

January 30, 2025

To,
Catalyst Trusteeship Limited
Unit No- 901, 9th Floor, Tower – B,
Peninsula Business Park, Senapati Bapat Marg,
Lower Parel (W), Mumbai - 400013

Dear Sir / Madam,

Sub: Listed NCD - Statutory Compliance Report for the Quarter ended on Dec 31, 2024 Series IV Non-Convertible Debentures (ISIN: INE041007068) and, Embassy REIT Series V Tranche B Non-Convertible Debentures 2021 (ISIN: INE041007084) and Embassy REIT Series VI Non-Convertible Debentures 2022 (ISIN: INE041007092) Embassy REIT Series VII Non-Convertible Debentures 2023 (ISIN : INE041007100) Embassy REIT Series VIII Non-Convertible Debentures 2023 (ISIN : INE041007118) Embassy REIT Series IX Non-Convertible Debentures 2023 (ISIN : INE041007126) Embassy REIT Series X Non-Convertible Debentures 2024 (ISIN : INE041007134 and Embassy REIT Series XI Non-Convertible Debentures 2024 (ISIN : INE041007142 and Embassy REIT Series XII Non-Convertible Debentures 2024 (ISIN : INE041007159).

We refer to the various disclosure requirements provided under Debenture Trust Deed entered into between us and Catalyst Trusteeship Limited (“Catalyst”). We also refer to the applicable provisions of ‘SEBI (Issue and Listing of Non-convertible Securities) 2021’, ‘SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ‘SEBI (Debenture Trustee) Regulations 1993’, as amended from time to time. In compliance with the same kindly note the information as set out below:

Part I. Information to Debenture Trustee:

1. Updated list of the names and addresses of the Debenture Holders (*as recorded in the Beneficiary Position statement i.e. “BENPOS”*) separately under each CL/ ISIN;

Embassy REIT Remarks: List of Debenture Holders as on December 31, 2024, is attached as Annexure I.

2. Details of interest and principal due but unpaid and reasons thereof, duly signed by key managerial personnel viz., Managing Director/ Whole Time Director/CEO/CS/CFO of the Company. **Annexure A**

Embassy REIT Remarks: The above-mentioned details are updated in Annexure A and certified by the Head – Company Secretary and Compliance Officer. Kindly note that all interest and principal due during the quarter have been paid and there is no unpaid interest / principal.

3. The number and nature of grievances, received from the debenture holders and (a) number of grievances resolved by the Company (b) grievances unresolved by the Company and the reasons for the same.

Annexure B

Embassy REIT Remarks: The above-mentioned details are updated in Annexure B

4. Security Cover Certificate from Statutory Auditor: A Quarterly Certificate regarding maintenance of hundred percent of security as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, along with the financial results, in the manner and format as specified by the Board (Format as per SEBI master circular dated 16.05.2024 (earlier March 31, 2023))

Embassy REIT Remarks: The Security Cover Certificate as on December 31, 2024, is attached as Annexure II

5. The listed entity shall furnish compliance status with respect to all Covenants outlined in the Offer Document/Information Memorandum/Debenture Trust Deed for the listed non-convertible debt securities by the Statutory Auditor as per SEBI Master Circular for Debenture Trustee dated 16.05.2024 (earlier March 31, 2023)

Embassy REIT Remarks: The compliance status for each covenant under each NCD will be updated in NSDL issuer portal. Further, as per the Information Memorandum / Key Information, monitoring of covenants is required on a half yearly basis. Hence, this is not applicable for Q3.

6. A copy of the financial results submitted to stock exchanges shall also be provided to Debenture Trustees on the same day the information is submitted to stock exchanges as per **Regulation 52 (1) of SEBI (LODR) Regulation, 2015** and financial results submitted to stock exchanges shall disclose items as per **Regulation 52 (1) of SEBI (LODR) Regulation, 2015**

Embassy REIT Remarks: Financial Results of Embassy REIT for the quarter and nine months ended December 31, 2024 is attached as Annexure III

7. Details of Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014 (in case not applicable, please mentioned reason for the same) **Annexure C**

Embassy REIT Remarks: Please note that Companies Act 2013, is not applicable to Embassy REIT

8. Details of Recovery Expense Fund: (If in case not applicable, please mention reason for the same) **Annexure C**

Embassy REIT Remarks: Requisite details are updated in Annexure C

9. Details of Accounts/ funds to be maintained in case of Municipal Debt Securities (If applicable) **Annexure C**

Embassy REIT Remarks: Not applicable, since Embassy REIT has not issued any municipal debt securities.

