

WHISTLEBLOWER POLICY

Effective Date	This whistleblower policy (“ Whistleblower Policy ” or “ Policy ”) shall come into effect from February 11, 2021, which is the date on which units are allotted to the successful applicants pursuant to the Offer
Approval Date	September 26, 2020
Amended On	May 18, 2022, November 7, 2022 and May 18 2023
Approved By	Board of Directors of Brookprop Management Services Private Limited (“ Manager ”) in its capacity as the manager of the Brookfield India Real Estate Trust (“the Brookfield REIT ” or “ REIT ”)
Total Pages	7

1.1 Introduction

The REIT and the Manager have a strong belief in and are committed to adhering to the highest standards and principles of ethical behaviour, honesty, integrity, legality and professionalism. Accordingly, all employees are bound by the Code of Business Conduct and Ethics, provided to the employees as a part of the Anti-Bribery and Corruption Policy, and additionally the members of the Board, the Core Team, executives reporting to the Board, if any, and key managerial personnel of the Manger are also bound by the Code of Conduct and Ethics for the Management and Key Employees (together, the “**Codes**”). The Codes set out the principles of transparency, fair dealings and ethics that the employees are required to follow. Any violation of the Codes are of a serious concern to the REIT and the Manager. The REIT and the Manager are committed to upholding the standards set out in the Codes. The employees have a significant role in upholding the principles of the Codes and furthering the REIT and Manager’s commitment in this regard.

In light of the above, the REIT and the Manager are issuing this Policy setting out the mechanism available to employees to address genuine concerns and grievances that they may have relating to the violation of the Codes or otherwise in relation to the legality, ethics, honesty or integrity of any actions being undertaken by any persons engaged with the REIT and/ or the Manager in any capacity.

1.2 Definitions

In this Policy, the following terms shall have the following meanings unless the context otherwise requires:

“**Board**” shall mean the board of directors of the Manager.

“**Brookfield REIT**” / “**REIT**” shall mean the Brookfield India Real Estate Trust

“**Audit Committee**” means a committee constituted by the Board of Directors in accordance with SEBI (Real Estate Investment Trust), Regulations, 2014

“**Codes**” mean together, the a) Code of Business Conduct and Ethics, provided to the employees as a part of the Anti-Bribery and Corruption Policy, and b) the Code of Conduct and Ethics for the Management and Key Employees, to the extent applicable.

“**Core Team**” shall mean the core team of the Manager as defined in the Investment Management Agreement executed between the Manager and the Trustee dated July 17, 2020.

“**Director**” means a director of the Manager.

“**Employee**” means and includes any Director or employee, consultant, retainer, contractor, agency staff, etc. of the Manager or the REIT.

“**Investigator**” means those persons authorized, appointed or consulted by Ethics Officer / Vigilance Officer to conduct an investigation in accordance with the terms hereof and may include the auditors of the Manager and/or REIT, the police or any external service provider or any other governmental or statutory investigation agency.

“**Ethics Officer / Vigilance Officer**” means an officer appointed by the Chief Executive Officer of the Manager to receive protected disclosures from Whistle Blowers, maintaining records thereof and placing the same before the audit committee of the Company (“**Audit Committee**”) for its disposal and informing the Whistle Blower the result thereof

“**Manager**” shall mean Brookprop Management Services Private Limited.

“**Policy**” means this whistleblower policy.

“**Protected Disclosure**” means any communication made in good faith that discloses any information that may evidence any Reportable Matter.

“**Reportable Matter**” means a genuine concern concerning actual or suspected:

- a) fraudulent practices, such as improperly tampering with books and records, or theft of the REIT and / or the Manager’s property;
- b) corruption, including bribery and money laundering;
- c) miscarriage of justice;
- d) health and safety risks;
- e) damage to the environment;
- f) breach of legal or professional obligations;
- g) fraud or other criminal activity in relation to the activities carried out by the Brookfield REIT;
- h) abuse of authority by any employee;
- i) any suspected or actual leak of unpublished price sensitive information; or
- j) breaches of the Codes.

Please note that complaints concerning personal grievances, such as professional development issues or employee compensation, are not Reportable Matters for purposes of this Policy.

“**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“**Whistleblower**” means any employee making a Protected Disclosure under this Policy.

1.3 Scope & Eligibility

This Policy is applicable to all the employees of the Brookfield REIT and the Manager (in its capacity as manager to the REIT). This Policy is in addition to the Codes and should be read in conjunction with them.

