



January 28, 2021

**Kind Attn: Ms. Mangalagowri Bhat**

**To,**

**Axis Trustee Services Limited**

Trustee to Embassy Office Parks REIT

The Ruby, 2<sup>nd</sup> Floor, SW,

29 Senapati Bapat Marg,

Dadar West, Mumbai-400 028,

Maharashtra, India

Dear Madam,

**Subject – Compliance Certificate/ Quarterly Report under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (as amended) for the quarter ended December 31, 2020.**

We, **Embassy Office Parks Management Services Private Limited** acting in the capacity of Manager to **Embassy Office Parks REIT**, pursuant to Regulation 10 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (hereinafter referred to as the “**REIT Regulations**”), do hereby confirm that we have complied with the REIT Regulations and specifically, the provisions of Regulations 18, 19 and 20 of the REIT Regulations for the quarter ended December 31, 2020.

Further, pursuant to the provisions of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and applicable circulars issued thereunder (hereinafter referred to as “the **REIT Regulations**”), we, **Embassy Office Parks Management Services Private Limited**, are submitting the Report for the quarter ended on December 31, 2020 containing the following details:-

<b><u>Sr. No.</u></b>	<b><u>Requirement</u></b>	<b><u>Compliance</u></b>
1	Copy of Financial Information and Additional Disclosures submitted as per SEBI Circular No. CIR/IMD/DF/146/2016 dated 29 <sup>th</sup> December, 2016 for Continuous disclosures and compliances by REITs	The Unaudited Condensed Standalone Financial Results and Unaudited Condensed Consolidated Financial Results for the quarter and nine months ended December 31, 2020 will be shared upon approval by the Board of Directors at its meeting. Attached herewith as <b>Annexure-1</b> are the previously disclosed and shared Unaudited Condensed Standalone Financial Results and Unaudited Condensed Consolidated Financial Results for the quarter and six months ended September 30, 2020.

Embassy Office Parks Management Services Pvt. Ltd.

Embassy GolfLinks Business Park, Pebble Beach, Off Intermediate Ring Road, Bangalore – 560 071, India.

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www.embassyofficeparks.com | CIN: U70100KA2014PTC073362

Registered Office: Embassy Point, 1st Floor, 150, Infantry Road, Bangalore – 560 001. India

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2	Copy of any other information submitted to the designated Stock Exchanges/SEBI in terms of REIT Regulations	Copies of intimations submitted to stock exchanges/SEBI for the quarter ended December 31, 2020 are collectively enclosed as <b>Annexure-2</b> .
3	Details of any deviations/ variations in the use of proceeds from the object stated in the <del>offer document</del> / placement memorandum and the actual utilization of funds as per SEBI Circular <b>CIR/IMD/DF/146/2016</b> dated 29 <sup>th</sup> December, 2016	Pursuant to Paragraph 6.1 of Annexure B to SEBI Circular No. CIF/IMD/DF/146/2016 dated December 29, 2016 for Continuous Disclosures and Compliances by REITs, we wish to inform you that the proceeds of the institutional placement of units of Embassy REIT have been utilized in line with the objectives as stated in the Placement Document dated December 21, 2020, enclosed as <b>Annexure-3</b> .
4	Details of Investor complaints received/disposed of during the quarter or pending at the end of the end of quarter and the reasons thereof as per SEBI Circular No. CIR/IMD/DF/146/2016 dated 29 <sup>th</sup> December, 2016 for Continuous disclosures and compliances by REITs	Statement of Investor Complaints for the quarter ended December 31, 2020 is enclosed as <b>Annexure-4</b> .
5	Details of related party transactions, if any, carried out between Manager and its associates or the Project Manager and its associates in terms of Regulation 9(5) of SEBI (Real Estate Investment Trusts) Regulations, 2014 and/or Project Manager and its associates in terms of Regulation) In case of conflict of interest, a confirmation from a practicing chartered accountant or a valuer, as the case may be shall be obtained that such transaction is on arm's length basis	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 <b>Annexure-5</b> .
6	Details of funds received by REIT and payments made	The details of funds received and payments made by Embassy Office Parks REIT are enclosed as <b>Annexure-6</b> .
7	Status of development of under construction projects (if any)	Status of development of under construction properties is enclosed as <b>Annexure-7</b> .

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8	Copy of the activity and performance report placed before the Board as per Regulation 10(18) of SEBI (Real Estate Investment Trusts) Regulations, 2014	A copy of the report will be shared upon approval by the Board of Directors at its meeting. Attached herewith as <b>Annexure-8</b> are the previously disclosed and shared on November 02, 2020 for the quarter and six months ended September 30, 2020.
9	Whether any assets/projects have been acquired/sold/developed during the quarter. If yes, details to be provided	Yes, the details of acquisition is enclosed as <b>Annexure-9</b>
10	Copy of the Manager Compliance Report as per Regulation 9(3) of SEBI (Real Estate Investment Trusts) Regulations, 2014	Note that Manager's Compliance Report is enclosed as <b>Annexure-10</b> .
11	Details of any material fact that may have a bearing on the activity of the REIT	Nil
12	Confirmation from Manager: a. that 90% of distributable cashflow are being distributed to the unit holders; and b. that the distribution made to the unit holders are in compliance with the regulation	Manager confirmation on compliance with Regulation 18 in relation to distributions of cashflow is enclosed as <b>Annexure-11</b> .
13	A Certificate cum Confirmation duly signed by key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS /CFO/Manager of your Company in its capacity as the Manager to the effect	A Certificate cum Confirmation signed by Company Secretary and Compliance Officer of the Manager to the Embassy Office Parks REIT is enclosed as <b>Annexure-12</b> .
13	Disclosure of unit holding pattern for each class of unit holders within the following time periods, as applicable: (a) One day prior to listing of units on the stock exchanges; (b) On quarterly basis, within 21 days from the end of each quarter; and (c) Within 10 days of any capital restructuring of REIT resulting in a	Applicable, Unitholding Pattern was filed with the stock exchanges. Unitholding Pattern for the Quarter ended December 31, 2020 is enclosed as <b>Annexure-13</b> . Unitholding Pattern for the period ended December 30, 2020 is enclosed as <b>Annexure 14</b> .

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	<p>change exceeding 2% of the total outstanding units of REIT.</p> <p>(Format of unitholder pattern as per Circular</p> <p>SEBI/HO/DDHS/DDHS/CIR/P/2020/43 dated March 23, 2020)</p>	
14	<p>Whether Rights Issue, Preferential Issue and Institutional Placements of units made during the quarter?</p>	<p>During the quarter ended December 31, 2020, Embassy REIT had issued and allotted 111,335,400 units of Embassy REIT (“Units”) through an Institutional Placement and 94,78,93,743 Units were issued and allotted through a Preferential Allotment. Copies of intimations to stock exchanges have been enclosed as part of annexures to Item 2 above.</p>
15.	<p>Whether any encumbrance has been created on the units of REIT during the quarter?</p> <p>If yes, provide details of encumbrance created and submissions made to the manager/stock exchange in that respect.</p> <p>(SEBI has issued circular.</p> <p>SEBI/HO/DDHS/DDHS/CIR/P/2020/44 dated March 23, 2020 )</p>	<p>Yes. Encumbrance was created on the units of Embassy REIT for the quarter ended December 31, 2020. The details are enclosed as <b>Annexure 15</b>.</p>

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

**Deepika Srivastava**  
**Company Secretary and Compliance Officer**  
**A23654**

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