



5TH ANNUAL MEETING OF EMBASSY OFFICE PARKS REIT





EMBASSY OFFICE PARKS REIT

(A Real Estate Investment Trust registered with the Securities and Exchange Board of India with registration no. IN/REIT/17-18/0001)

Principal Place of Business: Royal Oaks, Embassy Golflinks Business Park, Off Intermediate Ring Road, Bengaluru 560 071, Karnataka, India.

Tel #: + 91 80 4722 2222

Compliance Officer: Ms. Vinitha Menon

E-mail: compliance@embassyofficeparks.com; Website: www.embassyofficeparks.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL MEETING (“AM”) OF THE UNITHOLDERS OF EMBASSY OFFICE PARKS REIT (“EMBASSY REIT”) WILL BE HELD ON WEDNESDAY, JULY 12, 2023, AT 0930 HRS IST AT GRAND BALLROOM - 1, HILTON CONVENTION CENTRE, EMBASSY MANYATA BUSINESS PARK, HEBBAL, OUTER RING ROAD, NAGAWARA, BENGALURU 560 045, KARNATAKA, INDIA, TO TRANSACT THE FOLLOWING BUSINESS. UNITHOLDERS MAY ALSO PARTICIPATE THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).

ORDINARY BUSINESS

ITEM NO. 1: TO CONSIDER, APPROVE AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF EMBASSY REIT AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND THE REPORT ON PERFORMANCE OF EMBASSY REIT.

To consider and if thought fit, pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(i) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force and recommendation of the Board of Directors of Embassy Office Parks Management Services Private Limited (**“Manager”**), the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Embassy Office Parks REIT (**“Embassy REIT”**) as at and for the Financial Year ended March 31, 2023, together with the Report of the Auditors and the report on the performance of Embassy REIT, be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Manager, Chief Executive Officer, Interim Chief Financial Officer and Company Secretary and Compliance Officer of the Manager be and are hereby severally authorized on behalf of Embassy REIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolution, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Embassy REIT, as it may deem fit.”

ITEM NO. 2: TO CONSIDER, APPROVE AND ADOPT THE VALUATION REPORT ISSUED BY IVAS PARTNERS, REPRESENTED BY MR. MANISH GUPTA, PARTNER, INDEPENDENT VALUER FOR THE VALUATION OF EMBASSY REIT’S PORTFOLIO AS AT MARCH 31, 2023.

To consider and if thought fit, pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(iii) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to Regulation 21 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force and recommendation of the Board of Directors of Embassy Office Parks Management Services Private Limited (**“Manager”**), the Valuation Report of Embassy Office Parks REIT (**“Embassy REIT”**) issued by iVAS Partners represented by Mr. Manish Gupta, Partner, with the value assessment services provided by CBRE South Asia Private Limited, for the valuation of Embassy REIT’s portfolio as at March 31, 2023, be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Manager, Chief Executive Officer, Interim

Chief Financial Officer and Company Secretary and Compliance Officer of the Manager be and are hereby severally authorized on behalf of Embassy REIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolution, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Embassy REIT, as it may deem fit.”

ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER AND VALUE ASSESSMENT SERVICE PROVIDER FOR THE FINANCIAL YEARS 2023-24 TO 2026-27.

To consider and if thought fit, pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(iv) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** pursuant to Regulations 10(5), 12, 22(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“**REIT Regulations**”), and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force and recommendation of the Board of Directors of Embassy Office Parks Management Services Private Limited (“**Manager**”), the Unitholders hereby approve the appointment of Ms. L Anuradha, MRICS, Registered Valuer with registration number IBBI/RV/02/2022/14979 as the Independent Valuer of Embassy Office Parks REIT (“**Embassy REIT**”) in terms of the REIT Regulations for the Financial Years 2023-24, 2024-25, 2025-26 and 2026-27 on such terms and conditions, including fees, as may be mutually decided between Ms. L Anuradha, MRICS, and the Board of Directors of the Manager.

