

QUARTERLY REPORT AND COMPLIANCE CERTIFICATE

July 30, 2025

To,
Axis Trustee Services Limited,
The Ruby, 2nd Floor, SW, 29,
Senapati Bapat Marg,
Dadar West, Mumbai - 400 028,
Maharashtra, India.

Dear Sir / Madam,

Subject: Quarterly Report and Compliance Certificate as per Regulations 9(3) and 10 under Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 for the quarter ended on June 30, 2025.

We, **Embassy Office Parks Management Services Private Limited (“Manager”)**, acting in the capacity of Manager of **Embassy Office Parks REIT (“Embassy REIT”)**, pursuant to Regulation 9(3) and Regulation 10 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (**“REIT Regulations”**), as amended from time to time, do hereby confirm that:

1. We are in compliance with the SEBI Regulations, as applicable to the Manager, specifically with Regulations 10, 18, 19 and 20 of REIT Regulations and circulars issued thereunder as applicable, (including Master Circular for REITs dated July 11, 2025, (**“Master Circular”**), as amended from time to time, and all other reporting and disclosure requirements, for the quarter ended on June 30, 2025;
2. The REIT has maintained the minimum level of public holding as required under Regulation 14 of the REIT Regulations, as applicable;
3. All applicable insurance policies are obtained, renewed and operational on the assets of REIT and that such insurances are valid and enforceable. The premium in respect of the insurance policies is paid on timely basis;
4. We on behalf of Embassy REIT are maintaining a functional website (The website of Embassy REIT may be accessed at - <https://www.embassyofficeparks.com/>), as per the contents and including the relevant information about REIT as specified in REIT Regulations and the circulars issued thereunder, as amended from time to time. We further confirm that the contents as required under the regulations and circulars are being updated within two days of any changes / developments which trigger a need for an update on the website;
5. We are registered on SCORES platform in order to handle investor complaints electronically and enrolled on Online Dispute Resolution Portal for online conciliation and online arbitration for resolution of disputes, and all complaints were resolved and redressed in timely manner within the timeline prescribed by SEBI;
6. In terms of Regulation 9(8) of the REIT Regulations, we confirm that necessary systems and procedures are in place. These systems are sufficient for effective monitoring of the performance and functioning of Embassy REIT;

7. In terms of Regulation 10(16), we confirm that we have adequate controls in place to ensure segregation of our activity as Manager of REIT from our other activities;
8. There were / are no events or information or happenings which have a bearing on the performance / operation of the Manager / REIT, or change in shareholding / control of the Manager;
9. In terms of Regulation 26(A) to 26(F) of REIT Regulations, we confirm that we are in compliance with the provisions of the Chapter VIA (obligations of the Manager) of the REIT Regulations as may be applicable for the quarter under review; and
10. Further, pursuant to Regulation 10(18)(a) of the REIT Regulations, we have made timely submission of the previous quarter reports, and are hereby submitting the report for the quarter ended on June 30, 2025, with the following details:

<u>Periodic Compliances</u>		
Sr. No.	Requirement	Details including compliance status along with supporting documents
1.	Details of all funds received by REIT and all payments made.	The details of funds received, and payments made by Embassy REIT are enclosed as Annexure 1 .
2.	Status of development of under construction properties (if any).	The status of the development of under-construction properties is enclosed as Annexure 2 .
3.	Copy of the activity and performance report placed before the Board as per Regulation 10(25) of the REIT Regulations	<p>The draft activity and performance report of Embassy REIT for the quarter ended June 30, 2025 is enclosed as Annexure 3.</p> <p>The meeting of the Board of Directors of the Manager to Embassy REIT, is scheduled to be held on Thursday, July 31, 2025.</p> <p>The final copy of the activity and performance report will be submitted on July 31, 2025 post approval.</p>
4.	Pursuant to Chapter 4 of Master Circular, as amended from time to time, statement including details of any deviations/variations, if any, in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting (as applicable), has been submitted to the stock exchange as per applicable timelines, such statement shall be continued to be given till such time the issue proceeds have been fully	Not Applicable

