

January 25, 2023

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

**Re: Scrip Code 959990, 960165, 960421, 973434, 973545, 973546 and 973910 (NCDs).**

Dear Sir/ Madam,

**Subject: Disclosure under Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022, please find enclosed the Security Cover Certificate in the format prescribed therein, certified by M/s. S R Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors of Embassy Office Parks REIT, for the quarter ended December 31, 2022.

The Security Cover certificates are enclosed as **Annexure I**.

Kindly take the same on record.

Thanking you,

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

**Abhishek Agrawal**  
**Interim Chief Financial Officer**

**Encl:** As above

**Independent Auditor's Report on book value of assets and Compliance status with respect to Financial Covenants as at December 31, 2022 pursuant to SEBI Circular dated May 19, 2022 for submission to SBICAP Trustee Company Limited (the 'Debenture Trustee')**

To  
The Board of Directors,  
Embassy Office Parks Management Services Private Limited ("Manager"),  
[Acting in its capacity as Manager of Embassy Office Parks REIT],  
Royal Oaks, Embassy Golf Links Business Park,  
Off Intermediate Ring Road,  
Bengaluru - 560071

1. This Report is issued in accordance with the terms of our master engagement agreement dated July 8, 2022, as amended with Embassy Office Parks Management Services Private Limited.
2. We S.R. Batliboi & Associates LLP, Chartered Accountants, are the Statutory Auditors of Embassy Office Parks REIT (hereinafter the "Trust") and have been requested by the Trust to examine the accompanying Statement showing 'Security Cover and Compliance Status with respect to Financial Covenants' in relation to 7,500 listed, secured, redeemable and non-convertible Embassy REIT Series II NCD 2020 (Tranche A), debentures having face value of Rs.1 million each amounting to Rs.7,500.00 million and 7,500 listed, secured, redeemable and non-convertible Embassy REIT Series II NCD 2020 (Tranche B), debentures having face value of Rs.1 million each amounting to Rs.7,500.00 million (hereinafter together referred to as "NCDs") issued by the Trust, as at December 31, 2022 (hereinafter referred to as the "Statement") which has been prepared by the Management of the Manager ('the Management') from the unaudited condensed consolidated financial statements of the Trust as at and for the period ended December 31, 2022 (hereinafter "unaudited condensed consolidated financial statements"), unaudited condensed standalone financial statements of the Trust as at and for the period ended December 31, 2022 (hereinafter "unaudited condensed standalone financial statements") and other relevant records and documents maintained by the Trust as at and for the period ended December 31, 2022, pursuant to the requirements of the Securities and Exchange Board of India ("SEBI") circular dated May 19, 2022 (hereinafter referred to as "SEBI circular"), and has been initialed by us for identification purpose only.

This Report is required by the Trust for the purpose of submission with SBICAP Trustee Company Limited (hereinafter the 'Debenture Trustee') to ensure compliance with the SEBI Circular in respect of the NCDs. The Trust has entered into an agreement dated September 08, 2020 with SBICAP Trustee Company Limited ("DTD dated September 08, 2020" or "Trust deed"). The Management has represented to us that DTD dated September 08, 2020 has been amended vide letter dated July 5, 2021 issued by SBICAP Trustee Company Limited to the Trust.

**Management's Responsibility**

3. The preparation of the Statement is the responsibility of the Management including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and

presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

4. The Management is also responsible for ensuring that the Trust complies with all the relevant requirements of the SEBI Circular. The Management is also responsible for providing all relevant information to the Debenture Trustee and for complying with the financial covenants as prescribed in the DTD dated September 08, 2020.

#### **Auditor's Responsibility**

5. It is our responsibility to provide limited assurance as to whether:
  - (a) Book values of assets as mentioned in Column 'C' and Column 'F' of Annexure I to the Statement are in agreement with the books of accounts underlying the unaudited condensed consolidated financial statements and book values of assets as mentioned in Column 'C' and Column 'F' of Annexure II to the Statement are in agreement with the books of accounts underlying the unaudited condensed standalone financial statements of the Trust, as at December 31, 2022; and
  - (b) the Trust is in compliance with all the financial covenants as mentioned in the Trust Deed as at December 31, 2022.
6. We have performed limited review of the unaudited condensed consolidated financial statements and unaudited condensed standalone financial statements of the Trust for the period ended December 31, 2022, prepared by the Trust and issued unmodified conclusions dated January 25, 2023 thereon. Our review of these unaudited condensed consolidated financial statements and unaudited condensed standalone financial statements was conducted in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI").
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information, the unaudited condensed consolidated financial statements or the unaudited condensed standalone financial statements of the Trust taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the unaudited condensed consolidated financial statements or the unaudited condensed standalone financial statements, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
- a) Obtained and read the Trust Deed pursuant to which the NCDs have been issued.
  - b) With respect to 'Security cover as per SEBI circular dated May 19, 2022' included in the attached Statements, we have performed the following procedures:
    - (i) With respect to 'Annexure I - consolidated security cover computation' (hereinafter referred to as "Annexure I" to the Statement, we have performed the following procedures:
      - (1) Traced the book value of assets as mentioned in Column C of the Annexure I from the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed consolidated financial statements.
      - (2) Management has represented to us that the amount required to be mentioned in Column C of the Annexure I in line item Property, Plant and Equipment is the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the subsidiaries of the Trust (that own such assets) as at December 31, 2022 and the said amount is accordingly mentioned by the management in the said line item. We have relied on such management representation in this regard.
      - (3) Annexure I has been prepared by the management and we have not performed any procedures in relation to the said Annexure I other than as mentioned in (1) and (2) above.
    - ii. With respect to 'Annexure II- standalone security cover computation' (hereinafter referred to as "Annexure II" to the Statement, we have performed the following procedures:
      - (1) Traced the book value of assets as mentioned in Column C of the Annexure II from the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed standalone financial statements.
      - (2) Annexure II has been prepared by the management and we have not performed any procedures in relation to the said Annexure II other than as mentioned in (1) above.
  - c) With respect to compliance status with financial covenants included in the attached Statement, the management has represented to us that as per terms of DTD dated September 08, 2020 (as amended vide letter dated July 5, 2021 issued by SBICAP Trustee Company Limited to the Trust), the Trust is required to test compliance with financial covenants specified therein only on a half yearly basis i.e. only as at March 31 and September 30 of each financial year. Hence there are no financial covenants to be complied with by the Trust under DTD dated September 08, 2020 as at December 31, 2022. We have relied on such management representation in this regard.
  - d) Performed necessary inquiries with the Management and obtained necessary representations.