RESOLVED FURTHER THAT pursuant to Regulations 10(5), 12, 22(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force and recommendation of the Board of Directors of the Manager, the Unitholders hereby approve the appointment of Cushman & Wakefield (India) Private Limited as the value assessment services provider of Embassy REIT for the Financial Years 2023-24, 2024-25, 2025-26 and 2026-27 on such terms and conditions, including fees, as may be mutually decided between Cushman & Wakefield (India) Private Limited and the Board of Directors of the Manager.

RESOLVED FURTHER THAT the Board of Directors of the Manager, Chief Executive Officer, Interim Chief Financial Officer and Company Secretary and Compliance Officer of the Manager be and are hereby severally authorized on behalf of Embassy REIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolutions, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Embassy REIT, as it may deem fit.”

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

Sd/-
Vinitha Menon
Company Secretary and Compliance Officer
A25036

Place: Bengaluru
Date: June 14, 2023

NOTES:

1. Pursuant to the SEBI Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/13 dated January 12, 2023 (“**Circular**”), REITs are allowed to hold the AM through OAVM, without the physical presence of Unitholders at a common venue. In order to enable the unitholders to avail the benefit of physical participation, the Company shall be conducting the meeting through physical presence at the venue of the AM and also through Video Conferencing Mode (“**VC**”) / Other Audio-Visual Mode (“**OAVM**”) enabling two-way video-conferencing in compliance with the Circular. Remote e-voting facility shall also be provided prior to the physical meeting and on the day of the meeting for Unitholders to vote electronically.
2. Unitholders (such as companies or body corporates) are entitled to appoint authorised representatives to attend the AM through VC/OAVM or in person and participate there at and cast their votes through e-voting. Proxy forms can be submitted in case of physical attendance but the same shall not be applicable in case of participating by electronic means.
3. Explanatory statement setting out material facts, relating to businesses to be transacted at the AM is provided under **Annexure A**.
4. With regard to Item No.1 of this Notice, the Unitholders are requested to download the Annual Audited Standalone and Consolidated Financial Statements of Embassy REIT (prepared under Indian Accounting Standard “**Ind AS**”) as at and for the Financial Year ended March 31, 2023 and the reports of the Auditors thereon, from the website of Embassy REIT using the link <https://www.embassyofficeparks.com/investors/financial-results/> or may write to Embassy Office Parks Management Services Private Limited (“**Manager**”) of Embassy REIT at the email id: secretarial@embassyofficeparks.com for the electronic copy of the aforementioned financial statements.
5. The Valuation Report dated June 09, 2023 issued by iVAS Partners represented by Mr. Manish Gupta, Partner, independent valuer of Embassy REIT, with value assessment services provided by CBRE South Asia Private Limited, for the valuation of the portfolio as at March 31, 2023 is available on the Investor Relations page of Embassy REIT’s website at <https://www.embassyofficeparks.com/investors/regulatory-filings/>
6. Relevant documents referred to in the accompanying Notice, are open for inspection by the Unitholders, by sending a request to secretarial@embassyofficeparks.com, with the following details: name and demat account number. The Unitholders can also request copies of the same by sending a request to Embassy REIT at - Vinitha Menon, WeWork Unit No:106, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru - 560032, Karnataka, on all working days (i.e., all days except Saturdays, Sundays and public holidays) between 11.00 A.M. and 5.00 P.M. up to the date of the AM i.e July 12, 2023 accompanying the necessary details mentioned above. The relevant documents will also be available for inspection by the Unitholders at the AM.
7. Further, pursuant to the SEBI Circulars, the Notice of the AM along with the Annual Report for FY 2022-23 is being sent in electronic form only to those Unitholders whose email addresses are registered with the Registrar and Share Transfer Agent of Embassy REIT / Depositories. The Notice calling the Fifth AM has been uploaded on the website of Embassy REIT at <https://www.embassyofficeparks.com/investors/regulatory-filings/> The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (“**BSE**”) and The National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com respectively and the AM Notice is also available on the website of National Securities Depository Limited (“**NSDL**”) (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>
8. The Manager, on behalf of Embassy REIT, has engaged the services of NSDL for the purpose of providing remote e-voting facility to the Unitholders. The Unitholders as on the cut-off date, **Wednesday, July 05, 2023 (“the Cut-Off Date”)** can exercise their right to vote by electronic voting systems from a place other than venue of the AM (“**remote e-voting**”) on any or all of the items of business specified in the Notice. The remote e-voting period commences at **0900 Hrs IST on Saturday, July 08, 2023** and ends at **1700 Hrs IST on Tuesday, July 11, 2023**. The e-voting facility shall also be provided on the day of the meeting for Unitholders who have not cast their vote through Remote e-Voting. Details of the process and manner of Remote e-Voting along with the User ID and Password is provided under **Annexure B**.
9. Any person who acquires Units of Embassy REIT and becomes a Unitholder of Embassy REIT after the dispatch of the Notice, and holds Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in or contact KFin Technologies Limited (“**KFintech**”) at +91 40 79615205.
10. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently and the remote e-Voting module shall be disabled by NSDL for voting thereafter.
11. Unitholders on the day of the AM shall login through their User ID and password on the e-Voting website of NSDL. The link shall be available in the Unitholder login where the EVEN of Embassy REIT **124111** will be displayed. On clicking the link, the Member will be able to view the webcasting of the

