



October 26, 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 : 960421, 973434, 973545, 973546, 973910, 974885, 975051 and 975056 (NCDs).**

**ISIN: INE041007050, INE041007068, INE041007076, INE041007084, INE041007092,  
INE041007100, INE041007118 and INE041007126**

Dear Sir/ Madam,

**Subject: Submission of Security Cover Certificates for the quarter and half-year ended  
September 30, 2023.**

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 see enclosed the Security Cover Certificates of Embassy Office Parks REIT (“**Embassy REIT**”) in the prescribed format, certified by S R Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors of Embassy REIT, for the quarter and half-year ended September 30, 2023.

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

Thanking you,

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

**Vinitha Menon**  
**Company Secretary and Compliance Officer**  
**A25036**

**Encl:** As above

**Independent Auditor's Report on Security Cover, Compliance with Covenants and Book Value of Assets as at September 30, 2023 under Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular dated May 19, 2022 for submission to Stock Exchange and IDBI Trusteeship Services Limited (the 'Debenture Trustees')**

To

The Board of Directors,  
Embassy Office Parks Management Services Private Limited ("Manager"),  
[Acting in its capacity as Manager of Embassy Office Parks REIT],  
1<sup>st</sup> Floor, Embassy Point  
150, Infantry Road  
Bengaluru - 560001

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 as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets" 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 September 30, 2023 (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 September 30, 2023 (hereinafter "unaudited condensed consolidated financial statements"), unaudited condensed standalone financial statements of the Trust as at and for the period ended September 30, 2023 (hereinafter "unaudited condensed standalone financial statements") and other relevant records and documents maintained by the Trust as at and for the period ended September 30, 2023, pursuant to the requirements of the Regulation 56(1)(d) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Regulations and 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 Regulations and SEBI Circular in respect of the NCDs. The Trust has entered into an agreement dated January 13, 2021 with Debenture Trustee ("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 Debenture Trustee to the Trust and letter dated December 17, 2021 executed between the Trust and Debenture Trustee.

### **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 Regulations and 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 and conclude as to whether the:
  - (a) Trust has maintained hundred percent Security cover or higher Security cover as per the terms of the Trust deed;
  - (b) Trust is in compliance with all the covenants (including financial covenants) as mentioned in the Trust Deed as on September 30, 2023; and
  - (c) 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 of the Trust 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 September 30, 2023.
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 September 30, 2023, prepared by the Trust pursuant to the requirements of Regulation 23 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended including any guidelines and circulars issued thereunder ("REIT Regulations") and issued unmodified conclusions dated October 26, 2023. Our review of these unaudited condensed consolidated financial statements and unaudited condensed standalone financial statement 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 and Information Memorandum dated October 22, 2020 (hereinafter together referred to as “Information Memorandum”) pursuant to which the NCDs have been issued and noted that as specified in para 2.27 of Schedule 5 of DTD dated January 13, 2021, which requires maintenance of LTV of Secured Assets at maximum of 49%.
  - b) In relation to amount of “Total outstanding nominal value of the Debentures and accrued but unpaid Coupon” used in calculation of Security cover ratio and LTV of Secured Assets in the Statement, we have traced the amounts of underlying components of the said amount to the unaudited condensed consolidated financial statements of the Trust, unaudited condensed standalone financial statements of the Trust and unaudited books of account maintained by the Trust as on September 30, 2023.
  - c) Obtained and read the list of security cover in respect of NCDs outstanding as per the Statement which is defined in the Statement as “aggregate value of the Mortgage Properties (VTPL) and the Portfolio Assets of EEPL as determined by a valuer in accordance with the REIT Regulations” in respect of 2021 NCDs – Series III (hereinafter “Secured Assets 2021 NCDs – Series III”).
    - i. In relation to Secured Assets 2021 NCDs – Series III, as represented to us by management, the amount of ‘Mortgage Properties (VTPL)’ is obtained by the management from L. Anuradha by way of email communication. We have relied on such management representation and not performed any procedures in this regard. In relation to “Portfolio Assets of EEPL”, we have traced the value of such assets from the Statement to the Valuation Report dated October 20, 2023 issued by L. Anuradha.
  - d) Obtained the list of security created in the register of charges maintained by the subsidiary companies of the Trust that have provided security in relation to 2021 NCDs – Series III and ‘Form No. CHG-9’ filed with Ministry of Corporate Affairs (‘MCA’) by such companies in this regard. Traced the value of charge created against Secured Assets to the Security Cover in the attached Statement.
  - e) The Management has represented to us that the Secured Assets have not been placed under lien or encumbrance for the purpose of obtaining any other loan. We have relied on the same and not performed any independent procedure in this regard.
  - f) Examined and verified the arithmetical accuracy of the computation of security cover calculation in relation to NCDs in the accompanying Statement.

- g) In relation to 2021 NCDs – Series III, we have compared the Security Cover i.e. the LTV of Secured Assets with the LTV of Secured Assets required to be maintained as per DTD dated January 13, 2021 and noted that LTV of Secured Assets as at September 30, 2023 as calculated in the Statement is within the maximum limit as specified in para 2.27 of Schedule 5 of DTD dated January 13, 2021.
- h) With respect to ‘Compliance with financial covenants’ included in the attached Statement, we have performed following procedures:
  - (i) Obtained and verified the computation of Net Total Debt divided by EBITDA, Loan to Value Ratios, Total EBITDA of VTPL and EEPL.
  - (ii) In relation to the computation of Loan to Value Ratios and Net Total Debt divided by EBITDA, we have traced the amounts of underlying components of Net Total Debt and EBITDA to the unaudited condensed consolidated financial statements and other relevant records and documents maintained by the Trust as at and for the period ended September 30, 2023. 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 above calculation of EBITDA includes ‘50% of EBITDA of Golflinks Software Park Private Limited (“GLSP”)’. We have relied on such management representation and have not performed any procedures in relation to such ‘50% of EBITDA of GLSP’ included in the calculation of EBITDA. Further, in the calculation of the EBITDA, the management has represented to us that in relation to fit out rentals and rental support income, the entire contracted cash flows for the period ended September 30, 2023 as per the underlying agreements pertaining to such fit out rentals and rental support income is required to be considered as per terms of the 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).
  - (iii) 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 REIT’s share of fair value of Golflinks Software Park Private Limited (‘GLSP’) property is required to be considered in Gross Asset Value only if the REIT incurs any financial indebtedness and utilises the proceeds of that financial indebtedness to on-lend to GLSP. Since, as at September 30, 2023, REIT has incurred financial indebtedness to on-lend to GLSP, the Gross Asset Value as calculated in the Statement includes the REIT’s share of fair value of GLSP property in respect of 2021 NCDs – Series III.
  - (iv) In relation to the computation of Total EBITDA of VTPL and EEPL as defined in the Statement, we have relied on management representation and not performed any procedures in relation to ‘Calculation of EBITDA of Mortgaged properties of VTPL’. Further, in relation to ‘Calculation of EBITDA of Portfolio assets of EEPL’ we have traced the underlying components of the said calculation to the underlying amounts used in the preparation of amounts for the period ended September 30, 2023 as disclosed in the unaudited condensed consolidated financial statements, which have been used for ‘Calculation of EBITDA of Portfolio assets of EEPL’ for the period ended September 30, 2023.

- i) 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 1 in line item “Commercial buildings of Block 1A, Block 2 and Block 7B of Embassy Tech Village” provided in note d to Annexure 1, 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 September 30, 2023 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.
- j) With respect to covenants other than those mentioned in paragraph 10 (a) to (g) above i.e. “Compliance with all covenants other than financial covenants” as mentioned in the Statement, the management has represented and confirmed that the Trust has complied with all the other covenants including affirmative, informative and negative covenants, as prescribed in the Trust Deed. We have relied on the same and not performed any independent procedure in this regard.
- k) 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) The Trust has not maintained hundred percent security cover or higher security cover as per the terms of the Trust Deed.
  - b) The Trust is not in compliance with all the covenants (including financial covenants) as mentioned in the Trust deed; and
  - c) 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 September 30, 2023.

**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

**ADARSH** Digitally signed by  
ADARSH RANKA  
**RANKA** Date: 2023.10.26  
11:13:55 +05'30'

per Adarsh Ranka

Partner

Membership Number: 209567

UDIN: 23209567BGXWBL4358

Place: Bengaluru

Date: October 26, 2023

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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and Book value of assets'**

This statement contains details of maintenance of security cover including compliance status with financial covenants as at and for the half year ended September 30, 2023 ("The Statement") in respect of Listed, Secured, Redeemable and Non-Convertible Debentures ('NCDs') issued by the Trust with particular reference to Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter 'SEBI Regulations') and 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- ISIN INE041007050, 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.

**1) Maintenance of security cover**

**Security cover calculation in relation to 2021 NCDs - Series III**

The requirement to maintain security cover is specified in para 2.27 of Schedule 5 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, which requires maintenance of LTV of Secured Assets at less than or equal to 49%.