## **Conclusion**

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that:
- a) Book values of assets as mentioned in Column 'C' and Column 'F' of Annexure I to the Statement are not in agreement with the books of account underlying the unaudited condensed consolidated financial statements of the Trust and book values of assets as mentioned in Column 'C' and Column 'F' of Annexure II to the Statement are not in agreement with the books of account underlying the unaudited condensed standalone financial statements of the Trust, as at December 31, 2022.
  - b) The Trust is not in compliance with all the financial covenants as mentioned in the Trust Deed as at December 31, 2022.

## **Restriction on Use**

12. The Report has been issued at the request of the Trust, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustees and is not to be used or referred to by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

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per Adarsh Ranka  
Partner  
Membership Number: 209567

UDIN: 23209567BGXVWM9367

Place: Bengaluru  
Date: January 25, 2023

**Embassy Office Parks REIT ("the Trust" or "the REIT")**  
**Statement showing 'Security Cover and Compliance Status with respect to Financial Covenants' as per SEBI circular dated May 19, 2022**

This statement contains details of maintenance of security cover including compliance status with financial covenants as at and for the quarter ended December 31, 2022 as per requirements of the Securities and Exchange Board of India ("SEBI") circular dated May 19, 2022) in relation to 7,500 listed, secured, redeemable and non-convertible Embassy REIT Series II NCD 2020 (Tranche A), debentures having face value of Rs.1 million each amounting to Rs.7,500.00 million and 7,500 listed, secured, redeemable and non-convertible Embassy REIT Series II NCD 2020 (Tranche B), debentures having face value of Rs.1 million each amounting to Rs.7,500.00 million (hereinafter together referred to as "2020 NCDs"). The financial covenants in relation to 2020 NCDs have been specified in the Debenture Trust Deed dated September 08, 2020 entered between the Trust and SBICAP Trustee Company Limited ("DTD dated September 08, 2020") in relation to 2020 NCDs. DTD dated September 08, 2020 has been amended vide letter dated July 5, 2021 issued by SBICAP Trustee Company Limited to the Trust.

**a) Security cover as per SEBI circular dated May 19, 2022:**

The calculation of security cover as specified in SEBI Circular dated May 19, 2022 is enclosed as **Annexure I and Annexure II** to this Statement.

**b) Compliance status with financial covenants specified in para 2.26 of Schedule 6 of DTD dated September 08, 2020:**

As per terms of the the para 2.26 of Schedule 6 of DTD dated September 08, 2020, the Trust is required to test compliance with financial covenants specified therein only on a half yearly basis i.e. only as at March 31 and September 30 of each financial year. Hence there are no financial covenants to be complied with by the Trust under DTD dated September 08, 2020 as at December 31, 2022.

We confirm that the aforesaid information is true and correct.

For Embassy Office Parks REIT

**ABHISHEK** Digitally signed by  
**ABHISHEK AGRAWAL**  
**AGRAWAL** Date: 2023.01.25  
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Authorised Signatory

Place: Bengaluru

Date: January 25, 2023

Embassy Office Parks REIT ("the Trust")

Annexure I - consolidated security cover computation

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of assets for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to I)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value(=K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
Relating to Column F														
ASSETS														
Property, Plant and Equipment (refer note a and note c below)	Commercial Buildings of Embassy TechZone identified as Mississipi (Block 1), Colorado (Block 2), Congo (Block 3), Rhine (Block 5), Food court, Mekong (Block 6) and Nile (Block 11)	5,506.16	66,138.10			21,834.45	2,14,237.10		3,02,209.65	15,321.00	-	-	-	15,321.00
Capital Work-in- Progress (refer note b below)	Portfolio assets of IENPL	3,154.08	2,895.94		-	-	4,573.71	-	3,154.08	17,888.00	-	-	-	17,888.00
Right of Use Assets					-	-		-	-					
Goodwill					-	-	64,043.35	-	64,043.35					
Intangible Assets					-	-	12,393.67	-	12,393.67					
Intangible Assets under Development					-	-		-						
Investments			31,572.76		-	-	-	-	31,572.76					
Leases					-	-		-						
Inventories					-	-	41.09	-	41.09					
Trade Receivables					-	-	644.67	-	644.67					
Cash and Cash Equivalents					-	-	5,197.05	-	5,197.05					
Bank Balances other than Cash and Cash Equivalents					-	-	289.34	-	289.34					
Others					-	-	25,677.16	-	25,677.16					
Total		8,668.24	1,00,606.80	-	-	21,834.45	3,27,099.14	-	4,58,200.63					
LIABILITIES														
Debt securities to which this certificate pertains	Series II NCD 2020 (Tranche A and B)	15,000.00		No		-		(55.16)	14,944.84					
Other debt sharing pari-passu charge with above debt							-	-	-					
Other Debt			69,682.64	No			-	-	69,682.64					
Subordinated debt							-	-	-					
Borrowings							495.75		495.75					
Bank			13,349.30	No		39,826.60			53,176.10					
Debt Securities														
Others							2,48,358.32		2,48,358.32					
Trade payables							360.96		360.96					
Lease Liabilities							353.77		353.77					
Provisions							20.62		20.62					
Others							70,807.62		70,807.62					
Total		15,000.00	83,032.14			39,826.60	3,20,397.04	(55.16)	4,58,200.63					
Cover on Book Value	Series II NCD 2020 (Tranche A and B)	0.58												
Cover on Market Value	Series II NCD 2020 (Tranche A and B)	2.21												
		Exclusive Security Cover Ratio	0.58		Pari-Passu Security Cover Ratio	-								

Notes:

a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property

b. Amounts shown in line item Capital Work-in- Progress in the above table include amounts pertaining to Investment Property Under Development

c. Amount shown in Column C of the above table in line item Property, Plant and Equipment represents the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the subsidiaries of the Trust (that own such assets) as at December 31, 2022. Amount shown in Column H of the above table for line item Property, Plant and Equipment represents the difference between carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the Unaudited Condensed Consolidated Financial Statements of the Trust as at December 31, 2022 and the amount shown for such assets in Column C in the line item Property, Plant and Equipment.