	utilised or the purpose for which these proceeds were raised has been achieved.	
5.	Pursuant to Chapter 4 of Master Circular, as amended from time to time, a statement containing details of Investor complaints in the format prescribed in Annexure 4 of the Master Circular has been submitted to the stock exchange as per applicable timelines.	Statement of investor complaints for the quarter ended June 30, 2025, is enclosed as Annexure 4 .
6.	Pursuant to Chapter 4 of Master Circular, as amended from time to time, disclosure of unit holding pattern for each class of unit holders has been made as per applicable timelines as per the format prescribed in the Master Circular.	Unitholding Pattern for the quarter ended June 30, 2025, is enclosed as Annexure 5 .
7.	Details of shareholding of the REIT in the SPV/ Holdco and changes, if any during the relevant quarter.	Details of shareholding of Embassy REIT in its SPVs and Holdco is enclosed as Annexure 6 . There were no changes to the shareholding during the quarter ended June 30, 2025.
8.	<p>Copy of Financial Information and Additional Disclosures submitted to the Stock Exchange as per Chapter 4 of the Master Circular, as amended from time to time, within following timelines:</p> <p>A. First half year period of the financial year - submitted within 45 days from the end of the half year.</p> <p>B. Annual financial information - 60 days from the end of the financial year.</p>	<p>The meeting of the Board of Directors of the Manager to Embassy REIT, is scheduled to be held on Thursday, July 31, 2025.</p> <p>The financial results of Embassy REIT for the quarter ended June 30, 2025 will be submitted post approval.</p>
9.	<p>Certificate of compliance of the applicable net-worth requirement by the Manager and sponsor(s) in the following form:</p> <p>(i) certificate from the Manager, on a half yearly basis;</p> <p>(ii) certificate from an independent chartered accountant, on an annual basis for the sponsor(s) and Manager.</p>	Not applicable for the current quarter
10.	Confirmation regarding meeting the eligibility conditions by the Manager as per	A certificate on confirmation of compliance with eligibility conditions by the Manager as per Regulation 4(2)(e) of the REIT

	Regulation 4(2)(e) of the REIT Regulations.	Regulations, signed by the Head - Company Secretary and Compliance Officer is enclosed as Annexure 7 .
11.	Information on any other compliance(s), if any, as deemed appropriate by the Manager or Trustee.	Per the SEBI Master Circular for REITs dated July 11, 2025, Embassy REIT has submitted monthly compliance reports on board nomination rights to the Trustee, as per the format specified by the Trustee, within the prescribed timelines.

<u>Event Based Compliances</u>		
<u>Sr. No.</u>	<u>Requirement</u>	<u>Details including compliance status along with supporting documents</u>
1.	<p>A. Details of related party transactions, if any, carried out between the manager and its associates in terms of Regulation 9(5) of SEBI REIT Regulations.</p> <p>In case of conflict of interest, confirmation from a practicing chartered accountant or a valuer, as applicable shall be obtained that such transaction is on arm's length basis along with relevant documents.</p> <p>Pursuant to Regulation 19(5)(b) of REIT Regulations, whether the value of funds borrowed from related parties, total value of all related party transactions pertaining to acquisition or sale of properties or investments into securities exceeded the specified threshold. If yes, whether requisite approval of the unitholders has been obtained prior to entering into any such transaction.</p>	<p>Details of all related party transactions between the Manager and its associates along with a confirmation from a Practicing Chartered Accountant that the same were undertaken on arm's length basis are enclosed as Annexure 8.</p> <p>Pursuant to Regulation 19(5)(b) of the SEBI REIT Regulations, Embassy REIT has obtained unitholder approval on December 08, 2023 for borrowings from Axis Bank Limited for upto 33% of the total consolidated borrowings of Embassy REIT, its SPVs and Holdco. As on June 30, 2025, the borrowings from Axis Bank Limited is below the approved threshold of 33%.</p> <p>Further as per Regulation 19(5)(b) of the SEBI REIT Regulations, we confirm that the value of funds borrowed from other related parties do not exceed the specified threshold for the quarter ended June 30, 2025.</p> <p>There was no acquisition or sale of properties or investments into securities per Regulation 19(5)(b) of the SEBI REIT Regulations during the quarter ended June 30, 2025.</p>
2.	Whether any property have been/decided to be acquired/sold/developed during the quarter or expand existing completed properties. If yes, details to be provided along with rationale for same.	No such instance

