 December 2023	-	(1,088.93)
Add: Units issued during the period (refer note c)	103,998,149	27,053.59
Less: Issue expenses (refer note a (iii))	-	(727.61)
Closing balance as at 31 March 2024	439,085,222	109,101.43
Less: Distribution to Unitholders for the quarter ended 31 March 2024	-	(1,102.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2024	-	(1,022.43)
Add: Units issued during the period (refer note c)	40,930,000	12,279.00
Less: Issue expenses (refer note a (iii))	-	(2.02)
Closing balance as at 30 September 2024	480,015,222	119,253.88

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

(i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Board of Directors of the Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Brookfield India REIT is required to distribute to Unitholders not less than 90% of the Net Distributable Cash Flows of Brookfield India REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Brookfield India REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 issued under the REIT Regulations, the Unit Capital has been presented as "Equity" in order to comply with the requirements of Section H of Chapter 3 to the SEBI Master Circular dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

(ii) Brookfield India REIT acquired controlling stake in Candor Gurgaon 1 and Kairos by acquiring 50% equity interest from certain members of the Sponsor Group. The purchase consideration for acquiring 50% stake in Candor Gurgaon 1 was discharged by paying cash of Rs. 4,533.04 million. The purchase consideration for acquiring 50% stake in Kairos was discharged by paying cash of Rs. 8,277.71 million and by allotting 12,696,800 number of Units at Rs. 315.04 per Unit, as per the table below.

On 21 June 2024, the Trust has allotted 40,930,000 Units at Rs.300 per Unit to Bharti Sellers (refer note 1) on preferential allotment basis towards consideration for acquisition of 50% share capital of Rostrum.

Name of SPV	Number of Units allotted for consideration other than cash			
	Sponsor	Sponsor Group	Other than Sponsor and Sponsor Group	Total
As at 31 March 2024				
Candor Kolkata	54,117,888	16,364	-	54,134,252
Festus	-	31,474,412	-	31,474,412
SPPL Noida	-	41,483,012	-	41,483,012
CIOP	-	800,727	-	800,727
SDPL Noida	-	15,463,616	-	15,463,616
Kairos	-	12,696,800	-	12,696,800
During the period ended 30 September 2024:				
Rostrum - Joint Venture (refer note 1: Trust Information)	-	-	40,930,000	40,930,000
Total number of Units issued	54,117,888	101,934,931	40,930,000	196,982,819

(iii) Expenses incurred pertaining to new issuance of units (Institutional placement and Preferential allotment) have been reduced from the Unitholders capital in accordance with Ind AS 32 - Financial Instruments: Presentation.

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

Name of Unitholders	As at 30 September 2024		As at 31 March 2024	
	No. of Units	% of holdings	No. of Units	% of holdings
BSREP India Office Holdings V Pte. Ltd.	54,117,888	11.27%	54,117,888	12.33%
BSREP India Office Holdings Pte Ltd.	41,499,453	8.65%	41,499,453	9.45%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	7.65%	36,727,398	8.36%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	6.56%	31,474,412	7.17%

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(c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. The Trust had issued an aggregate of 180,083,417 Units for consideration other than cash from the date of incorporation till 31 March 2023.
On 02 August 2023, 91,301,349 units have been issued at Rs.252.50 per unit via institutional placement to arrange the funds for acquisition of 50% stake in Candor Gurgaon I and Kairos, these units got listed on NSE and BSE on 3 August 2023. Further, on 28 August 2023, the Trust has allotted 12,696,800 Units at Rs.315.04 per Unit to Project Diamond Holdings (DIFC) Limited on preferential allotment basis towards part consideration for acquisition of 50% stake in Kairos, which got listed on NSE and BSE on 31 August 2023.
On 21 June 2024, the Trust has allotted 40,930,000 Units at Rs.300 per Unit to Bharti Sellers (refer note 1) on preferential allotment basis towards consideration for acquisition of 50% share capital of Rostrum, these units got listed on NSE and BSE on 25 June 2024.

(d) Unitholding of sponsor group

Name of Unitholders	As at 30 September 2024		As at 31 March 2024		% Change during the period ended 30 September 2024
	No. of Units	% of holdings	No. of Units	% of holdings	
BSREP India Office Holdings V Pte. Ltd.	54,117,888	11.27%	54,117,888	12.33%	-1.05%
BSREP India Office Holdings Pte Ltd.	41,499,453	8.65%	41,499,453	9.45%	-0.81%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	7.65%	36,727,398	8.36%	-0.71%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	6.56%	31,474,412	7.17%	-0.61%
BSREP India Office Holdings IV Pte. Ltd.	15,463,616	3.22%	15,463,616	3.52%	-0.30%
BSREP India Office Holdings VI Pte. Ltd.	800,650	0.17%	800,650	0.18%	-0.02%
Project Diamond Holdings (DIFC) Limited	12,696,800	2.65%	12,696,800	2.89%	-0.25%

16 Other Equity *

Particulars	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Retained earnings attributable to unit holders of Brookfield India REIT	(7,828.85)	(6,543.00)
Non- controlling interests**	19,847.01	20,055.00
	12,018.16	13,512.00

*Refer Condensed Consolidated Statement of Changes in Unitholders' Equity for detailed movement in other equity balances.

** Refer note 1

Retained earnings

The cumulative gain or loss arising from the operations which is retained by the Brookfield India REIT is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit/(loss) after tax is transferred from the Statement of Profit and Loss to the retained earnings account.

17 Non-current financial liabilities - Borrowings#

Secured

Term loan from banks/financial institutions*	103,146.28	100,644.35
Less:- Current maturities of long term borrowings (refer note 21)	(727.54)	(935.41)

Unsecured loan

From related parties (refer note 41)

Liability component of compound financial instrument **	193.03	212.90
12.50% Non convertible debentures	8,207.00	8,430.00
14% Compulsorily Convertible Debentures***	3,487.91	3,497.26

Total Borrowings

114,306.68	111,849.10
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*For balance to related parties, refer note 41

** 15% Compulsorily Convertible Debentures holders issued by Candor Gurgaon I

***14% Compulsorily Convertible Debentures issued by Kairos

Refer note 23 for accrued interest

18 Non-current financial liabilities - others

From parties other than related parties

Security deposit from lessee	4,227.72	3,072.27
Retention money	14.66	12.24
From related party (refer note 41)		
Security deposit from lessee	74.76	-
	4,317.14	3,084.51

19 Provisions

Provision for gratuity	17.29	32.94
	17.29	32.94

20 Other non-current liabilities

Deferred income	863.43	531.30
Contract liability*	779.66	644.07
	1,643.09	1,175.37

*Candor Kolkata One Hi-Tech Structures Private Limited ("K1") entered into a Joint Development Agreement ("JDA") with Gurgaon Infospace Limited ("GIL"). As per the terms of the said JDA, GIL had to pay Rs. 1,000 million in various tranches between January 2021 to October 2023 for the development/construction of building to be used for commercial and retail purposes on certain land parcels, the title of which is in the name of K1. Under the JDA, K1 will be entitled to 72% of the gross sale receipts and deposits from the tenants arising out of the lease of the developed areas and GIL will be entitled to receive balance 28%.

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	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
21 Short term borrowings#		
From other than related parties		
Current maturities of long-term borrowings		
Secured		
Term loan from banks/financial institutions	727.54	935.41
Flexi term loan	1,487.69	-
Unsecured		
Commercial papers*	4,966.04	7,284.87
	7,181.27	8,220.28

*On 17 August 2023, Brookfield India REIT has issued and allotted 15,000 commercial papers at a face value of Rs. 5,00,000 each aggregating to Rs. 7,500.00 million, at 7.93% p.a.. The discounted amount raised by Brookfield India REIT through these commercial papers was Rs. 6,948.95 million and the value payable on maturity is Rs.7,500.00 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 18 August 2023 and have matured on 16 August 2024.

*On 29 April 2024, Brookfield India REIT has issued and allotted 4,000 commercial papers at a face value of Rs. 5,00,000 each aggregating to Rs. 2,000.00 million, at 7.90% p.a.. The discounted amount raised by Brookfield India REIT through these commercial papers is Rs. 1,870.83 million and the value payable on maturity is Rs.2,000.00 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 30 April 2024 and would mature on 14 March 2025.

*On 16 August 2024, Brookfield India REIT has issued and allotted 9,600 commercial papers at a face value of Rs. 5,00,000 each at 7.60% p.a. , aggregating to Rs. 4,800.00 million. The discounted amount raised by Brookfield India REIT through these commercial papers is Rs. 4,762.32 million and the value payable on maturity is Rs. 4,800 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 19 August 2024. These commercial papers became due for payment on 23 September 2024 and have been duly matured on the even date.

*On 16 August 2024, Brookfield India REIT has issued and allotted 6,500 commercial papers at a face value of Rs. 5,00,000 each at 8.03% p.a. , aggregating to Rs. 3,250.00 million. The discounted amount raised by Brookfield India REIT through these commercial papers is Rs. 3,009.65 million and the value payable on maturity is Rs. 3,250.00 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 19 August 2024 and would mature on 14 August 2025.

Refer note 23 for accrued interest

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
22 Current financial liabilities - Trade payables		
Total outstanding dues of micro enterprises and small enterprises	191.47	140.08
Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,162.43	902.38
	1,353.90	1,042.46

*For balance payable to related parties, refer note 41

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
23 Current financial liabilities- Others		
Interest accrued but not due on unsecured compulsorily convertible debentures	102.89	-
Interest accrued but not due on unsecured non convertible debentures	219.78	-
Interest accrued and not due on borrowings	60.03	23.99
Security deposit from lessee*	5,471.73	6,001.10
Retention money	112.44	143.29
Capital creditors	422.61	409.71
Employee related payables	24.59	15.72
Other payables*	71.31	110.44
Contingent consideration**	90.11	86.77
	6,575.49	6,791.02

*For balance to related parties, refer note 41

** Fair value of part consideration, payable to the earlier shareholders of Candor Gurgaon 1 and Kairos, payable upon fulfilment of certain conditions as per Share Purchase Agreements (refer note 41 for related party).

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
24 Provisions		
Provision for gratuity	0.82	0.36
Provision for compensated absences	6.51	11.08
	7.33	11.44

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
25 Other current liabilities		
Statutory dues payable	354.71	256.32
Deferred income*	395.04	351.01
Other payables	1.33	8.84
	751.08	616.17

*For balance to related parties, refer note 41

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
26 Current tax liabilities (Net)		
Provision for income tax	119.51	120.93
	119.51	120.93

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27 Revenue from operations							
Sale of services*							
Income from operating lease rentals **	4,257.36	4,202.76	2,741.05	8,460.12	7,974.69	4,854.38	12,829.07
Income from maintenance services	1,616.64	1,505.27	1,233.77	3,121.91	2,639.11	2,240.18	4,879.29
	5,874.00	5,708.03	3,974.82	11,582.03	10,613.80	7,094.56	17,708.36
Sale of products							
Sale of food and beverages	25.01	27.28	20.14	52.29	48.04	39.18	87.22
Others	3.01	2.30	2.13	5.31	4.94	4.29	9.23
Total revenue from operations	5,902.02	5,737.61	3,997.09	11,639.63	10,666.78	7,138.03	17,804.81
* For related parties transactions, refer note 41							
** Assets given on operating lease							
28 Other income							
Interest income from financial assets at amortized cost							
Interest income on deposits with banks*	88.92	92.56	127.15	181.48	152.90	167.09	319.99
Interest income on security deposit	17.69	20.12	16.04	37.81	16.41	22.13	38.54
Others							
Income from scrap sale	7.18	2.28	2.12	9.46	23.09	5.17	28.26
Interest on income tax refund	14.94	5.08	8.93	20.02	123.70	9.98	133.68
Liabilities/provisions no longer required written back	0.25	0.70	1.20	0.95	62.86	1.35	64.21
Fair value gain on finance receivables	17.36	26.05	33.17	43.41	85.00	48.00	133.00
Miscellaneous income	0.96	24.73	4.27	25.69	17.94	5.57	23.51
	147.30	171.52	192.88	318.82	481.90	259.29	741.19
* For related parties transactions, refer note 41							
29 Cost of materials consumed							
Opening stock	-	-	-	-	-	-	-
Add: purchases during the period	17.31	18.13	14.44	35.44	37.85	26.96	64.81
Add: Others	2.68	2.67	2.19	5.35	4.89	3.95	8.84
Less: Closing stock	-	-	-	-	-	-	-
	19.99	20.80	16.63	40.79	42.74	30.91	73.65
30 Employee benefits expense							
Salaries and bonus	53.61	52.40	90.44	106.01	213.90	177.06	390.96
Contributions to provident fund	3.10	3.30	5.43	6.40	12.90	10.41	23.31
Gratuity expense	1.88	3.00	5.24	4.88	6.36	6.14	12.50
Compensated absences	0.15	0.22	3.00	0.37	0.49	1.12	1.61
	58.74	58.92	104.11	117.66	233.65	194.73	428.38
31 Finance costs							
Interest and finance charges on financial liabilities at amortized cost							
Interest on term loan*	2,207.56	2,132.87	1,567.00	4,340.43	4,265.99	2,715.85	6,981.84
Interest on commercial papers	180.11	167.03	64.82	347.14	275.91	64.82	340.73
Interest on compulsorily convertible debentures*	97.90	95.90	33.92	193.80	194.51	33.92	228.43
Interest on liability component of compound financial instrument*	9.45	8.52	4.42	17.97	18.21	4.42	22.63
Interest on 12.50% Non Convertible Debentures*	258.57	262.64	121.21	521.21	538.87	121.21	660.08
Others							
Unwinding of interest expenses**	106.98	113.22	63.20	220.20	185.56	114.60	300.16
Interest on lease liability	7.24	7.14	7.22	14.38	14.36	14.36	28.72
	2,867.81	2,787.32	1,861.79	5,655.13	5,493.41	3,069.18	8,562.59
Less: Transferred to investment property under development (refer note 4)	(19.68)	(13.93)	(14.69)	(33.61)	(24.93)	(19.82)	(44.75)
	2,848.13	2,773.39	1,847.10	5,621.52	5,468.48	3,049.36	8,517.84
* For related parties transactions, refer note 41							
**Unwinding of interest expenses on security deposit, retention money and contingent consideration.							
32 Depreciation and amortization expenses							
- on property plant and equipment and intangible assets (refer note 3)	14.89	13.14	10.48	28.03	30.89	18.49	49.38
- on investment property (refer note 4)	1,033.51	1,008.30	827.94	2,041.81	2,043.99	2,017.01	4,061.00
	1,048.40	1,021.44	838.42	2,069.84	2,074.88	2,035.50	4,110.38

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33 Other expenses							
Property management fees*	311.55	308.14	175.91	619.69	518.70	297.83	816.53
Power and fuel*	574.25	497.92	427.78	1,072.17	720.64	768.82	1,489.46
Repair and maintenance	423.91	432.82	312.29	856.73	747.32	579.07	1,326.39
Insurance	18.91	21.10	18.60	40.01	37.46	33.08	70.54
Legal and professional expense	69.44	57.87	74.24	127.31	122.31	127.91	250.22
Audit fees (refer note "a" below)	10.98	8.58	12.31	19.56	22.59	19.23	41.82
Rates and taxes	84.58	76.70	45.65	161.28	162.11	73.62	235.73
Brokerage	-	-	0.15	-	0.00	0.15	0.15
Marketing and advertisement expenses	25.86	24.79	25.92	50.65	105.45	51.86	157.31
Facility usage fees	7.50	7.50	8.25	15.00	14.03	17.64	31.67
Rental towards short term leases	0.27	16.19	8.66	16.46	17.14	14.30	31.44
Credit Impaired	0.84	-	0.56	0.84	9.17	0.56	9.73
Allowance for expected credit loss	0.81	0.84	-	1.65	79.52	-	79.52
Corporate social responsibility expenses	1.59	-	1.39	1.59	2.26	2.10	4.36
(Gain)/Loss on derivative relating to share conversion feature in 14% compulsorily convertible debentures at fair value through profit or loss	(23.25)	-	8.25	(23.25)	(53.90)	8.25	(45.65)
Travelling Expenses	2.27	1.77	7.57	4.04	15.15	14.86	30.01
Miscellaneous expenses	37.14	38.15	27.90	75.29	79.21	48.37	127.58
	1,546.65	1,492.37	1,155.43	3,039.02	2,599.16	2,057.65	4,656.81
* For related parties transactions, refer note 41							
a) Details of remuneration to auditors							
As auditor (on accrual basis, excluding applicable taxes)							
- for statutory audit	9.76	7.55	11.89	17.31	21.46	17.05	38.51
- for other services	-	-	0.05	-	0.99	0.09	1.08
- for reimbursement of expenses	1.22	1.03	0.36	2.25	0.14	2.08	2.23
	10.98	8.58	12.30	19.56	22.59	19.22	41.82
34 Tax expense							
Current tax							
-for current period	27.70	38.61	46.91	66.31	30.72	58.45	89.17
-for earlier years	0.95	(1.47)	-	(0.52)	8.32	(6.68)	1.64
Deferred tax charge / (credit)	146.50	83.08	130.34	229.58	418.59	173.79	592.38
	175.15	120.22	177.25	295.37	457.63	225.56	683.19

Brookfield India REIT is a business trust registered under SEBI REIT Regulations, 2014. Hence, the interest and dividend received or receivable by Brookfield India REIT from the SPVs is exempt from tax under section 10(23FC) of the Income Tax Act, 1961 (Act). Further, any expenditure incurred in relation to earning the exempt income is not tax deductible in view of the provisions of section 14A of the Act.

The income of Brookfield India REIT, other than exempt income mentioned above, is chargeable to tax at the maximum marginal rates in force (for the quarter and half year ended 30 September 2024 and 30 September 2023: 42.744%, for the half year and year ended 31 March 2024: 42.744%), except for the income chargeable to tax on transfer of short term capital assets under section 111A of the Act and long term capital assets under section 112 of the Act. SPVs are the Indian companies incorporated under the Companies Act. The total income of the SPVs is chargeable to tax in accordance with the provisions of the Act.

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35 Contingent liabilities

Particulars	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Claims against the Group not acknowledged as debt in respect of Income-Tax matters (Refer note 1 below)	1,008.50	1,014.74
Claims against the Group not acknowledged as debt in respect of Indirect tax {VAT/Work contract/Service tax/GST} (Refer note 2 below)	9.79	39.96
Grand Total	1,018.29	1,054.70

Note 1	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Candor Kolkata One Hi-Tech Structures Private Limited	643.46	643.46
Shantiniketan Properties Private Limited	1.86	1.86
Seaview Developers Private Limited	154.16	155.12
Candor Gurgaon One Realty Projects Private Limited	209.02	214.30
Total	1,008.50	1,014.74

Contingent liabilities as at 30 September 2024 includes penalty amounting to Rs. 740.60 million (31 March 2024 : Rs. 740.60 million) in relation to disallowance of settlement fees paid in earlier years for termination of contract. Other contingencies include Rs. 267.90 million (31 March 2024 : Rs. 274.14 million) relating to other disallowances under the Income Tax Act, 1961.

The tax officer has set-off certain tax refund claimed in Income tax returns against these demands.

Note 2	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Shantiniketan Properties Private Limited *	3.52	17.99
Seaview Developers Private Limited	1.68	1.68
Candor India Office Parks Private Limited	2.08	2.08
Kairos Properties Private Limited	2.51	18.21
Total	9.79	39.96

* The entity has given a bank guarantee of Rs. 1.05 million (31 March 2024: Rs. 1.05 million) to Member Secretary UP Pollution Control Board.

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36 Commitments

Particulars	As at	As at
	30 September 2024 (Unaudited)	31 March 2024 (Audited)
Capital commitments (net of advances)	900.89	1,065.25
The SPV wise details of capital commitments are as follows:		
Candor Kolkata One Hi-Tech Structures Private Limited	804.62	882.98
Shantiniketan Properties Private Limited	18.34	50.01
Festus Properties Private Limited	4.88	27.40
Seaview Developers Private Limited	3.09	3.41
Candor Gurgaon One Realty Projects Private Limited	10.50	22.51
Kairos Properties Private Limited	59.46	78.94
	900.89	1,065.25

Other commitments

Candor Kolkata One Hi-Tech Structures Private Limited (formerly known as "Candor Gurgaon Two Developers & Projects Private Limited"; now amalgamated in Candor Kolkata One Hi-Tech Structures Private Limited w.e.f. 01 April 2017) has an agreement with Gurgaon Infospace Limited (GIL). The title to the land is held by Gurgaon Infospace Limited, a third party and is not affiliated to the Candor Kolkata One Hi-Tech Structures Private Limited. Candor Kolkata One Hi-Tech Structures Private Limited has developmental rights with respect to the property pursuant to a Joint Development Agreement (JDA) with GIL entered on 16 November 2006 as amended from time to time. Under the said agreement Candor Kolkata One Hi-Tech Structures Private Limited is entitled to 72% of the gross sale receipts and deposits from the tenants arising out of the lease of the developed areas and GIL is entitled to receive balance 28%.