Calculation of LTV of Secured Assets as per para 2.27 of Schedule 5 of DTD dated January 13, 2021:

$$\begin{aligned} \text{LTV of Secured Assets} &= \frac{\text{total outstanding nominal value of the Debentures and accrued but unpaid Coupon on a Financial Covenant Testing Date}}{\text{aggregate value of the Mortgage Properties (VTPL) and the Portfolio Assets of EEPL as determined by a valuer in accordance with the REIT Regulations}} \\ \text{LTV of Secured Assets} &= \frac{(A)}{(B)} = 45.08\% \end{aligned}$$

Total outstanding nominal value of the Debentures and accrued but unpaid Coupon as at September 30, 2023 is as under:

Particulars	Amounts in Rs. million
26,000 listed, secured, redeemable and non-convertible Embassy REIT Series III NCD 2021, debentures having face value of Rs. 1 million each	26,000.00
Accrued but unpaid Coupon as at September 30, 2023	-
<b>Total outstanding nominal value of the Debentures and accrued but unpaid Coupon on a Financial Covenant Testing Date (A)</b>	<b>26,000.00</b>

Aggregate value of the Mortgage Properties (VTPL) and the Portfolio Assets of EEPL as determined by a valuer in accordance with the REIT Regulations as at September 30, 2023 is as under (refer note a below):

Particulars	Amounts in Rs. million
Mortgage Properties (VTPL)	49,380.69
Portfolio Assets of EEPL	8,300.00
<b>Aggregate value of the Mortgage Properties (VTPL) and the Portfolio Assets of EEPL = (B)</b>	<b>57,680.69</b>

Note a: Pursuant to letter dated December 17, 2021 executed between the Trust and IDBI Trusteeship Services Limited, Qubix Business Park Private Limited (a subsidiary/ special purpose vehicle of the Trust) has mortgaged certain property as security in connection with 2021 NCDs - Series III. However, such mortgaged property is not included in definition of Aggregate value of the Mortgage Properties (VTPL) and the Portfolio Assets of EEPL as per terms of letter dated December 17, 2021 executed between the Trust and IDBI Trusteeship Services Limited. Accordingly, the same is excluded in calculation of Aggregate value of the Mortgage Properties (VTPL) and the Portfolio Assets of EEPL of Rs. 57,680.69 million above.

LTV of Secured Assets as at September 30, 2023 as calculated above of 45.08% is within the maximum limit of 49% as specified in para 2.27 of Schedule 5 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.



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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and Book value of assets'**

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

As per terms of para 2.27 of Schedule 5 of DTD dated January 13, 2021, the financial covenants required to be complied with by the Trust are as under:

**I. Net Total Debt divided by EBITDA shall be less than or equal to 5.0x**

Calculation of Net Total Debt divided by EBITDA as per para 2.27 of Schedule 5 of DTD dated January 13, 2021

$$\text{Net Total Debt divided by EBITDA} = \frac{(A)}{(B)} = 4.83$$

Net Total Debt as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
Aggregate amount of all outstanding Financial Indebtedness of the REIT Group, including without limitation, accrued but unpaid coupon, interest, redemption premium (as applicable), and Coupon excluding: (a) any Financial Indebtedness extended by one member of the REIT Group to another member of the REIT Group, less (b) Consolidated Cash*	
Borrowings (non-current)	1,27,050.46
Borrowings (current)	27,762.98
Less:	
Consolidated cash (the aggregate amount of cash and Cash Equivalent Investments (REIT Group) (classified as "available for sale") of the REIT Group	(6,657.69)
<b>Net Total Debt = (A)</b>	<b>1,48,155.75</b>

\*Does not include Rs. 1,493.13 million of lease liabilities pertaining to leases other than finance and capital lease.

Calculation of EBITDA for the year ended September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
Revenue from operations	38,524.46
Add: Other income	1,813.66
Less: Liquidated damages	-
Less: Net change in fair value of financial assets	-
Less: Profit on retirement of assets	(142.78)
Less: Foreign exchange gain	-
Less: O&M expenses	(1,419.12)
Less: Other expenses	(8,490.97)
Add: Loss on retirement of assets	-
Add: Fair value loss on financial instruments at fair value	-
Add: Foreign exchange loss	-
Add: Fitout rentals	394.03
<b>EBITDA = (B) (refer note a below)</b>	<b>30,679.28</b>

Note a: As per terms of para 2.27 of Schedule 5 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) for the calculation of EBITDA of Rs. 30,679.28 million above, in relation to fit out rentals and rental support income, the entire contracted cash flows as per the underlying agreements pertaining to such fit out rentals and rental support income has been considered for the year ended September 30, 2023.

Note b: As per terms of para 2.27 of Schedule 5 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 above calculation of EBITDA includes 50% of EBITDA of Golflinks Software Park Private Limited.

Net Total Debt divided by EBITDA as calculated above is 4.83 times, which is within the maximum limit of 5 times as specified in para 2.27 of Schedule 5 of DTD dated January 13, 2021.

**Embassy Office Parks REIT ("the Trust" or "the REIT")**  
**Statement showing 'Security Cover as per the terms of Debenture Turst Deed, Compliance with Covenants and Book value of assets'**

**II. Loan to Value Ratio shall be less than or equal to 40%**

Calculation of Loan to Value Ratio as per para 2.27 of Schedule 5 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):

$$\text{Loan to Value Ratio} = \frac{\text{the Net Total Debt}}{\text{the Gross Asset Value}}$$

$$\text{Loan to Value Ratio} = \frac{(A)}{(B)} = 28.14\%$$

(A) = The Net Total Debt as at September 30, 2023 is Rs. 148,155.75 million. Refer calculation under (2)(I) above.

Gross Asset Value as at September 30, 2023 is as under:

Particulars	Amounts in Rs. million
Aggregate value of all the assets under the REIT Group as assessed by the valuer, as defined under Regulation 2(1)(zzb) of the REIT Regulations, as amended from time to time (refer note a below)	5,26,513.97
<b>Gross Asset Value = (B) (refer note a below)</b>	<b>5,26,513.97</b>

Note a: 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), the REIT's share of fair value of Golflinks Software Park Private Limited ('GLSP') property is required to be considered in Gross Asset Value only if the REIT incurs any financial indebtedness and utilises the proceeds of that financial indebtedness to on-lend to GLSP. Since, as at September 30, 2023, REIT has incurred financial indebtedness to on-lend to GLSP, the Gross Asset Value as calculated above includes the REIT's share of fair value of GLSP property.

Loan to Value Ratio as at September 30, 2023 as calculated above is 28.14%, which is within the maximum limit of 40% as specified in para 2.27 of Schedule 5 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).

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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and Book value of assets'**

III. The issuer shall ensure that the Mortgage Properties of VTPL and the Portfolio Assets of EEPL contribute atleast INR 4,000 million to the EBITDA of Vikas Telecom Private Limited ('VTPL') and Embassy Energy Private Limited ('EEPL') hereinafter "Total EBITDA of VTPL and EEPL"

Calculation of Total EBITDA of VTPL and EEPL for the year ended September 30, 2023 is as under:

Amounts in Rs. million

Particulars	Calculation of EBITDA of Mortgaged properties of VTPL	Calculation of EBITDA of Portfolio assets of EEPL	Total
Revenue from operations	4,052.65	1,652.55	5,705.20
Add: Other income	102.01	61.02	163.03
Less: Liquidated damages	-	-	-
Less: Net change in fair value of financial assets	-	-	-
Less: Profit on retirement of assets	-	-	-
Less: Foreign exchange gain	-	-	-
Less: O&M expenses	(427.45)	(58.78)	(486.23)
Less: Other expenses	(224.78)	(133.19)	(357.97)
Add: Loss on retirement of assets	-	-	-
Add: Fair value loss on financial instruments at fair value	-	-	-
Add: Foreign exchange loss	-	-	-
<b>Total EBITDA of VTPL and EEPL</b>	<b>3,502.43</b>	<b>1,521.60</b>	<b>5,024.03</b>

Total EBITDA of VTPL and EEPL as calculated above is Rs. 5,024.03 million, which is higher than the minimum limit of Rs.4,000 million specified in para 2.27 of Schedule 5 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).

**3) Compliance with all covenants other than financial covenants**

The Trust has complied with all other covenants as prescribed in the DTD dated January 13, 2021

**4) 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.

We confirm that the aforesaid information is true and correct.