3.	Details of any action which requires approval from the unitholders as required under the REIT Regulations	<p>The Seventh Annual Meeting (“AM”) of the Unitholders of Embassy REIT was held on July 02, 2025. The following items put to vote by simple majority were duly approved by the Unitholders.</p> <p><u>Ordinary Business:</u></p> <ol style="list-style-type: none"> 1. Considered, approved and adopted the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of Embassy REIT as at and for the Financial Year ended March 31, 2025, together with the Report of the Auditor thereon and the Annual Report on activities and performance of Embassy REIT for the year ended March 31, 2025; and 2. Considered, approved and adopted the Valuation Report issued by Ms. L. Anuradha, MRICS independent valuer, for the evaluation of Embassy REIT's portfolio as of March 31, 2025. <p>The AM Notice is enclosed as Annexure 9. The voting results are enclosed as Annexure 10.</p>
4.	<p>Details of any material fact including change of its directors, any legal proceedings that may have a bearing on the activity of the REIT and confirm whether such details have been submitted to the trustee within 7 (seven) working days of such action.</p> <p>A. Date of any event as mentioned above.</p> <p>B. Date of Intimation of such event to Trustee.</p>	No such instance during the current quarter.
5.	Confirmation from Manager on compliances of thresholds under Regulations 18(4) and 18(5) of the REIT Regulations on a quarterly basis and at the time of acquisition and/or disposal of assets as may be applicable.	A certificate on confirmation of compliance with Regulation 18(4) and 18(5) of the REIT Regulations, signed by the Head - Company Secretary and Compliance Officer, is enclosed as Annexure 11 .

6.	<p>Confirmation from Manager in relation to distribution that:</p> <p>A. not less than 90% of net distributable cash flows are being distributed to the unit holders and such distribution has been made within the timeline specified in the REIT Regulations.</p> <p>B. Confirmation on the unclaimed distribution till the previous quarter.</p>	<p>A certificate on confirmation of compliance with Regulation 18 of the SEBI REIT Regulations in relation to distributions of net distributable cashflows and requirements pertaining to unclaimed distributions, signed by the Head - Company Secretary and Compliance Officer, along with a certificate from the Registrar and Transfer agent is enclosed as Annexure 12.</p> <p>The date of declaration of distributions during the quarter ended June 30, 2025, was May 03, 2025. The distributions were completed on May 08, 2025. Please refer to the certificate from the Registrar and Transfer agent, for details of the same.</p>
7.	<p>Whether Rights Issue, Preferential Issue, Institutional Placements, or any other issuance of units made during the quarter? If yes, whether compliance of relevant regulations and circulars done?</p>	<p>No such instance</p>
8.	<p>Whether any encumbrance, release or invocation is created / registered on the units of REIT during the Quarter?</p> <p>If yes, whether compliance of relevant regulations and circulars was done, also provide details and submissions made to the Manager / stock exchange in that respect.</p>	<p>On May 09, 2025, Embassy Property Developments Private Limited, a Sponsor of Embassy REIT (“EPDPL”), revoked the pledge on 1,200,000 units of Embassy REIT.</p> <p>The required regulatory compliances and circulars were duly followed.</p> <p>Please note the points set out below:</p> <ol style="list-style-type: none"> 1. EPDPL submitted a pre-clearance request to the Manager for the release of pledge on May 09, 2025; 2. The pre-clearance approval was provided on May 09, 2025; 3. The release of pledge was executed by EPDPL on May 09, 2025; 4. EPDPL provided an intimation to the Manager on May 12, 2025 regarding the release of pledge; and 5. The Manager filed a stock exchange intimation on May 13, 2025 regarding the release of pledge.