In supplement to earlier JDA, a new co-development agreement was entered into between GIL (the developer) and Candor Kolkata One Hi-Tech Structures Private Limited (the co-developer) on 17 September 2007 as amended from time to time under which the developer and co-developer will jointly carry out the process of installation of fit-outs & fixtures and the cost of such installation shall be shared by the developer and co-developer in the same ratio as to sharing of gross proceeds i.e. 28% and 72% respectively. This agreement is accounted as joint operations as per Ind AS 111.

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37 Financial instruments – Fair values and risk management

i) Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortized cost and for which fair values are disclosed in the financial statements. There are no financial instruments, which are subsequently measured at fair value.

	Carrying value		Fair value	
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
At Amortized Cost				
Financial assets				
Trade receivables #	947.36	731.13	947.36	731.13
Cash and cash equivalents #	4,404.99	3,702.87	4,404.99	3,702.87
Other bank balances #	1,684.83	1,294.01	1,684.83	1,294.01
Other financial assets #	1,060.41	968.24	1,060.41	968.24
At FVTPL				
Financial Assets				
Other financial Assets [^]	567.88	1,196.26	567.88	1,196.26
Total financial assets	8,665.47	7,892.51	8,665.47	7,892.51
At Amortized Cost				
Financial liabilities				
Liability component of compound financial instrument *	193.03	212.90	221.65	226.70
12.50% Non convertible debentures**	8,207.00	8,430.00	8,727.47	8,968.30
14% Compulsorily Convertible Debentures***	3,487.91	3,497.26	3,772.95	3,609.15
Borrowings #	109,600.00	107,929.21	109,600.00	107,929.21
Trade payables #	1,353.91	1,042.46	1,353.91	1,042.46
Other financial liabilities #	10,892.63	9,875.52	10,892.63	9,875.52
Total financial liabilities	133,734.48	130,987.35	134,568.61	131,651.34

fair value of financial assets and financial liabilities which are recognized at amortized cost has been disclosed to be same as carrying value as the carrying value approximately equals to their fair value.

[^] Fair value of Receivable for income support is determined on the basis of present value of expected future cash flows. These are classified as level 3 in the fair value hierarchy due to the inclusion of unobservable inputs. The key input for determining the same is discount rate.

[^] The fair value of derivative assets (component of 14% compulsorily convertible debentures) is determined on the basis of monte carlo simulation method. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

* The fair value of the liability component of compound financial instruments, which are recognized at amortized cost, has been calculated at the present value of the future cash flows discounted at the current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

** Fair value of 12.50% Non convertible debentures which are recognized at amortized cost, has been calculated at the present value of the future cash flows discounted at the current borrowing rate.

*** Fair value of 14% Compulsorily Convertible Debentures which are recognized at amortized cost, has been calculated on the basis of Net assets value (NAV) method.

ii) Measurement of fair values

The different levels of fair value have been defined below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices for instance listed equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no valuation under Level 1 and Level 2. There has been no transfers into or out of Level 3 of the fair value hierarchy for the period ended 30 September 2024 and year ended 31 March 2024.

Brookfield India REIT policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

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iii) Details of significant unobservable inputs

Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value
Financial assets measured at fair value (Receivable for income support)	
Discount rate (30 September 2024- 11.75% ; 31 March 2024- 11.75%)	The estimated fair value would decrease (increase) if discount rate is higher (lower)
Financial assets measured at fair value (Derivative asset relating to compulsorily convertible debentures)	
Volatility rate	The estimated fair value would increase/ (decrease) if the volatility rate is higher/ (lower)
Unadjusted equity value	The estimated fair value would increase/ (decrease) if the unadjusted equity value is (lower)/ higher

iv) Sensitivity analysis of Level 3 fair values

For the fair value of receivable for income support, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects:

30 September 2024	Profit/ (Loss)	
	Increase	Decrease
Financial assets measured at fair value (Receivable for income support)		
Discount rate (1% movement)	(0.65)	0.65
Financial assets measured at fair value (Derivative asset relating to compulsorily convertible debentures)		
Volatility (1.5% movement)	49.10	(48.90)
Unadjusted equity value (10% movement)	47.30	(41.30)

31 March 2024	Profit/ (Loss)	
	Increase	Decrease
Financial assets measured at fair value (Receivable for income support)		
Discount rate (1% movement)	(4.18)	4.18
Financial assets measured at fair value (Derivative asset relating to 14% compulsorily convertible debentures)		
Volatility (1.5% movement)	46.30	(45.60)
Unadjusted equity value (10% movement)	43.50	(37.50)

v) Reconciliation of Level 3 fair values

a) Fair Value relating to receivable for income support	Amount
Balance as at 1 April 2023	517.23
Add: Addition (Candor Gurgaon 1)	1,847.79
Income support assets realised	(1,562.01)
Net change in fair value - unrealised (refer note 28)	133.00
Balance as at 31 March 2024	936.01
Income support assets realised	(695.04)
Net change in fair value - unrealised (refer note 28)	43.41
Balance as at 30 September 2024	284.38
b) Fair Value relating to derivative asset (14% compulsorily convertible debentures)	
Balance as at 28 August 2023 (acquisiton date of Kairos)	214.60
Net change in fair value - unrealised (refer note 33)	45.65
Balance as at 31 March 2024	260.25
Net change in fair value - unrealised (refer note 33)	23.25
Balance as at 30 September 2024	283.50

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38 Segment reporting

Ind AS 108 establishes requirements to identify the operating segment and related disclosures, basis how the Chief Operating Decision Maker ('CODM') evaluates the performance and allocates resources to different segments. Based on an analysis of Brookfield India REIT structure and powers conferred to the Manager to REIT, Board of Directors of the Manager (Brookprop Management Services Private Limited) has been identified as the Chief Operating Decision Maker (CODM), since they are empowered for all major decisions w.r.t. the management, administration, investment, disinvestment, etc.

As the Group is primarily engaged in the business of developing, maintaining and leasing commercial real estate properties in India, CODM reviews the entire business as a single operating segment and accordingly disclosure requirements of Ind AS 108 "Operating Segments" in respect of reportable segments are not applicable.

S.No	Customer	Nature	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
1	A	% of revenue	8.55%	8.72%	10.69%	8.63%	8.15%	12.45%	9.87%
2	B	% of revenue	8.08%	8.23%	11.85%	8.15%	8.78%	13.15%	10.53%
3	C	% of revenue	5.53%	5.54%	8.37%	5.53%	5.75%	9.02%	7.06%

39 Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the period / year after income tax attributable to unitholders by the weighted average number of units outstanding during the period / year. Diluted EPU amounts are calculated by dividing the profit for the period / year after income tax attributable to unitholders by the weighted average number of units outstanding during period / year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The units of the Trust were allotted on 08 February 2021, 11 February 2021, 24 January 2022, 02 August 2023, 28 August 2023 and 21 June 2024.

Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Profit after tax for calculating basic and diluted EPU (attributable to unitholders of Brookfield India REIT)	332.78	501.06	84.97	833.84	421.04	(185.08)	235.96
Weighted average number of Units (Nos.)	480,015,222	443,583,024	399,323,727	461,898,665	439,085,222	367,380,910	403,233,066
Earnings Per Unit							
•Basic (Rupees/unit)	0.69	1.13	0.21	1.81	0.96	(0.50)	0.59
•Diluted (Rupees/unit)*	0.69	1.13	0.21	1.81	0.96	(0.50)	0.59

* The Trust does not have any outstanding dilutive units.

40 Management fee

Property Management Fees

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

Further, REIT has acquired stake in Kairos w.e.f. 29 August 2023 and new property management agreement has been signed between CIOP and Kairos dated 18 May 2023 which is effective from Acquisition Date. Hence pursuant to the Restructured Amended and Restated Service Agreement dated 01 April 2023 and acquisition of Kairos, Service Provider is entitled to a yearly fees @ 3% of the income from operating lease rentals as recorded in the books of accounts of SPPL Noida, Candor Kolkata, SDPL Noida and Kairos (w.e.f. Acquisition Date), payable on a monthly basis, exclusive of applicable taxes. The fees has been determined for providing real estate operating services to CIOP in relation to the Operational Services rendered by it with respect to SPPL Noida, Candor Kolkata, SDPL Noida and Kairos. The said Management fees for the quarter and half year ended 30 September 2024 amounts to Rs. 90.91 million and Rs. 177.69 million respectively. There are no changes during the period in the methodology for computation of fees paid to the service provider.

Also in light of the abovementioned internal restructuring of the Investment Manager, the property management services previously undertaken by the Investment manager are now to be undertaken by the Brookprop Property Management Services Private Limited (Service Provider) w.e.f. 1 April 2023 (Restructured Amended and Restated Service Agreement), and accordingly the Amended and Restated Service Agreement, dated December 1, 2020 between the Investment manager and the Festus (together the "Original Festus PMF Agreement") is being terminated by way of entering into a termination deed of even date.

Pursuant to this Festus Restructured Service Agreement dated 01 April 2023, Service Provider is entitled to a yearly fee of 3% of the income from operating lease rentals as recorded in the books of accounts of Festus, payable on a monthly basis, exclusive of applicable taxes. The fees has been determined for providing real estate operating services to Festus in relation to the management and operation of the Kensington and any other properties developed by Festus from time to time ("Festus Properties"). The said Management fees for the quarter and half year ended 30 September 2024 amounts to Rs. 15.66 million and Rs. 31.50 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Service Provider.

Also, REIT has acquired stake in Candor Gurgaon 1 w.e.f. 19 August 2023 and new property management agreement has been signed between MIOP and Candor Gurgaon 1 dated 18 May 2023 which is effective from Acquisition Date. Hence, effective from Acquisition Date, the Service Provider is entitled to a yearly fees @ 3% of the income from operating lease rentals as recorded in the books of accounts of Candor Gurgaon 1, payable on a monthly basis, exclusive of applicable taxes. The fees has been determined for providing real estate operating services to Mountainstar India Office Parks Private Limited in relation to the Operational Services rendered by it with respect to Candor Gurgaon 1. The said Management fees for the quarter and half year ended 30 September 2024 amounts to Rs. 49.21 million and Rs. 94.10 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Service Provider.

REIT Management Fees

Pursuant to the Investment Management Agreement dated 17 July 2020, Investment Manager is entitled to fees @ 1% of NDCF, exclusive of applicable taxes (also refer note 45). The fees has been determined for undertaking management of Trust and its investments. The said Management fees for the quarter and half year ended 30 September 2024 amounts to Rs. 27.49 million and Rs. 52.25 million respectively. There are no changes during the period in the methodology for computation of fees paid to the Investment Manager.

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41 Related Party Disclosures

A. Related parties to Brookfield India REIT as at 30 September 2024

BSREP India Office Holdings V Pte. Ltd. - Sponsor
Brookprop Management Services Private Limited - Investment Manager or Manager
Axis Trustee Services Limited - Trustee

The Ultimate parent entity, sponsor groups and fellow subsidiaries, with whom the group has related party transactions during the period, consist of the below entities:

Ultimate parent entity

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

Sponsor

BSREP India Office Holdings V Pte. Ltd. - Sponsor

Sponsor group

- a) BSREP II India Office Holdings II Pte. Ltd. (BSREP II India)
- b) Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) (Kairos) (till 07 September 2022)
- c) BSREP Moon C1 L.P (till 07 September 2022)
- d) BSREP Moon C2 L.P (till 07 September 2022)
- e) BSREP India Office Holdings III Pte Ltd. (BSREP India Office III)
- f) BSREP India Office Holdings Pte. Ltd. (BSREP India Holdings)
- g) BSREP India Office Holdings IV Pte. Ltd. (BSREP India Office IV)
- h) BSREP India Office Holdings VI Pte. Ltd. (BSREP India Office VI)
- i) Project Diamond Holdings (DIFC) Limited (Project Diamond)

Fellow subsidiaries

- a) Mountainstar India Office Parks Private Limited
- b) Striton Properties Private Limited
- c) Witwicky One Private Limited
- d) Brookfield HRS TS LLC
- e) Brookprop Property Management Services Private Limited
- f) Aerobode One Private Limited
- g) Cowrks India Private limited
- h) Parthos Properties Private Limited
- i) Equinox Business Parks Private Limited
- j) Clean Max Enviro Energy Solutions Private Limited
- k) Project Diamond FPI Holdings (DIFC) Limited
- l) Project Cotton Holdings One (DIFC) Limited
- m) Schloss Chanakya Pvt. Ltd.
- n) Summit Digital Infrastructure Limited
- o) Brooksolutions Global Services Private Limited

Associates of Subsidiaries

Reco Cerium Private Limited (w.e.f. 18 August 2023)
Reco Rock Private Limited (w.e.f. 18 August 2023)
Reco Iris Private Limited (w.e.f. 18 August 2023)
Reco Europium Private Limited (w.e.f. 28 August 2023)

Joint Venture

Rostrum Realty Private Limited (w.e.f.21 June 2024)

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

Axis Bank Limited - Promotor of Trustee*
Axis Capital Limited- Fellow subsidiary of Trustee*

*Based on the internal assessment, the Trust has disclosed transactions from previous financial year ended 31 March 2024, for all the periods presented.

Brookfield India REIT's interests in subsidiaries are set out in note 1"- Organization structure.

Directors & Key personnel of the Investment Manager (Brookprop Management Services Private Limited)

Directors

Alok Aggarwal - Chief Executive Officer and Managing Director- India office business (Chief Executive Officer to Chief Executive Officer and Managing Director w.e.f. 12 February 2024)
Akila Krishnakumar (Independent Director)
Shailesh Vishnubhai Haribhakti (Independent Director)
Anuj Ranjan (Non-Executive Director) (till 12 February 2024)
Ankur Gupta (Non-Executive Director)
Thomas Jan Sucharda (Non-Executive Director) (w.e.f. 30 March 2023)
Rajnish Kumar (Independent Director) (w.e.f. 30 March 2023)

Key Personnels

Amit Jain - Chief Financial Officer - India office business (w.e.f. 09 May 2024)
Ankit Gupta- President - India office business (w.e.f. 09 May 2024)
Shantanu Chakraborty- Chief Operating Officer- India office business (w.e.f. 09 May 2024)
Sanjeev Kumar Sharma - Executive Vice President and Chief Financial Officer – India office business (till 09 May 2024)
Saurabh Jain- Compliance Officer

Key Managerial Personnel of SPV's

- Candor Kolkata One Hi-Tech Structures Private Limited
Subrata Ghosh- Managing Director (till 13th February 2024)
- Festus Properties Private Limited
Lalit Kumar- Company Secretary (till 01 July 2024)
- Shantiniketan Properties Private Limited
Juhi Sen - Company Secretary (w.e.f. 24 April 2023)

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41 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Trustee Fee Expense							
• Axis Trustee Services Limited	0.74	0.74	0.75	1.48	1.47	1.48	2.95
Total	0.74	0.74	0.75	1.48	1.47	1.48	2.95
Reimbursement of expense incurred by (excluding GST)							
• Brookprop Management Services Private Limited	8.16	8.17	2.31	16.33	(2.86)	2.31	(0.55)
• Brookprop Property Management Services Private Limited	42.06	32.34	4.93	74.40	28.01	5.19	33.20
• BSREP India Office Holdings V Pte. Ltd.	-	(0.05)	3.37	(0.05)	6.14	3.37	9.51
• Mountanstar India Office Parks Private Limited	(4.40)	6.85	0.69	2.45	5.90	0.69	6.59
• Corvix India Private limited	0.21	0.11	0.33	0.32	0.17	0.33	0.50
• Equinox Business Parks Private Limited	0.04	(0.01)	-	0.03	0.08	-	0.08
Total	46.07	47.41	11.63	93.48	37.44	11.89	49.33
Reimbursement of expense incurred on behalf of (excluding GST)							
• Mountanstar India Office Parks Private Limited	0.02	0.03	0.35	0.05	0.66	0.58	1.24
• Aerobide One Private Limited	0.13	0.13	-	0.26	0.58	-	0.58
• Brookprop Property Management Services Private Limited	1.05	1.06	-	2.11	-	-	-
• Parthos Properties Private Limited	0.13	0.13	-	0.26	0.68	-	0.68
• Striton Properties Private Limited	0.13	0.13	-	0.26	-	-	-
• Equinox Business Parks Private Limited	0.13	0.13	-	0.26	-	-	-
Total	1.46	1.48	0.35	2.94	1.92	0.58	2.50
Internet & Connectivity Charges							
• Brookfield HRS TS LLC	8.67	14.40	11.53	23.07	28.56	20.56	49.12
• Corvix India Private Limited	0.06	-	-	0.06	0.07	-	0.07
Total	8.73	14.40	11.53	23.13	28.63	20.56	49.19
Power and fuel expenses							
• Clean Max Enviro Energy Solutions Private Limited	0.18	0.53	0.33	0.71	0.28	0.33	0.61
Total	0.18	0.53	0.33	0.71	0.28	0.33	0.61
Issue of Unit Capital							
• Project Diamond Holdings (DIFC) Limited	-	-	4,000.00	-	-	4,000.00	4,000.00
• Axis Bank Limited	-	-	500.00	-	-	500.00	500.00
Total	-	-	4,500.00	-	-	4,500.00	4,500.00
Issue expenses							
• Axis Capital Limited	-	-	73.28	-	-	73.28	73.28
Total	-	-	73.28	-	-	73.28	73.28
Expenses directly attributable to investment in subsidiaries							
• Axis Capital Limited	-	-	14.75	-	-	14.75	14.75
Total	-	-	14.75	-	-	14.75	14.75
Issue of 12.50% Non convertible debentures							
• Reco Iris Private Limited	-	-	7,370.00	-	-	7,370.00	7,370.00
• Reco Rock Private Limited	-	-	1,500.00	-	-	1,500.00	1,500.00
Total	-	-	8,870.00	-	-	8,870.00	8,870.00
Interest expense on 12.50% Non convertible debentures							
• Reco Iris Private Limited	219.91	220.49	98.66	440.40	448.11	98.66	546.77
• Reco Rock Private Limited	38.66	42.15	22.54	80.81	90.77	22.54	113.31
Total	258.57	262.64	121.20	521.21	538.88	121.20	660.08
Interest expense on liability component on compulsory convertible debentures							
• Reco Cerium Private Limited	9.45	8.52	4.42	17.97	18.21	4.42	22.63
Total	9.45	8.52	4.42	17.97	18.21	4.42	22.63
Repayment of 12.5% Non convertible debenture							
• Reco Iris Private Limited	-	96.00	132.00	96.00	162.00	132.00	294.00
• Reco Rock Private Limited	-	127.00	-	127.00	146.00	-	146.00
Total	-	223.00	132.00	223.00	308.00	132.00	440.00
Interest expense on compulsory convertible debentures							
• Reco Europium Private Limited	97.90	95.90	33.92	193.80	194.51	33.92	228.43
Total	97.90	95.90	33.92	193.80	194.51	33.92	228.43
Payment of liability component of compound financial instrument							
• Reco Cerium Private Limited	9.47	10.41	4.41	19.88	19.63	4.41	24.04
Total	9.47	10.41	4.41	19.88	19.63	4.41	24.04
Payment of interest on compulsory convertible debentures							
• Reco Europium Private Limited	-	101.01	36.25	101.01	202.47	36.25	238.72
Total	-	101.01	36.25	101.01	202.47	36.25	238.72
Payment of interest on liability component of compound financial instrument							
• Reco Cerium Private Limited	-	18.92	8.83	18.92	37.84	8.83	46.67
Total	-	18.92	8.83	18.92	37.84	8.83	46.67
Payment of interest on 12.5% Non convertible debenture							
• Reco Iris Private Limited	-	220.49	98.66	220.49	448.11	98.66	546.77
• Reco Rock Private Limited	-	42.15	22.54	42.15	90.77	22.54	113.31
Total	-	262.64	121.20	262.64	538.88	121.20	660.08
Payment of interest on liability component of compound financial instrument							
• BSREP India Office Holdings II Pte. Ltd	-	-	607.68	-	-	607.68	607.68
Total	-	-	607.68	-	-	607.68	607.68
Payment of interest on compulsory convertible debentures							
• Project Diamond Holdings (DIFC) Limited	-	-	1,176.49	-	-	1,176.49	1,176.49
Total	-	-	1,176.49	-	-	1,176.49	1,176.49
Payment of interest on 12% Non convertible debenture							
• Project Diamond FPI Holdings (DIFC) Limited	-	-	204.34	-	-	204.34	204.34
Total	-	-	204.34	-	-	204.34	204.34
Repayment of 12% Non convertible debentures							
• Project Diamond FPI Holdings (DIFC) Limited	-	-	2,228.80	-	-	2,228.80	2,228.80
Total	-	-	2,228.80	-	-	2,228.80	2,228.80
Property management fees							
• Brookprop Property Management Services Private Limited	106.56	102.63	70.95	209.19	188.70	133.03	321.73
• Mountanstar India Office Parks Private Limited	49.22	44.88	20.72	94.10	88.13	20.72	108.85
• Corvix India Private limited	3.90	2.61	0.35	6.51	6.42	0.35	6.77
Total	159.68	150.12	92.02	309.80	283.25	154.10	437.35
Investment management fees							
• Brookprop Management Services Private Limited	27.49	24.76	22.74	52.25	48.78	42.14	90.92
Total	27.49	24.76	22.74	52.25	48.78	42.14	90.92
Compensation to key management personnel of SPV's							
• Short-term employee benefits	0.00	0.31	1.62	0.31	0.81	3.90	4.71
• Post-employment benefits*	-	-	-	-	-	-	-
• Other long-term benefits	0.00	0.02	0.10	0.02	0.02	0.23	0.25
• Other Fees	0.01	0.15	0.15	0.16	0.30	0.26	0.56
Total	0.01	0.48	1.87	0.49	1.13	4.39	5.52

*As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the respective SPV as a whole, the said liabilities pertaining specifically to KMP are not known for current period and hence, not included here.

