



July 19, 2022

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 (E), 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 Compliance Report on Corporate Governance for the quarter ended June 30, 2022.

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclosed the Compliance Report on Corporate Governance (Annexure I) for the quarter ended June 30, 2022.

The Compliance Report on Corporate Governance referred to above has 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**

Deepika Srivastava
Company Secretary and Compliance Officer
A23654

Encl: as above.

Format to be submitted by a High Value Debt Listed Entity on a quarterly basis

- Name of Listed Entity:** Embassy Office Parks REIT, a Real Estate Investment Trust registered with the SEBI under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
- Name of the Manager:** Embassy Office Parks Management Services Private Limited
- Quarter ending:** June 30, 2022

The provisions of Regulations 15 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to corporate governance have been made applicable to high value debt listed entities with effect from September 7, 2021, on a "comply or explain" basis until March 31, 2023, and on a mandatory basis thereafter. In case of a high value debt listed entity that is a real estate investment trust, the board of the manager of the real estate investment trust is required to comply with the above regulations. Accordingly, the details of the board and committees provided below are details of the Manager of the Embassy Office Parks REIT.

I. #Composition of Board of Directors												
Title	Name of the Director	PAN ^{\$} & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure *	Date of Birth (DD/MM/YY)	No. of Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)] ¹	No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)] ¹	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations] ²	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations] ²
Mr.	Jitendra Mohandas Virwani	PAN: AAVPV0738P DIN: 00027674	Chairperson-Non-Executive Director	30/03/2017	-	-	-	18/02/1966	1	0	1	0
Mr.	Tuhin Arvind Parikh	PAN: AAEP3946Q DIN: 00544890	Non-Executive Director	16/06/2015	-	-	-	22/03/1973	0	0	0	0
Mr.	Robert Christopher Heady	PAN: N.A. DIN: 06401388	Non-Executive Director	06/08/2018	-	-	-	13/10/1975	0	0	0	0
Mr.	Aditya Virwani	PAN: AEDPV9640L DIN: 06480521	Non-Executive Director	06/08/2018	-	-	-	12/05/1994	1	0	0	0
Mr.	Vivek Mehra	PAN: AAIPM8597Q DIN: 00101328	Non-Executive - Independent Director	09/06/2017	01/10/2021	-	60 months	21/04/1955	7	7	7	3
Mr.	Anuj Puri	PAN: ADTPP6248B DIN: 00048386	Non-Executive - Independent Director	06/08/2018	-	-	46 months	19/06/1966	2	2	1	0
Dr.	Punita Kumar Sinha	PAN: DAXPS7631M DIN: 05229262	Non-Executive - Independent Director	06/08/2018	-	-	46 months	13/05/1962	3	3	8	3
Dr.	Ranjan Ramdas Pai	PAN: AGBPP2795G DIN: 00863123	Non-Executive - Independent Director	09/06/2017	01/10/2021	-	60 months	11/11/1972	0	0	0	0
Mr.	Asheesh Mohta	PAN: AEZPM9416K DIN: 00358583	Alternate Director to Mr. Robert Christopher Heady	28/06/2019	-	-	-	25/12/1977	0	0	0	0
Whether regular chairperson appointed: Yes, Mr. Jitendra Mohandas Virwani - for FY 2022-23												
Whether Chairperson is related to Managing Director or CEO: No												

Note-

¹Pursuant to Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanation thereto, Directorship held by Directors in Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT is excluded for the purposes of the above table.

²As per regulation 26(1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, positions held by the directors in the capacity of members and chairpersons of the Audit Committee and Stakeholders' Relationship Committee of the Manager to the Embassy Office Parks REIT, being a high value debt listed entity, are excluded for determining the total number of memberships and chairpersonships of Audit Committees and Stakeholders' Relationship Committees held by the respective directors.

Number of memberships in committees include chairmanship in committees.

\$ PAN of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Directors. Tenure would mean total period from which Independent director is serving on board of directors in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{\$}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Vivek Mehra	Chairperson - Non-Executive-Independent Director	15-03-2018	-
		Mr. Anuj Puri	Non-Executive - Independent Director	06-08-2018	-
		Dr. Punita Kumar Sinha	Non-Executive - Independent Director	06-08-2018	-
		Dr. Ranjan Ramdas Pai	Non-Executive - Independent Director	15-03-2018	-
		Mr. Jitendra Mohandas Virwani	Non - Executive Director	15-03-2018	-
		Mr. Robert Christopher Heady	Non - Executive Director	06-08-2018	-
2. Nomination & Remuneration Committee	Yes	Dr. Ranjan Ramdas Pai	Chairperson - Non-Executive - Independent Director	15-03-2018	-
		Mr. Jitendra Mohandas Virwani	Non - Executive Director	15-03-2018	-
		Mr. Vivek Mehra	Non - Executive - Independent Director	15-03-2018	-
3. Risk Management Committee	Yes	Mr. Vivek Mehra	Chairperson - Non-Executive - Independent Director	12-08-2019	-
		Dr. Ranjan Ramdas Pai	Non-Executive – Independent Director	12-08-2019	-
		Dr. Punita Kumar Sinha	Non-Executive - Independent Director	12-08-2019	-
		Mr. Anuj Puri	Non-Executive - Independent Director	12-08-2019	-
		Mr. Jitendra Mohandas Virwani	Non - Executive Director	12-08-2019	-
		Mr. Robert Christopher Heady	Non - Executive Director	12-08-2019	-
4. Stakeholders Relationship Committee	Yes	Dr. Punita Kumar Sinha	Chairperson – Non – Executive – Independent Director	06-08-2018	-
		Mr. Aditya Virwani	Non-Executive Director	06-08-2018	-
		Mr. Robert Christopher Heady	Non-Executive Director	06-08-2018	-
		Mr. Vivek Mehra	Non-Executive - Independent Director	15-03-2018	-