AM Proceedings. The VC facility will be available on July 12, 2023 from 0930 Hrs IST onwards till the conclusion of the AM.

12. The Unitholders will be able to view the proceedings of AM on NSDL's e-Voting website <https://www.evoting.nsdl.com>. The facility of participation at the AM through VC/OAVM will be made available to at least 1,500 unitholders on first come first served basis.
13. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Transfer Agent, KFin Technologies Limited (Unit: Embassy Office Parks REIT), Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500032, Telangana, India .
14. SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
15. The results of the voting along with Scrutiniser's Report(s) will be available on the website of Embassy REIT (<https://www.embassyofficeparks.com/investors/regulatory-filings/>) and on NSDL's website (<https://www.evoting.nsdl.com>) within two (2) working days of passing of the resolutions and communication of the same to BSE Limited and the National Stock Exchange of India Limited.
16. Unitholders (such as companies or body corporates) intending to send their authorised representative(s) to attend the AM are requested to send to the principal place of business of Embassy REIT, a certified true copy of the relevant Board Resolution/Power of Attorney, together with the specimen signature(s) of the representatives authorised under the said Board Resolution/Power of Attorney to attend and vote on their behalf at the AM.
17. In case of joint holders attending the AM, only such joint holder who is higher in the order of names will be entitled to vote at the AM.
18. Unitholders attending the meeting in person or through VC or OAVM shall only be counted for the purpose of reckoning the quorum.
19. Those Unitholders who have already registered their e-mail addresses are requested to keep their e-mail addresses updated with their Depository Participants to enable servicing of notices / documents / Annual Reports and other communications from the Manager, on behalf of Embassy REIT, electronically to their e-mail address in future.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS:

As the AM is being conducted through OAVM/ VC and physically, for the smooth conduct of proceedings of the AM, Unitholders are encouraged to express their views/ send their queries in advance, mentioning their Name, Demat Account Number/ Folio Number, E-mail Id and Mobile Number to secretarial@embassyofficeparks.com. Only questions / queries received by Embassy REIT on or before 1200 Hrs IST on Monday, July 10, 2023 shall be considered and responded to during the AM.

Unitholders shall also be allowed to pose questions during the AM, by filling in a form on the day of the AM, at the venue of the AM.