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41 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Provision for Gratuity and compensated absences transfer to							
• Witwickly One Private Limited	-	-	1.75	-	-	1.75	1.75
• Brookprop Property Management Services Private Limited	-	-	7.70	-	-	7.70	7.70
Total	-	-	9.45	-	-	9.45	9.45
Provision for Bonus transfer to							
• Witwickly One Private Limited	-	-	-	-	0.73	-	0.73
• Brookprop Property Management Services Private Limited	-	-	-	-	6.54	-	6.54
Total	-	-	-	-	7.27	-	7.27
Repayment of Unit Capital							
• BSREP India Office Holdings V Pte. Ltd.	115.28	135.84	109.32	251.12	250.02	253.27	503.29
• BSREP India Office Holdings Pte. Ltd.	88.40	104.16	83.83	192.56	191.73	194.22	385.95
• BSREP II India Office Holdings II Pte. Ltd.	67.04	79.00	63.58	146.04	145.42	147.30	292.72
• BSREP India Office Holdings III Pte. Ltd.	78.23	92.19	74.19	170.42	169.68	171.88	341.56
• BSREP India Office Holdings IV Pte. Ltd.	32.94	38.81	31.24	71.75	71.44	72.37	143.81
• BSREP India Office Holdings VI Pte. Ltd.	1.71	2.01	1.62	3.72	3.70	3.75	7.45
• Project Diamond Holdings (DIFC) Limited	27.04	31.87	-	58.91	58.66	-	58.66
• Axis Bank Limited	1.16	1.36	4.00	2.52	9.15	4.00	13.15
Total	411.80	485.24	367.78	897.04	899.80	846.79	1,746.59
Interest Distributed							
• BSREP India Office Holdings V Pte. Ltd.	96.87	117.98	96.87	214.85	231.62	221.34	452.96
• BSREP India Office Holdings Pte. Ltd.	74.28	90.47	74.28	164.75	177.61	169.73	347.34
• BSREP II India Office Holdings II Pte. Ltd.	56.34	68.61	56.34	124.95	134.71	128.73	263.44
• BSREP India Office Holdings III Pte. Ltd.	65.74	80.07	65.74	145.81	157.20	150.21	307.41
• BSREP India Office Holdings IV Pte. Ltd.	27.68	33.71	27.68	61.39	66.18	63.25	129.43
• BSREP India Office Holdings VI Pte. Ltd.	1.43	1.75	1.43	3.18	3.18	3.27	6.70
• Project Diamond Holdings (DIFC) Limited	22.73	27.68	-	50.41	54.34	-	54.34
• Axis Bank Limited	0.97	1.18	3.54	2.15	8.48	3.54	12.02
Total	346.04	421.45	325.88	767.49	833.57	740.07	1,573.64
Other Income Distributed							
• BSREP India Office Holdings V Pte. Ltd.	3.79	3.25	2.16	7.04	13.53	4.32	17.85
• BSREP India Office Holdings Pte. Ltd.	2.90	2.49	1.66	5.39	10.37	3.32	13.69
• BSREP II India Office Holdings II Pte. Ltd.	2.20	1.89	1.26	4.09	7.87	2.52	10.39
• BSREP India Office Holdings III Pte. Ltd.	2.57	2.20	1.47	4.77	9.18	2.94	12.12
• BSREP India Office Holdings IV Pte. Ltd.	1.08	0.93	0.62	2.01	3.87	1.24	5.11
• BSREP India Office Holdings VI Pte. Ltd.	0.05	0.05	0.03	0.10	0.20	0.06	0.26
• Project Diamond Holdings (DIFC) Limited	0.89	0.76	-	1.65	3.17	-	3.17
• Axis Bank Limited	0.04	0.03	0.08	0.07	0.50	0.08	0.58
Total	13.52	11.60	7.28	25.12	48.69	14.48	63.17
Dividend Distributed							
• BSREP India Office Holdings V Pte. Ltd.	27.60	-	-	27.60	-	-	-
• BSREP India Office Holdings Pte. Ltd.	21.16	-	-	21.16	-	-	-
• BSREP II India Office Holdings II Pte. Ltd.	16.05	-	-	16.05	-	-	-
• BSREP India Office Holdings III Pte. Ltd.	18.73	-	-	18.73	-	-	-
• BSREP India Office Holdings IV Pte. Ltd.	7.89	-	-	7.89	-	-	-
• BSREP India Office Holdings VI Pte. Ltd.	0.41	-	-	0.41	-	-	-
• Project Diamond Holdings (DIFC) Limited	6.48	-	-	6.48	-	-	-
• Axis Bank Limited	0.28	-	-	0.28	-	-	-
Total	98.60	-	-	98.60	-	-	-
Income support received							
• Mountaistar India Office Parks Private Limited	346.36	348.68	513.70	695.04	870.64	691.38	1,562.02
Total	346.36	348.68	513.70	695.04	870.64	691.38	1,562.02
Purchase of Books and Periodical							
• Striton Properties Private Limited	-	-	0.07	-	-	0.07	0.07
Total	-	-	0.07	-	-	0.07	0.07
Revenue from operations							
• Parthos Properties Private Limited	-	-	0.02	-	(0.03)	0.02	(0.01)
• Striton Properties Private Limited	0.03	-	0.02	0.03	0.04	0.02	0.06
• Aerobode One Private Limited	-	-	0.02	-	(0.03)	0.02	(0.01)
• Coverts India Private limited	19.86	18.92	6.92	38.78	38.56	6.92	45.48
• Summit Digital Infrastructure Limited	2.03	2.03	0.16	4.06	3.89	0.16	4.05
• Brooksolutions Global Services Private Limited	17.40	17.05	-	34.45	2.85	-	2.85
Total	39.32	38.00	7.13	77.32	45.28	7.14	52.42
Rent and Hire Charges							
• Equinox Business Parks Private Limited	0.01	-	1.69	0.01	0.71	1.69	2.39
Total	0.01	-	1.69	0.01	0.71	1.69	2.39
Development Management fees							
• Brookprop Property Management Services Private Limited	-	-	1.15	-	-	1.15	1.15
Total	-	-	1.15	-	-	1.15	1.15
Brokerage Cost							
• Coverts India Private limited	-	-	1.15	-	0.47	-	0.47
Total	-	-	1.15	-	0.47	-	0.47
Deferred Income/ (Deferred Income Amortisation)							
• Mountaistar India Office Parks Private Limited	0.01	0.47	(0.44)	0.48	1.58	(0.76)	0.82
Total	0.01	0.47	(0.44)	0.48	1.58	(0.76)	0.82
Repair and maintenance / Miscellaneous Expenses/Marketing and advertisement expenses							
• Striton Properties Private Limited	1.12	1.15	0.38	2.27	2.62	0.38	3.00
• Schloss Chanakya Pvt. Ltd.	-	(0.02)	-	(0.02)	0.49	-	0.49
Total	1.12	1.13	0.38	2.25	3.11	0.38	3.49
Amount received on account of term loan from bank							
• Axis Bank Limited	37.60	9.20	8,000.00	46.80	137.00	8,000.00	8,137.00
Total	37.60	9.20	8,000.00	46.80	137.00	8,000.00	8,137.00
Repayment of term loan from bank							
• Axis Bank Limited	-	-	0.06	-	(0.06)	0.06	-
Total	-	-	0.06	-	(0.06)	0.06	-
Interest on term loan from bank							
• Axis Bank Limited	420.53	415.33	151.35	835.86	832.09	151.35	983.44
Total	420.53	415.33	151.35	835.86	832.09	151.35	983.44
Payment of processing fee for term loan from bank (excluding GST)							
• Axis Bank Limited	-	-	38.00	-	-	38.00	38.00
Total	-	-	38.00	-	-	38.00	38.00
Payment towards other borrowing cost (excluding GST)							
• Axis Trustee Services Limited	-	-	0.02	-	0.27	0.02	0.29
Total	-	-	0.02	-	0.27	0.02	0.29
Deposits with banks made							
• Axis Bank Limited	7,756.72	10,678.61	44,671.40	18,415.33	12,260.37	48,861.80	61,122.17
Total	7,756.72	10,678.61	44,671.40	18,415.33	12,260.37	48,861.80	61,122.17
Deposits with banks matured							
• Axis Bank Limited	8,646.07	10,060.42	43,361.40	18,706.49	12,622.05	47,434.30	60,056.35
Total	8,646.07	10,060.42	43,361.40	18,706.49	12,622.05	47,434.30	60,056.35
Interest income on deposits with banks							
• Axis Bank Limited	83.57	51.97	99.40	135.54	75.30	119.95	195.25
Total	83.57	51.97	99.40	135.54	75.30	119.95	195.25
Bank charges							
• Axis Bank Limited	-	-	0.69	-	-	0.69	0.69
Total	-	-	0.69	-	-	0.69	0.69
Interest Income on security deposit							
• Brooksolutions Global Services Private Limited	0.88	-	-	0.88	-	-	-
Total	0.88	-	-	0.88	-	-	-
Interest cost on security deposit							
• Brooksolutions Global Services Private Limited	0.76	-	-	0.76	-	-	-
Total	0.76	-	-	0.76	-	-	-

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41 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Security deposit received							
• Equinox Business Parks Private Limited	-	-	-	-	1.46	-	1.46
• Covrks India Private Limited	4.71	-	-	4.71	-	-	-
• Brook solutions Global Services Private Limited	100.61	-	-	100.61	-	-	-
Total	105.32	-	-	105.32	1.46	-	1.46
Outstanding balances					As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)	
Trade Payable (net of withholding tax)							
• Brookprop Management Services Private Limited					33.28	22.09	
• Brookfield HRS TS LLC					7.99	15.93	
• Brookprop Property Management Services Private Limited					36.69	32.62	
• Schloss Chanakya Pvt. Ltd.					-	0.09	
• Striton Properties Private Limited					1.31	5.34	
• Clean Max Enviro Energy Solutions Private Limited					0.05	0.08	
• Covrks India Private limited					2.32	-	
• Equinox Business Parks Private Limited					0.04	0.08	
Total					81.68	76.23	
Other Payable (net of withholding tax)							
• Brookprop Property Management Services Private Limited					0.34	15.04	
• Witwicky One Private Limited					-	2.47	
• Mountaintar India Office Parks Private Limited					1.27	1.86	
• BSREP India Office Holdings V Pte. Ltd.					-	9.51	
• Brookfield Corporation (formerly known as Brookfield Asset Management Inc.)					0.08	0.08	
Total					1.69	28.96	
Prepaid expenses							
• Mountaintar India Office Parks Private Limited					0.24	0.94	
• Brookprop Property Management Services Private Limited					0.02	1.26	
Total					0.26	2.20	
Other receivables							
• Mountaintar India Office Parks Private Limited					0.01	0.01	
• Aerobode One Private Limited					6.40	-	
• Striton Properties Private Limited					0.13	-	
• Equinox Business Parks Private Limited					0.13	-	
• Brookprop Property Management Services Private Limited					1.06	-	
Total					7.73	0.01	
Lease rent equalization							
• Brook solutions Global Services Private Limited					20.57	-	
Total					20.57	-	
Finance receivables*							
• Mountaintar India Office Parks Private Limited					284.38	936.01	
Total					284.38	936.01	
Deferred Income							
• Mountaintar India Office Parks Private Limited					0.48	1.43	
Total					0.48	1.43	
12.50% Non convertible debentures							
• Reco Iris Private Limited					6,980.00	7,076.00	
• Reco Rock Private Limited					1,227.00	1,354.00	
Total					8,207.00	8,430.00	
14% Compulsorily Convertible Debentures							
• Reco Europium Private Limited					3,487.91	3,497.26	
Total					3,487.91	3,497.26	
Derivative Assets							
• Reco Europium Private Limited					283.50	260.25	
Total					283.50	260.25	
Security deposit from leasee							
• Covrks India Private limited					36.08	31.37	
• Brook solutions Global Services Private Limited					74.76	-	
Total					110.84	31.37	
Security Deposit Receivable							
• Mountaintar India Office Parks Private Limited					4.57	4.57	
Total					4.57	4.57	
Liability component of compound financial instrument							
• Reco Cerium Private Limited					195.03	212.90	
Total					195.03	212.90	
Term loans from banks							
• Axis Bank Limited					19,510.99	19,453.25	
Total					19,510.99	19,453.25	
Trade receivable							
• Summit Digital Infrastructure Limited					-	0.76	
• Mountaintar India Office Parks Private Limited					0.02	0.17	
• Brook solutions Global Services Private Limited					-	0.15	
Total					0.02	1.08	
Contingent consideration payable							
• Project Diamond Holdings (DIFC) Limited					38.97	37.52	
• Project Cotton Holdings One (DIFC) Limited					0.00	0.00	
• BSREP India Office Holdings II Pte. Ltd					51.11	49.22	
• BSREP India Office Holdings Pte. Ltd					0.03	0.03	
Total					90.11	86.77	
Balance with banks (in current account)							
• Axis Bank Limited					24.89	46.75	
Total					24.89	46.75	
Balance with banks (in deposit account)-Cash and cash equivalents							
• Axis Bank Limited					1,478.90	2,741.12	
Total					1,478.90	2,741.12	
Balance with banks (in deposit account)-Other bank balances							
• Axis Bank Limited					496.83	177.30	
Total					496.83	177.30	
Interest accrued but not due on deposits with banks							
• Axis Bank Limited					5.06	6.60	
Total					5.06	6.60	

*Represents income support provided by Mountaintar India Office Parks Private Limited to Candor Gurgaon 1 as part of Income support agreement starting from quarter ended 30 September 2023 until the quarter ending 30 June 2025.

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42 Assets Acquisition

(i) On 18 August 2023, Brookfield India REIT acquired controlling stake by acquiring 50% of the equity interest and compulsorily convertible debentures of Candor Gurgaon 1 as described in more detail in Note 1 - Organization structure; for a total consideration of Rs. 8,602.64 million. Brookfield India REIT has also incurred directly attributable expenses in relation to this asset acquisition, amounting to Rs. 66.87 million, resulting in the total purchase consideration of Rs. 8,669.51 million (the "Purchase consideration"). Brookfield India REIT applied the optional concentration test, under Ind AS 103, and concluded that the acquired set of activities and assets is not a business because substantially all of the fair value of the gross assets acquired is concentrated in investment properties, with similar risk characteristics. Accordingly, this transaction has been accounted for as an asset acquisition. Brookfield India REIT identified and recognized the individual identifiable assets acquired and liabilities assumed; and allocated the purchase consideration to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of acquisition.

The allocated value of the identifiable assets and liabilities of Candor Gurgaon 1 as at the date of acquisition were:

Assets	Amount (in million)
Property, plant and equipment	58.51
Investment property	42,954.58
Investment property under development	211.74
Other assets	4,741.86
Total Assets (A)	47,966.69
Liabilities	
Borrowings (including current maturities of long term borrowings)	28,471.45
Other liabilities	2,460.04
Total Liabilities (B)	30,931.49
Non-Controlling Interest (C)	8,365.69
Net Assets (A-B-C)	8,669.51

(ii) On 28 August 2023, Brookfield India REIT acquired controlling stake by acquiring 50% of the equity interest and compulsorily convertible debentures of Kairos as described in more detail in Note 1 - Organization structure; for a total consideration Rs. 15,256.85 million (including issue of units of Brookfield India REIT of Rs. 4,000 million). Brookfield India REIT has also incurred directly attributable expenses in relation to this asset acquisition, amounting to Rs. 67.91 million, resulting in the total purchase consideration of Rs. 15,324.76 million (the "Purchase consideration"). Brookfield India REIT applied the optional concentration test, under Ind AS 103, and concluded that the acquired set of activities and assets is not a business because substantially all of the fair value of the gross assets acquired is concentrated in investment properties, with similar risk characteristics. Accordingly, this transaction has been accounted for as an asset acquisition. Brookfield India REIT identified and recognized the individual identifiable assets acquired and liabilities assumed; and allocated the purchase consideration to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of acquisition.

The allocated value of the identifiable assets and liabilities of Kairos as at the date of acquisition were:

Assets	Amount (in million)
Property, plant and equipment	30.54
Investment property	63,699.62
Investment property under development	493.46
Other assets	2,378.32
Total Assets (A)	66,601.94
Liabilities	
Borrowings (including current maturities of long term borrowings)	34,063.11
Other liabilities	5,250.18
Total Liabilities (B)	39,313.29
Non-Controlling Interest (C)	11,963.89
Net Assets (A-B-C)	15,324.76

43 Acquisition note on joint venture

On 21 June 2024, Brookfield India REIT acquired 50% equity interest in Rostrum Reality Private Limited (Rostrum) and its subsidiaries for a consideration of Rs. 12,279.00 million settled by issuance of 40,930,000 units to Bharti Sellers (refer note 1) at a price of ₹ 300 per unit. The remaining 50% equity interest in Rostrum is held by Metallica Holdings (DIFC) Limited (Dubai), a fellow subsidiary and a related party of Brookfield India REIT. The transaction cost of Rs. 43.59 million is capitalized along with the cost of acquisition of Rostrum.

The relevant activities of Rostrum require the unanimous consent of both the shareholders, resulting in Rostrum being accounted as a joint arrangement. Therefore, investment in Rostrum is accounted under equity method from the date of acquisition as per Ind AS 28-Investments in Associates and Joint Ventures.

The share of loss of equity method investee from the date of acquisition is Rs. 79.30 million.

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44 A. Details of utilization of Institutional placement (02 August 2023) as on 30 September 2024 are as follows:

Objects of the issue as per the placement document	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
Funding of the consideration for the (i) Downtown Powai Acquisition; and/or (ii) G1 Acquisition	22,000.00	21,896.76	103.24
General purposes	203.59	206.28	-
Issue expenses	850.00	732.89	114.42
Total	23,053.59	22,835.93	217.66

Note: Amount of Rs. 2.69 million has been used for general corporate purposes from the proposed utilization towards issue expenses.

B. Details of utilization of proceeds of Commercial Paper (issued on 17 August 2023) as on 30 September 2024 are as follows:

Objects of the issue as per the letter of offer	Proposed utilization	Actual utilization upto 31 March 2024	Unutilized amount as at 31 March 2024
For repayment of debt of Special Purpose Vehicles (SPVs) of Brookfield India Real Estate Trust and towards transaction expenses, capital expenditure and working capital requirements of Brookfield India Real Estate Trust and its SPVs	6,948.95	6,948.95	-
Total	6,948.95	6,948.95	-

C. Details of utilization of proceeds of Commercial Paper (issued on 29 April 2024) as on 30 September 2024 are as follows:

Objects of the issue as per the letter of offer	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
For repayment of debt of Special Purpose Vehicles (SPVs) of Brookfield India Real Estate Trust, towards transaction expenses, capital expenditure, working capital requirements and expenses of Brookfield India Real Estate Trust and its SPVs and for any other general corporate purpose.	1,870.83	1,646.72	224.11
Total	1,870.83	1,646.72	224.11

D. Details of utilization of proceeds of Commercial Paper (issued on 19 August 2024) as on 30 September 2024 are as follows:

Objects of the issue as per the letter of offer	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
For repayment of debt of Special Purpose Vehicles (SPVs) of Brookfield India Real Estate Trust, towards transaction expenses, capital expenditure, working capital requirements and expenses of Brookfield India Real Estate Trust and its SPVs and for any other general corporate purpose	4,762.32	4,762.32	-
	3,009.65	2,737.68	271.97
Total	7,771.97	7,500.00	271.97

45 Distribution Policy

In terms of the Distribution policy and REIT Regulations, not less than 90% of the NDCFs of our Asset SPVs are required to be distributed to Brookfield REIT, in proportion of its shareholding in our Asset SPVs, subject to applicable provisions of the Companies Act. The cash flows receivable by Brookfield REIT may be in the form of dividends, interest income, principal loan repayment, proceeds of any capital reduction or buyback from our Asset SPVs/ CIOP, sale proceeds out of disposal of investments of any or assets directly/indirectly held by Brookfield REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable laws.

At least 90% of the NDCFs of Brookfield REIT ("REIT Distributions") shall be declared and made once every quarter of a Financial Year by our Manager. In accordance with the REIT Regulations, REIT Distributions shall be made within five working days from the record date. The REIT Distributions, when made, shall be made in Indian Rupees.