10. Utilization of issue proceeds of non-convertible securities

- 1) Copy of statement indicating the utilization of issue proceeds of non-convertible securities, which shall be continued to be given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved, to be submitted to the stock exchange along with the quarterly financial results. **(As per Regulation 52(7) of SEBI (LODR) Regulation, 2015).**

Embassy REIT Remarks: Please refer to the disclosure under Regulation 52(7) submitted as a part of the financial results for the quarter and nine months ended December 31, 2024.

- 2) A report from the lead bank regarding progress of the project; **(If applicable)**

Embassy REIT Remarks: Not applicable

- 3) A certificate from the Company's Statutory Auditor (annual). (In case not applicable reason may be mentioned)

a) In respect of utilization of funds during the implementation period of the project and

b) In the case of debentures issued for financing working capital, at the end of each accounting year.

Embassy REIT Remarks: Not applicable, since Embassy REIT has not issued NCDs for the above-mentioned purposes.

11. In case of any material deviation in the use of proceeds as compared to the objects of the issue, the same shall be indicated in the format as specified by the Board; **Annexure D**

Embassy REIT Remarks: Not applicable since there was no deviation in the use of proceeds

12. Details of any significant change in composition of Board of Directors, if any, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time), Changes if any to be disclosed along with copies of intimation made to the stock exchanges; **Annexure D**

Embassy REIT Remarks: There was no change in the composition of the Board of Directors of Embassy Office Parks Management Services Private Limited, Manager to Embassy REIT, for the quarter ended December 31, 2024.

13. Details of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company;

Embassy REIT Remarks: To the best of my knowledge, as on date, there is no such event proposed.

14. Details of change, if any, in the nature and conduct of the business by the Company;

Embassy REIT Remarks: No such instance

15. Proposals, if any placed before the Board of Directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any;

Embassy REIT Remarks: No such instance

16. Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any;

Embassy REIT Remarks: No such event

17. Compliance of all covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof, **Annexure D**

Embassy REIT Remarks: Complied

18. A statement confirming that there are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures

Embassy REIT Remarks: We confirm that there are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures

19. Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter, if any; **Annexure D**

Embassy REIT Remarks: No such instance

20. Details of requisite / pending (if any) information / documents indicated as conditions precedent/subsequent in debenture document/s in respect of your NCD- **Annexure D**

Embassy REIT Remarks: No such instance

21. A Certificate confirming that the properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees; (wherever applicable copy of the Insurance Policies duly endorsed in favour of the Debenture Trustee as 'Loss Payee'), (If applicable); **Annexure D**

Embassy REIT Remarks: Please refer to this confirmation in Annexure D

22. Change in Credit rating for each ISIN, if any - **Annexure D**

Embassy REIT Remarks: No such instance

23. A statement confirming that Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time; **Annexure D**

Embassy REIT Remarks: Please note that Companies Act 2013 is not applicable to Embassy REIT. Further, we confirm that the applicable provisions of the Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time have been complied for the quarter ended December 31, 2024.

24. If there is any change in the provided bank details same are required to be shared within 1 working day as specified in the SEBI Operational circular dated 10.08.2021 bearing reference no SEBI/HO/DDHS/PoD1/P/CIR/2023/119. (If same is not provided please share at earliest). **Annexure D**

Embassy REIT Remarks: No such instance

25. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 27; **Annexure D**

Embassy REIT Remarks: Embassy REIT has complied with the Regulations 16 to 27 of the SEBI LODR Regulations, to extent applicable as specified in Regulation 26A of the SEBI REIT Regulations.

26. The listed entity shall submit the following to the stock exchange and to the Debenture Trustee and also publish the same on Companies website: **(For applicable Quarter)**

- a) A copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the date of commencement of dispatch to its shareholders; and
- b) In the event of any changes to the annual report, the revised copy along with the details and explanation for the changes not later than 48 hours after the annual general meeting

Embassy REIT Remarks: Not applicable for the quarter ended December 31, 2024

27. Copy of Amended Articles of Associations (AOA) of Company, wherever applicable shall be submitted in terms of Regulation 18(6A) of SEBI (Issue and listing of non-convertible securities) Regulations, 2021 amended on February 02, 2023 w.r.t. Appointment of Nominee Director.