PARTICIPATION THROUGH PHYSICAL PRESENCE AT THE VENUE OF THE AM

- 1. A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE AM IN CASE OF PHYSICAL PARTICIPATION, AND SUCH PROXY NEED NOT BE A UNITHOLDER OF EMBASSY REIT.**
2. The Instrument appointing a proxy, must be deposited with Embassy REIT at WeWork Unit No:106, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru - 560032, Karnataka, not less than 48 hours prior to the convening of the Meeting.
3. Attendance slip, proxy form and the route map of the venue is annexed hereto as **Annexure C**.
4. Unitholders who have already cast their votes by remote e-Voting are eligible to attend the AM. However, such Unitholders are not entitled to cast their vote again in the AM. A Unitholder can opt to vote only on a single mode in the meeting, i.e., through remote e-Voting or voting at the AM. In case a Unitholder casts votes by both the modes then voting done through remote e-voting facility shall prevail and voting at the AM shall not be considered.
5. The voting rights of Unitholders shall be in proportion to their holding of the Units of Embassy REIT as on the cut-off date i.e; **Wednesday, July 05, 2023**. Unitholders are eligible to cast their votes either through remote e-Voting prior to AM or at the AM only if they are holding units as on that date.
6. A person who is not an Unitholder as on the cut-off date is requested to treat the notice for information purposes only.
7. The procedure for e-Voting on the day of the AM is the same as instructions mentioned for remote e-Voting.

Annexure A

EXPLANATORY STATEMENT

ITEM NO: 1

The Board of Directors of the Manager at its meeting held on April 27, 2023, have approved the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of Embassy REIT as at and for the Financial Year ended March 31, 2023 together with the Report of the Auditors and the report on the performance of Embassy REIT, and has recommended the same to the Unitholders of Embassy REIT, for their approval and adoption.

Pursuant to Regulation 22(4)(a)(i) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, including any applicable circulars, notifications, guidelines and clarifications issued thereunder, each as amended from time to time (the “REIT Regulations”), the latest annual accounts and performance of Embassy REIT are required to be received, approved and adopted by the Unitholders in accordance with the REIT Regulations.

None of the Directors or Key Managerial Personnel of the Manager (or their relatives) are interested in the aforesaid resolution.

None of the Key Managerial Personnel or Directors of Axis Trustee Services Limited (the “Trustee”) are interested in the aforesaid resolution.

The Board of Directors of the Manager recommends the passing of the Resolution at Item No. 1 by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

ITEM NO: 2

The Board of Directors of the Manager at its meeting held on April 27, 2023, has approved the Summary Valuation Report, dated April 24, 2023, issued by iVAS Partners represented by Mr. Manish Gupta, Partner, independent valuer of Embassy REIT, with value assessment services provided by CBRE South Asia Private Limited, for the valuation of the portfolio as at March 31, 2023, and has recommended the same to the Unitholders of Embassy REIT, for their approval and adoption.

Further a detailed Valuation Report dated June 09, 2023 was issued by iVAS Partners represented by Mr. Manish Gupta, Partner, independent valuer of Embassy REIT, with value assessment services provided by CBRE South Asia Private Limited.

Pursuant to Regulation 22(4)(a)(iii) of the REIT Regulations, the latest Valuation Report is required to be received, considered, approved and adopted by the Unitholders of Embassy REIT in accordance with the REIT Regulations.

None of the Directors or Key Managerial Personnel of the Manager (or their relatives) are interested in the aforesaid resolution.

None of the Directors or Key Managerial Personnel of the Trustee are interested in the aforesaid resolution.

The Board of Directors of the Manager recommends the passing of the Resolution at Item No. 2 by way of simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

ITEM NO: 3

The REIT Regulations require a Real Estate Investment Trust to appoint a person registered as a ‘registered valuer’ under Section 247 of the Companies Act, 2013, as its Independent Valuer.

The Unitholders at their Meeting held on August 27, 2020, had appointed iVAS Partners, represented by Mr. Manish Gupta as the Independent Valuer of Embassy REIT and CBRE South Asia Private Limited to provide value assessment services to Embassy REIT for the Financial Years 2020-21, 2021-22 and 2022-23, based on recommendation of the Board of Directors of the Manager.

As both iVAS Partners and CBRE South Asia Private Limited have completed their term, the Unitholders based on the recommendation of the Board of Directors of the Manager, are now required to appoint an Independent Valuer and a Value Assessment Services Provider to value the assets of Embassy REIT in terms of REIT Regulations.