The NDCFs shall be calculated in accordance with the REIT Regulations and any circular, notification or guidelines issued thereunder including the SEBI Guidelines.

46 In accordance with Regulation 52(4) of SEBI (LODR) Regulation, 2015, the trust has disclosed following ratios:

Financial Ratios	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Current ratio (in times) (refer note a)	0.51	0.45	0.47	0.51	0.43	0.47	0.43
Debt-equity ratio (in times) (refer note b)	0.93	0.91	0.94	0.93	0.98	0.94	0.98
Debt service coverage ratio (in times) (refer note c)	0.48	1.06	1.27	0.66	1.27	1.39	0.29
Interest service coverage ratio (in times) (refer note d)	1.46	1.51	1.46	1.48	1.42	1.59	1.48
Outstanding redeemable preference shares (quantity and value)	NA	NA	NA	NA	NA	NA	NA
Capital redemption reserve/debenture redemption reserve	NA	NA	NA	NA	NA	NA	NA
Net worth (Amounts in Rs. million)	131,272.03	133,180.13	126,377.09	131,272.03	122,613.43	126,377.09	122,613.43
Net profit after tax (Amounts in Rs. million)	252.32	393.18	19.58	625.85	211.84	(250.47)	(38.63)
Earnings per unit- Basic (Amounts in Rs.)	0.69	1.13	0.05	1.81	0.96	(0.68)	0.59
Earnings per unit- Diluted (Amounts in Rs.)	0.69	1.13	0.05	1.81	0.96	(0.68)	0.59
Long term debt to working capital (refer note e)	(14.26)	(11.14)	(11.62)	(14.26)	(11.54)	(11.62)	(11.54)
Bad debts to Account receivable ratio (refer note f)	0.00	0.00	0.00	0.00	0.10	0.00	0.14
Current liability ratio (in times) (refer note g)	0.12	0.13	0.14	0.12	0.13	0.14	0.13
Total debts to total assets (in times) (refer note h)	0.46	0.45	0.46	0.46	0.47	0.46	0.47
Debtors turnover (in times) (refer note i)	23.46	25.55	18.30	27.74	23.59	17.92	28.56
Inventory turnover	NA	NA	NA	NA	NA	NA	NA
Operating margin (in %) (refer note j)	72%	72%	67%	72%	72%	67%	70%
Net profit margin (in %) (refer note k)	4.17%	6.65%	0.47%	5.23%	1.90%	-3.39%	-0.21%

Formulae for computation of ratios are as follows basis condensed consolidated financial statements (including non controlling interest):-

a) Current ratio = Current Assets / Current Liabilities

b) Debt Equity ratio= Total Debt (including lease liability) / Total Equity

c) Debt Service Coverage Ratio = (Earnings available for debt service) / (Interest expense+Principle repayments made during the period which excludes bullet and full repayment of external borrowings)

d) Interest Service Coverage Ratio =Earnings available for debt service / Interest expense

e) Long term debt to working capital= Long term debt (including non current lease liability) / working capital (i.e. Current assets less current liabilities)

f) Bad debts to Account receivable ratio = Bad debts (including provision for doubtful debts) / Average trade receivable

g) Current Liability Ratio =Current Liability / Total Liability

h) Total debts to Total assets; =Total debts (including lease liability) / Total assets;

i) Debtors turnover =Revenue from operations (Annualized) / Average trade receivable

j) Operating margin =(Earning before interest, depreciation and tax - Other income- Interest income) / Revenue from operations

k) Net profit margin =Profit after tax / Total Income

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

- 47 Pursuant to National Company Law Tribunal ("NCLT") order dated 08 May, 2024, Festus Properties Private Limited (Festus) has reduced its issued, subscribed and paid-up equity share capital of the Company from Rs. 4,646.41 million consisting of 464.64 million equity shares of Rs. 10/- each fully paid, to Rs. 464.64 million consisting of 464.64 million equity shares of Rs. 1/- each fully paid, by reducing the face value of each share from Rs. 10/- each to Rs. 1/- each fully paid thereby reducing the equity share capital to the extent of Rs. 4,181.77 million to set off the accumulated losses (i.e., debit balance of profit and loss account) of Rs. 4,181.77 million.
- Pursuant to National Company Law Tribunal ("NCLT") order dated 07 June 2024, Shantiniketan Properties Private Limited (N1) has reduced its issued, subscribed and paid-up equity share capital of the Company from Rs. 1,438.65 million consisting of 143.87 million equity shares of Rs. 10/- each fully paid, to Rs. 1,150.92 million consisting of 143.87 million equity shares of Rs. 8/- each fully paid, by reducing the face value of each share from Rs. 10/- each to Rs. 8/- each fully paid thereby reducing the equity share capital to the extent of Rs. 287.73 million; and utilized Rs. 1,268.94 million out of the balance available in the securities premium account of N1 to set off the accumulated losses (i.e., debit balance of profit and loss account) of Rs. 1,556.67 million.
- Pursuant to National Company Law Tribunal ("NCLT") order dated 07 June 2024, Candor Kolkata One Hi-Tech Structures Private Limited (K1) has utilized Rs. 3,086.20 million out of the balance available in the securities premium account of the Company to set off the accumulated losses (i.e., debit balance of profit and loss account) of Rs. 3,086.20 million, The said petition has been duly filed with Registrar of Companies on 09 July 2024 thereby making the Scheme effective from 09 July 2024.
- 48 Subsequent to the balance sheet date, pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013, the board of directors of SPPL Noida in its meeting held on 30 October 2024, recommended and declared an interim dividend of Rs. 0.35 per equity share (4.375%) on the face value of Rs. 8/- per share aggregating to Rs. 50.35 million for the period ended on 30 September 2024.
- Subsequent to the balance sheet date, pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013, the board of directors of CIOP in its meeting held on 30 October 2024, recommended and declared an interim dividend of Rs. 6000.00 per equity share (60,000%) on the face value of Rs. 10/- per share aggregating to Rs. 60.00 million for the period ended on 30 September 2024.
- Subsequent to the balance sheet date, pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013, the board of directors of Rostrum in its meeting held on 30 October 2024, recommended and declared an interim dividend of Rs. 6.30 per equity share (63%) on the face value of Rs. 10/- per share aggregating to Rs. 413.89 million for the period ended on 30 September 2024.
- 49 a) The figures for the quarter ended 30 September 2024 are the derived figures between the unaudited figures in respect of the half year ended 30 September 2024 and the unaudited published figures for the quarter ended 30 June 2024, which were both subject to limited review by the statutory auditors.
- b) The figures for the half year ended 31 March 2024 are the derived figures between the audited figures in respect of the year ended 31 March 2024 and the unaudited published year-to-date figures upto 30 September 2023 which were subject to limited review by the statutory auditors.
- 50 "0.00" Represents value less than Rs. 0.01 million.

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 19:35:58 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK AGGARWAL
Date: 2024.11.06 19:20:44 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT JAIN
Date: 2024.11.06 19:27:49 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

TO THE BOARD OF DIRECTORS OF

Brookprop Management Services Private Limited (the "Manager") (Acting in capacity as the Manager of Brookfield India Real Estate Trust)

Introduction

1. We have reviewed the accompanying unaudited Condensed Standalone Interim Financial Statements of **Brookfield India Real Estate Trust** (the "REIT"), ("the Condensed Standalone Interim Financial Statements") which comprise of the following:
 - the unaudited Condensed Standalone Balance Sheet as at 30 September 2024;
 - the unaudited Condensed Standalone Statement of Profit and Loss (including other comprehensive income) for the quarter and half year ended 30 September 2024;
 - the unaudited Condensed Standalone Statement of Cash flow for the quarter and half year ended 30 September 2024;
 - the unaudited Condensed Standalone Statement of Changes in Unitholders' Equity for the half year ended 30 September 2024;
 - the unaudited Statement of Net Assets at Fair Value as at 30 September 2024;
 - the unaudited Statement of Total Returns at Fair Value for the half year ended 30 September 2024;
 - the unaudited Statement of Net Distributable Cash Flow for the quarter and half year ended 30 September 2024; and
 - summary of the material accounting policies and select explanatory notes

These Condensed Standalone Interim Financial Statements are being submitted by the REIT pursuant to the requirements of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time read with Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 (the "REIT Regulations").

2. The Condensed Standalone Interim Financial Statements, which is the responsibility of the Manager and approved by the Board of Directors of the Manager, have been prepared in accordance with the requirements of the REIT Regulations; Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations. Our responsibility is to express a conclusion on the Condensed Standalone Interim Financial Statements based on our review.

Scope of Review

3. We conducted our review of the Condensed Standalone Interim Financial Statements in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Manager's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing issued by ICAI and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

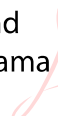
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Condensed Standalone Interim Financial Statements, have not been prepared in accordance with the REIT Regulations; Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; Ind AS 34, prescribed under Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT Regulations or that it contains any material misstatement.

Emphasis of matter

5. We draw attention to Note 9(a) of the Condensed Standalone Interim Financial Statements, which describe the presentation of "Unit Capital" as "Equity" to comply with REIT Regulations. Our conclusion is not modified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Reg. No. 015125N)

Anand
Subrama
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by Anand
Subramanian
Date: 2024.11.06
22:37:31 +05'30'

Anand Subramanian
Partner
(Membership No. 110815)
(UDIN: 24110815BKFIFU8521)

Place: Bengaluru
Date: 06 November 2024

Condensed Standalone Balance Sheet

Particulars	Note	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
ASSETS			
Non-Current assets			
Financial assets			
-Investments	3	108,528.15	95,373.16
-Loans	4	21,655.40	19,053.69
Non-current tax assets (net)	5	1.83	1.17
Total non-current assets		130,185.38	114,428.02
Current assets			
Financial assets			
-Cash and cash equivalents	6	467.66	2,392.89
-Other bank balances	6(a)	315.00	-
-Other financial assets	7	1,523.35	443.93
Other current assets	8	13.50	20.58
Total current assets		2,319.51	2,857.40
TOTAL ASSETS		132,504.89	117,285.42
EQUITY AND LIABILITIES			
Equity			
Unit Capital	9	119,253.88	109,101.43
Other equity	10	1,301.43	714.41
Total equity		120,555.31	109,815.84
LIABILITIES			
Non current liabilities			
Financial liabilities			
-Borrowings	11	5,022.87	-
Deferred tax liabilities	12	271.47	25.60
Total non-current liabilities		5,294.34	25.60
Current liabilities			
Financial liabilities			
-Borrowings	13	6,453.73	7,284.87
-Trade payables	14		
total outstanding dues of micro enterprises and small enterprises		1.72	0.28
total outstanding dues of creditors other than micro enterprises and small enterprises		64.05	50.97
-Other financial liabilities	15	122.27	102.81
Other current liabilities	16	13.47	5.05
Total current liabilities		6,655.24	7,443.98
Total liabilities		11,949.58	7,469.58
TOTAL EQUITY AND LIABILITIES		132,504.89	117,285.42

Material accounting policies 2

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**

Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
an
Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

Digitally signed by
Anand Subramanian
Date: 2024.11.06
21:28:14 +05'30'

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

ANKUR GUPTA
Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

Digitally signed by
ANKUR GUPTA
Date: 2024.11.06
21:05:47 +05'30'

ALOK AGGARWAL
Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

Digitally signed by
ALOK AGGARWAL
Date: 2024.11.06
21:12:46 +05'30'

AMIT JAIN
Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Digitally signed by
AMIT JAIN
Date: 2024.11.06
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Brookfield India Real Estate Trust
 Condensed Standalone Financial Statements
 (All amounts are in Rupees millions unless otherwise stated)

Condensed Standalone Statement of Profit and Loss								
Particulars	Note	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Income and gains								
Dividend		71.93	210.23	-	282.16	-	-	-
Interest	17	1,076.82	1,063.82	972.34	2,140.64	2,169.67	1,719.70	3,889.37
Other income	18	1,055.40	-	-	1,055.40	49.13	-	0.59
Total income		2,204.15	1,274.05	972.34	3,478.20	2,218.80	1,719.70	3,889.96
Expenses and losses								
Valuation expenses		12.00	3.37	7.71	15.37	10.05	10.21	20.26
Audit fees*		4.92	4.04	4.28	8.96	12.86	7.96	20.82
Investment management fees		27.49	24.76	22.74	52.25	48.78	42.14	90.92
Trustee fees		0.74	0.74	0.75	1.48	1.47	1.48	2.95
Legal and professional expense		16.63	4.15	15.85	20.78	18.58	21.37	39.95
Finance costs	19	206.61	168.69	65.54	375.30	279.25	65.54	344.79
Other expenses	20	13.41	6.47	427.70	19.88	16.89	432.80	401.15
Total expenses		281.80	212.22	544.57	494.02	387.88	581.50	920.84
Profit before tax		1,922.35	1,061.83	427.77	2,984.18	1,830.92	1,138.20	2,969.12
Tax expense:								
Current tax	21							
-for current period		13.49	16.61	42.55	30.10	22.07	50.22	72.29
Deferred tax charge/ (credit)		245.87	-	(98.42)	245.87	11.31	(98.42)	(87.11)
Tax expense for the period/ year		259.36	16.61	(55.87)	275.97	33.38	(48.20)	(14.82)
Profit for the period/ year after tax		1,662.99	1,045.22	483.64	2,708.21	1,797.54	1,186.40	2,983.94
Other comprehensive income								
Items that will not be reclassified to profit or loss								
- Remeasurement of defined benefit obligations		-	-	-	-	-	-	-
- Income tax related to items that will not be reclassified to profit or loss		-	-	-	-	-	-	-
Other comprehensive income for the period/ year, net of tax		-	-	-	-	-	-	-
Total comprehensive income for the period/ year		1,662.99	1,045.22	483.64	2,708.21	1,797.54	1,186.40	2,983.94
Earnings per unit								
Basic	26	3.46	2.36	1.21	5.86	4.09	3.23	7.40
Diluted		3.46	2.36	1.21	5.86	4.09	3.23	7.40
Material accounting policies	2							

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

* Refer note 20(a)

As per our report of even date attached
 For **DELOITTE HASKINS & SELLS**
 Chartered Accountants
 Firm Registration No.: 015125N

Anand Subramanian
 Digitally signed by Anand Subramanian
 Date: 2024.11.06 21:30:05 +05'30'

Anand Subramanian
 Partner
 Membership No: 110815
 Place: Bengaluru
 Date: 06 November 2024

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

ANKUR GUPTA
 Digitally signed by ANKUR GUPTA
 Date: 2024.11.06 21:06:06 +05'30'

Ankur Gupta
 Director
 DIN No. 08687570
 Place: Mumbai
 Date: 06 November 2024

ALOK AGGARWAL
 Digitally signed by ALOK AGGARWAL
 Date: 2024.11.06 21:13:03 +05'30'

Alok Aggarwal
 CEO and Managing Director
 DIN No. 00009964
 Place: Mumbai
 Date: 06 November 2024

AMIT JAIN
 Digitally signed by AMIT JAIN
 Date: 2024.11.06 21:11:42 +05'30'

Amit Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 06 November 2024

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

Condensed Standalone Statement of Cash Flows

Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Cash flows from operating activities :							
Profit before tax	1,922.35	1,061.83	427.77	2,984.18	1,830.92	1,138.20	2,969.12
Adjustments for :							
Dividend income	(71.93)	(210.23)	-	(282.16)	-	-	-
Interest income on loan to subsidiaries	(646.31)	(623.10)	(687.23)	(1,269.41)	(1,300.23)	(1,397.35)	(2,697.58)
Interest income on debentures	(140.35)	(139.23)	(64.38)	(279.58)	(278.90)	(83.67)	(362.57)
Interest income on non-convertible debentures	(258.58)	(262.64)	(121.20)	(521.22)	(538.89)	(121.20)	(660.09)
Interest income on deposits with banks	(31.58)	(38.85)	(99.53)	(70.43)	(51.65)	(117.48)	(169.13)
Finance costs	206.61	168.69	65.54	375.30	279.25	65.54	344.79
Loss/(Gain) on investment in Compulsory Convertible Debentures at fair value through profit or loss	(1,055.40)	-	422.48	(1,055.40)	(48.54)	422.48	373.94
Operating cash flows before working capital changes	(75.19)	(43.53)	(56.55)	(118.72)	(108.04)	(93.48)	(201.52)
Movements in working capital:							
(Increase)/ Decrease in other current and non current assets	3.18	(3.62)	155.41	(0.44)	1.27	141.79	143.06
Increase/(Decrease) in current financial liabilities - trade payables	23.05	(8.53)	(14.18)	14.52	7.64	2.02	9.66
(Decrease)/ Increase in current and non current financial liabilities - others	(0.00)	0.00	(25.96)	(0.00)	0.00	(24.57)	(24.57)
Increase/(Decrease) in other current and non current liabilities	2.89	(2.86)	(0.07)	0.03	1.49	(4.53)	(3.04)
Cash (used in)/generated from operating activities	(46.07)	(58.54)	58.65	(104.61)	(97.64)	21.23	(76.41)
Income taxes (paid)/ refunds received (net)	(20.42)	(10.34)	(53.40)	(30.76)	(17.07)	(56.39)	(73.46)
Net cash generated (used) in operating activities (A)	(66.49)	(68.88)	5.25	(135.37)	(114.71)	(35.16)	(149.87)
Cash flows from investing activities :							
Loan to subsidiaries	(2,422.52)	(1,250.00)	(510.00)	(3,672.52)	(784.12)	(1,110.00)	(1,894.12)
Loan repaid by subsidiaries	270.00	800.81	1,227.00	1,070.81	2,467.92	2,692.00	5,159.92
Investment in equity shares of subsidiary/Joint venture, including directly attributable expenses	(28.51)	(1.39)	(12,846.36)	(29.90)	(136.15)	(12,847.90)	(12,984.05)
Investment in debentures issued by subsidiaries	-	-	(6,970.18)	-	41.73	(6,970.18)	(6,928.45)
Investment in non convertible debentures issued by subsidiaries	-	-	(8,870.00)	-	-	(8,870.00)	(8,870.00)
Repayment of Investment in non-convertible debentures issued by subsidiaries	-	223.00	132.00	223.00	308.00	132.00	440.00
Deposits with banks made	(315.00)	-	-	(315.00)	-	-	-
Interest received on deposits with banks	31.19	37.94	95.69	69.13	52.26	113.92	166.18
Interest received on investment in debentures	-	139.23	64.38	139.23	278.90	83.67	362.57
Interest received on investment in non-convertible debentures	-	262.64	121.20	262.64	538.89	121.20	660.09
Interest received on loan to subsidiaries	-	590.23	826.97	590.23	1,195.93	1,607.91	2,803.84
Dividend received	71.93	210.23	-	282.16	-	-	-
Net cash generated from/(used) in investing activities (B)	(2,392.91)	1,012.69	(26,729.30)	(1,380.22)	3,963.36	(25,047.38)	(21,084.02)
Cash flows from financing activities :							
Proceeds from issue of Unit capital	-	-	23,053.59	-	-	23,053.59	23,053.59
Proceeds from long-term borrowings	5,053.61	-	-	5,053.61	-	-	-
Proceeds from short-term borrowings	1,500.00	-	-	1,500.00	-	-	-
Proceeds from issue of commercial papers	7,771.97	1,870.83	6,948.95	9,642.80	-	6,948.95	6,948.95
Repayment of commercial paper	(12,300.00)	-	-	(12,300.00)	-	-	-
Expense incurred towards institutional placement	(0.36)	(13.16)	(152.06)	(13.52)	(560.57)	(152.06)	(712.63)
Expense incurred towards preferential allotment	(0.71)	(1.37)	(0.55)	(2.08)	(0.86)	(0.55)	(1.41)
Finance cost paid	(43.45)	(0.13)	(4.21)	(43.58)	(8.12)	(4.21)	(12.33)
Distribution to unitholders	(2,167.34)	(2,079.53)	(1,641.57)	(4,246.87)	(4,015.23)	(3,316.95)	(7,332.18)
Net cash (used in)/ generated from financing activities (C)	(186.28)	(223.36)	28,204.15	(409.64)	(4,584.78)	26,528.77	21,943.99
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(2,645.68)	720.45	1,480.10	(1,925.23)	(736.13)	1,446.23	710.10
Cash and cash equivalents at the beginning of the period/ year	3,113.34	2,392.89	1,648.92	2,392.89	3,129.02	1,682.79	1,682.79
Cash and cash equivalents at the end of the period/ year (refer note 6)	467.66	3,113.34	3,129.02	467.66	2,392.89	3,129.02	2,392.89
Components of cash and cash equivalents at the end of the period/ year							
Balances with banks							
- in current account	8.66	17.34	34.02	8.66	14.89	34.02	14.89
- in deposit account	459.00	3,096.00	3,095.00	459.00	2,378.00	3,095.00	2,378.00
	467.66	3,113.34	3,129.02	467.66	2,392.89	3,129.02	2,392.89

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

2. The Trust has issued Units in exchange for investments in Rostrum and Kairos during the quarter ended 30 June 2024 and year ended 31 March 2024 respectively. The same has not been reflected in Condensed Standalone Statement of Cash Flows since these were non-cash transactions.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
 Chartered Accountants
 Firm Registration No.: 015125N