Embassy REIT Remarks: Not applicable for the quarter ended December 31, 2024

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

Vinitha Menon
Head - Company Secretary and Compliance Officer
A25036

Part II Confirmation about the Information to be submitted to the Debenture holders (Regulation 58)

1. The Listed entity shall send the following documents:
 - a) Soft copies of the full annual reports to all the holders of non-convertible securities who have registered their email address(es) either with the listed entity or with any depository.
 - b) Hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not so registered.
 - c) Hard copies of full annual reports to those holders of non-convertible securities who request the same

Embassy REIT remarks: Point a and b are not applicable for the quarter ended December 31, 2024. Further, Embassy REIT sends the annual report to those holders of non-convertible securities who request the same

2. The listed entity shall send the notice of all meetings of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting.

Embassy REIT remarks: Not applicable for the quarter ended December 31, 2024

3. The listed entity shall send proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution.

Embassy REIT remarks: Not applicable for the quarter ended December 31, 2024

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

Vinitha Menon
Head - Company Secretary and Compliance Officer
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Part III Issuers having listed secured debentures shall submit below mentioned reports/ certificates wherever applicable for onward submission of the same by debenture trustee to stock exchanges as per (SEBI Master Circular for Debenture Trustees Dated 16.05.2024 (earlier March 31, 2023):

#	Compliances	Frequency	Due Date	Embassy REIT remarks
1	Security cover certificate(Issuer to share required information/documents with empaneled CA to enable them to prepare Security Cover Certificate).	Quarterly Within 75 days from quarter end	Mar 16, 2025	Will be submitted within the prescribed due date
2	A statement of value of pledged securities. (Where shares pledged are unlisted issuer shall engage with empaneled valuer for preparation of valuation report)	Quarterly Within 75 days from quarter end	Mar 16, 2025	
3	A statement of value for Debt Service Reserve Account or any other form of security offered			
4	Net worth certificate of guarantor.(in case debt securities are secured by way of personal guarantee).	Half yearly basis within 75 days from end of each half-year.	Mar 16, 2025	

Annexure A

Details of Interest/Principal Payment for the Quarter ended on 31-12-2024 (01-10-2024 To 31-12-2024)

ISIN No	Issue size (in ₹ crores)	Due Type (Interest & Principal)	Due date of redemption and/or interest (Falling in the quarter)	Amount Due (in ₹)	Unpaid, reasons if not paid
INE041007068	300	Interest	31-12-2024	5,12,78,689	Not Applicable
INE041007084	1100	Interest	31-12-2024	19,54,68,493	Not Applicable
INE041007092	1000	Interest	31-12-2024	18,47,54,098	Not Applicable
INE041007100	1050	Interest	31-12-2024	20,50,77,049	Not Applicable
INE041007118	500	Interest	31-12-2024	10,18,03,279	Not Applicable
INE041007126	500	Interest	31-12-2024	10,09,23,497	Not Applicable
INE041007134	1000	Interest	31-12-2024	20,59,28,767	Not Applicable
INE041007142	900	Interest	31-12-2024	18,84,23,014	Not Applicable
INE041007076	2,000	Interest	18-10-2024	6,16,43,836	Not Applicable
INE041007076	2,000	Principal	18-10-2024	20,00,00,00,000	Not Applicable

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

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Annexure B

Details of Complaints for the Quarter ended on 31-12-2024 (01-10-2024 To 31-12-2024)

A) Status of Investor Grievance:

No. of Complaints received during the quarter	No. of Complaints resolved during the quarter	No. of Complaints pending at the end of reporting quarter
Nil	Nil	Nil
Nil	Nil	Nil

B) Details of complaints pending for more than 30 days:

No. of Complaints pending for more than 30 days	Nature of complaints			Steps taken for redressal	Status of complaint (if redressed, date of redressal)
	Delay in payment of interest	Delay in payment of redemption	Any other		
Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil

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

Vinitha Menon
Head - Company Secretary and Compliance Officer
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Annexure C

- A. Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014

Embassy REIT remarks: Please note that Companies Act 2013 is not applicable to Embassy REIT

- B. Details of Debenture Reserve Fund (DRF) for debentures maturing during 24-25: (If applicable) Rs. (In Cr.)