For Embassy Office Parks REIT

RAHUL  
RAMESH  
PARIKH

Digitally signed  
by RAHUL  
RAMESH PARIKH  
Date: 2023.10.26  
10:55:41 +05'30'

Authorised Signatory

Place: Bengaluru

Date: October 26, 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	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)		Maintenance of security cover : ISIN-INE041007050	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								
<b>ASSETS</b>														
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)	10,648.05	60,035.97			29,174.00	2,06,862.72		2,96,072.69	49,380.69	-	-	-	49,380.69
	Portfolio assets of EEPL	5,397.23							5,397.23	8,300.00				8,300.00
Capital Work-in- Progress (refer note b below)			6,457.67		-	-	9,773.60	-	16,231.27					
Right of Use Assets					-	-		-						
Goodwill					-	-	64,045.35	-	64,045.35					
Intangible Assets					-	-	10,805.84	-	10,805.84					
Intangible Assets under Development					-	-		-						
Investments			30,263.61		-	-		-	30,263.61					
Loans					-	-		-						
Inventories					-	-	42.77	-	42.77					
Trade Receivables					-	-	638.84	-	638.84					
Cash and Cash Equivalents					-	-	6,663.20	-	6,663.20					
Bank Balances other than Cash and Cash Equivalents					-	-	163.91	-	163.91					
Others					-	-	24,963.58	-	24,963.58					
<b>Total</b>		<b>16,045.28</b>	<b>96,757.24</b>	<b>-</b>	<b>-</b>	<b>29,174.00</b>	<b>3,23,959.82</b>	<b>-</b>	<b>4,65,936.34</b>					
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains	2021 NCDs - Series III	26,000.00		No				(38.45)	25,961.55					
Other debt sharing pari-passu charge with above debt								-	-					
Other Debt			71,304.11	No				-	71,304.11					
Subordinated debt								-	-					
Borrowings								-	-					
Bank Debt Securities			21,050.08	No		36,499.28			57,549.36					
Others							2,37,772.71		2,37,772.71					
Trade payables							483.82		483.82					
Lease Liabilities							1,330.93		1,330.93					
Provisions							28.98		28.98					
Others							71,504.88		71,504.88					
<b>Total</b>		<b>26,000.00</b>	<b>92,354.19</b>			<b>36,499.28</b>	<b>3,11,121.32</b>	<b>(38.45)</b>	<b>4,65,936.34</b>					
<b>Cover on Book Value</b>	<b>2021 NCDs - Series III</b>	<b>0.62</b>												
<b>Cover on Market Value</b>	<b>2021 NCDs - Series III</b>	<b>2.22</b>												
		<b>Exclusive Security Cover Ratio</b>	<b>0.62</b>		<b>Pari-Passu Security Cover Ratio</b>	<b>-</b>								

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 September 30, 2023. 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 September 30, 2023 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	10,427.65
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
<b>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</b>	<b>10,648.05</b>

Embassy Office Parks REIT ("the Trust")  
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	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)	Maintenance of security cover : ISIN- INE041007050	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								
<b>ASSETS</b>														
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			64,442.42		-	99,475.27	30,172.56		1,94,090.25					
	Investments made by the Trust in equity shares of Vikas Telecom Private Limited and equity shares of Embassy Energy Private Limited	51,362.81				-			51,362.81	89,702.52				89,702.52
Loans			35,381.72		-	29,217.27	15,577.37		80,176.36					
	Unsecured loan given by the Trust to Vikas Telecom Private Limited and to Embassy Energy Private Limited	16,082.37				-			16,082.37		16,082.37			16,082.37
Inventories					-	-	-	-	-					
Trade Receivables					-	-	-	-	-					
Cash and Cash Equivalents					-	-	5,452.89	-	5,452.89					
Bank Balances other than Cash and Cash Equivalents					-	-		-	-					
Others					-	-	165.13	-	165.13					
<b>Total</b>		<b>67,445.18</b>	<b>99,824.14</b>	<b>-</b>	<b>-</b>	<b>1,28,692.54</b>	<b>51,367.95</b>	<b>-</b>	<b>3,47,329.81</b>					
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains	2021 NCDs - Series III	26,000.00		No		-		(38.45)	25,961.55					
Other debt sharing pari-passu charge with above debt									-					
Other Debt			40,399.01	No		33,888.98	-		74,287.99					
Subordinated debt									-					
Borrowings									-					
Bank									-					
Debt Securities									-					
Others							2,46,887.80		2,46,887.80					
Trade payables							2.68		2.68					
Lease Liabilities									-					
Provisions									-					
Others							189.83		189.83					
<b>Total</b>		<b>26,000.00</b>	<b>40,399.01</b>		<b>-</b>	<b>33,888.98</b>	<b>2,47,080.31</b>	<b>(38.45)</b>	<b>3,47,329.81</b>					
<b>Cover on Book Value</b>	<b>2021 NCDs - Series III</b>	<b>2.59</b>												
<b>Cover on Market Value</b>	<b>2021 NCDs - Series III</b>	<b>4.07</b>												
		<b>Exclusive Security Cover Ratio</b>	<b>2.59</b>		<b>Pari-Passu Security Cover Ratio</b>	<b>-</b>								

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

RAHUL  
RAMESH  
PARIKH  
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by RAHUL  
RAMESH PARIKH  
Date: 2023.10.26  
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**Independent Auditor's Report on Security Cover, Compliance with Covenants and Book Value of Assets as at September 30, 2023 under Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular dated May 19, 2022 for submission to Stock Exchange and Catalyst Trusteeship Limited (the 'Debenture Trustees')**

To

The Board of Directors,

Embassy Office Parks Management Services Private Limited ("Manager"),

[Acting in its capacity as Manager of Embassy Office Parks REIT],

1st Floor, Embassy Point

150, Infantry Road

Bengaluru - 560001

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 as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets" in relation to debentures issued by the Trust, as at September 30, 2023 (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 September 30, 2023 (hereinafter "unaudited condensed consolidated financial statements"), unaudited condensed standalone financial statements of the Trust as at and for the period ended September 30, 2023 (hereinafter "unaudited condensed standalone financial statements") and other relevant records and documents maintained by the Trust as at and for the period ended September 30, 2023, pursuant to the requirements of the Regulation 56(1)(d) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Regulations and 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 Regulations and SEBI Circular in respect of its debentures (2021 NCDs – Series IV, 2021 NCDs – Series V and 2022 NCDs – Series VI) having face value of Rs. 1 million each and debentures (2023 NCDs- Series VII, 2023 NCDs- Series VIII and 2023 NCDs- Series IX) having face value of Rs. 1 lakh 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) Agreement dated June 1, 2023 ("DTD dated June 1, 2023") in relation to 105,000 listed, secured, redeemable and non-convertible Embassy REIT Series VII NCD 2023, debentures having face value of Rs.1 lakh each amounting to Rs.10,500.00 million (hereinafter referred to as "2023 NCDs - Series VII").
- (vi) Agreement dated August 25, 2023 ("DTD dated August 25, 2023") in relation to 50,000 listed, secured, redeemable and non-convertible Embassy REIT Series VIII NCD 2023, debentures having face value of Rs.1 lakh each amounting to Rs.5,000.00 million (hereinafter referred to as "2023 NCDs - Series VIII").
- (vii) Agreement dated August 30, 2023 ("DTD dated August 30, 2023") in relation to 50,000 listed, secured, redeemable and non-convertible Embassy REIT Series IX NCD 2023, debentures having face value of Rs.1 lakh each amounting to Rs.5,000.00 million (hereinafter referred to as "2023 NCDs - Series IX").
- (viii) 2021 NCDs – Series IV, 2021 NCDs – Series V, 2022 NCDs - Series VI, 2023 NCDs- Series VII, 2023 NCDs- Series VIII and 2023 NCDs- Series IX 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 Regulations and 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, March 31, 2022, June 1, 2023, August 25, 2023 and August 30, 2023 (hereinafter referred to as "the DTDs").

**Auditor's Responsibility**

- 5. It is our responsibility to provide limited assurance and conclude as to whether the:
  - (a) Trust has maintained hundred percent Security cover or higher Security cover as per the terms of the Trust deed;
  - (b) Trust is in compliance with all the covenants (including financial covenants) as mentioned in the Trust Deed as at September 30, 2023; and

- (c) 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 of the Trust 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 September 30, 2023.
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 September 30, 2023, prepared by the Trust pursuant to the requirements of Regulation 23 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended including any guidelines and circulars issued thereunder ("REIT Regulations") and issued unmodified conclusions dated October 26, 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 and Information Memorandum dated January 12, 2021, Information Memorandum dated September 02, 2021, Information Memorandum dated October 12, 2021 and Information Memorandum dated March 30, 2022 issued by the Trust (hereinafter together referred to as "Information Memoranda") pursuant to which the NCDs have been issued.
- i. We noted that in relation to 2021 NCDs – Series IV, the requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD dated September 03, 2021, which requires maintenance of LTV of Secured Assets at maximum of 49%.
- ii. We noted that in relation to 2021 NCDs – Series V, the requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD dated October 18, 2021, which requires maintenance of LTV of Secured Assets at maximum of 49%.