Anand Subramanian
 Digitally signed by Anand Subramanian
 Date: 2024.11.06 21:13:23 +05'30'

Anand Subramanian
 Partner
 Membership No: 110815
 Place: Bengaluru
 Date: 06 November 2024

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

ANKUR GUPTA
 Digitally signed by ANKUR GUPTA
 Date: 2024.11.06 21:06:19 +05'30'

Ankur Gupta
 Director
 DIN No. 08687570
 Place: Mumbai
 Date: 06 November 2024

ALOK AGGARWAL
 Digitally signed by ALOK AGGARWAL
 Date: 2024.11.06 21:13:19 +05'30'

Alok Aggarwal
 CEO and Managing Director
 DIN No. 00009964
 Place: Mumbai
 Date: 06 November 2024

AMIT JAIN
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 Date: 2024.11.06 21:11:27 +05'30'

Amit Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 06 November 2024

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

Condensed Standalone Statement of Changes in Unitholder's Equity

	Unit in Nos.	Amount
(a) Unit Capital		
Balance as on 01 April 2023	335,087,073	86,556.65
Changes in unit capital during the current period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	-	(891.33)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	-	(861.30)
Less: Distribution to Unitholders for the quarter ended 30 September 2023#	-	(939.64)
Less: Distribution to Unitholders for the quarter ended 31 December 2023#	-	(1,088.93)
Add: Units issued during the year (refer note 9)	103,998,149	27,053.59
Less: Issue expenses (refer note 9)	-	(727.61)
Balance at the end of the previous reporting year 31 March 2024	439,085,222	109,101.43
Balance as on 01 April 2024	439,085,222	109,101.43
Changes in unit capital during the current period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2024#	-	(1,102.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2024#	-	(1,022.43)
Add: Units issued during the period (refer note 9)	40,930,000	12,279.00
Less: Issue expenses (refer note 9)	-	(2.02)
Balance at the end of the current reporting period 30 September 2024	480,015,222	119,253.88
Unit Capital		
Balance as on 01 April 2023	335,087,073	86,556.65
Changes in unit capital during the previous period:		
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	-	(891.33)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	-	(861.30)
Add: Units issued during the period (refer note 9)	103,998,149	27,053.59
Less: Issue expenses (refer note 9)	-	(778.32)
Balance at the end of the previous reporting period 30 September 2023	439,085,222	111,079.29

(b) Other equity

Particulars	Retained earnings
Balance as on 01 April 2023	1,283.93
Add: Profit for the year ended 31 March 2024	2,983.94
Add: Other comprehensive income for the year ended 31 March 2024	-
Add: Total Comprehensive Income for the current year	2,983.94
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	(784.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	(780.29)
Less: Distribution to Unitholders for the quarter ended 30 September 2023#	(992.34)
Less: Distribution to Unitholders for the quarter ended 31 December 2023#	(996.73)
Balance as at 31 March 2024	714.41
Balance as on 01 April 2024	714.41
Add: Profit for the half year ended 30 September 2024	2,708.21
Add: Other comprehensive income for the half year ended 30 September 2024	-
Add: Total Comprehensive Income for the current period	2,708.21
Less: Distribution to Unitholders for the quarter ended 31 March 2024#	(983.55)
Less: Distribution to Unitholders for the quarter ended 30 June 2024#	(1,137.64)
Balance as at 30 September 2024	1,301.43

Other equity

Balance as on 01 April 2023	1,283.93
Add: Profit for the half year ended 30 September 2024	1,186.40
Add: Other comprehensive income for the half year ended 30 September 2024	-
Add: Total Comprehensive Income for the previous period	1,186.40
Less: Distribution to Unitholders for the quarter ended 31 March 2023#	(784.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2023#	(780.29)
Balance as at 30 September 2023	905.94

#The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Brookfield India REIT under the REIT Regulations.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 21:32:11 +05'30'
Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR GUPTA
Digitally signed by ANKUR GUPTA
Date: 2024.11.06 21:06:32 +05'30'
Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
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Date: 2024.11.06 21:13:35 +05'30'
Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
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Date: 2024.11.06 21:11:12 +05'30'
Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

A Condensed Standalone Statement of Net Assets at Fair Value

S.No	Particulars	As at 30 September 2024 (Unaudited)		As at 31 March 2024 (Audited)	
		Book Value	Fair value	Book Value	Fair value
A	Assets	132,504.89	176,897.06	117,285.42	153,510.37
B	Liabilities	(11,949.58)	(11,949.58)	(7,469.58)	(7,469.58)
C	Net Assets (A-B)	120,555.31	164,947.48	109,815.84	146,040.79
D	No. of units	480,015,222	480,015,222	439,085,222	439,085,222
E	NAV per unit (C/D)	251.15	343.63	250.10	332.60

1 Measurement of fair values

The fair value of investments in SPVs is primarily determined basis the fair value of the underlying investment property (including investment property under development) and book value of other assets and liabilities of the respective SPV's as at 30 September 2024 and 31 March 2024. The fair value of investment properties (including investment property under development) has been determined by independent external registered property valuer, having appropriately recognized professional qualifications and recent experience in the location and category of the properties being valued.

Valuation technique

The fair value measurement of the investment properties (including investment property under development) has been categorized as a Level 3 fair value based on the inputs to the valuation technique used.

The valuers have followed a discounted cash flow method. The discounted cash flow method considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, average sq. ft. rent and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality, lease terms and investors expected return.

2 Break up of Net asset value

Particulars	As at	As at
	30 September 2024	31 March 2024
Fair value of investments in SPVs	176,094.26	151,092.22
Add: Other assets	802.80	2,418.15
Less: Liabilities	(11,949.58)	(7,469.58)
Net Assets	164,947.48	146,040.79

3 The Trust holds investment in SPVs which in turn hold the properties. Hence, the breakup of property wise fair values has been disclosed in the Condensed Consolidated Financial Statements.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS
Chartered Accountants
Firm Registration No.: 015125N

Anand
Subramanian
n

Digitally signed by
Anand Subramanian
Date: 2024.11.06
21:33:09 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR
GUPTA

Digitally signed by
ANKUR GUPTA
Date: 2024.11.06
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Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK
AGGARWAL

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ALOK AGGARWAL
Date: 2024.11.06
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Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN

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AMIT JAIN
Date: 2024.11.06
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Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

B Condensed Standalone Statement of Total Return at Fair Value

S.No	Particulars	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
A	Total comprehensive Income	2,708.21	1,797.54	1,186.40	2,983.94
B	Add: Changes in fair value not recognized in the total comprehensive income	7,442.08	5,711.83	4,575.89	10,287.72
A+B	Total Return	10,150.29	7,509.37	5,762.29	13,271.66

The changes in fair value for the respective periods presented has been computed based on the changes in fair value of the underlying assets of SPVs (including changes in fair value of equity method investment), which is not recognized in Total Comprehensive Income.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
 Chartered Accountants
 Firm Registration No.: 015125N

Anand Subramanian
 Digitally signed by Anand Subramanian
 Date: 2024.11.06 21:34:27 +05'30'

Anand Subramanian
 Partner
 Membership No: 110815
 Place: Bengaluru
 Date: 06 November 2024

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

ANKUR GUPTA
 Digitally signed by ANKUR GUPTA
 Date: 2024.11.06 21:06:58 +05'30'

Ankur Gupta
 Director
 DIN No. 08687570
 Place: Mumbai
 Date: 06 November 2024

ALOK AGGARWAL
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 Date: 2024.11.06 21:14:04 +05'30'

Alok Aggarwal
 CEO and Managing Director
 DIN No. 00009964
 Place: Mumbai
 Date: 06 November 2024

AMIT JAIN
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 Date: 2024.11.06 21:10:41 +05'30'

Amit Jain
 Chief Financial Officer
 Place: Mumbai
 Date: 06 November 2024

Brookfield India Real Estate Trust
Condensed Standalone Financial Statements
(All amounts are in Rupees million unless otherwise stated)
Disclosure pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Net Distributable Cash Flows (NDCF) pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43

Computation of Net Distributable Cash Flow at Trust level:

Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)
Cashflows from operating activities of the Trust	(66.49)	(68.88)	(135.37)
(+) Cash flows received from SPV's / Investment entities which represent distributions of NDCF computed as per relevant framework (refer note 2)	2,525.01	2,298.07	4,823.08
(+) Treasury income / income from investing activities of the Trust (interest income received from FD, any investment entities as defined in Regulation 18(5), tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	31.19	37.94	69.13
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or shares of SPVs/Holdcos or Investment Entity adjusted for the following			
• Applicable capital gains and other taxes	-	-	-
• Related debts settled or due to be settled from sale proceeds	-	-	-
• Directly attributable transaction costs	-	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations	-	-	-
(+) Proceeds from sale of infrastructure / real estate investments, infrastructure / real estate assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of REIT Regulations or any other relevant provisions of the REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-
(-) Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss account of the Trust	(204.88)	(164.52)	(369.40)
(-) Debt repayment at Trust level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	-	-	-
(-) any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i). loan agreement entered with financial institution, or (ii). terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or (iii). terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos, (iv). agreement pursuant to which the Trust operates or owns the real estate asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v). statutory, judicial, regulatory, or governmental stipulations; or	-	-	-
(-) any capital expenditure on existing assets owned / leased by the REIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-
NDCF at Trust Level	2,284.83	2,102.61	4,387.44
Surplus cash available (excluding surplus cash from debt raised)	-	64.99	64.99
NDCF including surplus cash at Trust Level	2,284.83	2,167.60	4,452.43

Notes:

1. The Board of Directors of the Manager to the Trust, in their meeting held on 06 November 2024, have declared distribution to Unitholders of Rs. 4.60 per unit which aggregates to Rs. 2,208.07 million for the quarter ended 30 September 2024. The distributions of Rs. 4.60 per unit comprises Rs. 1.66 per unit in the form of interest payment on shareholder loan, CCD's and NCD's, Rs. 2.38 per unit in the form of repayment of SPV debt and NCD, Rs. 0.51 per unit in the form of dividend and the balance Rs. 0.05 per unit in the form of interest on fixed deposit.

Along with distribution of Rs. 2,160.07 million/ Rs. 4.50 per unit for the quarter ended 30 June 2024, the cumulative distribution for the half year ended 30 September 2024 aggregates to Rs. 4,368.14 million/ Rs. 9.10 per unit.

2. Pursuant to SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024, Trust has considered distribution of Rs. 2,255.01 million received subsequent to period ended 30 September 2024 but before the adoption of the standalone financial statement by the Board of Director of the Manager to Trust in the calculation of Net Distributable Cash Flow.

3. In order to promote standardisation of framework for computing NDCF, a revised framework was defined by SEBI vide master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("Revised NDCF Framework") (erstwhile SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2023/185 dated December 6, 2023 on revised NDCF framework). As per the framework, the Manager is required to declare and distribute at least 90% of the NDCF of Brookfield India REIT as distributions ("REIT Distributions"). This framework is applicable with effect from 1 April 2024. Accordingly, Brookfield India REIT has computed the NDCF for the quarter and half year ended 30 September 2024 as per the revised framework. Comparatives have not been provided in this framework for all the previous periods presented.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.

As per our report of even date attached

For DELOITTE HASKINS & SELLS

Chartered Accountants
Firm Registration No.: 015125N

Anand Subramania
Digitally signed by Anand Subramania
Date: 2024.11.06 21:35:26 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

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

ANKUR GUPTA
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Date: 2024.11.06 21:07:14 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
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Date: 2024.11.06 21:14:20 +05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
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Date: 2024.11.06 21:10:26 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 4.6 to SEBI master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116

Sr No.	Particulars	For the quarter ended	For the half year ended	For the half year ended	For the year ended
		30 September 2023 (Unaudited)	31 March 2024 (Unaudited)	30 September 2023 (Unaudited)	31 March 2024 (Audited)
1	Cash flows received from Asset SPVs, CIOP/Operating Service Provider and any investment entity in the form of: <ul style="list-style-type: none">• Interest (net of applicable taxes, if any)• Dividends (net of applicable taxes, if any)• Repayment of Shareholder Debt (or debentures and other similar instruments)• Proceeds from buy-backs/ capital reduction/ redemptions (net of applicable taxes)	1,012.55	2,013.72	1,812.78	3,826.50
2	Add: Proceeds from sale, (transfer or liquidation or redemption or otherwise realization) of investments (including cash equivalents), assets or shares of interest in Asset SPVs, or any form of fund raise at Brookfield REIT level, adjusted for the following: <ul style="list-style-type: none">• Applicable capital gains and other taxes• Related debts settled or due to be settled from sale proceeds• Directly attributable transaction costs• Proceeds reinvested or planned to be reinvested as per REIT Regulations• Investment in shares or debentures or shareholder debt of Asset SPVs and/ or CIOP/ Operating Service Provider or other similar investments• Lending to Assets SPVs and/ or CIOP/ Operating Service Provider	1,359.00	2,775.92	2,824.00	5,599.92
3	Add: Proceeds from sale (transfer or liquidation or redemption or otherwise realization) of investments, assets or shares of interest in Asset SPVs not distributed pursuant to an earlier plan to re-invest as per REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-
4	Add: Any other income received at the Brookfield REIT level and not captured herein, or refund/ waiver/ cessation of any expenses/ liability.	30,002.54	-	30,002.54	30,002.54
5	Less: Any other expense (whether in the nature of revenue or capital expenditure) or any liability or other payouts required at the Brookfield REIT level, and not captured herein.	-	-	-	-
6	Less: Any payment of fees, including but not limited to: <ul style="list-style-type: none">• Trustee fees• REIT Management Fees• Valuer fees• Legal and professional fees• Trademark license fees• Secondment fees	-	-	(2.95)	(2.95)
7	Add: Cash flow received from Asset SPV and investment entity, if any including to the extent not covered above: <ul style="list-style-type: none">• repayment of the debt in case of investments by way of debt• proceeds from buy-backs/ capital reduction	(39.13)	(47.39)	(39.13)	(86.52)
8	Add/ (Less): Debt drawdown/ (payment) of interest and repayment on external debt (including any loans, bonds, debentures or other form of debt funding) at the Brookfield REIT level.	(1.27)	(16.22)	(2.62)	(18.84)
9	Less: Income tax and other taxes (if applicable) at the Standalone Brookfield REIT level (net of any tax refunds).	(9.78)	(16.38)	(24.58)	(40.96)
10	Add/(Less): Cash inflows and outflows in relation to any real estate properties held directly by the Brookfield REIT, to the extent not covered above (if any).	-	-	-	-
11	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, etc.	-	-	-	-
	NDCF	(380.11)	(495.21)	(960.45)	(1,455.66)

a)The difference between SPV level NDCF and REIT level NDCF is primarily on account of utilization of opening cash at the SPV level for the quarter and half year ended 30 September 2023.

b) The difference between REIT level NDCF and distributions to unitholders for the quarter ended 31 March 2024 and 30 September 2023 is on account of utilization of surplus NDCF post distribution to unitholders till 30 September 2023 and 30 June 2023 respectively.

Material accounting policies (refer note 2)

The accompanying notes from 1 to 33 form an integral part of these Condensed Standalone Financial Statements.
As per our report of even date attached

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
Firm Registration No.: 015125N

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

Anand Subramanian
Digitally signed by Anand Subramanian
Date: 2024.11.06 21:36:31 +05'30'

Anand Subramanian
Partner
Membership No: 110815
Place: Bengaluru
Date: 06 November 2024

ANKUR GUPTA
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Date: 2024.11.06 21:07:27 +05'30'

Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
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Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
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Date: 2024.11.06 21:10:10 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

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

1 Trust Information

Brookprop Management Services Private Limited (the 'Settlor') has set up the Brookfield India Real Estate Trust (Brookfield India REIT/Trust) on 17 July 2020 as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on 14 September 2020 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014. The Trustee to Brookfield India Real Estate Trust is Axis Trustee Services Limited (the 'Trustee') and the Manager for Brookfield India Real Estate Trust is Brookprop Management Services Private Limited (the 'Manager').

The objectives of Brookfield India REIT is to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Brookfield India REIT is to own and invest in rent or income generating real estate and related assets in India with the objective of producing stable and sustainable distributions to Unitholders.

Brookfield India REIT acquired the following Special Purpose Vehicles ('SPVs') by acquiring all the equity interest held by the Sponsor and certain members of Sponsor Group (refer note 28) on 08 February 2021. In exchange for these equity interests, the above shareholders were allotted 164,619,801 Units valued at Rs. 275/- each.

Brookfield India REIT went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the successful applicants on 08 February 2021 and 11 February 2021.

All these Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 16 February 2021.

The brief activities and shareholding pattern of the SPVs are provided below:

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 07 February 2021 (in percentage)</u>	<u>Shareholding from 08 February 2021 (in percentage)</u>
Shantiniketan Properties Private Limited ('SPPL Noida')	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS sector in Sector 62, Noida, Uttar Pradesh.	BSREP India Office Holdings Pte. Ltd.: 100% BSREP Moon C1 L.P.: 0.00% (10 Shares)	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Candor Kolkata One Hi-Tech Structures Private Limited ('Candor Kolkata')	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in New Town, Rajarhat, Kolkata and Sector 21, Dundaheera Gurugram.	BSREP India Office Holdings V Pte. Ltd.: 99.97% BSREP India Office Holdings Pte. Ltd.: 0.03%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Candor India Office Parks Private Limited ('CIOP')	Providing management related service including facilities management service and property management services.	BSREP Moon C1 L.P.: 99.99% BSREP Moon C2 L.P.: 0.01%	Brookfield India REIT : 100% Candor Kolkata One Hi-Tech Structures Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)
Festus Properties Private Limited ('Festus')	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Powai, Mumbai.	Kairos Property Managers Pvt. Ltd.: 10.76% BSREP II India Office Holdings II Pte. Ltd.: 89.24%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

During the year ended 31 March 2022, Brookfield India REIT acquired the following Special Purpose Vehicle ('SPV') by acquiring all the equity interest held by certain members of Sponsor Group (refer note 28) on 24 January 2022. In exchange for these equity interests, the above shareholders have been paid cash of Rs. 8,334.57 million and allotted 15,463,616 Units of Brookfield India REIT valued at Rs. 294.25 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 01 February 2022.

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 23 January 2022 (in percentage)</u>	<u>Shareholding from 24 January 2022 (in percentage)</u>
Seaview Developers Private Limited ('SDPL Noida')	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Sector 135, Noida, Uttar Pradesh.	BSREP India Office Holding IV Pte. Ltd.: 99.96% BSREP India Office Holdings Pte. Ltd.: 0.04%	Brookfield India REIT : 100% Candor India Office Parks Private Limited : 0.00% (1 share) (as nominee of Brookfield India REIT)

During the year ended 31 March 2024:

Brookfield India REIT acquired controlling stake in Candor Gurgaon One Realty Projects Private Limited ("Candor Gurgaon 1"/"G1") and Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) ("Kairos"/"Downtown Powai") by acquiring 50% equity interest from certain members of Sponsor Group (refer note 28) on 18 August 2023 and 28 August 2023 respectively. The purchase consideration for acquiring 50% stake in Candor Gurgaon 1 was discharged by paying cash of Rs. 4,533.04 million. The purchase consideration for acquiring 50% stake in Kairos was discharged by allotting 12,696,800 number of Units at Rs. 315.04 per Unit, aggregating to Rs. 4,000 million, and cash consideration of Rs. 8,277.70 million thereby resulting in a total consideration of Rs. 12,277.70 million. These Units were subsequently listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 31 August 2023.

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 17 August 2023 (in percentage)</u>	<u>Shareholding from 18 August 2023 (in percentage)</u>
Candor Gurgaon One Realty Projects Private Limited ("Candor Gurgaon 1"/"G1")	Developing and leasing of commercial real estate property in India, primarily in IT/ITeS Special Economic Zone (SEZ) in Sector 48, Gurugram, Haryana.	BSREP India Office Holdings II Pte. Ltd.: 99.94% BSREP India Office Holdings Pte. Ltd.: 0.06%	Brookfield India REIT : 50% Reco Cerium Private Limited : 50%

<u>Name of SPV</u>	<u>Activities</u>	<u>Shareholding up to 27 August 2023 (in percentage)</u>	<u>Shareholding from 28 August 2023 (in percentage)</u>
Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) ("Kairos"/"Downtown Powai")	Developing and leasing of commercial real estate property in India, primarily in Powai, Mumbai, Maharashtra.	Project Diamond Holdings (DIFC) Limited: 99.99% Project Cotton Holdings One (DIFC) Limited: 0.001%	Brookfield India REIT : 50% Reco Europium Private Limited : 50%

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During the period ended 30 September 2024:

Brookfield India REIT has acquired equity interest in a joint venture by acquiring 50% of share capital (on a fully diluted basis) of Rostrum Realty Private Limited (“Rostrum”) which owns, operates and manages, 3.3 Msf of portfolio, directly and through its subsidiaries (i) Oak Infrastructure Developers Limited (“Oak”); (ii) Aspen Buildtech Limited (“Aspen”); and (iii) Arnon Builders & Developers Limited (“Arnon”) at an acquisition price of Rs. 60,000 million, from the existing shareholders of Rostrum i.e. (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 and (v) Bharti Enterprises Limited, (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 referred to as “Bharti Sellers”) on 21 June 2024. The purchase consideration for acquiring 50% share capital of Rostrum was discharged by way of allotment of 4,09,30,000 units of Brookfield India REIT to the Bharti Sellers at a price of Rs. 300 per unit on a preferential basis, aggregating to Rs. 12,279 million. These Units were subsequently listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 25 June 2024.

