



January 25, 2023

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

Kind Attn: Ms. Mangalagowri Bhat

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, 2022.

Embassy Office Parks Management Services Private Limited, acting in the capacity of Manager to **Embassy Office Parks REIT (“Embassy 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 it has complied with the REIT Regulations and specifically, the provisions of Regulations 10, 18, 19 and 20 of the REIT Regulations for the quarter ended December 31, 2022.

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**”) **Embassy Office Parks Management Services Private Limited**, is submitting the Report for the quarter ended on December 31, 2022, containing the following details:

<u>Sr. No.</u>	<u>Requirement</u>	<u>Compliance</u>
1.	Copy of Financial Information and Additional Disclosures submitted as per SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 for Continuous disclosures and compliances by REITs	The Unaudited Condensed Standalone Financial Results and Unaudited Condensed Consolidated Financial Results of Embassy REIT for the quarter and nine months ended December 31, 2022 are attached herewith as a part of the Outcome of the meeting as Annexure - 1 .
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 during the period October 01, 2022 to December 31, 2022 are collectively enclosed as Annexure - 2 .
3.	Details of any deviations/ variations in the use of proceeds from the object stated in the offer document/ placement memorandum and the actual utilization of	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

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	funds as per SEBI Circular CIR/IMD/DF/146/2016 dated December 29, 2016	wish to inform you that the proceeds of the institutional placement of units of Embassy REIT have been fully utilized in line with the objectives as stated in the Placement Document dated December 21, 2020.
4.	Details of Investor complaints received/disposed of during the quarter or pending at the end of quarter and the reasons thereof as per SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 for Continuous disclosures and compliances by REITs along with relevant documents / communication.	Statement of Investor Complaints for the quarter ended December 31, 2022, is enclosed as Annexure - 3 .
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 along with relevant documents.	Details of all related party transactions between the Manager and its associates along with a confirmation from a Practicing Chartered Accountant that the same were undertaken on arm's length basis are enclosed as Annexure - 4 .
6.	Details of funds received by REIT and payments made	The details of funds received, and payments made by Embassy REIT are enclosed as Annexure - 5 .
7.	Status of development of under construction projects (if any)	The status of the development of under-construction properties is enclosed as Annexure - 6 .
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 for the quarter ended December 31, 2022, as approved by the Board of Directors at its meeting held on January 25, 2023, is attached herewith as Annexure - 7 .
9.	Whether any assets/projects have been acquired/sold/developed during the quarter. If yes, details to be provided	Nil
10.	Copy of the Manager Compliance Report	Manager's Compliance Report is enclosed as

	as per Regulation 9(3) of SEBI (Real Estate Investment Trusts) Regulations, 2014	Annexure - 8.
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, signed by the Interim Chief Financial Officer, along with a certificate from the Registrar and Transfer agent is enclosed as Annexure - 9.
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 the Interim Chief Financial Officer of the Manager to the Embassy REIT is enclosed as Annexure - 10.
14.	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 change exceeding 2% of the total outstanding units of REIT. (Format of unitholder pattern as per Circular SEBI/HO/DDHS/DDHS/CIR/P/2020/4 3 dated March 23, 2020)	NA Unitholding Pattern was filed with the stock exchanges within 21 days from the end of each quarter. Unitholding Pattern for the quarter ended December 31, 2022, is enclosed as Annexure - 11. NA
15.	Minimum Public shareholding maintained (SEBI has notified on November 9, 2022 on	Embassy REIT was listed on April 01, 2019. Since three years have elapsed since listing, the requirement of minimum holding of REIT



	Amendment made to regulation 11(3), reducing the sponsor(s) and sponsor group(s) minimum holding of REIT units, on a post-issue basis, from 25 % to 15% to be held for period of 3 years.)	units under regulation 11(3) is not applicable. However, the aggregate holding of both sponsor and sponsor group is as on December 31, 2022, is 35.77%.
15.	Whether Rights Issue, Preferential Issue and Institutional Placements of units made during the quarter?	Nil
16.	Whether any encumbrance has been created on the units of REIT during the quarter? If yes, provide details of encumbrance created and submissions made to the manager/stock exchange in that respect. (SEBI has issued circular, SEBI/HO/DDHS/DDHS/CIR/P/2020/44 dated March 23, 2020)	The details of encumbrances created on the units of Embassy REIT during the quarter is attached as Annexure - 12 .
17.	Copy of Investor Grievance Report submitted to the stock exchange as per SEBI Circular No. CIR/IMD/DF/146/2016 dated 29th December, 2016	Please refer to Annexure - 3 .

Thanking you.

Yours sincerely,

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

Namitha Kutnikar
Compliance Officer
A68258

Encl: as above.