- iii. We noted that in relation to 2022 NCDs - Series VI, the requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD dated March 31, 2022, which requires maintenance of Security cover ratio of more than or equal to 2.0x.
- b) In relation to amount of “Total outstanding Financial Indebtedness of a secured SPV” used in the Statement in the calculation of Security cover ratio (i.e. LTV of Secured Assets) in relation to 2021 NCDs – Series IV, we have traced the amounts of underlying components of the said amount to the unaudited condensed consolidated financial statements of the Trust and other relevant records and documents maintained by the Trust as on September 30, 2023.
- c) In relation to amount of “Total outstanding nominal value of the Debentures and accrued but unpaid Coupon” used in calculation of Security cover ratio and LTV of Secured Assets in the Statement, we have traced the amounts of underlying components of the said amount to the unaudited condensed consolidated financial statements of the Trust, unaudited condensed standalone financial statements of the Trust and unaudited books of account maintained by the Trust as on September 30, 2023.
- d) Obtained and read the list of security cover in respect of NCDs outstanding as per the Statement which is defined in the Statement as “aggregate value of the Mortgage Properties as determined by a valuer in accordance with the REIT Regulations” in respect of 2021 NCDs – Series IV (hereinafter “Secured Assets 2021 NCDs – Series IV”), “aggregate value of the Mortgage Properties (Series A) as determined by a valuer in accordance with the REIT Regulations” in respect of 2021 NCDs – Series V (Series A) (hereinafter “Secured Assets 2021 NCDs – Series V (Series A)”), “aggregate value of the Mortgage Properties (Series B) as determined by a valuer in accordance with the REIT Regulations” in respect of 2021 NCDs – Series V (Series B) (hereinafter “Secured Assets 2021 NCDs – Series V (Series B)”) and “Value of assets provided as security” in respect of 2022 NCDs - Series VI (hereinafter “Secured Assets 2022 NCDs – Series VI”). Secured Assets 2021 NCDs – Series IV, “Secured Assets 2021 NCDs – Series V (Series A) and “Secured Assets 2021 NCDs – Series V (Series B) and “Secured Assets 2022 NCDs – Series VI” are hereinafter together referred to as “Secured Assets”.
- i. In relation to Secured Assets 2021 NCDs – Series IV, as represented to us by management, the amount of ‘Aggregate value of the properties under mortgage as determined by a valuer’ is obtained by the management from L. Anuradha by way of email communication. We have relied on such management representation and not performed any procedures in this regard.
- ii. In relation to Secured Assets 2021 NCDs - Series V (Series A) and Secured Assets 2021 NCDs – Series V (Series B), as represented to us by management, the amounts of “Mortgage Properties (Series A)” and “Mortgage Properties (Series B)” are obtained by the management from L. Anuradha by way of email communication. We have relied on such management representation and not performed any procedures in this regard.
- iii. In relation to Secured Assets 2022 NCDs – Series VI, in the calculation of “Value of assets provided as security”, in relation to “Value of 50% shareholding in Golflinks Software Park Private Limited held by Manyata Promoters Private Limited (“MPPL”)” we have traced the “Fair value of 50% of property owned by Golflinks Software Park Private Limited as determined by a valuer” from the Statement to the Valuation Report dated October 20, 2023 issued by L. Anuradha. Further, we have traced the “Carrying amount of debentures issued by Golflinks Software Park Private Limited to the Trust outstanding as at September 30, 2023” to the unaudited condensed consolidated financial statements of the Trust. The method of computation of “Value of 50% shareholding in Golflinks Software Park Private Limited held by Manyata Promoters Private Limited” is as represented to us by the management and we have relied on such representation.
- e) Obtained the list of security created in the register of charges maintained by the subsidiary companies of the Trust that have provided security in relation to Secured Assets 2021 NCDs – Series IV, Secured Assets 2021 NCDs – Series V (Series A), Secured Assets 2021 NCDs – Series V (Series B) and Secured

- Assets 2022 NCDs – Series VI, and ‘Form No. CHG-9’ filed with Ministry of Corporate Affairs (‘MCA’) by such companies in this regard. Traced the value of charge created against Secured Assets to the Security Cover in the attached Statement.
- f) The Management has represented to us that the Secured Assets have not been placed under lien or encumbrance for the purpose of obtaining any other loan. We have relied on the same and not performed any independent procedure in this regard.
- g) Examined and verified the arithmetical accuracy of the computation of security cover calculation in relation to NCDs in the accompanying Statement.
- h) In relation to 2021 NCDs – Series IV, we have compared the Security Cover i.e. the LTV of Secured Assets with the LTV of Secured Assets required to be maintained as per DTD dated September 3, 2021 and noted that LTV of Secured Assets as at September 30, 2023 as calculated in the Statement is within the maximum limit as specified in para 2.27 of Schedule 5 of DTD dated September 3, 2021. In relation to 2021 NCDs – Series V (Series A) and in relation to 2021 NCDs – Series V (Series B), we have compared the Security Cover i.e. the LTV of Secured Assets with the LTV of Secured Assets required to be maintained as per DTD dated October 18, 2021 and noted that the LTV of Secured Assets as at September 30, 2023 as calculated in the Statement is within the maximum limit as specified in para 2.27 of Schedule 5 of the respective DTD dated October 18, 2021. In relation to 2022 NCDs – Series VI, we have compared the Security cover ratio as required to be maintained as per the DTD dated March 31, 2022 and notes that the Security Cover ratio as at September 30, 2023 as calculated in the statement is maintained as specified in para 2.27 of Schedule 5 of the respective DTD dated March 31, 2022.
- i) With respect to ‘Compliance with financial covenants’ included in the attached Statement, we have performed following procedures:
- i. Obtained and verified the computation of Net Total Debt divided by EBITDA, Loan to Value Ratios, Total Debt to EBITDA Ratio of Operational Assets as defined in the Statement.
  - ii. In relation to the computation of Loan to Value Ratios and Net Total Debt divided by EBITDA, we have traced the amounts of underlying components of Net Total Debt and EBITDA to the unaudited condensed consolidated financial statements and other relevant records and documents maintained by the Trust as at and for the period ended September 30, 2023. Management has represented to us that as per terms of all the DTDs the above calculation of EBITDA includes ‘50% of EBITDA of Golflinks Software Park Private Limited (“GLSP”)’. We have relied on such management representation and have not performed any procedures in relation to such ‘50% of EBITDA of GLSP’ included in the calculation of EBITDA. Further, in the calculation of the EBITDA, the management has represented to us that in relation to fit out rentals and rental support income, the entire contracted cash flows for the year ended September 30, 2023 as per the underlying agreements pertaining to such fit-out rentals and rental support income is required to be considered as per terms of all the DTDs entered.
  - iii. In relation to ‘Calculation of EBITDA of Mortgaged Properties of SIPL’ we have traced the underlying components of the said calculation to the underlying amounts used in the preparation of amounts for the half year ended March 31, 2023 and half year ended September 30, 2023 as disclosed in the unaudited condensed consolidated financial statements, which have been used for ‘Calculation of EBITDA of Mortgaged Properties SIPL’ for the period ended September 30, 2023.

- iv. In relation to calculation of 'Total Debt of MPPL' we have traced the underlying components used in the said computation to the underlying amounts used in the preparation of unaudited condensed consolidated financial statements and other relevant records and documents maintained by the Trust as at and for the period ended September 30, 2023. Further, in relation to 'EBITDA of Operational Assets of MPPL' we have traced the underlying components of 'EBITDA of Operational Assets of MPPL' to the underlying amounts used in the preparation of amounts for the half year ended March 31, 2023 and half year ended September 30, 2023 as disclosed in the unaudited condensed consolidated financial statements, which have been used for calculation of 'EBITDA of Operational Assets of MPPL' for the year ended September 30, 2023. Management has represented to us that in calculating EBITDA of Operational Assets of MPPL, the Trust has not considered dividend income from Golflinks Software Park Private Limited, since the Trust is of the view that the same does not form part of EBITDA of Operational Assets of MPPL as per terms of DTD (Series A) dated October 18, 2021 and DTD (Series B) dated October 18, 2021.
  - v. The Management has represented to us that as per DTD dated June 1, 2023, DTD dated August 25, 2023 and DTD dated August 30, 2023, the Trust is required to be comply with certain financial covenants (as mentioned in para 2.27 of Schedule 5 of DTD dated June 1, 2023), (as mentioned in para 2.27 of Schedule 5 of DTD dated August 25, 2023) and (as mentioned in para 2.27 of Schedule 5 of DTD dated August 30, 2023) respectively from March 31, 2024 onwards and hence there are no financial covenants to be complied with by the Trust under DTD dated June 1, 2023, DTD dated August 25, 2023 and DTD dated August 30, 2023 as at September 30, 2023.
- j) 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', 'Secured assets Series VI', 'Secured assets Series VII', 'Secured assets Series VIII' and 'Secured assets Series IX' as defined in the Annexure I and as mentioned in Column C and Column F 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 and Column F 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 September 30, 2023 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.
- k) With respect to covenants other than those mentioned in paragraph 10 (a) to (h) above i.e. "Compliance with all covenants other than financial covenants" as mentioned in the Statement, the management has represented and confirmed that the Trust has complied with all the other covenants including affirmative, informative and negative covenants, as prescribed in the Trust Deed. We have relied on the same and not performed any independent procedure in this regard.
- l) 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) The Trust has not maintained hundred percent security cover or higher security cover as per the terms of the Trust Deed.
  - b) The Trust is not in compliance with all the covenants (including financial covenants) as mentioned in the Trust deed; and
  - c) 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 September 30, 2023.

