

October 20, 2023

BSE Limited

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

SCRIP CODE: 543261

SCRIP ID: BIRET

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-400051

SYMBOL: BIRET

Sub: Quarterly statement of deviation(s) or variation(s) in use of proceeds

Dear Sir/Ma'am,

Pursuant to paragraph 4.17 of Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/116 dated July 6, 2023 (the “**REIT Master Circular**”) issued by the Securities and Exchange Board of India (“**SEBI**”), please note that the proceeds of the institutional placement of units of Brookfield India Real Estate Trust (“**Brookfield India REIT**”) have been utilized in line with the use of proceeds stated in the placement document dated August 1, 2023, without any deviation or variation.

In this regard, the statement of deviations/variations in use of proceeds of institutional placement till quarter ended September 30, 2023, is enclosed as **Annexure I**.

During the quarter, Brookfield India REIT has raised funds for acquisition of part of the equity shares of Kairos Property Managers Private Limited from Project Diamond Holdings (DIFC) Limited by way of preferential issue of units of Brookfield India REIT. The proceeds of the preferential issue of units have been utilized in line with the objects stated in the explanatory statement to the notice for the general meeting, without any deviations or variations.

The statement of deviations/variations in use of proceeds of preferential issue till quarter ended September 30, 2023, is enclosed as **Annexure II**.

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

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

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

Correspondence Address: Candor TechSpace, IT/ITES SEZ, Tower 5A, Tikri, Sector 48, Gurugram

T: 0124-3821400; 022-45832450 E: reit.compliance@brookfield.com; reit.manager@brookfield.com

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

STATEMENT OF DEVIATION/VARIATION IN UTILISATION OF FUNDS RAISED

Name of listed entity	Brookfield India Real Estate Trust (Brookfield India REIT)					
Mode of Fund Raising	Institutional Placement of Units of Brookfield India REIT					
Date of Raising Funds	Institutional Placement – August 2, 2023 (Date of Allotment)					
Amount Raised	Institutional Placement - ₹ 23,053,590,622.50					
Report filed for Quarter ended	September 30, 2023					
Monitoring Agency	Not Applicable					
Monitoring Agency Name, if applicable	Not Applicable					
Is there a Deviation / Variation in use of funds raised	No					
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the Unitholders	Not Applicable					
If Yes, Date of Unitholders Approval	Not Applicable					
Explanation for the Deviation / Variation	Not Applicable					
Comments of the Audit Committee after review	None					
Comments of the auditors, if any	None					
Set forth below are objects for which funds have been raised in the Institutional Placement of units of Brookfield India REIT and details of deviation, if any, in the following table:						
Original Object	Modified Object, if any	Original Allocation (Rs./Mn)	Modified Allocation, if any	Funds Utilised till September 30, 2023 (Rs./Mn)	Amount of Deviation /Variation for Quarter according to applicable object	Remarks if any
1. Funding acquisition of Kairos Property Managers Private Limited (“ Kairos ”) and Candor Gurgaon One Realty Projects Private Limited (“ Candor G1 ”)	NA	22,000.0		21,901.8	NIL	<p>Purchase of 50% equity shares and CCDs of Kairos for a cash consideration of INR 11,138.31 million and Candor G1 for a cash consideration of INR 8640.79 million.</p> <p>Subscribing to 1 Equity Shares and 2 CCDs issued by Candor G1 for a cash consideration of Rs. 2.7 mn.</p> <p>Subscribing to 1,810,000 NCDs, of Series B issued by Kairos with a face value of ₹ 1,000 (Rupees one</p>

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Brookfield

India Real Estate Trust

						thousand) each for a cash consideration of Rs. 1,810, million (Rupees one thousand eight hundred and ten million) and subscribing to 310,000 NCDs issued by Candor G1 with a face value of ₹ 1,000 (Rupees one thousand) each for a cash consideration of Rs. 310 million (Rupees three hundred ten million)
2. General Purpose	NA	203.6		33.8	-	
3. Issue related expenses	NA	850.0		158.8	-	

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STATEMENT OF DEVIATION/VARIATION IN UTILISATION OF FUNDS RAISED

Name of listed entity	Brookfield India Real Estate Trust (Brookfield India REIT)					
Mode of Fund Raising	Preferential Issue of Units of Brookfield India REIT					
Date of Raising Funds	Preferential Issue - August 28, 2023 (Date of Allotment)					
Amount Raised	Preferential Issue - ₹ 3,999,999,872					
Report filed for Quarter ended	September 30, 2023					
Monitoring Agency	Not Applicable					
Monitoring Agency Name, if applicable	Not Applicable					
Is there a Deviation / Variation in use of funds raised	No					
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the Unitholders	Not Applicable					
If Yes, Date of Unitholders Approval	Not Applicable					
Explanation for the Deviation / Variation	Not Applicable					
Comments of the Audit Committee after review	None					
Comments of the auditors, if any	None					
Set forth below are objects for which funds have been raised in the Preferential Issue of units of Brookfield India REIT and details of deviation, if any, in the following table:						
Original Object	Modified Object, if any	Original Allocation (Rs./Mn)	Modified Allocation, if any	Funds Utilised till September 30, 2023 (Rs./Mn)	Amount of Deviation /Variation for Quarter according to applicable object	Remarks if any
1. Preferential Issue of units of Brookfield India REIT to Project Diamond Holdings (DIFC) Limited in exchange for transfer of part of the equity share capital (on a fully diluted basis) of Kairos	NA	4,000		4,000	-	Issue of units of Brookfield India REIT to Project Diamond Holdings (DIFC) Limited in exchange of part of the equity shares of Kairos held by DIFC Project Diamond Holdings (DIFC) Limited

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