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Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to I)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSR market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSR market value is not applicable)	Total Value(-K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment (refer note a below)					-	-	-	-	-					
Capital Work-in- Progress (refer note b below)					-	-	-	-	-					
Right of Use Assets					-	-	-	-	-					
Goodwill					-	-	-	-	-					
Intangible Assets					-	-	-	-	-					
Intangible Assets under Development					-	-	-	-	-					
Investments			66,690.66		-	99,475.27	56,330.96		2,22,496.89					
	Investments made by the Trust in equity shares of Embassy Pune TechZone Private Limited and equity shares of Indian Express Newspapers (Mumbai) Private Limited	25,294.46			-	-	-	-	25,294.46	35,342.32				35,342.32
Loans			25,339.68		-	18,551.61	34,318.76		782,10.05					
	Unsecured loan given by the Trust to Embassy Pune TechZone Private Limited and to Indian Express Newspapers (Mumbai) Private Limited	7,098.68			-	-	-	-	7,098.68		7,098.68			7,098.68
Inventories					-	-	-	-	-					
Trade Receivables					-	-	-	-	-					
Cash and Cash Equivalents					-	-	4,788.50		4,788.50					
Bank Balances other than Cash and Cash Equivalents					-	-	-	-	-					
Others					-	-	122.26		122.26					
Total		32,393.14	92,030.34	-	-	1,18,026.88	95,568.48	-	3,38,010.84					
LIABILITIES														
Debt securities to which this certificate pertains	Series II NCD 2020 (Tranche A and B)	15,000.00		No		-		(55.16)	14,944.84					
Other debt sharing pari-passu charge with above debt								-	-					
Other Debt			38,821.13	No		30,861.51	-		69,682.64					
Subordinated debt									-					
Borrowings									-					
Bank									-					
Debt Securities									-					
Others									2,53,172.26					
Trade payables								9.43	9.43					
Lease Liabilities								1.24	1.24					
Provisions								200.43	200.43					
Others														
Total		15,000.00	38,821.13			30,861.51	211.10	(55.16)	3,38,010.84					
Cover on Book Value	Series II NCD 2020 (Tranche A and B)	2.16								-				
Cover on Market Value	Series II NCD 2020 (Tranche A and B)	2.83								-				
		Exclusive Security Cover Ratio	2.16		Pari-Passu Security Cover Ratio	-				-				

Notes:  
a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property  
b. Amounts shown in line item Capital Work-in- Progress in the above table include amounts pertaining to Investment Property Under Development

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**Independent Auditor's Report on book value of assets and Compliance status with respect to Financial Covenants as at December 31, 2022 pursuant to SEBI Circular dated May 19, 2022 for submission to IDBI Trusteeship Services Limited (the 'Debenture Trustee')**

To  
The Board of Directors,  
Embassy Office Parks Management Services Private Limited ("Manager"),  
[Acting in its capacity as Manager of Embassy Office Parks REIT],  
Royal Oaks, Embassy Golf Links Business Park,  
Off Intermediate Ring Road,  
Bengaluru - 560071

1. This Report is issued in accordance with the terms of our master engagement agreement dated July 8, 2022, as amended with Embassy Office Parks Management Services Private Limited.
2. We S.R. Batliboi & Associates LLP, Chartered Accountants, are the Statutory Auditors of Embassy Office Parks REIT (hereinafter the "Trust") and have been requested by the Trust to examine the accompanying Statement showing 'Security Cover and Compliance Status with respect to Financial Covenants' in relation to 26,000 listed, secured, redeemable and non-convertible Embassy REIT Series III NCD 2021, debentures having face value of Rs.1 million each amounting to Rs.26,000.00 million (hereinafter referred to as "NCDs") issued by the Trust, as at December 31, 2022 (hereinafter referred to as the "Statement") which has been prepared by the Management of the Manager ('the Management') from the unaudited condensed consolidated financial statements of the Trust as at and for the period ended December 31, 2022 (hereinafter "unaudited condensed consolidated financial statements"), unaudited condensed standalone financial statements of the Trust as at and for the period ended December 31, 2022 (hereinafter "unaudited condensed standalone financial statements") and other relevant records and documents maintained by the Trust as at and for the period ended December 31, 2022, pursuant to the requirements of the Securities and Exchange Board of India ("SEBI") circular dated May 19, 2022 (hereinafter referred to as "SEBI circular"), and has been initialed by us for identification purpose only.

This Report is required by the Trust for the purpose of submission with IDBI Trusteeship Services Limited (hereinafter the 'Debenture Trustee') to ensure compliance with the SEBI Circular in respect of the NCDs. The Trust has entered into an agreement dated January 13, 2021 with IDBI Trusteeship Services Limited ("DTD dated January 13, 2021" or "Trust deed"). The Management has represented to us that DTD dated January 13, 2021 has been amended vide letter dated June 17, 2021 issued by IDBI Trusteeship Services Limited to the Trust and letter dated December 17, 2021 executed between the Trust and IDBI Trusteeship Services Limited.

**Management's Responsibility**

3. The preparation of the Statement is the responsibility of the Management including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and

presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

4. The Management is also responsible for ensuring that the Trust complies with all the relevant requirements of the SEBI Circular. The Management is also responsible for providing all relevant information to the Debenture Trustee and for complying with the financial covenants as prescribed in the DTD dated January 13, 2021.

#### **Auditor's Responsibility**

5. It is our responsibility to provide limited assurance as to whether:
  - (a) Book values of assets as mentioned in Column 'C' and Column 'F' of Annexure I to the Statement are in agreement with the books of accounts underlying the unaudited condensed consolidated financial statements and book values of assets as mentioned in Column 'C' and Column 'F' of Annexure II to the Statement are in agreement with the books of accounts underlying the unaudited condensed standalone financial statements of the Trust, as at December 31, 2022; and
  - (b) the Trust is in compliance with all the financial covenants as mentioned in the Trust Deed as at December 31, 2022.
6. We have performed limited review of the unaudited condensed consolidated financial statements and unaudited condensed standalone financial statements of the Trust for the period ended December 31, 2022, prepared by the Trust and issued unmodified conclusions dated January 25, 2023 thereon. Our review of these unaudited condensed consolidated financial statements and unaudited condensed standalone financial statements was conducted in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI").
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information, the unaudited condensed consolidated financial statements or the unaudited condensed standalone financial statements of the Trust taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the unaudited condensed consolidated financial statements or the unaudited condensed standalone financial statements, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary

in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:

- a) Obtained and read the Trust Deed pursuant to which the NCDs have been issued.
- b) With respect to 'Security cover as per SEBI circular dated May 19, 2022' included in the attached Statements, we have performed the following procedures:
  - (i) With respect to 'Annexure I - consolidated security cover computation' (hereinafter referred to as "Annexure I" to the Statement, we have performed the following procedures:
    - (1) Traced the book value of assets as mentioned in line item "Portfolio assets of EEPL" in Column C of the Annexure I from the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed consolidated financial statements. In relation to calculation of amount specified in Column C of the Annexure I in line item "Commercial buildings of Block 1A, Block 2 and Block 7B of Embassy Tech Village" provided in note d to Annexure I, we have traced the book values of line items "Book value of Buildings pertaining to Block 1A, Block 2 and Block 7B of Embassy Tech Village" and "Secured land" to the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed consolidated financial statements and we have not performed any other procedures in relation to such calculation.
    - (2) Management has represented to us that the amount required to be mentioned in Column C of the Annexure I in line item Property, Plant and Equipment is the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the subsidiaries of the Trust (that own such assets) as at December 31, 2022 and we understand from management that the said amount is accordingly mentioned by the management in the said line item. We have relied on such management representation in this regard.
    - (3) Annexure I has been prepared by the management and we have not performed any procedures in relation to the said Annexure I other than as mentioned in (1) and (2) above.
  - ii. With respect to 'Annexure II- standalone security cover computation' (hereinafter referred to as "Annexure II" to the Statement, we have performed the following procedures:
    - (1) Traced the book value of assets as mentioned in Column C of the Annexure II from the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed standalone financial statements.
    - (2) Annexure II has been prepared by the management and we have not performed any procedures in relation to the said Annexure II other than as mentioned in (1) above.
- c) With respect to compliance status with financial covenants included in the attached Statement, the management has represented to us that as per terms of DTD dated January 13, 2021 (as amended vide letter dated June 17, 2021 issued by IDBI Trusteeship Services Limited to the Trust and letter dated December 17, 2021 executed between the Trust and IDBI Trusteeship Services Limited), the Trust is required to test compliance with financial covenants specified