**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 Stock Exchange and 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

**ADARSH** Digitally signed by  
ADARSH RANKA  
**RANKA** Date: 2023.10.26  
11:11:46 +05'30'

per Adarsh Ranka

Partner

Membership Number: 209567

UDIN: 23209567BGXWBM3788

Place: Bengaluru

Date: October 26, 2023

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

**Statement showing "Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets"**

This statement contains details of maintenance of security cover including compliance status with financial covenants as at and for the half year ended September 30, 2023 ("The Statement") in respect of Listed, Secured, Redeemable and Non-Convertible Debentures ("NCDs") issued by the Trust with particular reference to Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (hereinafter 'SEBI Regulations') and 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-ISIN INE041007068 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-ISIN INE041007076), debentures having face value of Rs.1 million each amounting to Rs.20,000.00 million (hereinafter referred to as "2021 NCDs - Series VA"), 11,000 listed, secured, redeemable and non-convertible Embassy REIT Series V NCD 2021 (Series B- ISIN INE041007084), 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"), 10,000 listed, secured, redeemable and non-convertible Embassy REIT Series VI NCD 2022-ISIN INE041007092 , debentures having face value of Rs.1 million each amounting to Rs.10,000.00 million (hereinafter referred to as "2022 NCDs - Series VI"), 105,000 listed, secured, redeemable and non-convertible Embassy REIT Series VII NCD 2023-ISIN INE041007100, debentures having face value of Rs.1 lakh each amounting to Rs.10,500.00 million (hereinafter referred to as "2023 NCDs - Series VII"), 50,000 listed, secured, redeemable and non-convertible Embassy REIT Series VIII NCD 2023-ISIN INE041007118, debentures having face value of Rs.1 lakh each amounting to Rs.5000.00 million (hereinafter referred to as "2023 NCDs - Series VIII") and 50,000 listed, secured, redeemable and non-convertible Embassy REIT Series IX NCD 2023-ISIN INE041007126, debentures having face value of Rs.1 lakh each amounting to

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"). The financial covenants in relation to 2023 NCDs - Series VII have been specified in the Debenture Trust Deed dated June 01, 2023 entered between the Trust and Catalyst Trusteeship Limited ("DTD dated June 01, 2023"). The financial covenants in relation to 2023 NCDs - Series VIII have been specified in the Debenture Trust Deed dated August 25, 2023 entered between the Trust and Catalyst Trusteeship Limited ("DTD dated August 25, 2023") and The financial covenants in relation to 2023 NCDs - Series IX have been specified in the Debenture Trust Deed dated August 30, 2023 entered between the Trust and Catalyst Trusteeship Limited ("DTD dated August 30, 2023")

**1) Maintenance of security cover**

**a) Security cover calculation in relation to 2021 NCDs - Series IV**

The requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD dated September 03, 2021, which requires maintenance of LTV of Secured Assets at less than or equal to 49%.

Calculation of LTV of Secured Assets as per para 2.27 of Schedule 5 of DTD dated September 03, 2021:

$$\begin{aligned} \text{LTV of Secured Assets} &= \frac{\text{total outstanding Financial Indebtedness of a secured SPV on a Financial Covenant Testing Date}}{\text{aggregate value of the Mortgage Properties as determined by a valuer in accordance with the REIT Regulations}} \\ \text{LTV of Secured Assets} &= \frac{(A)}{(B)} = 41.56\% \end{aligned}$$

Total outstanding Financial Indebtedness of a secured SPV on a Financial Covenant Testing Date as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
Corporate guarantee given by Sarla Infrastructure Private Limited	7,000.00
<b>Total outstanding Financial Indebtedness of a secured SPV on a Financial Covenant Testing Date = (A)</b>	<b>7,000.00</b>

Aggregate value of the Mortgage Properties as determined by a valuer in accordance with the REIT Regulations as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
Aggregate value of the properties under mortgage as determined by a valuer	16,841.40
<b>Aggregate value of the Mortgage Properties = (B)</b>	<b>16,841.40</b>

LTV of Secured Assets as at September 30, 2023 as calculated above is 41.56%, which is within the maximum limit of 49% as specified in para 2.27 of Schedule 5 of DTD dated September 03, 2021.

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

**Statement showing "Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets"**

**b) Security cover calculation in relation to 2021 NCDs - Series V (Series A)**

The requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021, which requires maintenance of LTV of Secured Assets at less than or equal to 49%.

Calculation of LTV of Secured Assets as per para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021:

$$\begin{aligned} \text{LTV of Secured Assets} &= \frac{\text{total outstanding nominal value of the Debentures (Series A) and accrued but unpaid Coupon on a Financial Covenant Testing Date}}{\text{aggregate value of the Mortgage Properties (Series A) as determined by a valuer in accordance with the REIT Regulations}} \\ \text{LTV of Secured Assets} &= \frac{(A)}{(B)} = 38.52\% \end{aligned}$$

Total outstanding nominal value of the Debentures (Series A) and accrued but unpaid Coupon as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
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	20,000.00
Accrued but unpaid Coupon as at September 30, 2023	-
<b>Total outstanding nominal value of the Debentures (Series A) and accrued but unpaid Coupon on a Financial Covenant Testing Date = (A)</b>	<b>20,000.00</b>

Aggregate value of the Mortgage Properties (Series A) as determined by a valuer in accordance with the REIT Regulations as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
Mortgage Properties (Series A)	51,922.47
<b>Aggregate value of the Mortgage Properties (Series A) = (B)</b>	<b>51,922.47</b>

LTV of Secured Assets as at September 30, 2023 as calculated above is 38.52%, which is within the maximum limit of 49% as specified in para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021.

**c) Security cover calculation in relation to 2021 NCDs - Series V (Series B)**

The requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021, which requires maintenance of LTV of Secured Assets at less than or equal to 49%.

Calculation of LTV of Secured Assets as per para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021:

$$\begin{aligned} \text{LTV of Secured Assets} &= \frac{\text{total outstanding nominal value of the Debentures (Series B) and accrued but unpaid Coupon on a Financial Covenant Testing Date}}{\text{aggregate value of the Mortgage Properties (Series B) as determined by a valuer in accordance with the REIT Regulations}} \\ \text{LTV of Secured Assets} &= \frac{(A)}{(B)} = 35.81\% \end{aligned}$$

Total outstanding nominal value of the Debentures (Series B) and accrued but unpaid Coupon as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
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	11,000.00
Accrued but unpaid Coupon as at September 30, 2023	-
<b>Total outstanding nominal value of the Debentures (Series B) and accrued but unpaid Coupon on a Financial Covenant Testing Date = (A)</b>	<b>11,000.00</b>

Aggregate value of the Mortgage Properties (Series B) as determined by a valuer in accordance with the REIT Regulations as at September 30, 2023 is as under:

Amounts in Rs. million	
Particulars	Amount
Mortgage Properties (Series B)	30,716.10
<b>Aggregate value of the Mortgage Properties (Series B) = (B)</b>	<b>30,716.10</b>

LTV of Secured Assets as at September 30, 2023 as calculated above is 35.81%, which is within the maximum limit of 49% as specified in para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021.

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

**Statement showing "Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets"**

**d) Security cover calculation in relation to 2022 NCDs - Series VI**

The requirement to maintain security cover is specified in para 2.27 of Schedule 5 of DTD dated March 31, 2022, which requires maintenance of Security cover ratio of more than or equal to 2.0x.

The following formula is used to calculate security cover ratio of the Trust in relation to 2022 NCDs - Series VI:

$$\text{Security cover ratio} = \frac{\text{The amount that is the aggregate of (A) 50\% (fifty per cent.) (or, if higher, the percentage of Share Capital of Gofflinks then held by the REIT Group) of the Adjusted Gross Asset Value of Gofflinks and (B) total outstanding nominal value of the Gofflinks NCDs then held by the Issuer and all accrued but unpaid interest or coupon (however described) in respect of such Gofflinks NCDs.}}{\text{Total outstanding nominal value of the Debentures and accrued but unpaid Coupon}}$$
$$\text{Security cover ratio} = \frac{(A)}{(B)} = 4.02$$

Value of assets provided as security as at September 30, 2023 is as under

Particulars	Amounts in Rs. million	
	Particulars	Amount
Value of 50% shareholding in Gofflinks Software Park Private Limited held by Manyata Promoters Private Limited ("MPPL") (refer note a below)		32,815.00
Carrying amount of debentures issued by Gofflinks Software Park Private Limited to the Trust outstanding as at September 30, 2023		7,350.00
<b>Value of assets provided as security = (A)</b>		<b>40,165.00</b>

Total outstanding nominal value of the Debentures and accrued but unpaid Coupon as at September 30, 2023 is as under

Particulars	Amounts in Rs. million	
	Particulars	Amount
10,000 listed, secured, redeemable and non-convertible Embassy REIT Series VI NCD 2022, debentures having face value of Rs.1 million each		10,000.00
Accrued but unpaid Coupon as at September 30, 2023		-
<b>Total outstanding nominal value of the Debentures and accrued but unpaid Coupon = (B)</b>		<b>10,000.00</b>

**Note a:** Value of 50% shareholding in Gofflinks Software Park Private Limited held by MPPL is calculated as below:

Particulars	Amount
Fair value of property owned by Gofflinks Software Park Private Limited as determined by a valuer	72,980.00
Less: Carrying amount of debentures issued by Gofflinks Software Park Private Limited to the Trust outstanding as at September 30, 2023.	(7,350.00)
<b>Net amount</b>	<b>65,630.00</b>
<b>Value of 50% shareholding in Gofflinks Software Park Private Limited held by MPPL = 50% of net amount as calculated above</b>	<b>32,815.00</b>

Security cover ratio as at September 30, 2023 as calculated above is 4.02 times, which is more than the minimum security cover of 2 times as required to be maintained by the Trust.

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

**Statement showing "Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets"**

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

a) As per terms of para 2.27 of Schedule 5 of DTD dated September 3, 2021, the financial covenants required to be complied with by the Trust are as under:

**I. Net Total Debt divided by EBITDA shall be less than or equal to 5.5x**

Calculation of Net Total Debt divided by EBITDA as per para 2.27 of Schedule 5 of DTD dated September 3, 2021:

$$\text{Net Total Debt divided by EBITDA} = \frac{(A)}{(B)} = 4.83$$

Net Total Debt as at September 30, 2023 is as under:

Particulars	Amounts in Rs. million
Aggregate amount of all outstanding Financial Indebtedness of the REIT Group, including without limitation, accrued but unpaid coupon, interest, redemption premium (as applicable), and Coupon excluding: (a) any Financial Indebtedness extended by one member of the REIT Group to another member of the REIT Group, less (b) Consolidated Cash*	
Borrowings (non-current)	1,27,050.46
Borrowings (current)	27,762.98
Less:	
Consolidated cash (the aggregate amount of cash and Cash Equivalent Investments (REIT Group) (classified as "available for sale") of the REIT Group	(6,657.69)
<b>Net Total Debt = (A)</b>	<b>1,48,155.75</b>

\*Does not include Rs. 1,493.13 million of lease liabilities pertaining to leases other than finance and capital lease.