Accordingly, the Board of Directors of the Manager at its meeting held on April 27, 2023, in consultation with the Trustee, approved the appointment of Ms. L. Anuradha, MRICS, registered valuer with registration no. IBBI/RV/02/2022/14979, as the Independent Valuer of Embassy REIT in terms of the REIT Regulations for the Financial Years 2023-24, 2024-25, 2025-26 and 2026-27, and has recommended the same to the Unitholders of Embassy REIT, for their approval.

Further, the Board of Directors of the Manager at its meeting held on April 27, 2023, in consultation with the Trustee, approved the appointment of Cushman & Wakefield (India) Private Limited for Value Assessment services of Embassy REIT under the REIT Regulations for the Financial Years 2023-24, 2024-25, 2025-26 and 2026-27, and has recommended the same to the Unitholders of Embassy REIT, for their approval.

A brief Profile of Ms. L. Anuradha, MRICS, is provided below:

Anuradha is registered as a valuer with the Insolvency and Bankruptcy Board of India (IBBI) for the asset classes of Land and Building under the provisions of

The Companies (Registered Valuers and Valuation) Rules, 2017 since September 2022. She completed her Bachelor's in Architecture in 2002 and Masters in Planning from School of Planning & Architecture in 2004.

Anuradha has more than 16 years of experience in the domain of urban infrastructure, valuation and real estate advisory.

Her last employment was at Cushman and Wakefield. As an Associate Director of the Valuation and Advisory team at C&WI, Anuradha provided support on identified business/ new opportunities, evaluated proposals for new property investments and/ or dispositions while providing analytical support for Investment recommendations. Anuradha was also key personnel in carrying out the Market study for the Mindspace REIT micro markets in India. She has undertaken valuations exercises for multiple private equity/real estate funds, financial institutions, developers and corporates across asset classes of commercial, retail, residential and hospitality.

A brief Profile of Cushman & Wakefield (India) Private Limited is provided below:

Cushman & Wakefield India Pvt. Ltd. (“C&WI”) Valuation & Advisory Services India is an integral part of C&WI Global Valuation & Advisory Services team. The Global Valuation & Advisory team comprises of over 1,970+ professionals across approximately 150+ offices globally and India VAS team comprises of more than 75 professionals.

C&W Valuation & Advisory Services India have completed over 15,519 valuation and advisory assignments across varied asset classes/ properties worth USD 588 billion.

C&WI provides quality valuation, risk advisory and consulting services across a range of property types including residential, hospitality, retail, commercial, institutional, Special Economic Zone (SEZ), industrial, etc.

In India, C&WI have their presence since 1997. Their dedicated and experienced professionals provide quality services from 8 offices across India (Mumbai, Bengaluru, Chennai, Kolkata, Gurgaon, Hyderabad, Pune and Ahmedabad). They have a strong team of experienced and qualified professionals dedicated to offer Valuation & Advisory services in various locations across the country. C&WI India recognizes that no uniform norms and standards for real estate valuation currently exist in India. With this context and background, C&WI utilizes internationally accepted valuation techniques customized to Indian context based on best practices in the Industry.

Pursuant to Regulation 22(4)(a)(iv) of the REIT Regulations, the appointment of a valuer is required to be considered, approved by the Unitholders of Embassy REIT in accordance with the REIT Regulations.

None of the Directors or Key Managerial Personnel of the Manager (or their relatives) are interested in the aforesaid resolution.

None of the Directors or Key Managerial Personnel of the Trustee are interested in the aforesaid resolution.

The Board of Directors of the Manager recommends the passing of the Resolution at Item No. 3 by way of simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Annexure B

Details of the process and manner of Remote e-Voting

Instructions for Remote e-Voting and e-Voting at the venue.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual unitholders holding securities in demat mode

Individual unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual unitholders holding securities in demat mode is given below:

Type of Unitholders	Login Method
Individual Unitholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Unitholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Unitholders	Login Method
Individual Unitholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, can login through their existing User ID and password. The option will be made available to reach e-Voting page without any further authentication. To login to the CDSL Easi / Easiest, users are requested to visit the CDSL website at www.cdslindia.com and click on the login icon and New System Myeasi Tab and then use their existing CDSL Easi username and password. After successful login to the CDSL Easi / Easiest, the user will be able to see the e-voting option. On clicking the evoting option, the user will be able to see the e-voting page, where votes can be cast. If the user is not registered on CDSL Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers
Individual Unitholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Type of Unitholders	Login Method
Individual Unitholders holding securities in demat mode with NSDL	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Unitholders holding securities in demat mode with CDSL	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for Unitholders other than Individual Unitholders holding securities in demat mode and Unitholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Unitholders/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding units i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Unitholders who hold units in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Unitholders who hold units in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****.