^{\$} Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter (Jan – March 2022)	Date(s) of Meeting (if any) in the relevant quarter (April – June 2022)	Whether requirement of Quorum met *	Number of Directors present *	Number of independent directors present *	Maximum gap between any two consecutive meetings (in number of days)
1. January 28, 2022 2. March 17, 2022 3. March 29, 2022	April 28, 2022	Yes	7	3	29 days (i.e., between March 29, 2022 and April 28, 2022)

*to be filled in only for the current quarter meetings.

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter April -June 2022)	Whether requirement of Quorum met(details) *	Number of Directors present *	Number of independent directors present *	Date(s) of meeting of the committee in the previous quarter (January- March 2022)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
April 27, 2022	Yes	5	3	1. January 27 and 28, 2022 (Due to paucity of time, the Audit Committee meeting held on January 27, 2022, was reconvened on January 28, 2022) 2. March 17, 2022 3. March 29, 2022	28 days (i.e., between March 29, 2022 and April 27, 2022)

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.
Note: to be filled in only for the current quarter meetings.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/N.A.) (Refer note below)
Whether prior approval of audit committee obtained	Yes*
Whether unitholder approval obtained for material RPT	N.A.**
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.***

**Prior approval of the Audit Committee of the Manager has been obtained for related party transactions of the Embassy Office Parks REIT with its related parties (as defined under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended (“REIT Regulations”)) in accordance with the policy on related party transactions adopted voluntarily by the Manager in its capacity as the manager of the Embassy Office Parks REIT (“RPT Policy”).*

*** Unitholder approval requirements applicable to the Embassy Office Parks REIT with respect to transactions with related parties (as defined under the REIT Regulations) are set out under the REIT Regulations and the RPT Policy.*

**** The REIT Regulations do not prescribe a framework for omnibus approval for transactions with related parties.*

Notes

- In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
- If status is “No” details of non-compliance may be given here.

VI. Affirmations
<p>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.- YES</p> <p>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Audit Committee - YES</p> <p>Nomination & Remuneration Committee - YES</p> <p>Stakeholders’ Relationship Committee - YES</p> <p>Risk Management Committee - YES</p> <p>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - YES</p> <p>The meetings of the board of directors and the above committees of the Manager have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - YES</p> <p>The report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here - Yes, the previous report, filed for the quarter ended March 31, 2022, was placed before the Board of Directors, at their meeting held on April 28, 2022. No comments/observations were received on the same. The current report filed for the quarter ended June 30, 2022, will be placed before the Board of Directors in the upcoming Board Meeting.</p> <p>Note- The affirmations filled in above are in respect of Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT.</p>
<p>Name & Designation</p> <p>Deepika Srivastava A23654 Company Secretary/Compliance Officer/Managing Director/CEO/CFO</p>

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Explanations as required under Explanation (3) to Regulation 15(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, are set out below: -

Sl. No	Particulars	Regulation Number	Compliance Status
1.	Material Subsidiary	16(1)(c)	Clarifications on the applicability have been sought from SEBI.*
2.	Code of Conduct	17(5)	Clarifications on the applicability have been sought from SEBI.*
3.	Fees/compensation to be paid to the Non-Executive Directors including the Independent Directors	17(6)	Clarifications on the applicability have been sought from SEBI.*
4.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Clarifications on the applicability have been sought from SEBI.*
5.	Approval for material related party Transactions	23(4)	Clarifications on the applicability have been sought from SEBI.*
6.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Clarifications on the applicability have been sought from SEBI.*
7.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Clarifications on the applicability have been sought from SEBI.*
8.	Listed entity has a subsidiary which is itself a holding company	24(7)	Clarifications on the applicability have been sought from SEBI.*

****Considering that Real Estate Investment Trusts are governed under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 which have a distinct set of rules, regulations and compliance requirements, we have made representations to SEBI (through an industry body) in relation to the applicability of certain provisions under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Real Estate Investment Trusts and are awaiting feedback.***