Embassy REIT remarks: Please note that Companies Act 2013 is not applicable to Embassy REIT

- C. Details of Recovery expense fund

Embassy REIT remarks: Please refer to the details set out below

Details of Recovery Expense Fund.						
Sr. No.	Name of the Listed Entity (including ISINs)	Issue Type (public/ Privately placed)	Issue Size (in ₹ crores)	Size/Value of recovery fund maintained	Any addition in the recovery Expense fund during the quarter	Details of usage of the funds, if any, during the quarter
1.	Embassy office parks REIT INE041007068 (Series IV)	Privately Placed	300	25,00,000	NA	NA
2.	Embassy office parks REIT INE041007084 (Series V Tranche B)	Privately Placed	1,100		NA	NA
3.	Embassy office parks REIT INE041007092 (Series VI)	Privately Placed	1,000		NA	NA
4.	Embassy office parks REIT INE041007100 (Series VII)	Privately Placed	1,050		NA	NA
5.	Embassy office parks REIT INE041007118 (Series VIII)	Privately Placed	500		NA	NA
6.	Embassy office parks REIT INE041007126 (Series IX)	Privately Placed	500		NA	NA
7.	Embassy office parks REIT INE041007134 (Series X)	Privately Placed	1000		NA	NA

8.	Embassy office parks REIT INE041007142 (Series XI)	Privately Placed	900		NA	NA
9.	Embassy office parks REIT INE041007159 (Series XII)	Privately Placed	1000		NA	NA

D. Accounts/ funds to be maintained in case of Municipal Debt Securities (If applicable)

Embassy REIT remarks: Not Applicable, Embassy REIT has not issued Municipal Debt Securities

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

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Annexure D

Embassy Office Parks REIT hereby declares the following as on December 31, 2024:

1. Interest and Principal due on debentures in respect of Series IV, Series V Tranche B, Series VI, Series VII, Series VIII, Series IX, Series X and Series XI has been paid on December 27, 2024 which is within the due date i.e December 31, 2024 to those debenture holders who have held the debentures as on record date i.e. December 16, 2024;
2. There was no change in credit rating of the issues since the date of issuance of captioned NCDs;
3. There is no material deviation in the use of proceeds as compared to the objects of the issue
4. There was no change in the Directors of Embassy Office Parks Management Services Private Limited, Manager to Embassy REIT;
5. The properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees - The Insurance policy in respect of Series IV, Series V Tranche B, Series VI NCDs Series VII NCDs, Series VIII NCDs, Series IX NCDs, Series X NCDs and Series XI NCDs are in the name of Catalyst Trustee Limited. In respect of Series XII NCDs, the endorsement of the insurance in the name of catalyst is in progress it will be shared shortly
6. All requisite information / documents indicated as per conditions precedent/subsequent in debenture documents in respect of NCD are submitted from time to time;
7. There are no events or information or happenings which may have a bearing on the performance/operation of Embassy REIT, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures;
8. Embassy REIT has submitted the pre-authorization as per SEBI Circular on Operational framework for transactions in defaulted debt securities dated 23.06.2020 and if there is any change in the provided bank details same will be shared within 1 day;
9. Embassy REIT has complied with the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time as applicable;
10. Embassy REIT has complied with all covenants of the all issues;
11. There are no Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of Key managerial personnel or Promoter;
12. Embassy REIT has complied with para 2.2 of the SEBI circular dated 12.11.2020, for all existing debt securities, listed entities and trustees are required to enter into supplemental/amended debenture trust deed incorporating the changes in the debenture trust deed;
13. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 27 - Embassy REIT has complied with the Regulations 16 to 27 of the SEBI LODR Regulations, to extent applicable as specified in Regulation 26A of the SEBI REIT Regulations
14. A functional website containing, amongst others, email address for grievance redressal and other relevant details and name of the debenture trustees with full contact details is maintained by Embassy REIT;

15. Embassy REIT is in compliance with provisions of Security and Covenant Monitoring System as per Chapter III of SEBI Operational circular dated May 16, 2024, wherever applicable; and
16. Embassy REIT has complied with Regulation 18(6A) of SEBI (Issue and listing of non-convertible securities) Regulations, 2021, as amended, w.r.t. amendment of the debenture trust deed for enabling a provision for appointment of a nominee director for all existing debt securities by entering in to supplemental/amended debenture trust deed incorporating the changes in the debenture trust deed and amending Articles of Associations of the Company.
17. Embassy REIT has mapped/assigned its listed ISINs to debenture trustees to facilitate the submission of various disclosures related to listed debt securities (NCDs), which will be published on the Exchange website

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

Vinitha Menon
Head - Company Secretary and Compliance Officer
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