<u>Name of Joint Venture</u>	<u>Activities</u>	<u>Shareholding up to 21 June 2024 (in percentage)</u>	<u>Shareholding from 22 June 2024 (in percentage)</u>
Rostrum Realty Private Limited (“Rostrum”)	Leasing, licensing, operating and maintaining the project buildings by the Rostrum itself and through its subsidiaries in India.	(i) Bharti (SBM) Holdings Private Limited 12.51% (ii) Bharti (RM) Holdings Private Limited 7.82% (iii) Bharti (RBM) Holdings Private Limited 7.82% (iv) Bharti (Satya) Trustees Private Limited on behalf of Bharti (Satya) Family Trust 3.13% (v) Bharti Enterprises Limited 18.72% (vi) Bharti (SBM) Holdings Private Limited jointly with Sunil Bharti Mittal 0.00% (vii) Bharti (RM) Holdings Private Limited jointly with Rakesh Bharti Mittal 0.00% (viii) Bharti (RBM) Holdings Private Limited jointly with Rajan Bharti Mittal 0.00% (ix) Metallica Holdings (DIFC) Limited 50%	Brookfield India REIT : 50% Metallica Holdings (DIFC) Limited : 50%

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Notes to the Condensed Standalone financial statements

2. Basis of preparation and material accounting policies

2.1 Basis of preparation of Condensed Standalone financial statements

The Condensed Standalone Financial Statements (Condensed Standalone Financial Statements) of Brookfield India REIT comprises:

- the Condensed Standalone Balance Sheet,
- the Condensed Standalone Statement of Profit and Loss (including other comprehensive income),
- the Condensed Standalone Statement of Cash Flows,
- the Condensed Standalone Statement of Changes in Unitholders' Equity,
- a summary of material accounting policies and other explanatory information.

Additionally, it includes the Statement of Net Assets at Fair Value, the Statement of Total Returns at Fair Value, the Statement of Net Distributable Cash Flow of Brookfield India REIT and other additional financial disclosures as required under the SEBI (Real Estate Investment Trusts) Regulations, 2014. The Condensed Standalone Financial Statements were authorized for issue in accordance with resolutions passed by the Board of Directors of the Manager on behalf of the Brookfield India REIT on 06 November 2024. The Condensed Standalone Financial Statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time including any guidelines and circulars issued there under read with SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 ("REIT Regulations"); Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS') to the extent not inconsistent with the REIT Regulations (refer note 9(a) on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Accordingly, these Condensed Standalone Financial Statements do not include all the information required for a complete set of financial statements. These Condensed Standalone Financial Statements should be read in conjunction with the standalone financial statements and related notes included in the Trust's audited standalone financial statements under Ind AS as at and for the year ended 31 March 2024. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Condensed Standalone Financial Statements are presented in Indian Rupees in Millions, except when otherwise indicated.

2.2 Material accounting policies

a) Functional and presentation currency

The Condensed Standalone Financial Statements are presented in Indian rupees, which is Brookfield India REIT's functional currency and the currency of the primary economic environment in which Brookfield India REIT operates. All financial information presented in Indian rupees has been rounded off to nearest million except unit and per unit data.

Brookfield India Real Estate Trust
Condensed Standalone Financial Statements

Notes to the Condensed Standalone financial statements

b) Basis of measurement

The Condensed Standalone Financial Statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below.

The Condensed Standalone Financial Statements have been prepared on a going concern basis.

c) Use of judgments and estimates

The preparation of Condensed Standalone Financial Statements in conformity with generally accepted accounting principles in India (Ind AS), to the extent not inconsistent with the REIT regulations, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Condensed Standalone Financial Statements is included in the following notes:

- (i) Presentation of “Unit Capital” as “Equity” in accordance with the REIT Regulations instead of compound instrument (Note 9)
- (ii) Impairment of investments and loans in subsidiaries
- (iii) Fair valuation and disclosures
SEBI Circulars issued under the REIT Regulations require disclosures relating to net assets at fair value and total returns at fair value. (Refer Statement of net assets at fair value and Statement of total returns at fair value for details).

d) Current versus non-current classification

Brookfield India REIT presents assets and liabilities in the Condensed Standalone Balance Sheet based on current/ non-current classification:

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Brookfield India REIT classifies all other assets as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in normal operating cycle of Brookfield India REIT;
- it is held primarily for the purpose of being traded;

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Condensed Standalone Financial Statements

Notes to the Condensed Standalone financial statements

- it is due to be settled within 12 months after the reporting date; or
- the Brookfield India REIT does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Brookfield India REIT classifies all other liabilities as non-current.

Current assets/liabilities include current portion of non-current financial assets/ liabilities respectively. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

e) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, Brookfield India REIT takes into account the characteristics of the asset or liability and how market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Inputs to fair value measurement techniques are disaggregated into three hierarchical levels, which are directly based on the degree to which inputs to fair value measurement techniques are observable by market participants:

- Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2: Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the asset's or liability's anticipated life.
- Level 3: Inputs are unobservable and reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs in determining the estimate.

Fair value measurement framework is adopted by Brookfield India REIT to determine the fair value of various assets and liabilities measured or disclosed at fair value.

f) Impairment of non-financial assets

Brookfield India REIT assesses, at each reporting date, whether there is an indication that a non-financial asset other than deferred tax assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, Brookfield India REIT estimates the asset's recoverable amount. Goodwill is tested annually for impairment.

An impairment loss is recognized in the Condensed Standalone Statement of Profit and Loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

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Notes to the Condensed Standalone financial statements

Impairment losses are recognized in the Condensed Standalone Statement of Profit and Loss, unless it reverses previous revaluation credited to equity, in which case it is charged to equity.

Goodwill (if any) arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from the synergies of the combination.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. In estimating value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets, such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

g) Investment in subsidiaries and joint ventures

The Trust has elected to recognize its investments in subsidiaries and joint ventures at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements.'

The details of such investment are given in note 3.

Assets representing investments in subsidiaries and joint ventures are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable, such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

h) Foreign currency transactions

Items included in the financial statements of the Brookfield India REIT are measured using the currency of the primary economic environment in which the Brookfield India REIT operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Brookfield India REIT functional and presentation currency.

Foreign currency transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at reporting period end exchange rates are generally recognized in the Statement of profit and loss.

i) Errors, estimates and change in accounting policy

The Brookfield India REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the

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Notes to the Condensed Standalone financial statements

Condensed Standalone Financial Statements. Changes in accounting policies are applied retrospectively, wherever applicable.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets - Recognition

All financial assets are recognized initially at fair value (except for trade receivables which are initially measured at transaction price) plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

• Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

• Debt instruments at fair value through other comprehensive income (FVOCI)

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses and reversals and foreign exchange gain or loss is recognized in statement of profit and loss. On derecognition of the asset, cumulative gains or losses previously recognized in OCI is reclassified from the equity to statement of profit

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Notes to the Condensed Standalone financial statements

and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

• **Debt instruments at fair value through profit or loss (FVTPL)**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Brookfield India REIT may elect to designate a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Brookfield India REIT has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit or loss.

• **Equity instruments measured at fair value through other comprehensive income (FVOCI)**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Brookfield India REIT may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Brookfield India REIT makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Brookfield India REIT decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Brookfield India REIT may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit and loss.

(ii) Financial Assets - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e., removed from the Brookfield India REIT balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Brookfield India REIT has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Brookfield India REIT has transferred substantially all the risks and rewards of the asset, or (b) the Brookfield India REIT has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Impairment of financial assets

Brookfield India REIT recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component and lease receivables is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable

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and lease receivables, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date, is recognized as an impairment gain or loss in the Statement of Profit and Loss.

Trade Receivables are generally written off against the allowance only after all means of collection have been exhausted and the potential for recovery is considered remote.

(iv) Financial liabilities – Recognition and Subsequent measurement

Brookfield India REIT financial liabilities are initially measured at fair value less any attributable transaction costs. Subsequent to initial measurement, these are measured at amortized cost using the effective interest rate ('EIR') method or at fair value through profit or loss (FVTPL).

Brookfield India REIT financial liabilities include trade and other payables, Loans and borrowings including bank overdrafts.

The measurement of financial liabilities depends on their classification, as described below:

• Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through Statement of profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Brookfield India REIT that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in Statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through Statement of profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains or losses are not subsequently transferred to statement of profit and loss. However, the Brookfield India REIT may transfer the cumulative gains or losses within equity. All other changes in fair value of such liability are recognized in Statement of profit and loss. The Brookfield India REIT has not designated any financial liability as at fair value through profit or loss.

• Financial liabilities at amortized cost

Financial liabilities that are not held for trading, or designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

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(v) Financial liabilities - Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the Statement of profit and loss as other gains/(losses).

(vi) Income/loss recognition

• Interest income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Brookfield India REIT estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

k) Leases

At inception of a contract, the Brookfield India REIT assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Brookfield India REIT assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Brookfield India REIT has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Brookfield India REIT has the right to direct the use of the asset. The Brookfield India REIT has this right when it has the decision making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Brookfield India REIT has the right to direct the use of the asset if either:
 - the Brookfield India REIT has the right to operate the asset; or
 - the Brookfield India REIT designed the asset in a way that predetermines how and for what purpose it will be used.

As a lessee

The Brookfield India REIT recognizes a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

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The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Brookfield India REIT incremental borrowing rate. Generally, the Brookfield India REIT uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Brookfield India REIT is reasonably certain to exercise, lease payments in an optional renewal period if the Brookfield India REIT is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Brookfield India REIT is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Brookfield India REIT's estimate of the amount expected to be payable under a residual value guarantee, or if the Brookfield India REIT changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Brookfield India REIT presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities (current and non-current) in the statement of financial position.

The Brookfield India REIT has elected not to recognize right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Brookfield India REIT recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a Lessor

The Brookfield India REIT enters into lease agreements as a lessor with respect to its investment properties.

Leases for which the Brookfield India REIT is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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When the Brookfield India REIT is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of the Brookfield India REIT's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Brookfield India REIT's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Brookfield India REIT applies Ind AS 115 to allocate the consideration under the contract to each component.

l) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. This *inter alia* involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue is recognised when recovery of the consideration is probable and the amount of revenue can be measured reliably.

Recognition of dividend income, interest income

Dividend income is recognised in profit or loss on the date on which the Brookfield India REIT's right to receive payment is established.

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

m) Taxation

Income tax expense comprises current and deferred tax. It is recognized in Statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

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Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Brookfield India REIT is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on initial recognition of goodwill.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, Brookfield India REIT recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets—unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised. Further, no deferred tax asset/liabilities are recognized in respect of temporary differences that reverse within tax holiday period.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Brookfield India REIT expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

n) Provisions and contingencies

A provision is recognized when the Brookfield India REIT has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of the obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the

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control of the Brookfield India REIT or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Brookfield India REIT does not recognize a contingent liability but discloses its existence in the financial statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

o) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Identification of segments:

In accordance with Ind AS 108- Operating Segment, the operating segments used to present segment information are identified on the basis of information reviewed by the Chief Operating Decision Maker ('CODM') to allocate resources to the segments and assess their performance. An operating segment is a component of the Brookfield India REIT that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses that relate to transactions with any of the Brookfield India REIT's other components.

Based on an analysis of Brookfield India REIT's structure and powers conferred to the Manager to Brookfield India REIT, the Governing Board of the Manager (Brookprop Management Services Private Limited) has been identified as the Chief Operating Decision Maker ('CODM'), since they are empowered for all major decisions w.r.t. the management, administration, investment, disinvestment, etc.

As the Brookfield India REIT is primarily engaged in the business of developing and maintaining commercial real estate properties in India, CODM reviews the entire business as a single operating segment and accordingly disclosure requirements of Ind AS 108 "Operating Segments" in respect of reportable segments are not applicable.

p) Subsequent events

The Condensed Standalone Financial Statements are prepared after reflecting adjusting and non-adjusting events that occur after the reporting period but before the Condensed Standalone Financial Statements are authorized for issue.

q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

r) Earnings per unit

Basic earnings per unit is calculated by dividing the net profit / (loss) for the period attributable to unit holders of the Brookfield India REIT by the weighted average number of units outstanding during the period.

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For the purpose of calculating diluted earnings per unit, the profit or loss for the period attributable to unit holders of the Brookfield India REIT and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential units that are dilutive and which either reduces earnings per unit or increase loss per units are included.

s) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Condensed Standalone Balance Sheet when, and only when, the Brookfield India REIT currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

t) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Brookfield India REIT are segregated. For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits.

u) Cash distribution to Unitholders

The Brookfield India REIT recognizes a liability to make cash distributions to Unitholders when the distribution is authorized, and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Board of Directors of the Manager. A corresponding amount is recognized directly in equity.

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	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
3 Non current financial assets - Investments		
Trade, unquoted, Investments in Subsidiaries (at cost) (refer note 1)		
97,527 (31 March 2024: 97,527) Equity shares of Candor Kolkata One Hi-Tech Structures Private Limited of Rs.10 each, fully paid up	24,761.39	24,761.39
143,865,097 (31 March 2024: 143,865,097) Equity shares of Shantiniketan Properties Private Limited of Rs 8 each, fully paid up (31 March 2024 Rs.10 each, fully paid up)	11,407.83	11,407.83
464,641,122 (31 March 2024: 464,641,122) Equity shares of Festus Properties Private Limited of Rs 1 each, fully paid up (31 March 2024 Rs.10 each, fully paid up)	8,655.46	8,655.46
10,000 (31 March 2024: 10,000) Equity shares of Candor India Office Parks Private Limited of Rs.10 each, fully paid up	220.20	220.20
17,381 (31 March 2024: 17,381) Equity shares of Seaview Developers Private Limited of Rs.10 each, fully paid up	12,482.97	12,482.97
5,032 (31 March 2024: 5,032) Equity shares of Candor Gurgaon One Realty Projects Private Limited of Rs.10 each, fully paid up	3,746.66	3,746.66
4,879,500 (31 March 2024: 4,879,500) Equity shares of Kairos Properties Private Limited of Rs.10 each, fully paid up	12,031.80	12,031.80
Trade, unquoted, Investments in Joint venture (at cost) (refer note 1)		
3,28,48,620 (31 March 2024: Nil) Equity shares of Rostrum Realty Private Limited of Rs.10 each, fully paid up	12,322.59	-
	85,628.90	73,306.31
Investments in 15% compulsorily convertible debentures at FVTPL (Debentures)*	11,202.80	10,287.95
Investments in 14% compulsorily convertible debentures at FVTPL (Debentures)**	3,489.45	3,348.90
Investments in 12.5% Non convertible debentures (Non convertible debentures)***	8,207.00	8,430.00
	108,528.15	95,373.16
 *Investments in 15% compulsorily convertible debentures issued by		
- Seaview Developers Private Limited	6,167.90	5,682.10
- Candor Gurgaon One Realty Projects Private Limited	5,034.90	4,605.85
	11,202.80	10,287.95
 **Issued by Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)		
 ***Investments in 12.5% Non convertible debentures issued by		
- Candor Gurgaon One Realty Projects Private Limited	5,164.00	5,310.00
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	3,266.00	3,560.00
	8,430.00	8,870.00
	(96.00)	(294.00)
	(127.00)	(146.00)
	8,207.00	8,430.00

Note:

Details of % shareholding in the subsidiaries and Joint venture held by Trust is as under:

Name of Subsidiary	As at 30 September 2024	As at 31 March 2024
- Candor Kolkata One Hi-Tech Structures Private Limited	100%	100%
- Festus Properties Private Limited	100%	100%
- Shantiniketan Properties Private Limited	100%	100%
- Candor India Office Parks Private Limited	100%	100%
- Seaview Developers Private Limited	100%	100%
- Candor Gurgaon One Realty Projects Private Limited	50%	50%
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	50%	50%
- Rostrum Realty Private Limited (Joint Venture entity)	50%	-

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
4 Non current financial assets - Loans		
(Unsecured and considered good)		
Loan to Subsidiaries - refer note 28	21,655.40	19,053.69
	21,655.40	19,053.69

Terms for Loan to Subsidiaries

Security: Unsecured

Rate of interest: For loan amounting to Rs.19,600.38 million (Rs.19,053.69 million as at 31 March 2024) the rate of interest is 12.50% per annum (compounded quarterly). Additionally, a loan amounting to Rs. 2,055.02 million (Nil as at 31 March 2024) was given to entity Shantiniketan Properties Private Limited ('N1') during the current period at an interest rate of 8.37% per annum (compounded quarterly).

Repayment:

(a) Bullet repayment on the date falling at the end of 15 (fifteen) years from the first disbursement date.

(b) Early repayment option (wholly or partially) is available to the borrower (SPVs).

(c) The interest on these loan to subsidiaries is receivable on the last date of every financial quarter. Notwithstanding anything to the contrary, the interest with respect to the loans under the facility, shall accrue and become due and receivable only on availability of free cash flow on the interest payment date. In the event on any Interest payment date, the free cash flows are lower than the calculated interest (including any shortfall of past interest periods), the shortfall between the free cash flows and the calculated interest shall be accumulated and become due and receivable from and to the extent of free cash flows available on the subsequent interest payment dates.

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	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
5 Non-current tax assets (net)		
Advance income tax	1.83	1.17
	1.83	1.17
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
6 Current financial assets - Cash and cash equivalents		
Balance with banks :*		
- in current account	8.66	14.89
- in deposit account	459.00	2,378.00
	467.66	2,392.89
* For related parties balance, refer note 28		
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
6(a) Current financial assets - Other bank balances		
Deposits with banks*	315.00	-
	315.00	-
* For related parties balance, refer note 28		
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
7 Current financial assets - Other		
(Unsecured and considered good)		
To related parties (refer note 28)		
Interest accrued but not due on deposits with banks	4.81	3.51
Interest accrued but not due on investment in debentures	398.93	-
Interest accrued but not due on loan to subsidiaries	1,119.61	440.42
	1,523.35	443.93
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
8 Other current assets		
(Unsecured and considered good)		
Prepaid expenses	10.06	16.76
Advances to vendors	3.44	3.82
	13.50	20.58
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
9 Unit Capital		
Particulars	No. of Units	Amount
As at 01 April 2023	335,087,073	86,556.65
Less: Distribution to Unitholders for the quarter ended 31 March 2023	-	(891.33)
Less: Distribution to Unitholders for the quarter ended 30 June 2023	-	(861.30)
Less: Distribution to Unitholders for the quarter ended 30 September 2023	-	(939.64)
Less: Distribution to Unitholders for the quarter ended 31 December 2023	-	(1,088.93)
Add: Units issued during the period (refer note c)	103,998,149	27,053.59
Less: Issue expenses (refer note a (iii))	-	(727.61)
Closing balance as at 31 March 2024	439,085,222	109,101.43
As at 01 April 2024	439,085,222	109,101.43
Less: Distribution to Unitholders for the quarter ended 31 March 2024#	-	(1,102.10)
Less: Distribution to Unitholders for the quarter ended 30 June 2024#	-	(1,022.43)
Add: Units issued during the period (refer note c)	40,930,000	12,279.00
Less: Issue expenses (refer note a (iii))	-	(2.02)
Closing balance as at 30 September 2024	480,015,222	119,253.88

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

(i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Board of Directors of the Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Brookfield India REIT is required to distribute to Unitholders not less than 90% of the Net Distributable Cash Flows of Brookfield India REIT for each financial year. Accordingly, a portion of the Unit Capital contains a contractual obligation of the Brookfield India REIT to pay to its Unitholders cash distributions. Hence, the Unit Capital is a compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated 15 May 2024 issued under the REIT Regulations, the Unit Capital has been presented as "Equity" in order to comply with the requirements of Section H of Chapter 3 to the SEBI Master Circular dealing with the minimum presentation and disclosure requirements for key financial statements. Consistent with Unit Capital being classified as equity, the distributions to Unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

(ii) Brookfield India REIT acquired controlling stake in Candor Gurgaon 1 and Kairos by acquiring 50% equity interest from certain members of the Sponsor Group. The purchase consideration for acquiring 50% stake in Candor Gurgaon 1 was discharged by paying cash of Rs. 4,533.04 million. The purchase consideration for acquiring 50% stake in Kairos was discharged by paying cash of Rs. 8,277.71 million and by allotting 12,696,800 number of Units at Rs. 315.04 per Unit, as per the table below.

On 21 June 2024, the Trust has allotted 40,930,000 Units at Rs.300 per Unit to Bharti Sellers (refer note 1) on preferential allotment basis towards consideration for acquisition of 50% share capital of Rostrum.