5. Password details for unitholders other than Individual unitholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for units held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those unitholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding units in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Annual Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the Annual Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding units and whose voting cycle and Annual Meeting is in active status.
2. Select "EVEN" of Embassy Office Parks REIT **124111** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Annual Meeting".

3. Now you are ready for e-Voting as the voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of units for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
2. Alternatively Unitholders may send a request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing the above mentioned documents.
 3. Individual Unitholder holding units in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR UNITHOLDERS FOR e-VOTING ON THE DAY OF THE AM ARE SET OUT BELOW:

General Guidelines for Unitholders

1. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupal@csrdj.com with a copy marked to evoting@nsdl.co.in.

Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-Voting user manual for Unitholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those Unitholders whose Email ID is not registered with the depositories for procuring User ID and password and registration of Email ID for e-voting for the resolutions set out in this Notice:

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in.

1. The procedure for e-Voting on the day of the AM is same as the instructions mentioned above for remote e-Voting.
2. Only those Unitholders who will be present in the AM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AM.
3. Unitholders who have voted through remote e-Voting will be eligible to attend the AM. However, they will not be eligible to vote at the AM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR UNITHOLDERS FOR ATTENDING THE AM THROUGH VC/OAVM ARE AS UNDER:

1. As per SEBI Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/13 dated January 12, 2023, the facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed until the expiry of 15 minutes after such scheduled time.
2. Unitholders will be provided with a facility to attend the AM through VC/OAVM through the NSDL e-Voting system. Unitholders may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Annual meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Embassy REIT **124111** will be displayed. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



3. Unitholders are encouraged to join the Meeting through laptops for better experience.
4. Further Unitholders will be required to allow camera access and use internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
4. The Scrutinizer shall immediately after the conclusion of the voting at AM, count the votes cast by remote e-voting and e-voting during the AM, thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of Embassy REIT and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same forthwith to the Chairman of the Manager or a person authorized by him in writing, who shall countersign the same.
5. The results shall be declared on or after the conclusion of AM of Embassy REIT but not later than two (2) working days from date of AM, and the resolutions will be deemed to be passed on the date of AM i.e., Wednesday, July 12, 2023 subject to receipt of the requisite number of votes in favour of the Resolution(s).

NOTES:

1. The voting rights of Unitholders shall be in proportion to their holding of the Units of Embassy REIT as on the cut-off date, being Wednesday, July 05, 2023.
2. The Board of Directors of the Manager has appointed Ms. Rupal D Jhaveri (M. No: F5441; CP No: 4225), a Company Secretary in Practice, as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
3. The Chairman shall, at the AM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Unitholders who are present during the AM in person or through VC/OAVM but have not cast their votes by availing the e-Voting facility available at the venue or remote e-Voting facility.
6. The notice of the AM shall be placed on Embassy REIT's website <https://www.embassyofficeparks.com/investors/events-unitholder-meetings/> and on the website of BSE Limited and the National Stock Exchange of India Limited.
7. The results declared along with the Scrutinizer's report shall be placed on Embassy REIT's website <https://www.embassyofficeparks.com/investors/regulatory-filings/> and on the website of the NSDL (www.evoting.nsdl.com.) within two (2) working days of the resolutions being passed at the AM of Embassy REIT. The results will be simultaneously forwarded to BSE and NSE.