therein only on a half yearly basis i.e. only as at March 31 and September 30 of each financial year. Hence there are no financial covenants to be complied with by the Trust under DTD dated January 13, 2021 as at December 31, 2022. We have relied on such management representation in this regard.

- d) Performed necessary inquiries with the Management and obtained necessary representations.

### **Conclusion**

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that:

- a) Book values of assets as mentioned in Column 'C' and Column 'F' of Annexure I to the Statement are not in agreement with the books of account underlying the unaudited condensed consolidated financial statements of the Trust and book values of assets as mentioned in Column 'C' and Column 'F' of Annexure II to the Statement are not in agreement with the books of account underlying the unaudited condensed standalone financial statements of the Trust, as at December 31, 2022.
- b) The Trust is not in compliance with all the financial covenants as mentioned in the Trust Deed as at December 31, 2022.

### **Restriction on Use**

12. The Report has been issued at the request of the Trust, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustees and is not to be used or referred to by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

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per Adarsh Ranka

Partner

Membership Number: 209567

UDIN: 23209567BGXVWN7283

Place: Bengaluru

Date: January 25, 2023

**Embassy Office Parks REIT ("the Trust" or "the REIT")**  
**Statement showing 'Security Cover and Compliance Status with respect to Financial Covenants' as per SEBI circular dated May 19, 2022**

This statement contains details of maintenance of security cover including compliance status with financial covenants as at and for the quarter ended December 31, 2022 as per the requirements of the Securities and Exchange Board of India ("SEBI") circular dated May 19, 2022 in relation to 26,000 listed, secured, redeemable and non-convertible Embassy REIT Series III NCD 2021, debentures having face value of Rs.1 million each amounting to Rs.26,000.00 million (hereinafter referred to as "2021 NCDs - Series III"). The financial covenants in relation to 2021 NCDs - Series III have been specified in the Debenture Trust Deed dated January 13, 2021 entered between the Trust and IDBI Trusteeship Services Limited ("DTD dated January 13, 2021"). DTD dated January 13, 2021 has been amended vide letter dated June 17, 2021 issued by IDBI Trusteeship Services Limited to the Trust and letter dated December 17, 2021 executed between the Trust and IDBI Trusteeship Services Limited.

**a) Security Cover as per SEBI Circular dated May 19, 2022**

The calculation of security cover as specified in SEBI Circular dated May 19, 2022, is enclosed as Annexure I and Annexure II to this Statement.

**b) Compliance status with financial covenants specified in para 2.27 of Schedule 5 of DTD dated January 13, 2021:**

As per terms of the para 2.27 of Schedule 5 of DTD dated January 13, 2021, the Trust is required to test compliance with financial covenants specified therein only on a half yearly basis i.e. only as at March 31 and September 30 of each financial year. Hence there are no financial covenants to be complied with by the Trust under DTD dated January 13, 2021 as at December 31, 2022.

We confirm that the aforesaid information is true and correct.

For Embassy Office Parks REIT

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**AGRAWAL**  
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Authorised Signatory

Place: Bengaluru

Date: January 25, 2023

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari- Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying/book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
Relating to Column F														
ASSETS														
Property, Plant and Equipment (refer note a and note c below)	Commercial buildings of Block 1A, Block 2 and Block 7B of Embassy Tech Village (refer note d below)	10,747.39	58,393.13			21,834.45	2,14,237.10		2,94,464.68	10,747.39	52,968.00	-	-	52,968.00
Capital Work-in-Progress (refer note b below)	Portfolio assets of ELPs	5,657.82	2,895.94		-	-	4,573.71	-	5,657.82	8,686.00				8,686.00
Right of Use Assets					-	-								
Goodwill					-	-	64,045.35	-	64,045.35					
Intangible Assets					-	-	12,393.67	-	12,393.67					
Intangible Assets under Development					-	-		-						
Investments			31,572.76		-	-		-	31,572.76					
Leases					-	-		-						
Inventories					-	-	41.09	-	41.09					
Trade Receivables					-	-	644.67	-	644.67					
Cash and Cash Equivalents					-	-	5,197.05	-	5,197.05					
Bank Balances other than Cash and Cash Equivalents					-	-	289.34	-	289.34					
Others					-	-	25,677.16	-	25,677.16					
Total		16,405.21	92,861.83	-	-	21,834.45	3,27,099.14	-	4,58,200.62					
LIABILITIES														
Debt securities to which this certificate pertains	2021 NC Ds - Series III	26,000.00		No		-		(114.50)	25,885.50					
Other debt sharing pari-passu charge with above debt								-	-					
Other Debt			58,741.98	No				-	58,741.98					
Subordinated debt														
Borrowings							495.75		495.75					
Bank			15,349.50	No		39,826.60			53,176.10					
Debt Securities														
Others							2,48,358.32		2,48,358.32					
Trade payables							360.96		360.96					
Lease Liabilities							353.77		353.77					
Provisions							20.62		20.62					
Others							70,807.62		70,807.62					
Total		26,000.00	72,091.48			39,826.60	3,28,397.94	(114.50)	4,58,200.62					
Cover on Book Value	2021 NC Ds - Series III	0.61												
Cover on Market Value	2021 NC Ds - Series III	2.37												
		Exclusive Security Cover Ratio	0.63			Pari-Passu Security Cover Ratio	-			-				

Notes:  
a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property  
b. Amounts shown in line item Capital Work-in-Progress in the above table include amounts pertaining to Investment Property Under Development  
c. Amount shown in Column C of the above table in line item Property, Plant and Equipment represents the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the subsidiaries of the Trust (that own such assets) as at December 31, 2022. Amount shown in Column H of the above table for line item Property, Plant and Equipment represents the difference between carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the Unaudited Condensed Consolidated Financial Statements of the Trust as at December 31, 2022 and the amount shown for such assets in Column C in the line item Property, Plant and Equipment.  
d. Amount shown in column C for line item "Commercial buildings of Block 1A, Block 2 and Block 7B of Embassy Tech Village" under the heading Property, Plant and Equipment is calculated as below:

Particulars	Amount
Book value of Buildings pertaining to Block 1A, Block 2 and Block 7B of Embassy Tech Village	10,526.99
Book value of Land pertaining to commercial buildings in project Embassy Tech Village owned by VTPL (hereinafter referred to as "Secured land")	509.05
Less: Book value of land (other than land pertaining to Block 1A, Block 2 and Block 7B of Embassy Tech Village)	288.66
Amount shown in column C for line item "Commercial buildings of Block 1A, Block 2 and Block 7B of Embassy Tech Village in above table	10,747.39

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Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Part- Passu Charge	Part- Passu Charge	Part- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to I)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by part passu debt holder (includes debt for which this certificate is issued & other debt with part passu charge)	Other assets on which there is part Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus part passu charge)		Market Value for Assets charged on Exclusive basis	Carrying book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Market Value for Part passu charge Assets	Carrying value/book value for part passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Total Value=(K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment (refer note a below)					-	-	-	-	-					
Capital Work-in- Progress (refer note b below)					-	-	-	-	-					
Right of Use Assets					-	-	-	-	-					
Goodwill					-	-	-	-	-					
Intangible Assets					-	-	-	-	-					
Intangible Assets under Development					-	-	-	-	-					
Investments	Investments made by the Trust in equity shares of Vikas Telecom Private Limited and equity shares of Embassy Energy Private Limited	51,362.81	40,622.31		-	99,475.27	56,330.96		1,96,428.54	51,362.81	94,751.01			94,751.01
Loans	Unsecured loan given by the Trust to Vikas Telecom Private Limited and to Embassy Energy Private Limited	21,583.63	10,854.73		-	18,551.61	24,318.76	-	21,583.63		21,583.63			21,583.63
Inventories					-	-	-	-	-					
Trade Receivables					-	-	-	-	-					
Cash and Cash Equivalents					-	-	4,788.50	-	4,788.50					
Bank Balances other than Cash and Cash Equivalents					-	-	-	-	-					
Others					-	-	122.26	-	122.26					
Total		72,946.44	51,477.04	-	-	1,18,026.88	95,569.48	-	3,38,010.84					
LIABILITIES														
Debt securities to which this certificate pertains	2021 NC Ds - Series III	26,000.00		No		-		(114.30)	25,885.50					
Other debt sharing part-passu charge with above debt							-	-	-					
Other Debt			27,880.47	No		30,861.51	-		58,741.98					
Subordinated debt							-	-	-					
Borrowings									-					
Bank									-					
Debt Securities									2,53,172.26					
Others									9.43					
Trade payables									1.24					
Lease Liabilities									200.43					
Provisions									1.24					
Others									200.43					
Total		26,000.00	27,880.47		-	30,861.51	211.10	(114.30)	3,38,010.84					
Cover on Book Value	2021 NC Ds - Series III	2.81			-	30,861.51	211.10	(114.30)	3,38,010.84					
Cover on Market Value	2021 NC Ds - Series III	4.47			-	30,861.51	211.10	(114.30)	3,38,010.84					
		Exclusive Security Cover Ratio	2.81		Part-Passu Security Cover Ratio	-			-					

Notes:  
a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property  
b. Amounts shown in line item Capital Work-in-Progress in the above table include amounts pertaining to Investment Property Under Development

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**Independent Auditor's Report on book value of assets and Compliance status with respect to Financial Covenants as at December 31, 2022 pursuant to SEBI Circular dated May 19, 2022 for submission to Catalyst Trusteeship Limited (the 'Debenture Trustee')**

To  
The Board of Directors,  
Embassy Office Parks Management Services Private Limited ("Manager"),  
[Acting in its capacity as Manager of Embassy Office Parks REIT],  
Royal Oaks, Embassy GolfLinks Business Park,  
Off Intermediate Ring Road,  
Bengaluru - 560071

1. This Report is issued in accordance with the terms of our master engagement agreement dated July 8, 2022, as amended with Embassy Office Parks Management Services Private Limited.
2. We S.R. Batliboi & Associates LLP, Chartered Accountants, are the Statutory Auditors of Embassy Office Parks REIT (hereinafter the "Trust") and have been requested by the Trust to examine the accompanying Statement showing 'Security Cover and Compliance Status with respect to Financial Covenants' in relation to debentures issued by the Trust, as at December 31, 2022 (hereinafter referred to as the "Statement") which has been prepared by the Management of the Manager ('the Management') from the unaudited condensed consolidated financial statements of the Trust as at and for the period ended December 31, 2022 (hereinafter "unaudited condensed consolidated financial statements"), unaudited condensed standalone financial statements of the Trust as at and for the period ended December 31, 2022 (hereinafter "unaudited condensed standalone financial statements") and other relevant records and documents maintained by the Trust as at and for the period ended December 31, 2022, pursuant to the requirements of the Securities and Exchange Board of India ("SEBI") circular dated May 19, 2022 (hereinafter referred to as "SEBI circular"), and has been initialed by us for identification purpose only.

This Report is required by the Trust for the purpose of submission with Catalyst Trusteeship Limited (hereinafter the 'Debenture Trustee') to ensure compliance with the SEBI Circular in respect of its debentures having face value of Rs. 1 million each ('Debentures'). The Trust has entered into following agreements with Catalyst Trusteeship Limited which are hereinafter referred to as "Trust Deeds":

- (i) Agreement dated September 03, 2021 ("DTD dated September 03, 2021") in relation to 3,000 listed, secured, redeemable and non-convertible Embassy REIT Series IV NCD 2021 debentures having face value of Rs.1 million each amounting to Rs.3,000.00 million (hereinafter referred to as "2021 NCDs – Series IV").
- (ii) Agreement dated October 18, 2021 ("DTD (Series A) dated October 18, 2021") in relation to 20,000 listed, secured, redeemable and non-convertible Embassy REIT Series V NCD 2021 (Series A) debentures having face value of Rs. 1 million each amounting to Rs.20,000.00 million (hereinafter referred to as "2021 NCDs – Series V (Series A)").