Calculation of EBITDA for the year ended September 30, 2023 is as under:

Particulars	Amounts in Rs. million
Revenue from operations	38,524.46
Add: Other income	1,813.66
Less: Liquidated damages	-
Less: Net change in fair value of financial assets	-
Less: Profit on retirement of assets	(142.78)
Less: Foreign exchange gain	-
Less: O&M expenses	(1,419.12)
Less: Other expenses	(8,490.97)
Add: Loss on retirement of assets	-
Add: Fair value loss on financial instruments at fair value	-
Add: Foreign exchange loss	-
Add: Fit out rentals (refer note a below)	394.03
<b>EBITDA = (B)</b>	<b>30,679.28</b>

Note a: As per terms of DTD dated September 03, 2021 for the calculation of EBITDA of Rs. 30,679.28 million above, in relation to fit out rentals, the entire contracted cash flows as per the underlying agreements pertaining to such fit out rentals has been considered for the year ended September 30, 2023.

Note b: As per terms of DTD dated September 03, 2021 for the above calculation of EBITDA includes 50% of EBITDA of Golfinks Software Park Private Limited.

Net Total Debt divided by EBITDA as calculated above is 4.83 times, which is within the maximum limit of 5.5 times as specified in para 2.27 of Schedule 5 of DTD dated September 03, 2021

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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets'**

**II. Loan to Value Ratio shall be less than or equal to 40%**

Calculation of Loan to Value Ratio as per para 2.27 of Schedule 5 of DTD dated September 3, 2021:

$$\text{Loan to Value Ratio} = \frac{\text{the Net Total Debt}}{\text{the Gross Asset Value}}$$

$$\text{Loan to Value Ratio} = \frac{\text{(A)}}{\text{(B)}} = 28.14\%$$

(A) = The Net Total Debt as at September 30, 2023 is Rs. 1,48,155.75 million. Refer calculation under (2)(a)(I) above.

Gross Asset Value as at September 30, 2023 is as under:

Particulars	Amounts in Rs. million
Aggregate value of all the assets under the REIT Group as assessed by the valuer, as defined under Regulation 2(1)(zzb) of the REIT Regulations, as amended from time to time (refer note a below)	5,26,513.97
<b>Gross Asset Value = (B) (refer note a below)</b>	<b>5,26,513.97</b>

Note a: As per terms of DTD dated September 03, 2021, the REIT's share of fair value of Golfinks Software Park Private Limited ('GLSP') property is required to be considered in Gross Asset Value only if the REIT incurs any financial indebtedness and utilises the proceeds of that financial indebtedness to on-lend to GLSP. Since, as at September 30, 2023, REIT has incurred financial indebtedness to on-lend to GLSP, the Gross Asset Value as calculated above includes the REIT's share of fair value of GLSP property.

Loan to Value Ratio as at September 30, 2023 as calculated above is 28.14%, which is within the maximum limit of 40% as specified in para 2.27 of Schedule 5 of DTD dated September 03, 2021.

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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets'**

**III. The issuer shall ensure that the Mortgaged Properties of SIPL contribute atleast INR 860 million to the EBITDA of Sarla Infrastructure Private Limited ('SIPL').**

Particulars	Calculation of EBITDA of Mortgaged Properties of SIPL
Revenue from operations	1,388.06
Add: Other income	10.18
Less: Liquidated damages	-
Less: Net change in fair value of financial assets	-
Less: Profit on retirement of assets	-
Less: Foreign exchange gain	-
Less: O&M expenses	(173.59)
Less: Other expenses	(107.75)
Add: Loss on retirement of assets	-
Add: Fair value loss on financial instruments at fair value	-
Add: Foreign exchange loss	-
Add: Rental support income	-
Add: Fit out rentals	-
<b>Total EBITDA of SIPL</b>	<b>1,116.90</b>

Total EBITDA of Mortgage Properties of SIPL as calculated above is Rs.1,116.90 million, which is higher than the minimum limit of Rs.860 million specified in para 2.27 of Schedule 5 of DTD dated September 3, 2021.

**b) As per terms of para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021, the financial covenants required to be complied with by the Trust are as under:**

**I. Net Total Debt divided by EBITDA shall be less than or equal to 5.5x**

Calculation of Net Total Debt divided by EBITDA as per para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021

$$\text{Net Total Debt divided by EBITDA} = \frac{(A)}{(B)} = 4.83$$

(A) = The Net Total Debt as at September 30, 2023 is Rs. 1,48,155.75 million. Refer calculation under (2)(a)(I) above.

(B) = EBITDA is Rs.30,679.28 million. Refer calculation under (2)(a)(I) above.

Net Total Debt divided by EBITDA as calculated above 4.83 times is within the maximum limit of 5.5 times as specified in para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021.

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

**Statement showing "Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets"**

**II. Loan to Value Ratio shall be less than or equal to 40%**

Calculation of Loan to Value Ratio as per para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021

$$\text{Loan to Value Ratio} = \frac{\text{the Net Total Debt}}{\text{the Gross Asset Value}}$$

$$\text{Loan to Value Ratio} = \frac{(A)}{(B)} = 28.14\%$$

(A) = The Net Total Debt as at September 30, 2023 is Rs. 1,48,155.75 million. Refer calculation under (2)(a)(I) above.

(B) = Gross Asset Value as at September 30, 2023 is Rs 5,26,513.97 million. Refer calculation under (2)(a)(II) above and note a below.

Loan to Value Ratio as at September 30, 2023 as calculated above is 28.14%, which is within the maximum limit of 40% as specified in para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021.

**III. The issuer shall ensure that the Total Debt to EBITDA ratio of Operational Assets shall be less than or equal to 7 times.**

Calculation of Total Debt to EBITDA Ratio of Operational Assets as per para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021

$$\begin{aligned} \text{Total Debt to EBITDA Ratio of Operational Assets} &= \frac{\text{the aggregate outstanding amount of Permitted Indebtedness (MPPL) as set out in paragraph (f) of the definition of Permitted Indebtedness (MPPL) on a Financial Covenant Testing Date as per DTD (Series A) dated October 18, 2021 and DTD (Series B) dated October 18, 2021 (the same is referred to in the below calculation as "Total debt of MPPL")}}{\text{the EBITDA (for the immediately preceding 12 month period) generated by the Operational Assets on such Financial Covenant Testing Date}} \end{aligned}$$

$$\text{Total Debt to EBITDA Ratio of Operational Assets} = \frac{(A)}{(B)} = 5.27$$

Calculation of Total Debt of MPPL as at September 30, 2023 is as under:

Particulars	Amounts in Rs. million	
		Amount
Corporate Guarantee Series V (Series A)		20,000.00
Corporate Guarantee Series V (Series B)		11,000.00
Unlisted NCD Series I		10,165.39
BOB LRD Facility		3,885.78
ICICI LRD Facility		1,102.61
Canara LRD Facility		3,459.60
ICICI Overdraft Facility		742.50
Axis Overdraft Facility		999.97
<b>Total Debt of MPPL = (A)</b>		<b>51,355.86</b>

Calculation of EBITDA of Operational Assets of MPPL for the year ended September 30, 2023 is as under:

Particulars	Amounts in Rs. million	
		Total
Revenue from operations		13,066.31
Add: Other income (refer note a below)		221.82
Less: Liquidated damages		-
Less: Net change in fair value of financial assets		-
Less: Profit on retirement of assets		-
Less: Foreign exchange gain		-
Less: O&M expenses		(1,856.70)
Less: Other expenses		(1,689.90)
Add: Loss on retirement of assets		-
Add: Fair value loss on financial instruments at fair value		-
Add: Foreign exchange loss		-
<b>EBITDA of Operational Assets of MPPL = (B)</b>		<b>9,741.53</b>

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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets'**

Note a: In calculating EBITDA of Operational Assets of MPPL, the Trust has not considered dividend income from GLSP of Rs. 700 million for year ended September 30, 2023, since the Trust is of the view that the same does not form part of EBITDA of Operational Assets of MPPL as per terms of DTD (Series A) dated October 18, 2021 and DTD (Series B) dated October 18, 2021.

Total Debt to EBITDA of Operational Assets as at September 30, 2023 as calculated above of is 5.27 times, which is within the maximum limit of 7 times as specified in para 2.27 of Schedule 5 of DTD (Series A) dated October 18, 2021 and para 2.27 of Schedule 5 of DTD (Series B) dated October 18, 2021

**c) As per terms of para 2.27 of Schedule 5 of DTD dated March 31, 2022, the financial covenants required to be complied with by the Trust are as under:**

**I. Net Total Debt divided by EBITDA shall be less than or equal to 5.5x**

Calculation of Net Total Debt divided by EBITDA as per para 2.27 of Schedule 5 of DTD dated March 31, 2023.

$$\begin{array}{l} \text{Net Total Debt} \\ \text{divided by EBITDA} \end{array} = \frac{(A)}{(B)} = 4.83$$

(A) = The Net Total Debt as at September 30, 2023 is Rs. 1,48,155.75 million. Refer calculation under (2)(a)(I) above.