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Name of SPV	Number of Units allotted for consideration other than cash			
	Sponsor	Sponsor Group	Other than Sponsor and Sponsor Group	Total
As at 31 March 2024				
Candor Kolkata	54,117,888	16,364	-	54,134,252
Festus	-	31,474,412	-	31,474,412
SPPL Noida	-	41,483,012	-	41,483,012
CIOF	-	800,727	-	800,727
SDPL Noida	-	15,463,616	-	15,463,616
Kairos	-	12,696,800	-	12,696,800
During the period ended 30 June 2024:				
Rostrum - Joint venture (refer note 1: Trust Information)	-	-	40,930,000	40,930,000
Total number of Units issued	54,117,888	101,934,931	40,930,000	196,982,819

(iii) Expenses incurred pertaining to new issuance of units (Institutional placement and Preferential allotment) have been reduced from the Unitholders capital in accordance with Ind AS 32 - Financial Instruments: Presentation.

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

Name of Unitholders	As at 30 September 2024		As at 31 March 2024	
	No. of Units	% of holdings	No. of Units	% of holdings
BSREP India Office Holdings V Pte. Ltd.	54,117,888	11.27%	54,117,888	12.33%
BSREP India Office Holdings Pte Ltd.	41,499,453	8.65%	41,499,453	9.45%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	7.65%	36,727,398	8.36%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	6.56%	31,474,412	7.17%

(c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of registration till the balance sheet date. The Trust had issued an aggregate of 180,083,417 Units for consideration other than cash from the date of incorporation till 31 March 2023.

On 02 August 2023, 91,301,349 units have been issued at Rs.252.50 per unit via institutional placement to arrange the funds for acquisition of 50% stake in Candor Gurgaon 1 and Kairos, these units got listed on NSE and BSE on 3 August 2023. Further, on 28 August 2023, the Trust has allotted 12,696,800 Units at Rs.315.04 per Unit to Project Diamond Holdings (DIFC) Limited on preferential allotment basis towards part consideration for acquisition of 50% stake in Kairos, which got listed on NSE and BSE on 31 August 2023.

On 21 June 2024, the Trust has allotted 40,930,000 Units at Rs.300 per Unit to Bharti Sellers (refer note 1) on preferential allotment basis towards consideration for acquisition of 50% share capital of Rostrum, these units got listed on NSE and BSE on 25 June 2024.

(d) Unitholding of sponsor group

Name of Unitholders	As at 30 September 2024		As at 31 March 2024		% Change during the half year ended 30 September 2024
	No. of Units	% of holdings	No. of Units	% of holdings	
BSREP India Office Holdings V Pte. Ltd.	54,117,888	11.27%	54,117,888	12.33%	-1.05%
BSREP India Office Holdings Pte Ltd.	41,499,453	8.65%	41,499,453	9.45%	-0.81%
BSREP India Office Holdings III Pte. Ltd.	36,727,398	7.65%	36,727,398	8.36%	-0.71%
BSREP II India Office Holdings II Pte. Ltd.	31,474,412	6.56%	31,474,412	7.17%	-0.61%
BSREP India Office Holdings IV Pte. Ltd.	15,463,616	3.22%	15,463,616	3.52%	-0.30%
BSREP India Office Holdings VI Pte. Ltd.	800,650	0.17%	800,650	0.18%	-0.02%
Project Diamond Holdings (DIFC) Limited	12,696,800	2.65%	12,696,800	2.89%	-0.25%

10 Other Equity*

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Reserves and Surplus		
Retained earnings	1,301.43	714.41
	1,301.43	714.41

*Refer Condensed Standalone Statement of Changes in Unitholders' Equity for detailed movement in other equity balances.

Retained earnings

The cumulative gain or loss arising from the operations which is retained and is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit/(loss) after tax is transferred from the Statement of Profit and Loss to the retained earnings account.

11 Non-current financial liabilities - Borrowings#

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Secured		
Term loan from financial institutions	5,022.87	-
	5,022.87	-

Refer note 15 for accrued interest

12 Deferred tax liabilities

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Deferred tax liabilities	271.47	25.60
	271.47	25.60

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	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
13 Current financial liabilities- Short term borrowings#		
Secured		
Flexi term loan	1,487.69	-
Unsecured		
Commercial papers*	4,966.04	7,284.87
	6,453.73	7,284.87

*On 17 August 2023, Brookfield India REIT has issued and allotted 15,000 commercial papers at a face value of Rs. 5,00,000 each aggregating to Rs. 7,500.00 million, at 7.93% p.a.. The discounted amount raised by Brookfield India REIT through these commercial papers was Rs. 6,948.95 million and the value payable on maturity is Rs.7,500.00 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 18 August 2023 and have matured on 16 August 2024.

*On 29 April 2024, Brookfield India REIT has issued and allotted 4,000 commercial papers at a face value of Rs. 5,00,000 each aggregating to Rs. 2,000.00 million, at 7.90% p.a.. The discounted amount raised by Brookfield India REIT through these commercial papers is Rs. 1,870.83 million and the value payable on maturity is Rs.2,000.00 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 30 April 2024 and would mature on 14 March 2025.

*On 16 August 2024, Brookfield India REIT has issued and allotted 9,600 commercial papers at a face value of Rs. 5,00,000 each at 7.60% p.a. , aggregating to Rs. 4,800.00 million. The discounted amount raised by Brookfield India REIT through these commercial papers is Rs. 4,762.32 million and the value payable on maturity is Rs. 4,800 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 19 August 2024. These commercial papers became due for payment on 23 September 2024 and have been duly matured on the even date.

*On 16 August 2024, Brookfield India REIT has issued and allotted 6,500 commercial papers at a face value of Rs. 5,00,000 each at 8.03% p.a. , aggregating to Rs. 3,250.00 million. The discounted amount raised by Brookfield India REIT through these commercial papers is Rs. 3,009.65 million and the value payable on maturity is Rs. 3,250.00 million. Discount on Commercial papers is amortized over the tenor of the underlying instrument. These commercial papers are listed on BSE on 19 August 2024 and would mature on 14 August 2025.

Refer note 15 for accrued interest

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
14 Current financial liabilities - Trade payables		
Total outstanding dues of micro enterprises and small enterprises	1.72	0.28
Total outstanding dues of creditors other than micro enterprises and small enterprises*	64.05	50.97
	65.77	51.25

*For balance payable to related parties, refer note 28

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
15 Current - Other financial liabilities		
Contingent consideration*	90.11	86.77
Other payables**	10.10	16.04
Interest Accrued But Not Due on Borrowings	22.06	-
	122.27	102.81

*Fair value of part consideration, payable to the earlier shareholders of Candor Gurgaon 1 and Kairos, payable upon fulfilment of certain conditions as per Share Purchase Agreements (For balance payable to related parties, refer note 28).

** For balance payable to related parties, refer note 28

	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
16 Other current liabilities		
Statutory dues payable	13.47	5.05
	13.47	5.05

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Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
17 Interest income							
Interest Income*							
- on 15% Compulsorily Convertible Debentures (refer note 18 and 20 for other changes in fair value)	38.21	38.22	28.13	76.43	76.43	47.42	123.85
- on 14% Compulsorily Convertible Debentures (refer note 18 and 20 for other changes in fair value)	102.14	101.01	36.25	203.15	202.47	36.25	238.72
- on Loans to subsidiaries	646.31	623.10	687.23	1,269.41	1,300.23	1,397.35	2,697.58
- on 12.5% Non convertible debentures	258.58	262.64	121.20	521.22	538.89	121.20	660.09
Interest income on deposits with banks*	31.58	38.85	99.53	70.43	51.65	117.48	169.13
	1,076.82	1,063.82	972.34	2,140.64	2,169.67	1,719.70	3,889.37
* Refer note 28 for transactions with related parties							
18 Other income							
Gain on investment in Debentures at fair value through profit or loss (refer note 17 for interest income on these Compulsorily Convertible Debentures)*	1,055.40	-	-	1,055.40	48.54	-	-
Liabilities/provisions no longer required written back	-	-	-	-	0.59	-	0.59
	1,055.40	-	-	1,055.40	49.13	-	0.59
*To be read with note 20 for loss on investment in Debentures							
19 Finance costs							
Interest on commercial papers	180.11	167.03	64.82	347.14	275.91	64.82	340.73
Interest on term loan	24.83	-	-	24.83	-	-	-
Unwinding of interest expenses	1.67	1.66	0.72	3.33	3.34	0.72	4.06
	206.61	168.69	65.54	375.30	279.25	65.54	344.79
20 Other expenses							
Marketing and advertisement expenses	7.86	4.85	4.98	12.71	8.85	9.75	18.60
Membership & Subscription Fees	5.36	1.12	0.14	6.48	6.62	0.40	7.02
Loss on investment in Debentures at fair value through profit or loss (refer note 17 for interest income on these Compulsorily Convertible Debentures)*	-	-	422.48	-	-	422.48	373.94
Miscellaneous expenses	0.19	0.50	0.10	0.69	1.42	0.17	1.59
	13.41	6.47	427.70	19.88	16.89	432.80	401.15
*To be read with note 18 for gain on investment in Debentures							
20(a) Details of remuneration to auditors							
As auditor (on accrual basis)							
- for statutory audit	4.92	3.35	4.07	8.27	12.94	6.77	19.71
- for other services	-	-	-	-	-	-	-
- for reimbursement of expenses	-	0.69	0.21	0.69	(0.08)	1.19	1.11
	4.92	4.04	4.28	8.96	12.86	7.96	20.82
21 Tax expense							
Current tax							
-for current period	13.49	16.61	42.55	30.10	22.07	50.22	72.29
-for earlier years	-	-	-	-	-	-	-
Deferred tax charge/ (credit)	245.87	-	(98.42)	245.87	11.31	(98.42)	(87.11)
	259.36	16.61	(55.87)	275.97	33.38	(48.20)	(14.82)

Brookfield India REIT is a business trust registered under SEBI REIT Regulations, 2014. Hence, the interest and dividend received or receivable by Brookfield India REIT from the SPVs is exempt from tax under section 10(23FC) of the Income Tax Act, 1961 (Act). Further, any expenditure incurred in relation to earning the exempt income is not tax deductible in view of the provisions of section 14A of the Act.

The income of Brookfield India REIT, other than exempt income mentioned above, is chargeable to tax at the maximum marginal rates in force (for the quarter and half year ended 30 September 2024 and 30 September 2023: 42.744%; for the half year and year ended 31 March 2024: 42.744%), except for the income chargeable to tax on transfer of short term capital assets under section 111A of the Act and long term capital assets under section 112 of the Act.

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22 Contingent liabilities

There are no contingent liabilities as at 30 September 2024 and 31 March 2024.

23 Capital commitments

There are no capital commitments as at 30 September 2024 and 31 March 2024.

24 Financial instruments – Fair values and risk management

i) Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. The Brookfield India REIT has classified its financial instruments, which are measured at fair value, into three levels in accordance with Ind AS.

	Carrying value		Fair value	
	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)	As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
At Amortized Cost				
Financial assets				
Cash and cash equivalents #	467.66	2,392.89	467.66	2,392.89
Other bank balances #	315.00	-	315.00	-
Loans *	21,655.40	19,053.69	23,144.69	20,364.88
Other financial assets #	1,523.35	443.93	1,523.35	443.93
Non convertible debentures*	8,207.00	8,430.00	8,727.47	8,968.30
At FVTPL				
Financial Assets				
Compulsorily Convertible Debentures^	14,692.25	13,636.85	14,692.25	13,636.85
Total financial assets	46,860.66	43,957.36	48,870.42	45,806.85
At Amortized Cost				
Financial liabilities				
Borrowings#	11,476.60	7,284.87	11,476.60	7,284.87
Trade payables #	65.77	51.25	65.77	51.25
Other financial liabilities #	122.27	102.81	122.27	102.81
Total financial liabilities	11,664.64	7,438.93	11,664.64	7,438.93

Fair value of financial assets and financial liabilities which are recognized at amortized cost has been disclosed to be same as carrying value, as the carrying value approximately equals to their fair value.

* Fair value of loans and Non convertible debentures which are recognized at amortized cost, has been calculated at the present value of the future cash flows discounted at the current borrowing rate.

^ Fair value of Debentures (Compulsorily Convertible Debentures) is determined on the basis of Net assets value (NAV) method. These CCDs are classified as level 3 in the fair value hierarchy due to the inclusion of unobservable inputs. The key input to the NAV is fair value of the investment properties.

ii) Measurement of fair values

The different levels of fair value have been defined below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices for instance listed equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no valuation under Level 1 and Level 2. There has been no transfers into or out of Level 3 of the fair value hierarchy for the period ended 30 September 2024 and year ended 31 March 2024.

Brookfield India REIT's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

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iii) Details of significant unobservable inputs

Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value
Financial assets measured at fair value (15% CCDs)	
Fair value of investment property	The estimated fair value would increase (decrease) if fair value of investment property increases (decreases)

iv) Sensitivity analysis of Level 3 fair values

For the fair value of CCDs, reasonably possible changes at the reporting date due to one of the significant unobservable inputs, holding other inputs constant, would have following effects:

30 September 2024	Profit/ (Loss)	
	Increase	Decrease
Fair value of investment property (1% movement)	281.64	(281.64)
31 March 2024	Profit/ (Loss)	
	Increase	Decrease
Fair value of investment property (1% movement)	239.71	(239.71)

(v) Reconciliation of Level 3 fair values

Fair value of CCDs	Amount
Balance as at 01 April 2023	5,795.00
Investment in CCDs during the period	8,215.80
Net change in fair value-unrealized (refer note 18 and 20)	(373.94)
Balance as at 31 March 2024	13,636.86
Balance as at 01 April 2024	13,636.86
Net change in fair value-unrealized (refer note 18)	1,055.40
Balance as at 30 September 2024	14,692.26

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25 Segment reporting

The Trust does not have any Operating segments as at 30 September 2024 and 31 March 2024. Hence disclosure under "Ind AS 108", Operating segments has not been provided in the Condensed Standalone Financial Statements.

26 Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the period / year after income tax attributable to unitholders by the weighted average number of units outstanding during the period / year. Diluted EPU amounts are calculated by dividing the profit for the period / year after income tax attributable to unitholders by the weighted average number of units outstanding during period / year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital. The units of the Trust were allotted on 08 February 2021, 11 February 2021, 24 January 2022, 02 August 2023, 28 August 2023 and 21 June 2024.

Particulars	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Profit after tax for calculating basic and diluted EPU	1,662.99	1,045.22	483.64	2,708.21	1,797.54	1,186.40	2,983.94
Weighted average number of Units (Nos.)	480,015,222	443,583,024	399,323,727	461,898,665	439,085,222	367,380,910	403,233,066
Earnings Per Unit							
-Basic (Rupees/unit)	3.46	2.36	1.21	5.86	4.09	3.23	7.40
-Diluted (Rupees/unit)*	3.46	2.36	1.21	5.86	4.09	3.23	7.40

* The Trust does not have any outstanding dilutive units.

27 Investment Management fee

REIT Management Fees

Pursuant to the Investment Management Agreement dated 17 July 2020, Investment Manager is entitled to fees @ 1% of NDCF, exclusive of applicable taxes (also refer note 29). The fees has been determined for undertaking management of the Trust and its investments. The said Management fees for the quarter and half year ended 30 September 2024 amounts to Rs. 27.49 million and Rs. 52.25 million respectively There are no changes during the period in the methodology for computation of fees paid to the Investment Manager.

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28 Related Party Disclosures

A. Related parties to Brookfield India REIT as at 30 September 2024

BSREP India Office Holdings V Pte. Ltd. - Sponsor
Brookprop Management Services Private Limited - Investment Manager or Manager
Axis Trustee Services Limited - Trustee

The Ultimate parent entity and sponsor groups, with whom the group has related party transactions during the period, consist of the below entities:

Ultimate parent entity

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

Sponsor

BSREP India Office Holdings V Pte. Ltd. - Sponsor

Sponsor group

- a) BSREP II India Office Holdings II Pte. Ltd. (BSREP II India)
- b) Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited) (Kairos) (till 07 September 2022)
- c) BSREP Moon C1 L.P. (till 07 September 2022)
- d) BSREP Moon C2 L.P. (till 07 September 2022)
- e) BSREP India Office Holdings III Pte Ltd. (BSREP India Office III)
- f) BSREP India Office Holdings Pte. Ltd. (BSREP India Holdings)
- g) BSREP India Office Holdings IV Pte. Ltd. (BSREP India Office IV)
- h) BSREP India Office Holdings VI Pte. Ltd. (BSREP India Office VI)
- i) Project Diamond Holdings (DIFC) Limited (Project Diamond)

Fellow subsidiaries

Brookfield Property Group LLC
Schloss Chanakya Private Limited

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

Axis Bank Limited - Promotor of Trustee*
Axis Capital Limited- Fellow subsidiary of Trustee*

*Based on the internal assessment, the Trust has disclosed transactions from the year ended 31 March 2024, for all the periods presented.

Directors & Key personnel of the Investment Manager (Brookprop Management Services Private Limited)

Directors

Alok Aggarwal - Chief Executive Officer and Managing Director- India office business (Chief Executive Officer to Chief Executive Officer and Managing Director w.e.f 12 February 2024)
Akila Krishnakumar (Independent Director)
Shailesh Vishnubhai Haribhakti (Independent Director)
Anuj Ranjan (Non-Executive Director) (till 12 February 2024)
Ankur Gupta (Non-Executive Director)
Thomas Jan Sucharda (Non-Executive Director) (w.e.f. 30 March 2023)
Rajnish Kumar (Independent Director) (w.e.f. 30 March 2023)

Key Personnels

Amit Jain - Chief Financial Officer - India office business (w.e.f. 09 May 2024)
Ankit Gupta- President - India office business (w.e.f. 09 May 2024)
Shantanu Chakraborty- Chief Operating Officer- India office business (w.e.f. 09 May 2024)
Sanjeev Kumar Sharma - Executive Vice President and Chief Financial Officer – India office business (till 09 May 2024)
Saurabh Jain- Compliance Officer

Subsidiary (SPVs) (w.e.f. 08 February 2021)

Candor Kolkata One Hi-Tech Structures Private Limited
Festus Properties Private Limited
Shantiniketan Properties Private Limited
Candor India Office Parks Private Limited

Subsidiary (SPVs) (w.e.f. 24 January 2022)

Seaview Developers Private Limited

Subsidiary (SPVs) (w.e.f. 18 August 2023)

Candor Gurgaon One Realty Projects Private Limited

Subsidiary (SPVs) (w.e.f. 28 August 2023)

Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)

Joint venture (w.e.f. 21 June 2024)

Rostrum Realty Private Limited

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28 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Unsecured loan given to							
- Candor Kolkata One Hi-Tech Structures Private Limited	143.00	258.60	300.00	401.60	519.12	730.00	1,249.12
- Festus Properties Private Limited	5.00	21.30	-	26.30	50.00	-	50.00
- Shantiniketan Properties Private Limited	2,055.02	-	60.00	2,055.02	40.00	60.00	100.00
- Seaview Developers Private Limited	219.50	970.10	150.00	1,189.60	175.00	320.00	495.00
Total	2,422.52	1,250.00	510.00	3,672.52	784.12	1,110.00	1,894.12
Unsecured loan repaid by							
- Candor Kolkata One Hi-Tech Structures Private Limited	-	416.00	166.00	416.00	757.00	510.00	1,267.00
- Festus Properties Private Limited	270.00	234.77	599.00	504.77	423.00	1,084.00	1,507.00
- Shantiniketan Properties Private Limited	-	104.04	334.00	104.04	1,265.92	878.00	2,143.92
- Seaview Developers Private Limited	-	46.00	128.00	46.00	22.00	220.00	242.00
Total	270.00	800.81	1,227.00	1,070.81	2,467.92	2,692.00	5,159.92
Investment in Debentures							
- Candor Gurgaon One Realty Projects Private Limited	-	-	4,746.22	-	-	4,746.22	4,746.22
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	-	-	3,342.50	-	-	3,342.50	3,342.50
Total	-	-	8,088.72	-	-	8,088.72	8,088.72
Investment in Equity shares of SPV/Joint Venture							
- Candor Gurgaon One Realty Projects Private Limited	-	-	3,679.79	-	(0.01)	3,679.79	3,679.78
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)*	-	-	11,963.89	-	(0.00)	11,963.89	11,963.89
- Rostrum Realty Private Limited (Joint Venture entity)	-	12,279.00	-	12,279.00	-	-	-
Total	-	12,279.00	15,643.68	12,279.00	(0.01)	15,643.68	15,643.67
Investment in Non convertible debentures							
- Candor Gurgaon One Realty Projects Private Limited	-	-	5,310.00	-	-	5,310.00	5,310.00
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	-	-	3,560.00	-	-	3,560.00	3,560.00
Total	-	-	8,870.00	-	-	8,870.00	8,870.00
Non convertible debentures redeemed by							
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	-	96.00	132.00	96.00	162.00	132.00	294.00
- Candor Gurgaon One Realty Projects Private Limited	-	127.00	-	127.00	146.00	-	146.00
Total	-	223.00	132.00	223.00	308.00	132.00	440.00
Trustee Fee Expense							
- Axis Trustee Services Limited	0.74	0.74	0.75	1.48	1.47	1.48	2.95
Total	0.74	0.74	0.75	1.48	1.47	1.48	2.95
Interest Income on Loans to Subsidiaries							
- Candor Kolkata One Hi-Tech Structures Private Limited	277.67	277.65	286.14	555.32	561.66	564.92	1,126.58
- Festus Properties Private Limited	125.09	133.53	157.88	258.62	287.73	336.62	624.35
- Shantiniketan Properties Private Limited	26.39	16.28	64.86	42.67	94.42	143.05	237.47
- Seaview Developers Private Limited	217.16	195.64	178.35	412.80	356.42	352.76	709.18
Total	646.31	623.10	687.23	1,269.41	1,300.23	1,397.35	2,697.58
Interest Income on Debentures							
- Seaview Developers Private Limited	19.30	19.29	19.29	38.59	38.58	38.58	77.16
- Candor Gurgaon One Realty Projects Private Limited	18.91	18.93	8.84	37.84	37.84	8.84	46.68
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	102.14	101.01	36.25	203.15	202.48	36.25	238.73
Total	140.35	139.23	64.38	279.58	278.90	83.67	362.57
Interest Income on Non convertible debentures							
- Candor Gurgaon One Realty Projects Private Limited	158.70	160.89	79.79	319.59	328.90	79.79	408.69
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	99.88	101.75	41.41	201.63	209.99	41.41	251.40
Total	258.58	262.64	121.20	521.22	538.89	121.20	660.09
Investment management fees							
- Brookprop Management Services Private Limited	27.49	24.76	22.74	52.25	48.78	42.14	90.92
Total	27.49	24.76	22.74	52.25	48.78	42.14	90.92
Dividend Income							
- Rostrum Realty Private Limited	-	210.23	-	210.23	-	-	-
- Shantiniketan Properties Private Limited	71.93	-	-	71.93	-	-	-
Total	71.93	210.23	-	282.16	-	-	-
Issue of Unit Capital							
- Project Diamond Holdings (DIFC) Limited*	-	-	4,000.00	-	-	4,000.00	4,000.00
- Axis Bank Limited	-	-	500.00	-	-	500.00	500.00
Total	-	-	4,500.00	-	-	4,500.00	4,500.00
Issue expenses							
- Axis Capital Limited	-	-	73.28	-	-	73.28	73.28
Total	-	-	73.28	-	-	73.28	73.28
Expenses directly attributable to investment in subsidiaries							
- Axis Capital Limited	-	-	14.75	-	-	14.75	14.75
Total	-	-	14.75	-	-	14.75	14.75

*This amount includes Rs. 4,000.00 million against the units issued in exchange for investments in Kairos during the year ended 31 March 2024.