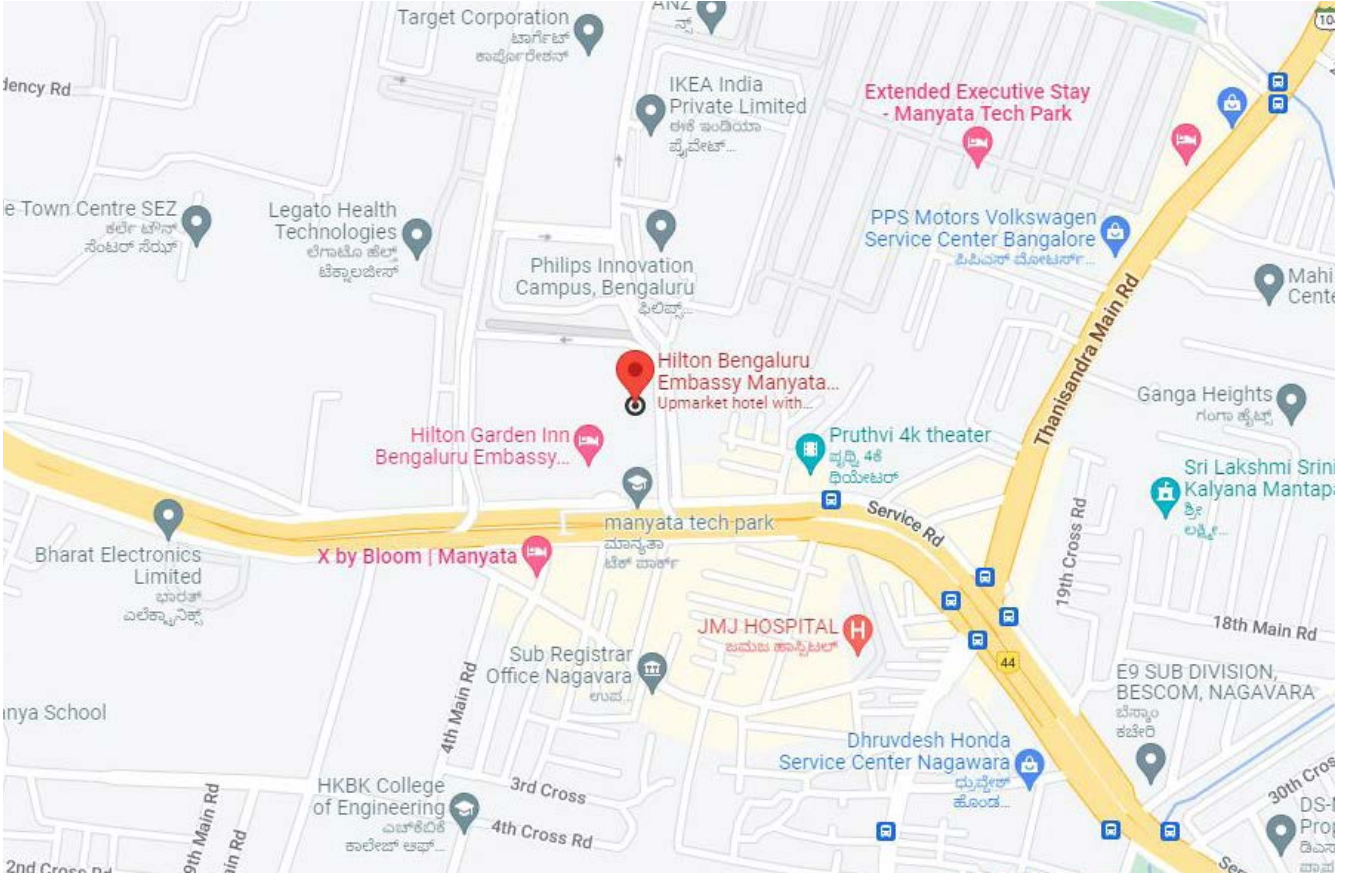
INFORMATION AT A GLANCE

Particulars	Details
Time and date of AM	0930 Hrs IST, Wednesday, July 12, 2023
Mode	Physical and through video conference / other audio-visual means
Helpline number for VC participation	1800 1020 990
Cut-off date for e-voting	Wednesday, July 05, 2023
E-voting start time and date	Saturday, July 08, 2023, at 0900 Hrs IST
E-voting end time and date	Tuesday, July 11, 2023 at 1700 Hrs IST
E-voting website of NSDL	https://evoting.nsdl.com
Name, address and contact details of Registrar and Transfer Agent	Mr. Suresh Babu D KFin Technologies Limited, Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda Hyderabad, Telangana, India 500 032. +91 40 79615205 suresh.d@kfintech.com
Name, address and contact details of evoting services provider	National Securities and Depository Limited Amit Vishal Assistant Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited, Trade World, "A" Wing, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Email id : evoting@nsdl.co.in ; Contact number: 022 - 48867000 / 022 - 24997000