- (iii) Agreement dated October 18, 2021 ("DTD (Series B) dated October 18, 2021") in relation to 11,000 listed, secured, redeemable and non-convertible Embassy REIT Series V NCD 2021 (Series B), debentures having face value of Rs.1 million each amounting to Rs.11,000.00 million (hereinafter referred to as "2021 NCDs – Series V (Series B)"). 2021 NCDs – Series V (Series A) and 2021 NCDs – Series V (Series B) are hereinafter together referred to as "2021 NCDs - Series V".
- (iv) Agreement dated March 31, 2022 ("DTD dated March 31, 2022") in relation to 10,000 listed, secured, redeemable and non-convertible Embassy REIT Series VI NCD 2022, debentures having face value of Rs.1 million each amounting to Rs.10,000.00 million (hereinafter referred to as "2022 NCDs - Series VI").
- (v) 2021 NCDs – Series IV, 2021 NCDs – Series V and 2022 NCDs - Series VI are hereinafter together referred to as "NCDs".

### **Management's Responsibility**

- 3. The preparation of the Statement is the responsibility of the Management including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
- 4. The Management is also responsible for ensuring that the Trust complies with all the relevant requirements of the SEBI Circular. The Management is also responsible for providing all relevant information to the Debenture Trustee and for complying with the financial covenants as prescribed in the DTDs dated September 03, 2021, October 18, 2021 and March 31, 2022 (hereinafter referred to as "the DTDs").

### **Auditor's Responsibility**

- 5. It is our responsibility to provide limited assurance as to whether:
  - (a) Book values of assets as mentioned in Column 'C' and Column 'F' of Annexure I to the Statement are in agreement with the books of accounts underlying the unaudited condensed consolidated financial statements and book values of assets as mentioned in Column 'C' and Column 'F' of Annexure II to the Statement are in agreement with the books of accounts underlying the unaudited condensed standalone financial statements of the Trust, as at December 31, 2022; and
  - (b) the Trust is in compliance with all the financial covenants as mentioned in the Trust Deed as at December 31, 2022.
- 6. We have performed limited review of the unaudited condensed consolidated financial statements and unaudited condensed standalone financial statements of the Trust for the period ended December 31, 2022, prepared by the Trust and issued unmodified conclusions dated January 25, 2023 thereon. Our review of these unaudited condensed consolidated financial statements and unaudited condensed standalone financial statements was conducted in accordance with the Standard on Review

Engagements (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India (“ICAI”).

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information, the unaudited condensed consolidated financial statements or the unaudited condensed standalone financial statements of the Trust taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the unaudited condensed consolidated financial statements or the unaudited condensed standalone financial statements, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
  - a) Obtained and read the Trust Deeds pursuant to which the NCDs have been issued.
  - b) With respect to ‘Security cover as per SEBI circular dated May 19, 2022’ included in the attached Statements, we have performed the following procedures:
    - (i) With respect to ‘Annexure I - consolidated security cover computation’ (hereinafter referred to as “Annexure I” to the Statement, we have performed the following procedures:
      - (1) Traced the book values of ‘Secured assets Series IV’ and ‘Secured assets Series VI’ as defined in the Annexure I and as mentioned in Column C of the Annexure I from the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed consolidated financial statements. In relation to calculation of amount specified in Column C of the Annexure I for items ‘Security Series VA’ and ‘Security Series VB’ as defined in the Annexure I and as provided by management in notes (d) and (e) to Annexure I, respectively, we have traced the amounts of ‘Secured Buildings VA’, ‘Secured Buildings VB’ and ‘Manyata Land VA’ to the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed consolidated financial statements and we have not performed any other procedures in relation to such calculation.

- (2) Management has represented to us that the amount required to be mentioned in Column C of the Annexure I in line item Property, Plant and Equipment is the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the subsidiaries of the Trust (that own such assets) as at December 31, 2022 and we understand from management that the said amount is accordingly mentioned by the management in the said line item. We have relied on such management representation in this regard.
- (3) Annexure I has been prepared by the management and we have not performed any procedures in relation to the said Annexure I other than as mentioned in (1) and (2) above.
- ii. With respect to 'Annexure II- standalone security cover computation' (hereinafter referred to as "Annexure II" to the Statement, we have performed the following procedures:
  - (1) Traced the book value of assets as mentioned in Column C and Column F of the Annexure II from the books of accounts and other relevant records and documents maintained by the Trust underlying the unaudited condensed standalone financial statements.
  - (2) Annexure II has been prepared by the management and we have not performed any procedures in relation to the said Annexure II other than as mentioned in (1) above.
- c) With respect to compliance status with financial covenants included in the attached Statement, the management has represented to us that as per terms of the DTDs, the Trust is required to test compliance with financial covenants specified therein only on a half yearly basis i.e. only as at March 31 and September 30 of each financial year. Hence there are no financial covenants to be complied with by the Trust under the DTDs. We have relied on such management representation in this regard. Further, the management has also represented to us that as per the terms of DTD dated March 31, 2022, the Trust is required to comply with the financial covenants mentioned in the said DTD dated March 31, 2022, from March 31, 2023 onwards. Hence, there are no financial covenants to be complied with by the Trust under DTD dated March 31, 2022 as at December 31, 2022.
- d) Performed necessary inquiries with the Management and obtained necessary representations.

## **Conclusion**

- 11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that:
  - a) Book values of assets as mentioned in Column 'C' and Column 'F' of Annexure I to the Statement are not in agreement with the books of account underlying the unaudited condensed consolidated financial statements of the Trust and book values of assets as mentioned in Column 'C' and Column 'F' of Annexure II to the Statement are not in agreement with the books of account underlying the unaudited condensed standalone financial statements of the Trust, as at December 31, 2022.

- b) The Trust is not in compliance with all the financial covenants as mentioned in the Trust Deed as at December 31, 2022.

**Restriction on Use**

12. The Report has been issued at the request of the Trust, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustees and is not to be used or referred to by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

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per Adarsh Ranka  
Partner  
Membership Number: 209567

UDIN: 23209567BGXVWO6898

Place: Bengaluru  
Date: January 25, 2023

**Embassy Office Parks REIT ("the Trust" or "the REIT")**

**Statement showing 'Security Cover and Compliance Status with respect to Financial Covenants' as per SEBI circular dated May 19, 2022**