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28 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Repayment of Unit Capital							
- BSREP India Office Holdings V Pte. Ltd.	115.28	135.84	109.32	251.12	250.02	253.27	503.29
- BSREP India Office Holdings Pte. Ltd.	88.40	104.16	83.83	192.56	191.73	194.22	385.95
- BSREP II India Office Holdings II Pte. Ltd.	67.04	79.00	63.58	146.04	145.42	147.30	292.72
- BSREP India Office Holdings III Pte. Ltd.	78.23	92.19	74.19	170.42	169.68	171.88	341.56
- BSREP India Office Holdings IV Pte. Ltd.	32.94	38.81	31.24	71.75	71.44	72.37	143.81
- BSREP India Office Holdings VI Pte. Ltd.	1.71	2.01	1.62	3.72	3.70	3.75	7.45
- Project Diamond Holdings (DIFC) Limited	27.04	31.87	-	58.91	58.66	-	58.66
- Axis Bank Limited	1.16	1.36	4.00	2.52	9.15	4.00	13.15
Total	411.80	485.24	367.78	897.04	899.80	846.79	1,746.59
Interest Distributed							
- BSREP India Office Holdings V Pte. Ltd.	96.87	117.98	96.87	214.85	231.62	221.34	452.96
- BSREP India Office Holdings Pte. Ltd.	74.28	90.47	74.28	164.75	177.61	169.73	347.34
- BSREP II India Office Holdings II Pte. Ltd.	56.34	68.61	56.34	124.95	134.71	128.73	263.44
- BSREP India Office Holdings III Pte. Ltd.	65.74	80.07	65.74	145.81	157.20	150.21	307.41
- BSREP India Office Holdings IV Pte. Ltd.	27.68	33.71	27.68	61.39	66.18	63.25	129.43
- BSREP India Office Holdings VI Pte. Ltd.	1.43	1.75	1.43	3.18	3.43	3.27	6.70
- Project Diamond Holdings (DIFC) Limited	22.73	27.68	-	50.41	54.34	-	54.34
- Axis Bank Limited	1.18	1.36	3.54	2.15	8.48	3.54	12.02
Total	346.04	421.45	325.88	767.49	833.57	740.07	1,573.64
Other Income Distributed							
- BSREP India Office Holdings V Pte. Ltd.	3.79	3.25	2.16	7.04	13.53	4.32	17.85
- BSREP India Office Holdings Pte. Ltd.	2.90	2.49	1.66	5.39	10.37	3.32	13.69
- BSREP II India Office Holdings II Pte. Ltd.	2.20	1.89	1.26	4.09	7.87	2.52	10.39
- BSREP India Office Holdings III Pte. Ltd.	2.57	2.20	1.47	4.77	9.18	2.94	12.12
- BSREP India Office Holdings IV Pte. Ltd.	1.08	0.93	0.62	2.01	3.87	1.24	5.11
- BSREP India Office Holdings VI Pte. Ltd.	0.05	0.05	0.03	0.10	0.20	0.06	0.26
- Project Diamond Holdings (DIFC) Limited	0.89	0.76	-	1.65	3.17	-	3.17
- Axis Bank Limited	0.04	0.03	0.07	0.07	0.50	0.08	0.58
Total	13.52	11.60	7.28	25.12	48.69	14.48	63.17
Dividend Distributed							
- BSREP India Office Holdings V Pte. Ltd.	27.60	-	-	27.60	-	-	-
- BSREP India Office Holdings Pte. Ltd.	21.16	-	-	21.16	-	-	-
- BSREP II India Office Holdings II Pte. Ltd.	16.05	-	-	16.05	-	-	-
- BSREP India Office Holdings III Pte. Ltd.	18.73	-	-	18.73	-	-	-
- BSREP India Office Holdings IV Pte. Ltd.	7.89	-	-	7.89	-	-	-
- BSREP India Office Holdings VI Pte. Ltd.	0.41	-	-	0.41	-	-	-
- Project Diamond Holdings (DIFC) Limited	6.48	-	-	6.48	-	-	-
- Axis Bank Limited	0.28	-	-	0.28	-	-	-
Total	98.60	-	-	98.60	-	-	-
Reimbursement of expense incurred by (excluding GST)							
- Brookprop Management Services Private Limited	-	-	2.31	-	-	2.31	2.31
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)	-	-	12.99	-	0.42	12.99	13.41
- BSREP India Office Holdings V Pte. Ltd.	-	(0.05)	3.37	(0.05)	6.14	3.37	9.51
Total	-	(0.05)	18.67	(0.05)	6.56	18.67	25.23
Marketing and advertisement expenses							
- Schloss Chanakya Private Limited	-	(0.02)	-	(0.02)	0.01	-	0.01
Total	-	(0.02)	-	(0.02)	0.01	-	0.01
Deposits with banks made							
- Axis Bank Limited	4,650.00	7,611.00	44,671.40	12,261.00	6,901.78	48,044.80	54,946.58
Total	4,650.00	7,611.00	44,671.40	12,261.00	6,901.78	48,044.80	54,946.58
Deposits with banks matured							
- Axis Bank Limited	6,972.00	6,893.00	43,361.40	13,865.00	7,478.78	46,765.30	54,244.08
Total	6,972.00	6,893.00	43,361.40	13,865.00	7,478.78	46,765.30	54,244.08
Interest income on deposits with banks							
- Axis Bank Limited	70.43	38.85	99.40	109.28	50.50	117.35	167.85
Total	70.43	38.85	99.40	109.28	50.50	117.35	167.85

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

28 B. Related party transactions:

Nature of transaction/ Entity's Name	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Bank charges							
- Axis Bank Limited	-	-	0.69	-	-	0.69	0.69
Total	-	-	0.69	-	-	0.69	0.69
Outstanding balances						As at 30 September 2024 (Unaudited)	As at 31 March 2024 (Audited)
Unsecured loans receivable (Non- Current)							
- Candor Kolkata One H-Tech Structures Private Limited						8,634.72	8,649.12
- Festus Properties Private Limited						3,751.02	4,229.50
- Shantiniketan Properties Private Limited						2,474.06	523.07
- Seaview Developers Private Limited						6,795.60	5,652.00
Total						21,655.40	19,053.69
Investment in equity shares of SPV/Joint Venture							
- Candor Kolkata One H-Tech Structures Private Limited						24,761.39	24,761.39
- Festus Properties Private Limited						8,655.46	8,655.46
- Shantiniketan Properties Private Limited						11,407.83	11,407.83
- Candor India Office Parks Private Limited						220.20	220.20
- Seaview Developers Private Limited						12,482.97	12,482.97
- Candor Gurgaon One Realty Projects Private Limited						3,746.66	3,746.66
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)						12,031.80	12,031.80
- Rostrum Realty Private Limited						12,322.59	-
Total						85,628.90	73,306.31
Investment in Debentures							
- Seaview Developers Private Limited						6,167.90	5,682.10
- Candor Gurgaon One Realty Projects Private Limited						5,034.90	4,605.85
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)						3,489.45	3,348.90
Total						14,692.25	13,636.85
Investment in Non convertible debentures							
- Candor Gurgaon One Realty Projects Private Limited						5,037.00	5,164.00
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)						3,170.00	3,266.00
Total						8,207.00	8,430.00
Interest accrued but not due on Debentures							
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)						102.14	-
- Candor Gurgaon One Realty Projects Private Limited						18.92	-
- Seaview Developers Private Limited						19.29	-
Total						140.35	-
Interest accrued but not due on Non convertible debentures							
- Kairos Properties Private Limited (Formerly known as Kairos Property Managers Private Limited)						99.88	-
- Candor Gurgaon One Realty Projects Private Limited						158.70	-
Total						258.58	-
Interest accrued but not due on Loan to Subsidiaries							
- Candor Kolkata One H-Tech Structures Private Limited						555.32	95.13
- Festus Properties Private Limited						125.09	47.82
- Shantiniketan Properties Private Limited						26.40	0.53
- Seaview Developers Private Limited						412.80	296.94
Total						1,119.61	440.42
Trade Payable (net of withholding tax)							
- Brookprop Management Services Private Limited						25.11	22.09
- Schloss Chanakya Private Limited						-	0.09
Total						25.11	22.18
Other Payable (net of withholding tax)							
- BSREP India Office Holdings V Pte. Ltd.						-	9.51
Total						-	9.51
Contingent consideration payable							
- Project Diamond Holdings (DIFC) Limited						38.97	37.52
- Project Cotton Holdings One (DIFC) Limited						0.00	0.00
- BSREP India Office Holdings II Pte. Ltd						51.11	49.22
- BSREP India Office Holdings Pte. Ltd						0.03	0.03
Total						90.11	86.77
Balance with banks (in current account)							
- Axis Bank Limited						6.87	12.14
Total						6.87	12.14
Balance with banks (in deposit account)-Cash and cash equivalents							
- Axis Bank Limited						459.00	2,378.00
Total						459.00	2,378.00
Balance with banks (in deposit account)-Other bank balances							
- Axis Bank Limited						315.00	-
Total						315.00	-
Interest accrued but not due on deposits with banks							
- Axis Bank Limited						4.81	3.51
Total						4.81	3.51

29 A. Details of utilization of Institutional placement (issued on 02 August 2023) as on 30 September 2024 are as follows:

Objects of the issue as per the placement document	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
Funding of the consideration for the (i) Downtown Powai Acquisition; and/or (ii) G1 Acquisition	22,000.00	21,896.76	103.24
General purposes	203.59	206.28	-
Issue related expenses	850.00	732.89	114.42
Total	23,053.59	22,835.93	217.66

Note: Amount of Rs. 2.69 million has been used for general corporate purposes from the proposed utilization towards issue expenses.

B. Details of utilization of proceeds of Commercial Paper (issued on 17 August 2023) as on 30 September 2024 are as follows:

Objects of the issue as per the letter of offer	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
For repayment of debt of Special Purpose Vehicles (SPVs) of Brookfield India Real Estate Trust and towards transaction expenses, capital expenditure and working capital requirements of Brookfield India Real Estate Trust and its SPVs	6,948.95	6,948.95	-
Total	6,948.95	6,948.95	-

C. Details of utilization of proceeds of Commercial Paper (issued on 29 April 2024) as on 30 September 2024 are as follows:

Objects of the issue as per the letter of offer	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
For repayment of debt of Special Purpose Vehicles (SPVs) of Brookfield India Real Estate Trust, towards transaction expenses, capital expenditure, working capital requirements and expenses of Brookfield India Real Estate Trust and its SPVs and for any other general corporate purpose.	1,870.83	1,646.72	224.11
Total	1,870.83	1,646.72	224.11

D. Details of utilization of proceeds of Commercial Paper (issued on 19 August 2024) as on 30 September 2024 are as follows:

Objects of the issue as per the letter of offer	Proposed utilization	Actual utilization upto 30 September 2024	Unutilized amount as at 30 September 2024
For repayment of debt of Special Purpose Vehicles (SPVs) of Brookfield India Real Estate Trust, towards transaction expenses, capital expenditure, working capital requirements and expenses of Brookfield India Real Estate Trust and its SPVs and for any other general corporate purpose.	4,762.32	4,762.32	-
	3,009.65	2,737.68	271.97
Total	7,771.97	7,500.00	271.97

30 Distribution Policy

In terms of the Distribution policy and REIT Regulations, not less than 90% of the NDCFs of our Asset SPVs are required to be distributed to Brookfield REIT, in proportion of its shareholding in our Asset SPVs, subject to applicable provisions of the Companies Act. The cash flows receivable by Brookfield REIT may be in the form of dividends, interest income, principal loan repayment, proceeds of any capital reduction or buyback from our Asset SPVs/ CIOP, sale proceeds out of disposal of investments of any or assets directly/ indirectly held by Brookfield REIT or as specifically permitted under the Trust Deed or in such other form as may be permissible under the applicable laws.

At least 90% of the NDCFs of Brookfield REIT ("REIT Distributions") shall be declared and made once every quarter of a Financial Year by our Manager. In accordance with the REIT Regulations, REIT Distributions shall be made within five working days from the record date. The REIT Distributions, when made, shall be made in Indian Rupees.

The NDCFs shall be calculated in accordance with the REIT Regulations and any circular, notification or guidelines issued thereunder including the SEBI Guidelines.

31 In accordance with Regulation 52(4) of SEBI (LODR) Regulation, 2015, the trust has disclosed following ratios:

Financial Ratios	For the quarter ended 30 September 2024 (Unaudited)	For the quarter ended 30 June 2024 (Unaudited)	For the quarter ended 30 September 2023 (Unaudited)	For the half year ended 30 September 2024 (Unaudited)	For the half year ended 31 March 2024 (Unaudited)	For the half year ended 30 September 2023 (Unaudited)	For the year ended 31 March 2024 (Audited)
Current ratio (in times) (refer note a)	0.35	0.38	0.45	0.35	0.38	0.45	0.38
Debt-equity ratio (in times) (refer note b)	0.10	0.08	0.06	0.10	0.07	0.06	0.07
Debt service coverage ratio (in times) (refer note c)	9.05	7.20	8.38	8.22	7.44	19.10	9.65
Interest service coverage ratio (in times) (refer note d)	9.05	7.20	8.38	8.22	7.44	19.10	9.65
Outstanding redeemable preference shares (quantity and value)	NA	NA	NA	NA	NA	NA	NA
Capital redemption reserve/debenture redemption reserve	NA	NA	NA	NA	NA	NA	NA
Net worth (Amounts in Rs. million)	120,555.31	121,053.10	111,985.23	120,555.31	109,815.84	111,985.23	109,815.84
Net profit after tax (Amounts in Rs. million)	1,662.99	1,045.22	483.64	2,708.21	1,797.54	1,186.40	2,983.94
Earnings per unit- Basic (Amounts in Rs.)	3.46	2.36	1.21	5.86	4.09	3.23	7.40
Earnings per unit- Diluted (Amounts in Rs.)	3.46	2.36	1.21	5.86	4.09	3.23	7.40
Long term debt to working capital (refer note e)	(1.16)	NA	NA	(1.16)	NA	NA	NA
Bad debts to Account receivable ratio	NA	NA	NA	NA	NA	NA	NA
Current liability ratio (in times) (refer note f)	0.56	1.00	1.00	0.56	1.00	1.00	1.00
Total debts to total assets (in times) (refer note g)	0.09	0.07	0.06	0.09	0.06	0.06	0.06
Debtors turnover (in times) (refer note h)	NA	NA	NA	NA	NA	NA	NA
Inventory turnover	NA	NA	NA	NA	NA	NA	NA
Operating margin (in %) (refer note i)	NA	NA	NA	NA	NA	NA	NA
Net profit margin (in %) (refer note j)	75%	82%	50%	78%	81%	69%	77%

Formulae for computation of ratios are as follows basis condensed standalone financial statements:-

- Current ratio = Current Assets/Current Liabilities
- Debt Equity ratio= Total Debt/Total Equity
- Debt Service Coverage Ratio = (Earnings available for debt service) / (Interest expense+Principle repayments made during the period which excludes bullet and full repayment of external borrowings)
- Interest Service Coverage Ratio =Earnings available for debt service / Interest expense
- Long term debt to working capital = Long term debt / working capital (i.e., Current assets less current liabilities)
- Current Liability Ratio =Current Liability / Total Liability
- Total debts to Total assets; =Total debts / Total assets;
- Debtors turnover = Revenue from operations (Annualized) / Average trade receivable
- Brookfield REIT's income is earned from its investment in assets SPVs and classified as income from investment activity and therefore, operating margin ratio is not applicable and not disclosed
- Net profit margin =Profit after tax / Total Income

32 a) The figures for the quarter ended 30 September 2024 are the derived figures between the unaudited figures in respect of the half year ended 30 September 2024 and the unaudited published figures for the quarter ended 30 June 2024, which were both subject to limited review by the statutory auditors.

b) The figures for the half year ended 31 March 2024 are the derived figures between the audited figures in respect of the year ended 31 March 2024 and the unaudited published year-to-date figures upto 30 September 2023 which were subject to limited review by the statutory auditors.

33 "0.00" Represents value less than Rs. 0.01 million.

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

ANKUR GUPTA
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ANKUR GUPTA
Date: 2024.11.06
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Ankur Gupta
Director
DIN No. 08687570
Place: Mumbai
Date: 06 November 2024

ALOK AGGARWAL
Digitally signed by ALOK
AGGARWAL
Date: 2024.11.06 21:10:30
+05'30'

Alok Aggarwal
CEO and Managing Director
DIN No. 00009964
Place: Mumbai
Date: 06 November 2024

AMIT JAIN
Digitally signed by AMIT
JAIN
Date: 2024.11.06
21:08:58 +05'30'

Amit Jain
Chief Financial Officer
Place: Mumbai
Date: 06 November 2024

Appendix II

(All amounts are in millions of Indian Rupees - ₹ unless stated otherwise)	
Particulars	For the period from June 22, 2024 to September 30, 2024
Transaction with the related parties:	
Revenue from operations	
Cowrks India Private Limited	49.59
Brookprop Property Management Services Private Limited	36.64
Property management fees	
Brookprop Property Management Services Private Limited	44.14
Brookfield HRS TS LLC	4.89
Other expenses*	
Brookprop Property Management Services Private Limited	30.16
Dividend paid	
Metallica Holdings (DIFC) Limited	210.23
Brookfield India Real Estate Trust	210.23
Outstanding balances as at year end	
Due from :	
Trade receivables	
Cowrks India Private Limited	4.61
Brookprop Property Management Services Private Limited	4.50
Unbilled Revenue	
Cowrks India Private Limited	0.52
Brookprop Property Management Services Private Limited	0.35
Due to :	
Trade payables	
Brookfield HRS TS LLC	16.54
Brookprop Property Management Services Private Limited	25.94
Security deposit received	
Cowrks India Private Limited	71.84
* This includes office maintenance expense, manpower cost and miscellaneous expenses.	
Managerial Remuneration and other reimbursements to Key Management Personnel #	
Particulars	For the period from June 22, 2024 to September 30, 2024
	Short-term employee benefits
Company Secretary	0.31
#Key Management Personnel are covered under the Company's gratuity and compensated absences scheme along with the other employees of the Company. The gratuity/ Compensated absences liability is determined for all employees based on an independent actuarial valuation. The specific amount of gratuity/ Compensated absences for key management personnel cannot be ascertained separately and accordingly the same has not been disclosed above.	