		All the above-mentioned documents are collectively enclosed in Annexure 13 .
9.	<p>As per Regulation 23 of the REIT Regulations, details of any non-compliance or violation of the REIT Regulations or Circulars issued thereunder:</p> <p>A. Informed to SEBI by the Compliance Officer</p> <p>B. Observed by the Compliance Officer</p>	<p>A show cause notice dated May 30, 2025 (“SCN”) was issued by SEBI to Embassy Office Parks Management Services Private Limited (“Company”) and Axis Trustee Services Limited (“Trustee”), in connection with an order passed by the National Financial Reporting Authority against, inter-alia, the erstwhile Chief Executive Officer of the Company (“NFRA Order”). The SCN alleges (i) violations of Regulation 7(d) read with Clauses 1,2,7 and 8 of Schedule VI and Regulation 10(14) of the SEBI REIT Regulations, with respect to alleged delays in the disclosure of the NFRA Order (by 53 days), the Company’s view on the ‘fit and proper’ status of its erstwhile CEO (by 35 days) and a SEBI letter dated October 8, 2024 (by 11 days), by the Company and (ii) failure of the Trustee to oversee the Company and ensure compliance with Regulation 7(d) read with Clauses 1,2,7 and 8 of Schedule VI and Regulations 9(3), 9(4) and 9(16) of the SEBI REIT Regulations. The Company has filed a settlement application with SEBI in relation to the SCN on June 16, 2025, and the matter is currently outstanding.</p> <p>Pursuant to a meeting with SEBI’s Internal Committee held on July 17, 2025, the revised settlement terms were filed by the Company on July 23, 2025.</p>
10.	<p>Copy of Valuation report as required under REIT Regulations submitted to the trustee, unit holders and Stock Exchange (as the case may be) within 15 days from the date of receipt of the valuation report from the valuer:</p> <p>A. Date of receipt of the report from the Valuer</p> <p>B. Date of Intimation to Trustee</p>	<p>The detailed Full Valuation Report for the Financial Year ended March 31, 2025, was received on June 09, 2025 and intimated to Trustee, Stock Exchanges and the Unitholders on June 09, 2025.</p> <p>The Detailed Full Valuation Report is enclosed as Annexure 14.</p>
11.	Pursuant to Chapter 4 of Master Circular, as amended from time to time, disclosure of unit holding pattern for each class of unitholders has been made within 10 (ten)	No such instance

	days of any capital restructuring of REIT resulting in a change exceeding 2% of the total outstanding units of REIT.	
12.	Pursuant to Regulation 20 of the REIT Regulations, whether conditions w.r.t borrowings and deferred payments have been complied with on an ongoing basis and at the time of acquisition and/or disposal of assets, as may be applicable. If there is any breach, whether the same was informed to the trustee and has been rectified within six months from the date of breach.	We confirm that Embassy REIT is in compliance with all the conditions with respect to borrowings and deferred payments, as per Regulation 20 of the SEBI REIT Regulations. Please note that approval from Unitholders for borrowing upto 35% of the Gross Asset Value of Embassy REIT was taken on December 10, 2020.
13.	Copy of the Notice of unitholders meeting in terms of Regulation 9(11) read with Regulation 22(3) & 26(2) of the REIT Regulations.	The Notice of the Seventh Annual Meeting of the Unitholders of Embassy REIT is enclosed as Annexure 9 .
14.	Whether compliance with minimum unitholding requirement made by the sponsor(s) and sponsor group(s) as per REIT Regulations and circulars issued thereunder.	Embassy REIT was listed on April 01, 2019. The period of three years from the date of listing of Embassy REIT has expired and hence this is not applicable for the quarter ended June 30, 2025.
15.	Confirmation that the copy(ies) of any other information submitted to the designated stock exchanges / SEBI in terms of REIT Regulations and circulars issued thereunder, have been provided to the Trustee from time to time.	We confirm that the information submitted to the designated stock exchanges / SEBI in terms of REIT Regulations and circulars issued thereunder, have been provided to the Trustee from time to time. Copies of intimations submitted to stock exchanges and SEBI during the period April 01, 2025, to June 30, 2025, are collectively enclosed as Annexure 15 .
16.	Information on any other compliance(s), if any, as deemed appropriate by the Manager or Trustee.	Not Applicable

Thanking you,

For and on behalf of **Embassy Office Parks REIT**, acting through the Manager, **Embassy Office Parks Management Services Private Limited**

VINITHA
ARAVIND
MENON

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VINITHA ARAVIND
MENON
Date: 2025.07.30
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Vinitha Menon

Head - Company Secretary and Compliance Officer
A25036

Encl: as above.

