



April 27, 2023

To,
The Corporate Relations Department,
The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051.

To,
The Corporate Relations Department,
Department of Corporate Services,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Re: Script Symbol “EMBASSY”, Scrip Code 542602 and Scrip Code 959990, 960165, 960421, 973434, 973545, 973546 and 973910 (NCDs).

Dear Sir/ Madam,

Subject: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2023.

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 26D of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, read along with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 08, 2019, BSE circular no. 20230316-14 dated March 16, 2023, BSE circular no. 20230410-41 dated April 10, 2023, NSE circular no. NSE/CML/ 2023/21 dated March 16, 2023 and NSE circular no. NSE/CML/ 2023/30 dated April 10, 2023, please see enclosed the Annual Secretarial Compliance Report of Embassy Office Parks REIT for the year ended March 31, 2023.

The Annual Secretarial Compliance Report referred to above has also been uploaded on our website at <https://www.embassyofficeparks.com/investors/regulatory-filings/>.

Thanking you,

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

Vinitha Menon
Company Secretary and Compliance Officer
A25036

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF EMBASSY OFFICE PARKS REIT
FOR THE YEAR ENDED 31ST MARCH, 2023**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Embassy Office Parks Management Services Private Limited** (“the Manager”), acting as Manager to **Embassy Office Parks REIT** (“the listed entity”);
- (b) the filings/ submissions made by the Manager to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended **31st March, 2023** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to Embassy REIT and Manager during the audit period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable to Embassy REIT and Manager during the audit period);**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to Embassy REIT and Manager during the Audit Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to Embassy REIT and Manager during the Audit Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to Embassy REIT and Manager during the Audit Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014

RUPAL D. JHAVERI

COMPANY SECRETARY

207, 2nd Floor, Regent Chambers, 208, Jammalal Bajaj Road, Above Status Restaurant, Nariman Point, Mumbai-400021 Tel.: 43440103

- (j) Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
- (k) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- (l) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity acting through the Manager has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action
1	NIL	NIL	NA	NA	NA

Details of Violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary , if any.	Management Responses	Remarks
NA	NA	NA	NA	NA

- (b) The reporting of actions by the listed entity to comply with the observations made in previous report does not arise during the review period.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action
1	NA	NA	NA	NA	NA

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Details of Violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary , if any.	Management Responses	Remarks
NA	NA	NA	NA	NA

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Dhiren
Jhaveri

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Rupal Dhiren Jhaveri

FCS No: 5441

Certificate of Practice No. 4225

UDIN: F005441E000191693

Peer Review Certificate No.: PR1139/2021

Place: Mumbai

Date: 25th April, 2023

*This report is to be read with Detailed Annexure for Additional Affirmations of even date which is annexed as **Annexure A** and forms an integral part of this report.*

Annexure A

Detailed Annexure for Additional Affirmations

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
(a)	The compliances of Embassy Office Parks Management Services Private Limited (“the Manager”), acting as Manager to Embassy Office Parks REIT (“the listed entity”) is in accordance with the applicable Secretarial Standards (SS) issued by Institute of Company Secretaries India (ICSI);	Yes	-
(b)	<ul style="list-style-type: none"> • All policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity; • All the policies are in conformity with the SEBI Regulations and have been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	-
(c)	<ul style="list-style-type: none"> • The listed entity is maintaining a functional website; • Timely dissemination of the documents/ information is made under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-
(d)	None of the Directors of the Manager are disqualified under Section 164 of the Companies Act, 2013.	Yes	-
(e)	<ul style="list-style-type: none"> • Identification of material subsidiary companies • Requirements with respect to disclosure of material as well as other subsidiaries 	NA	The listed entity is a REIT and has Special Purpose Vehicles (‘SPVs’). In the opinion of the Management there are no material subsidiaries of the listed entity as

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			Securities Exchange Board of India (Real Estate Investment Trust) Regulations, 2014 do not prescribe the concept of 'material subsidiaries'
(f)	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015;	Yes	-
(g)	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations;	Yes	-
(h)	<ul style="list-style-type: none">• The listed entity has obtained prior approval of Audit Committee for all Related party transactions;• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	NA	The listed entity is a REIT and this point is not applicable pursuant to the Securities Exchange Board of India (Real Estate Investment Trust) Regulations, 2014
(i)	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder- Not Applicable as the Units of REIT do not attract the provisions of Regulation 30 of SEBI LODR Regulations, 2015.	Yes	-
(j)	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015;	Yes	-
(k)	No Actions have been taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	-

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(l)	No additional non-compliance is observed for all SEBI regulations/circulars/guidance notes etc.	Yes	-
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/ re-appointing an auditor:		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No auditor has been appointed/ re-appointed for the period under review.
2.	Other conditions relating to resignation of statutory auditor:		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit</p>		

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	<p>Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There is no resignation of the auditor during the period under review.
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	There is no resignation of the auditor during the period under review.

Place: Mumbai
Date: 25th April, 2023

Rupal
Dhiren
Jhaveri

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