This statement contains details of maintenance of security cover including compliance status with financial covenants as at and for the quarter ended December 31, 2022 as per requirements of Securities and Exchange Board of India ("SEBI") circular dated May 19, 2022 in relation to 3,000 listed, secured, redeemable and non-convertible Embassy REIT Series IV NCD 2021 debentures having face value of Rs.1 million each amounting to Rs.3,000 million (hereinafter referred to as "2021 NCDs - Series IV"), 20,000 listed, secured, redeemable and non-convertible Embassy REIT Series V NCD 2021 (Series A), debentures having face value of Rs.1 million each amounting to Rs.20,000.00 million (hereinafter referred to as "2021 NCDs - Series VA") and 11,000 listed, secured, redeemable and non-convertible Embassy REIT Series V NCD 2021 (Series B), debentures having face value of Rs.1 million each amounting to Rs.11,000.00 million (hereinafter referred to as "2021 NCDs - Series VB") (hereinafter together referred to as "2021 NCDs - Series V") and 10,000 listed, secured, redeemable and non-convertible Embassy REIT Series VI NCD 2022, debentures having face value of Rs.1 million each amounting to Rs.10,000.00 million (hereinafter referred to as "2022 NCDs - Series VI"). The financial covenants in relation to 2021 NCDs - Series IV have been specified in the Debenture Trust Deed dated September 3, 2021 entered between the Trust and Catalyst Trusteeship Limited ("DTD dated September 3, 2021"). The financial covenants in relation to 2021 NCDs - Series VA have been specified in the Debenture Trust Deed dated October 18, 2021 entered between the Trust and Catalyst Trusteeship Limited ("DTD (Series A) dated October 18, 2021"). The financial covenants in relation to 2021 NCDs - Series VB have been specified in the Debenture Trust Deed dated October 18, 2021 entered between the Trust and Catalyst Trusteeship Limited ("DTD (Series B) dated October 18, 2021"). The financial covenants in relation to 2022 NCDs - Series VI have been specified in the Debenture Trust Deed dated March 31, 2022 entered between the Trust and Catalyst Trusteeship Limited ("DTD dated March 31, 2022").

**a) Security Cover as per SEBI Circular dated May 19, 2022**

The calculation of security cover as specified in SEBI Circular dated May 19, 2022 is enclosed as **Annexure I and Annexure II** to this Statement.

**b) Compliance status with financial covenants:**

The Trust is required to comply with the financial covenants mentioned in para 2.27 of Schedule 5 of DTD dated September 3, 2021 in respect of the 2021 NCDs - Series IV, the financial covenants mentioned in para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 in respect of the 2021 NCDs - Series VA and the financial covenants mentioned in para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021 in respect of the 2021 NCDs - Series VB. As per terms of the DTD dated September 3, 2021 and DTDs dated October 18, 2021, the Trust is required to test compliance with financial covenants specified therein only on a half yearly basis i.e. only as at March 31 and September 30 of each financial year. Hence there are no financial covenants to be complied with by the Trust under DTD dated September 3, 2021 and DTDs dated October 18, 2021.

Further, as per the terms of para 2.27 of Schedule 5 of DTD dated March 31, 2022, the Trust is required to comply with the financial covenants mentioned in the said para 2.27 of Schedule 5 of DTD dated March 31, 2022, from March 31, 2023 onwards. Hence, there are no financial covenants to be complied with by the Trust under DTD dated March 31, 2022 as at December 31, 2022.

We confirm that the aforesaid information is true and correct.

For Embassy Office Parks REIT

**ABHISHEK** Digitally signed by  
ABHISHEK AGRAWAL  
**AGRAWAL** Date: 2023.01.25  
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Authorised Signatory

Place: Bengaluru

Date: January 25, 2023

Embassy Office Parks REIT ("the Trust")  
Annexure I - consolidated security cover computation

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Part-Passu Charge	Part-Passu Charge	Part-Passu Charge	Assets not offered as Security	Eliminated on (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/No	Book Value	Book Value								
Relating to Column F														
<b>ASSETS</b>														
Property, Plant and Equipment (refer note a and note c below)	<b>2021 NCDs - Series IV</b> Commercial Building being Block 9 of Embassy TechVillage (hereinafter referred to as "Secured assets Series IV")	8,252.01	52,820.61			21,834.45	214,237.10		288,892.16	8,252.01	15,364.00	-	-	15,364.00
	<b>2021 NCDs - Series VA</b> Commercial buildings of Blocks F3, F2, G1, G2, G1&G2, G3, D4, E1, M1ur - Green Phase 4 of Embassy Manyata (hereinafter referred to as "Security Series VA")	9,560.64							9,560.64	49,978.25				49,978.25
	<b>2021 NCDs - Series VB</b> Commercial buildings of Blocks L5,B, B2, B2, M1ur - Philips of Embassy Manyata (hereinafter referred to as "Security Series VB")	4,165.08							4,165.08	29,567.16				29,567.16
Capital Work-in-Progress (refer note b below)			2,895.94	-	-	-	4,573.71	-	7,469.65					-
Right of Use Assets				-	-	-	-	-	-					-
Goodwill				-	-	-	64,045.35	-	64,045.35					-
Intangible Assets				-	-	-	12,393.67	-	12,393.67					-
Intangible Assets under Development				-	-	-	-	-	-					-
Investments	<b>2022 NCDs - Series VI</b> - Pledge over investments made by the Trust in debentures of Golflinks Software Park Private Limited - Pledge over investments made by MPPL in Golflinks Software Park Private Limited (Above assets are hereinafter referred to as "Secured assets Series VI")	31,572.76				-	-	-	31,572.76	39,241.07				39,241.07
Loans				-	-	-	-	-	-					-
Inventories				-	-	-	41.09	-	41.09					-
Trade Receivables				-	-	-	644.67	-	644.67					-
Cash and Cash Equivalents				-	-	-	5,197.05	-	5,197.05					-
Bank Balances other than Cash and Cash Equivalents				-	-	-	289.34	-	289.34					-
Others				-	-	-	25,677.16	-	25,677.16					-
<b>Total</b>		<b>83,556.49</b>	<b>55,716.55</b>	<b>-</b>	<b>-</b>	<b>21,834.45</b>	<b>327,099.14</b>	<b>-</b>	<b>458,200.63</b>					
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains	2021 NCDs - Series IV	3,000.00		No		-		(20.22)	2,979.78					
	2021 NCDs - Series VA	20,000.00		No				(81.76)	19,918.24					
	2021 NCDs - Series VB	11,000.00		No				(56.73)	10,943.27					
	2022 NCDs - Series VI	10,000.00		No				(44.15)	9,955.85					
Other debt sharing pari-passu charge with above debt								-	-					
Other Debt			40,830.34	No				-	40,830.34					
Subordinated debt								-	-					
Borrowings								495.75	495.75					
Bank			13,349.50	No		39,826.60			53,176.10					
Debt Securities									-					
Others							248,358.32		248,358.32					
Trade payables							360.96		360.96					
Lease Liabilities							353.77		353.77					
Provisions							20.62		20.62					
Others							70,807.03		70,807.03					
<b>Total</b>		<b>44,000.00</b>	<b>54,179.84</b>			<b>39,826.60</b>	<b>320,397.04</b>	<b>(202.86)</b>	<b>458,200.63</b>					

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Cover on Book Value	2021 NCDs - Series IV	2.75												
	2021 NCDs - Series VA	0.48												
	2021 NCDs - Series VB	0.38												
	2022 NCDs - Series VI	3.16												
Cover on Market Value	2021 NCDs - Series IV	5.17												
	2021 NCDs - Series VA	2.50												
	2021 NCDs - Series VB	2.09												
	2022 NCDs - Series VI	3.92												
		Exclusive Security Cover Ratio	1.22			Pari-Passu Security Cover Ratio	-				-			