(B) = EBITDA is Rs.30,679.28 million. Refer calculation under (2)(a)(I) above.

Net Total Debt divided by EBITDA as calculated above is 4.83 times, which is within the maximum limit of 5.5 times as specified in para 2.27 of Schedule 5 of DTD dated March 31, 2022.

**II. Security cover ratio shall be more than or equal to 2.0x**

The following formula is used to calculate security cover ratio of the Trust in relation to 2022 NCDs - Series VI:

$$\begin{array}{l} \text{Security cover ratio} \\ \\ \text{Security cover ratio} \end{array} = \frac{\begin{array}{l} \text{The amount that is the aggregate of (A) 50\% (fifty per cent.) (or, if higher, the percentage of Share} \\ \text{Capital of Golflinks then held by the REIT Group) of the Adjusted Gross Asset Value of Golflinks} \\ \text{and (B) total outstanding nominal value of the Golflinks NCDs then held by the Issuer and all accrued} \\ \text{but unpaid interest or coupon (however described) in respect of such Golflinks NCDs.} \end{array}}{\text{Total outstanding nominal value of the Debentures and accrued but unpaid Coupon}} = \frac{(A)}{(B)} = 4.02$$

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

**Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets'**

Value of assets provided as security as at September 30, 2023 is as under

Particulars	Amounts in Rs. million	
		Amount
Value of 50% shareholding in Goflinks Software Park Private Limited held by Manyata Promoters Private Limited ("MPPL") (refer note a below)		32,815.00
Carrying amount of debentures issued by Goflinks Software Park Private Limited to the Trust outstanding as at September 30, 2023		7,350.00
<b>Value of assets provided as security = (A)</b>		<b>40,165.00</b>

Total outstanding nominal value of the Debentures and accrued but unpaid Coupon as at September 30, 2023 is as under

Particulars	Amounts in Rs. million	
		Amount
10,000 listed, secured, redeemable and non-convertible Embassy REIT Series VI NCD 2022, debentures having face value of Rs.1 million each		10,000.00
Accrued but unpaid Coupon as at September 30, 2023		-
<b>Total outstanding nominal value of the Debentures and accrued but unpaid Coupon = (B)</b>		<b>10,000.00</b>

**Note a:** Value of 50% shareholding in Goflinks Software Park Private Limited held by MPPL is calculated as below:

Particulars	Amount	
		Amount
Fair value of property owned by Goflinks Software Park Private Limited as determined by a valuer		72,980.00
Less: Carrying amount of debentures issued by Goflinks Software Park Private Limited to the Trust outstanding as at September 30, 2023.		(7,350.00)
<b>Net amount</b>		<b>65,630.00</b>
<b>Value of 50% shareholding in Goflinks Software Park Private Limited held by MPPL = 50% of net amount as calculated above</b>		<b>32,815.00</b>

Security cover ratio as at September 30, 2023 as calculated above is 4.02 times, which is more than the minimum security cover of 2 times as required to be maintained by the Trust.

Hence, The Trust has complied with all the financial covenants as prescribed in the DTD dated September 03, 2021, DTD (Series A) dated October 18, 2021, DTD (Series B) dated October 18, 2021 and DTD dated March 31, 2022.

**3) Compliance with financial covenants for Series VII, Series VIII & Series IX**

As per the DTD dated June 01, 2023 for Series VII, DTD dated August 25, 2023 for Series VIII and DTD dated August 30, 2023 for Series IX, the Trust is required to comply with certain financial covenants from March 31, 2024 onwards and hence no financial covenants to be complied with by the Trust under DTD dated June 01, 2023, DTD dated August 25, 2023 and DTD dated August 30, 2023 as on September 30, 2023.

**4) Compliance with all covenants other than financial covenants**

The Trust has complied with all other covenants as prescribed in the DTD dated September 03, 2021, DTD (Series A) dated October 18, 2021, DTD (Series B) dated October 18, 2021 and DTD dated March 31, 2022.

**5) 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.

We confirm that the aforesaid information is true and correct.

For Embassy Office Parks REIT

RAHUL  
RAMESH  
PARIKH

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RAHUL RAMESH  
PARIKH  
Date: 2023.10.26  
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Authorised Signatory

Place: Bengaluru

Date: October 26, 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	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								
<b>ASSETS</b>														
Property, Plant and Equipment (refer note a and note c below)			44,300.00			19,965.02	1,87,889.85		2,52,154.86					
	<b>2021 NCDs - Series IV:</b> Commercial Building being Block 9 of Embassy TechVillage (hereinafter referred to as "Secured assets Series IV")	-	-	-	9,208.99	-	-	-	9,208.99	-	-	16,841.40	-	16,841.40
	<b>2021 NCDs - Series VA:</b> Commercial buildings of Blocks F3, F2, G1, G2, G1& G2, G3, D4, E1, Mfar - Green Phase 4 of Embassy Manyata (hereinafter referred to as "Security Series VA")	9,231.91	-	-	-	-	-	-	9,231.91	51,922.47	-	-	-	51,922.47
	<b>2021 NCDs - Series VB:</b> Commercial buildings of Blocks L5,B, E2, H2, Mfar - Philips of Embassy Manyata (hereinafter referred to as "Security Series VB")	4,070.18	-	-	-	-	-	-	4,070.18	30,716.10	-	-	-	30,716.10
	<b>2023 NCDs - Series VII:</b> Commercial Building being FIFC (hereinafter referred to as Security Series VII")	7,863.74	-	-	-	-	-	-	7,863.74	14,905.00	-	-	-	14,905.00
	Portfolio assets of Galaxy	2,416.66	-	-	-	-	-	-	2,416.66	9,617.00	-	-	-	9,617.00
	<b>2023 NCDs - Series VIII:</b> Portfolio assets of QBPPPL	14,067.41	-	-	-	-	-	-	14,067.41	26,359.00	-	-	-	26,359.00
	Commercial Building being Block 9 of Embassy TechVillage (hereinafter referred to as Security Series VIII")	-	-	-	9,208.99	-	-	(9,208.99)	-	-	-	-	-	-
	<b>2023 NCDs - Series IX:</b> Commercial Building being Express Towers (hereinafter referred to as Security Series IX")	3,067.80	-	-	-	-	-	-	3,067.80	42,722.00	-	-	-	42,722.00
	Portfolio assets of EPTPL	10,036.43	-	-	-	-	-	-	10,036.43	-	-	-	-	-
Capital Work-in- Progress (refer note b below)		-	9,302.51		-	-	6,928.76	-	16,231.27	-	-	-	-	-
Right of Use Assets		-	-		-	-	-	-	-	-	-	-	-	-
Goodwill		-	-		-	-	64,045.35	-	64,045.35	-	-	-	-	-
Intangible Assets		-	-		-	-	10,805.84	-	10,805.84	-	-	-	-	-
Intangible Assets under Development		-	-		-	-	-	-	-	-	-	-	-	-
Investments	<b>2022 NCDs - Series VI:</b> - Pledge over investments made by the Trust in debentures of Golfinks Software Park Private Limited - Pledge over investments made by MPPL in Golfinks Software Park Private Limited (Above assets are hereinafter referred to as "Secured assets Series VI")	30,263.61	-	-	-	-	-	-	30,263.61	40,164.21	-	-	-	40,164.21
Loans		-	-	-	-	-	-	-	-	-	-	-	-	-
Inventories		-	-	-	-	-	42.77	-	42.77	-	-	-	-	-