All employees are entitled to make Protected Disclosures and obtain the benefit of the protections hereunder. Further, all employees are also responsible for ensuring that this Policy and the procedures set forth herein are used correctly, in line with the expectations of the Brookfield REIT and Manager and in compliance with applicable law.

The Protected Disclosure should be made promptly upon the employee becoming aware of the Reportable Matter as per Reporting Mechanism provided hereunder.

The role of a Whistleblower is limited to making a Protected Disclosure. A Whistleblower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure.

1.4 Reporting Mechanism

- a) All Protected Disclosures should be reported by the Whistleblower as soon as possible after the Whistleblower becomes aware of the Reportable Matter and shall include as much information regarding the Reportable Matter as possible including factual background, along with evidence and name of witnesses, if any, concerning the Reportable Matter leading to Protected Disclosure so as to ensure a clear understanding of the issues raised
- b) Protected Disclosures can be reported through reporting channels mentioned in Appendix A.
- c) Complaints reported through Navex (Hotline and Web) are to be shared immediately with the Ethics Officer / Vigilance Officer. In case Ethics Officer / Vigilance Officer is the subject of the complaint or have perceived conflict of interest, the incident report shall be sent to the Chairman of the Audit Committee.

- d) In addition, under exceptional or appropriate circumstances or where the whistleblower feels that no action has been initiated on his complaint or the whistleblower feels he / she may have been retaliated against or is being subjected to unfair or discriminatory practice by the company and would like to report the concerns directly to the Chairman of the Audit Committee, he or she may do so at the email address of the Chairman of the Audit Committee - cac@brookfieldproperties.com. For any complaints made to the Chairman of the Audit Committee directly, it is mandatory for the whistleblower to disclose their identity and provide their contact information. The Chairman of the Audit Committee may choose to discuss the matter with the whistleblower prior to initiating any review or investigation.
- e) The Ethics Officer / Vigilance Officer shall submit a report to Audit Committee on a quarterly basis about all Protected Disclosures since the last report, together with the results of investigations, if any.
- f) If a Protected Disclosure is received by any executive of the REIT or the Manager other than Chairman of the Audit Committee or Ethics Officer / Vigilance Officer, the same should be forwarded to the Ethics Officer / Vigilance Officer for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower as confidential.
- g) To enable further investigation of Reportable Matters, Whistleblowers are encouraged to provide their names and contact details whenever they make a Protected Disclosure under this Policy. The identity of the Whistleblower shall be kept confidential and adequate protection shall be provided to the Whistleblower as provided under this Policy.

1.5 Confidentiality

The Manager hopes that employees will feel able to voice whistleblowing concerns openly under this Policy. If employees want to raise their concerns confidentially, the Manager will make every effort to keep their identity secret and will only reveal it where necessary to the Investigators. Employees are not encouraged to make disclosures anonymously. Completely anonymous disclosures are difficult to investigate. It is also more difficult to establish whether any allegations are credible. Whistleblowers who are concerned about possible reprisals, if their identity is revealed, should address this concern in their communication to the Chairman of the Audit Committee and appropriate measures can be taken to preserve confidentiality. If employees only feel able to raise concerns on an anonymous basis, they should raise the same through the confidential reporting hotline mentioned under this Policy

1.6 Investigation

- a) All Protected Disclosures will be thoroughly investigated by the Investigator, who will investigate /oversee the investigations and may at its discretion consider involving any other officer(s)/employee(s) of the REIT / Manager and/ or an outside agency for the purpose of investigation.
- b) The decision to conduct the investigation by the Investigator shall not be deemed to be an accusation and shall be considered as a neutral fact finding process. Further, if as a result of the investigation, it is discovered that the Protected Disclosure was incorrect, then unless the Investigator otherwise believes or the Protected Disclosure appears unsubstantiated in major part, the Whistleblower shall not be deemed to have made a frivolous or a mala fide Protected Disclosure.
- c) The Investigator may require further information or particulars from the Whistleblower in relation to the Protected Disclosure.
- d) The identity of the Subject shall be kept confidential subject to applicable law and the requirements of the investigation.
- e) Subjects shall be informed of the relevant facts of the Protected Disclosures and be provided the opportunity of presenting their case or any relevant information.
- f) Subjects shall not interfere or impede the investigations. The Investigator and any other employee engaged in the investigation shall ensure that the identity of the Whistleblower is not revealed to the Subject.
- g) The Subject shall be required to cooperate with the Investigators to the extent that such cooperation cannot be construed as self -incrimination.