Notes:  
a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property  
b. Amounts shown in line item Capital Work-in-Progress in the above table include amounts pertaining to Investment Property Under Development  
c. Amount shown in Column C of the above table in line item Property, Plant and Equipment represents the carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the books of account maintained by the subsidiaries of the Trust (that own such assets) as at December 31, 2022. Amount shown in Column H of the above table for line item Property, Plant and Equipment represents the difference between carrying amount of Property, Plant and Equipment and Investment Property items (provided as security) as per the Unaudited Condensed Consolidated Financial Statements of the Trust as at December 31, 2022 and the amount shown for such assets in Column C in the line item Property, Plant and Equipment.

d. Amount shown in column C for Security Series VA is calculated as below:

Particulars	Amount
Book value of Buildings pertaining to Blocks F3, F2, G1, G2, G1& G2, G3, D4, E1, Mfar - Green Phase 4 of Embassy Manyata (hereinafter referred to as "Secured Buildings VA")	9,243.55
Book value of Land pertaining to commercial buildings in project Embassy Manyata (hereinafter referred to as "Manyata Land VA")	1,121.69
Less: Book value of land (other than land pertaining to Blocks F3, F2, G1, G2, G1& G2, G3, D4, E1, Mfar - Green Phase 4 of Embassy Manyata)	(804.61)
Amount shown in column C for line item Security Series VA	9,560.64

e. Amount shown in column C for Security Series VB is calculated as below:

Particulars	Amount
Book value of Buildings pertaining to Blocks L5, B, E2, H2, Mfar - Philips of Embassy Manyata (hereinafter referred to as "Secured Buildings VB")	4,095.38
Book value of Land pertaining to commercial buildings in project Embassy Manyata (hereinafter referred to as "Manyata Land VA")	1,121.69
Less: Book value of land (other than land pertaining to Blocks L5, B, E2, H2, Mfar - Philips of Embassy Manyata)	(962.06)
Amount shown in column C for line item Security Series VB	4,165.08

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Annexure II - standalone security cover computation

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Park- Passn Charge	Park- Passn Charge	Park- Passn Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debit for which this certificate being issued	Other Secured Debt	Debit for which this certificate being issued	Assets shared by part passn debt holder (Includes debt for which this certificate is issued & other debt with part-passn charge)	Other assets on which there is part-Passn charge (excluding items covered in column F)	Debit amount considered more than once (due to exclusive gives part passn charge)			Market Value for Assets charged on Exclusive basis	Carrying /Book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg Bank Balance, DSRA market value is not applicable)	Market Value for Part passn charge Assets	Carrying value/book value for part passn charge assets where market value is not ascertainable or applicable (For Eg Bank Balance, DSRA market value is not applicable)	Total Value=(K+L+M+N)
		Book Value	Book Value	Yr's No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment (refer note a below)					-	-	-	-	-					
Capital Work-in Progress (refer note b below)					-	-	-	-	-					
Right of Use Assets					-	-	-	-	-					
Goodwill					-	-	-	-	-					
Intangible Assets					-	-	-	-	-					
Intangible Assets under Development					-	-	-	-	-					
Investments														
	2021 NC'Ds -Series IV: Investments made by the Trust in equity shares of Satia Infrastructure Private Limited.	6,87,902			-	-	56,346.96	-	352,988.23	6,87,902	143,52,110			143,52,110
	2021 NC'Ds -Series V(A): Investments made by the Trust in equity shares of Marapata Pconotes Private Limited.				99,475.27				99,475.27		160,547.41			160,547.41
	2021 NC'Ds - Series VI(B): Investments made by the Trust in equity shares of Marapata Pconotes Private Limited.				99,475.27			(99,475.27)	-		160,547.41			160,547.41
	2022 NC'Ds -Series VII: Investment in debentures issued by Getlinkin Software Park Private Limited to the Trust.	8,457.83							8,457.83		8,457.83			8,457.83
Loans														
	2021 NC'Ds - Series IV: (Unsecured loan given by the Trust to Satia Infrastructure Private Limited).	3,756.05		28,682.31		-	34,318.76	-	63,661.07		3,756.05			3,756.05
	2021 NC'Ds -Series V(A): (Unsecured loan given by the Trust to Marapata Pconotes Private Limited).				18,551.61				18,551.61			18,551.61		18,551.61
	2021 NC'Ds -Series VI(B): (Unsecured loan given by the Trust to Marapata Pconotes Private Limited).				18,551.61			(18,551.61)	-			18,551.61		18,551.61
Intoxicants					-	-	-	-	-					
Trade Receivables					-	-	-	-	-					
Cash and Cash Equivalents					-	-	4,788.50	-	4,788.50					
Bank Balances other than Cash and Cash Equivalents					-	-	-	-	-					
Others					-	-	-	-	-					
Total		19,083.90	185,319.58	-	236,053.76	-	95,660.68	(118,026.88)	338,618.84					
LIABILITIES														
Debt securities to which this certificate pertains	2021 NC'Ds + Series IV	3,000.00		No		-		(20.22)	2,979.78					
	2021 NC'Ds + Series V(A)			Yes	20,000.00			(81.76)	19,918.24					
	2021 NC'Ds + Series VI(B)			Yes	13,000.00			(56.75)	10,943.25					
	2022 NC'Ds + Series VII	10,000.00		No				(44.15)	9,955.85					
Other debt sharing part-passn charge with above debt							-	-	-					
Other Debt				No			-	-	40,830.34					
Subordinated debt							-	-	-					
Hoverings							-	-	-					
Bond							-	-	-					
Data Securities							-	-	-					
Costs									253,172.26					
Trade payables							9.43		9.43					
Other Liabilities							1.34		1.34					
Provisions									200.43					
Others									200.43					
Total		13,000.00	40,830.34		31,000.00		211.10	(202.86)	338,618.84					
Cover on Book Value		3.54												
	2021 NC'Ds - Series IV													
	2021 NC'Ds - Series V (Series A)				2.78									
	2021 NC'Ds - Series V (Series B)				2.76									
Cover on Market Value		0.85												
	2021 NC'Ds - Series IV													
	2021 NC'Ds - Series V (Series A)				4.00									
	2021 NC'Ds - Series V (Series B)				4.00									
	2022 NC'Ds - Series VI	0.85												
		Exclusive Security Cover Ratio	1.47		Park-Passn Security Cover Ratio	2.70				-				

Notes:

a. Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property

b. Amounts shown in line item Capital Work-in-Progress in the above table include amounts pertaining to Investment Property Under Development

ABHISHEK  
AGRAWAL