Trade Receivables		-	-	-	-	-	638.84	-	638.84				
Cash and Cash Equivalents		-	-	-	-	-	6,663.20	-	6,663.20				
Bank Balances other than Cash and Cash Equivalents		-	-	-	-	-	163.91	-	163.91				
Others		-	-	-	-	-	24,963.58	-	24,963.58				
<b>Total</b>		<b>81,017.73</b>	<b>53,602.51</b>	<b>-</b>	<b>18,417.97</b>	<b>19,965.02</b>	<b>3,02,142.10</b>	<b>(9,208.99)</b>	<b>4,65,936.34</b>				
<b>LIABILITIES</b>													
Debt securities to which this certificate pertains	2021 NCDs - Series IV	-		Yes	3,000.00	-	-	(16.12)	2,983.88				
	2021 NCDs - Series VA	20,000.00		No	-	-	-	(48.92)	19,951.08				
	2021 NCDs - Series VB	11,000.00		No	-	-	-	(45.98)	10,954.02				
	2022 NCDs - Series VI	10,000.00		No	-	-	-	(38.10)	9,961.90				
	2023 NCDs - Series VII	10,500.00		No	-	-	-	(28.51)	10,471.49				
	2023 NCDs - Series VIII	5,000.00		No	5,000.00	-	-	(5,002.67)	4,997.33				
	2023 NCDs - Series IX	5,000.00		No	-	-	-	(3.44)	4,996.56				
Other debt sharing pari-passu charge with above debt					-	-	-	-	-				
Other Debt			35,933.28	No	-	-	-	-	35,933.28				
Subordinated debt					-	-	-	-	-				
Borrowings					-	-	-	-	-				
Bank			21,050.08	No	-	33,515.40	-	-	54,565.48				
Debt Securities					-	-	-	-	-				
Others					-	-	2,37,772.71	-	2,37,772.71				
Trade payables					-	-	483.82	-	483.82				
Lease Liabilities					-	-	1,330.93	-	1,330.93				
Provisions					-	-	28.98	-	28.98				
Others					-	-	71,504.88	-	71,504.88				
<b>Total</b>		<b>61,500.00</b>	<b>56,983.36</b>		<b>8,000.00</b>	<b>33,515.40</b>	<b>3,11,121.32</b>	<b>(5,183.74)</b>	<b>4,65,936.34</b>				
<b>Cover on Book Value</b>	<b>2021 NCDs - Series IV (refer note f)</b>	-			1.32	-	-	-	-				
	2021 NCDs - Series VA	0.46			-	-	-	-	-				
	2021 NCDs - Series VB	0.37			-	-	-	-	-				
	2022 NCDs - Series VI	3.03			-	-	-	-	-				
	2023 NCDs - Series VII	0.98			-	-	-	-	-				
	2023 NCDs - Series VIII	2.81			0.40	-	-	-	-				
	2023 NCDs - Series IX	2.62			-	-	-	-	-				
<b>Cover on Market Value</b>	<b>2021 NCDs - Series IV (refer note f)</b>	-			2.41	-	-	-	-				
	2021 NCDs - Series VA	2.60			-	-	-	-	-				
	2021 NCDs - Series VB	2.79			-	-	-	-	-				
	2022 NCDs - Series VI	4.02			-	-	-	-	-				
	2023 NCDs - Series VII	2.34			-	-	-	-	-				
	2023 NCDs - Series VIII	5.27			0.72	-	-	-	-				
	2023 NCDs - Series IX	8.54			-	-	-	-	-				
		<b>Exclusive Security Cover Ratio</b>	<b>1.32</b>		<b>Pari-Passu Security Cover Ratio (refer note f)</b>	<b>1.32</b>							

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 September 30,2023. 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 September 30,2023 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")	8,914.82
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)
<b>Amount shown in column C for line item Security Series VA</b>	<b>9,231.91</b>

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")	3,910.48
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)	(962.00)
<b>Amount shown in column C for line item Security Series VB</b>	<b>4,070.18</b>

f. For the purpose of Pari-passu security cover ratio, the debts include debts taken by the subsidiaries of EOP REIT having pari-passu charge against the same asset.

**RAHUL RAMESH PARIKH**  
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Embassy Office Parks REIT ("the Trust")  
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	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								
<b>ASSETS</b>														
	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		51,362.81				30,172.56		81,535.37					
	<b>2021 NCDs - Series IV:</b> Investments made by the Trust in equity shares of Sarla Infrastructure Private Limited	6,870.02	-	-	-	-	-	-	6,870.02	16,087.39	-	-	-	16,087.39
	<b>2021 NCDs - Series VA:</b> Investments made by the Trust in equity shares of Manyata Promoters Private Limited	-	-	-	99,475.27	-	-	-	99,475.27	-	-	1,69,814.68	-	1,69,814.68
	<b>2021 NCDs - Series VB:</b> Investments made by the Trust in equity shares of Manyata Promoters Private Limited	-	-	-	99,475.27	-	-	(99,475.27)	-	-	-	1,69,814.68	-	1,69,814.68
	<b>2022 NCDs - Series VI:</b> Investment in debentures issued by Golflinks Software Park Private Limited to the Trust	7,350.00	-	-	-	-	-	-	7,350.00	-	7,350.00	-	-	7,350.00
	<b>2023 NCDs - Series VII:</b> Investments made by the Trust in equity shares of Earnest Towers Private Limited and Galaxy Square Private Limited	15,252.74	-	-	-	-	-	-	15,252.74	23,791.55	-	-	-	23,791.55
	<b>2023 NCDs - Series VIII:</b> Investments made by the Trust in equity shares of Quadron Business Park Private Limited	9,675.20	-	-	-	-	-	-	9,675.20	9,528.62	-	-	-	9,528.62
	<b>2023 NCDs - Series IX:</b> Investments made by the Trust in equity shares of Indian Express Newspapers (Mumbai) Private Limited and Embassy PuneTechZone Private Limited	25,294.46	-	-	-	-	-	-	25,294.46	40,781.15	-	-	-	40,781.15
	Loans		16,082.37				15,577.37		31,659.74					
	<b>2021 NCDs - Series IV:</b> Unsecured loan given by the Trust to Sarla Infrastructure Private Limited	6,362.51	-	-	-	-	-	-	6,362.51		6,362.51	-	-	6,362.51
	<b>2021 NCDs - Series VA:</b> Unsecured loan given by the Trust to Manyata Promoters Private Limited	-	-	-	29,217.27	-	-	-	29,217.27		-	-	29,217.27	29,217.27
	<b>2021 NCDs - Series VB:</b> Unsecured loan given by the Trust to Manyata Promoters Private Limited	-	-	-	29,217.27	-	-	(29,217.27)	-		-	-	29,217.27	29,217.27
	<b>2023 NCDs - Series VII:</b> Unsecured loan given by the Trust to Earnest Towers Private Limited and Galaxy Square Private Limited	2,287.78	-	-	-	-	-	-	2,287.78		2,287.78	-	-	2,287.78
	<b>2023 NCDs - Series VIII:</b> Unsecured loan given by the Trust to Quadron Business Park Private Limited	16,507.55	-	-	-	-	-	-	16,507.55		16,507.55	-	-	16,507.55
	<b>2023 NCDs - Series IX:</b> Unsecured loan given by the Trust to Indian Express Newspapers (Mumbai) Private Limited and Embassy PuneTechZone Private Limited	10,223.88	-	-	-	-	-	-	10,223.88		10,223.88	-	-	10,223.88
	Inventories	-			-	-	-	-	-					
	Trade Receivables	-			-	-	-	-	-					
	Cash and Cash Equivalents	-			-	-	5,452.89	-	5,452.89					
	Bank Balances other than Cash and Cash Equivalents	-			-	-	-	-	-					
	Others	-			-	-	165.13	-	165.13					
	<b>Total</b>	<b>99,824.14</b>	<b>67,445.18</b>	<b>-</b>	<b>2,57,385.08</b>	<b>-</b>	<b>51,367.95</b>	<b>(1,28,692.54)</b>	<b>3,47,329.81</b>					

LIABILITIES												
Debt securities to which this certificate pertains	2021 NCDs - Series IV	3,000.00		No	-	-		(16.12)	2,983.88			
	2021 NCDs - Series VA	-		Yes	20,000.00			(48.92)	19,951.08			
	2021 NCDs - Series VB	-		Yes	11,000.00			(45.98)	10,954.02			
	2022 NCDs - Series VI	10,000.00		No	-			(38.10)	9,961.90			
	2023 NCDs - Series VII	10,500.00		No	-			(28.51)	10,471.49			
	2023 NCDs - Series VIII	5,000.00		No	-			(2.67)	4,997.33			
	2023 NCDs - Series IX	5,000.00		No	-			(3.44)	4,996.56			
Other debt sharing pari-passu charge with above debt					-		-		-			
Other Debt			35,933.28	No	-	-	-		35,933.28			
Subordinated debt					-		-		-			
Borrowings					-		-		-			
Bank					-		-		-			
Debt Securities					-		-		-			
Others					-		2,46,887.80		2,46,887.80			
Trade payables					-		2.68		2.68			
Lease Liabilities					-		-		-			
Provisions					-		-		-			
Others					-		189.83		189.79			
<b>Total</b>		<b>33,500.00</b>	<b>35,933.28</b>		<b>31,000.00</b>	<b>-</b>	<b>2,47,080.31</b>	<b>(183.74)</b>	<b>3,47,329.81</b>			
<b>Cover on Book Value</b>	<b>2021 NCDs - Series IV</b>	4.41			-							
	<b>2021 NCDs - Series VA (refer note c)</b>	-			-	3.30						
	<b>2021 NCDs - Series VB (refer note c)</b>	-			-	3.30						
	<b>2022 NCDs - Series VI</b>	0.74			-							
	<b>2023 NCDs - Series VII</b>	1.67			-							
	<b>2023 NCDs - Series VIII</b>	5.24			-							
	<b>2023 NCDs - Series IX</b>	7.10			-							
<b>Cover on Market Value</b>	<b>2021 NCDs - Series IV</b>	7.48			-							
	<b>2021 NCDs - Series VA (refer note c)</b>	-			-	4.97						
	<b>2021 NCDs - Series VB (refer note c)</b>	-			-	4.97						
	<b>2022 NCDs - Series VI</b>	0.74			-							
	<b>2023 NCDs - Series VII</b>	2.48			-							
	<b>2023 NCDs - Series VIII</b>	5.21			-							
	<b>2023 NCDs - Series IX</b>	10.20			-							
		<b>Exclusive Security Cover Ratio</b>	<b>2.98</b>				<b>Pari-Passu Security Cover Ratio (refer note c)</b>	<b>3.30</b>				

Notes:

- Amounts shown in line item Property, Plant and Equipment in the above table include amounts pertaining to Investment Property
- Amounts shown in line item Capital Work-in- Progress in the above table include amounts pertaining to Investment Property Under Development
- For the purpose of Pari-passu security cover ratio, the debts include debts taken by the subsidiaries of EOP REIT having pari-passu charge against the same asset

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**RAMESH** RAMESH PARIKH  
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