- h) Subjects shall be entitled to be informed of the results of any investigations against them.
- i) Technical or other resources may be drawn upon to augment the investigations.
- j) The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure unless in exceptional circumstances requires more time to complete.

It is hereby clarified that in the event an Investigator has/ develops a conflict of interest in a given case, he/she shall inform the Chairman of the Audit Committee / Ethics Officer / Vigilance Officer and recuse himself/herself from conducting the investigation proceedings in relation to such Reportable Matter.

1.7 Protection

- a) The Whistleblower shall not be subjected to any harassment or any unfair treatment by reason of his/her making a Protected Disclosure. The REIT and the Manager strongly condemn any kind of discrimination, harassment, victimization or any other unfair employment practice being employed against the Whistleblower and any employee who is found to have violated this provision of the Policy will be subjected to disciplinary action, including but not limited to dismissal. Any employee who feels that he/she is being or has been victimized or retaliated against should report the matter immediately to the legal head/ compliance officer or the Chairman of the Board.
- b) Accordingly, the Whistleblower will be accorded with complete protection against any unfair or discriminatory practice such as retaliation, harassment, intimidation, threat of termination or suspension, disciplinary action, transfer or demotion, refusal of promotion, curtailment of duties or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties or functions including the making of any further Protected Disclosures, whether connected with the previous Protected Disclosure or not.
- c) The REIT and the Manager, as applicable, will take steps to minimize difficulties, which may be faced by the Whistleblower as a result of his/her making the Protected Disclosure. Therefore, if the Whistleblower is required to provide information or evidence or testimony in any legal or disciplinary proceedings, the REIT and the Manager, as applicable, will arrange for the Whistleblower to receive advice about the procedure and any other reasonable assistance in this regard.
- d) Any violation of the above may be reported by the Whistleblower to the Investigator who will, upon investigation, make suitable recommendations to the management of the REIT and the Manager, as applicable.
- e) Any other employee assisting in the said investigation shall be entitled to the same protection as is available to the Whistleblower.

1.8 Disqualifications

The Whistleblower is not able to provide specific information that covers at least some of the following points:

- a) Location of incident
- b) Timing of incident
- c) Personnel involved
- d) Specific evidence
- e) Frequency of issues
- f) Any other information required to investigate

In case the complainant is unable to provide adequate information, the Ethics Officer / Vigilance Officer reserves the right to not investigate the reported matter

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as set out hereinabove, any abuse of this protection will warrant strict disciplinary action.

Whistleblowers who make three or more Protected Disclosures, which are subsequently found to be mala fide, frivolous, baseless, malicious, or entirely speculative, will be subjected to disciplinary action, including but not

limited to dismissal. Further, the Investigators may recommend to the REIT and the Manager's management, as applicable, strong disciplinary action against such Whistleblower.

1.9 Decision

- a) If an investigation leads to the conclusion that a Reportable Matter has taken place, the Investigator shall recommend findings, appropriate disciplinary action or corrective measures to the Ethics Officer / Vigilance Officer and management of the Manager
- b) The Manager will take disciplinary or corrective action against the subject as per the Company's disciplinary procedures and can also take legal action, if required.
- c) Subject to any legal constraints, on completion of the disciplinary proceedings, the Ethics Officer / Vigilance Officer may send a final feedback to the Whistleblower informing him/her about the outcome of the inquiry proceedings.

1.10 Administration and Review of the Policy

The Audit Committee shall be responsible for the administration, interpretation, application, and review of this Policy.

1.11 Amendment of the Policy

The Board shall be at liberty to amend this Policy from time to time, which amendments, in all events shall be in consonance with applicable law. Any such amendment shall only be binding upon being notified to the employees. Notwithstanding the above, this Policy will stand amended to the extent of any change in applicable law, including any amendment to the REIT Regulations, by the Board, unilaterally, at any time without notice.

Annexure A

S.No	Reporting Channel	Contact Information
1	Phone	000 800 0502 237
2	Email ID	ethics@brookfieldproperties.com
3	Web	www.brookfield.ethicspoint.com
4	Post	Chairman of the Audit Committee Godrej BKC, Office No.2, 4th Floor, Plot C-68, 3rd Avenue, G-Block, Bandra Kurla Complex, Mumbai – 400 051