July 31, 2025

To,
Axis Trustee Services Limited
Trustee to Embassy Office Parks REIT
The Ruby, 2nd Floor, SW,
29 Senapati Bapat Marg,
Dadar West, Mumbai - 400 028,
Maharashtra, India.

Dear Sir / Madam,

Subject: Quarterly Report and Compliance Certificate as per Regulations 9(3) and 10 under Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 for the quarter ended on June 30, 2025.

Ref: Our submission dated July 30, 2025

In continuation to our communication dated July 30, 2025, regarding the quarterly compliance report for the quarter ended June 30, 2025, please see attached the annexures as set out below:

<u>Periodic Compliances</u>		
<u>Sr. No.</u>	<u>Requirement</u>	<u>Compliance</u>
1.	Copy of the activity and performance report placed before the Board as per Regulation 10(25) of the REIT Regulations	The activity and performance report of Embassy REIT for the quarter ended June 30, 2025 is enclosed as Annexure 1 .
2.	Copy of Financial Information and Additional Disclosures submitted to the Stock Exchange as per Chapter 4 of the Master Circular, as amended from time to time, within following timelines: A. First half year period of the financial year shall be submitted within 45 days from the end of the half year. B. Annual financial information shall be submitted within 60 days from the end of the financial year.	Financial Results of Embassy REIT for the quarter ended June 30, 2025, is enclosed as Annexure 2 .

<u>Event Based Compliances</u>		
<u>Sr. No.</u>	<u>Requirement</u>	<u>Details including compliance status along with supporting documents</u>
1.	Whether any property have been/decided to be acquired/sold/developed during the quarter or expand existing completed properties. If yes, details to be provided along with rationale for same.	<p>The Board of Directors of the Manager at their meeting held on July 31, 2025 approved entering into binding documents for the slump sale of an undertaking comprising of ~376k square feet of office space (located across two blocks) at Embassy Manyata in Bengaluru as part of strategic capital recycling to Viridis Office Park 3 Private Limited for cash consideration of ₹5,300 million, subject to adjustments, (“Sale”).</p> <p>The rationale in connection with the Sale is enclosed as Annexure 3.</p>
2.	Confirmation from Manager on compliances of thresholds under Regulations 18(4) and 18(5) of the REIT Regulations on a quarterly basis and at the time of acquisition and/or disposal of assets as may be applicable.	We confirm that post the Sale, Embassy REIT will continue to comply with the thresholds under Regulations 18(4) and 18(5) of the REIT Regulations.
3.	<p>Copy of Valuation report as required under REIT Regulations submitted to the trustee, unit holders and Stock Exchange (as the case may be) within 15 days from the date of receipt of the valuation report from the valuer:</p> <p>A. Date of receipt of the report from the Valuer</p> <p>B. Date of Intimation to Trustee</p>	<p>Independent valuation report dated July 30, 2025 issued by Ms. L Anuradha, with independent property consultant review services undertaken by Cushman & Wakefield (India) Private Limited and independent valuation report dated July 30, 2025 issued by iVAS Partners represented by Mr. Shubhendu Saha with value assessment services undertaken provided by CBRE South Asia Private Limited is enclosed as Annexure 4 and Annexure 5, respectively.</p> <p>The valuation reports were received from the valuers on July 30, 2025 and intimated to the Stock Exchanges, Trustee and Unitholders on July 31, 2025.</p>
4.	Pursuant to Regulation 20 of the REIT Regulations, whether conditions w.r.t borrowings and deferred payments have been complied with on an ongoing basis and at the time of acquisition and/or disposal of	We confirm that post the Sale, Embassy REIT will be in compliance with all the conditions with respect to borrowings and deferred payments, as per Regulation 20 of the SEBI REIT Regulations. Please note that approval

	assets, as may be applicable. If there is any breach, whether the same was informed to the trustee and has been rectified within six months from the date of breach.	from Unitholders for borrowing upto 35% of the Gross Asset Value of Embassy REIT was taken on December 10, 2020.
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Thanking you,

For and on behalf of **Embassy Office Parks REIT**, acting through the Manager, **Embassy Office Parks Management Services Private Limited**

VINITHA
ARAVIND
MENON

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by VINITHA
ARAVIND MENON
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Vinitha Menon
Head - Company Secretary and Compliance Officer
A25036

Encl: as above.