Annexure C

ROUTE MAP FOR ANNUAL MEETING VENUE

Venue: Grand Ballroom - 1, Hilton Convention Centre, Embassy Manyata Business Park, Hebbal Outer Ring Road, Nagawara, Bengaluru 560 045, India



Landmark: Next to Indian Oil fuel station



ATTENDANCE SLIP
(To be presented at the entrance)
EMBASSY OFFICE PARKS REIT

Principal Place of Business: Royal Oaks, Embassy Golflinks Business Park, Off Intermediate Ring Road, Bengaluru, Karnataka, India - 560071

SEBI Reg. No. IN/REIT/17-18/0001

Fifth Annual Meeting, Wednesday, July 12, 2023

Registered Folio No./ DP ID No. / Client ID No.

Name of the Unitholder

Name of the Proxy holder

Number of units held

I hereby record my presence at the FIFTH ANNUAL MEETING of Embassy Office Parks REIT on Wednesday, July 12, 2023 at Grand Ballroom - 1, Hilton Convention Centre, Embassy Manyata Business Park, Hebbal Outer Ring Road, Nagawara, Bengaluru 560 045, India at 0930 Hrs IST.

.....
Signature of the Unitholder /Joint-holder / Proxy

Note

1. Only Unitholder / Proxyholder can attend the meeting.
2. Unitholder / Proxyholder should bring their copy of the annual report for reference at the meeting.



PROXY FORM

EMBASSY OFFICE PARKS REIT

Principal Place of Business: Royal Oaks, Embassy Golflinks Business Park, Off Intermediate Ring Road, Bengaluru, Karnataka, India - 560071

SEBI Reg. No. IN/REIT/17-18/0001

Name of the Unitholder(s) :
 Registered address :
 E-mail ID :
 Folio No/Client ID :
 DP ID:

I/We, being the Unitholder(s) of Units of the Embassy Office Parks REIT, hereby appoint:

1. Name having e-mail Id
 Address....., or failing him /her
2. Name having e-mail Id
 Address....., or failing him /her
3. Name having e-mail Id
 Address.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifth Annual Meeting of Embassy Office Parks REIT on **Wednesday, July 12, 2023 at Grand Ballroom - 1, Hilton Convention Centre, Embassy Manyata Business Park, Hebbal Outer Ring Road, Nagawara, Bengaluru 560 045, India at 0930 Hrs IST** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No Resolutions	For	Against
1. TO CONSIDER, APPROVE AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF EMBASSY REIT AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORT OF THE STATUTORY AUDITORS THEREON, AND THE REPORT ON PERFORMANCE OF EMBASSY REIT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023.		
2. TO CONSIDER, APPROVE AND ADOPT THE VALUATION REPORT ISSUED BY IVAS PARTNERS, REPRESENTED BY MR. MANISH GUPTA, PARTNER, INDEPENDENT VALUER FOR THE VALUATION OF EMBASSY REIT's PORTFOLIO AS AT MARCH 31, 2023.		
3. TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER AND VALUE ASSESSMENT SERVICE PROVIDER FOR THE FINANCIAL YEARS 2023-24 TO 2026-27.		

Signed this day of.....2023

Signature of Unitholder

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Affix
 Revenue
 Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the principal place of business of the Embassy Office Parks REIT not less than 48 hours before the commencement of the meeting.
2. Proxy need not be a Unitholder of the Embassy Office Parks REIT.
3. Please note that appointment of a proxy is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a Unitholder from attending the meeting in person if he/she so wishes.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.