

29<sup>th</sup> July 2019

To,  
**Axis Trustee Services Limited**  
The Ruby, 2<sup>nd</sup> Floor, SW,  
29 Senapati Bapat Marg,  
Dadar West, Mumbai-400 028,  
Maharashtra, India

Dear Madam,

Kind Attn: Ms.Pavi Sharma, Asst Manager

**Subject – Compliance Certificate/ Quarterly Report under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (as amended) for the quarter ended on 30<sup>th</sup> June,2019**

We, **Embassy Office Parks Management Services Private Limited** acting in the capacity of the Manager of **Embassy Office Parks REIT**, pursuant to Regulation 10 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, do hereby confirm that we have complied with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and specifically the provisions of Regulations 10, 18, 19 and 20 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 for the quarter ended on 30<sup>th</sup> June , 2019.

Further, pursuant to the provisions of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and applicable circulars issued thereunder (hereinafter referred to as “the **REIT Regulations**”), we, **Embassy Office Parks Management Services Private Limited** are submitting the Report for the quarter ended on 30<sup>th</sup> June, 2019 containing the following details:-

<b><u>Sr. No.</u></b>	<b><u>Requirement</u></b>	<b><u>Compliance</u></b>
1	Copy of Financial Information and Additional Disclosures submitted as per SEBI Circular No. CIR/IMD/DF/146/2016 dated 29 <sup>th</sup> December, 2016 for Continuous disclosures and compliances by REITs	The Audited Standalone and special purpose condensed combined financial statements for the year ended 31 <sup>st</sup> March, 2019, are enclosed as <b>Annexure-1</b> . The Un-Audited Unaudited Standalone and Consolidated Financial Results for the quarter ended 30 <sup>th</sup> June , 2019 will be shared post the Board meeting approval on 12 <sup>th</sup> August, 2019
2	Copy of any other information submitted to the designated Stock Exchanges/SEBI in terms of REIT Regulations	The various intimations to Stock Exchanges deciphered for the quarter ended 30 <sup>th</sup> June, 2019 are enclosed as <b>Annexure-2</b>

**Embassy Office Parks Management Services Pvt. Ltd.**

Embassy GolfLinks Business Park, Pebble Beach, Off International Ring Road, Bangalore - 560075

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www.embassyofficeparks.com | CIN: U70100KA2014PTC073362

**Registered Office:** Embassy Point, 1st Floor, 150, Infantry Road, Bangalore - 560 001, India.

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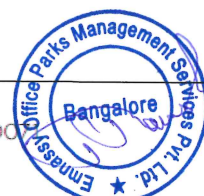
3	Details of any deviations/ variations in the use of proceeds from the object stated in the offer document/ placement memorandum and the actual utilization of funds as per SEBI Circular <b>CIR/IMD/DF/146/2016</b> dated 29 <sup>th</sup> December, 2016	Proceeds of the initial public issue of units of Embassy Office Parks REIT have been utilized in line with the objectives as stated in the Final Offer Document dated March 27, 2019 without any deviations or variations in the stated use of proceeds. Statement of Use of Proceeds till the quarter ended June 30, 2019 is enclosed as <b>Annexure-3</b> .
4	Details of Investor complaints received/disposed of during the quarter or pending at the end of quarter and the reasons thereof as per SEBI Circular No. CIR/IMD/DF/146/2016 dated 29 <sup>th</sup> December, 2016 and steps taken to redress the same for Continuous disclosures and compliances by REITs	There were no Investors Complaints during the quarter ended June 30, 2019 Statement of Investor Complaints for the Quarter ended 30th June 2019 is enclosed as <b>Annexure-4</b>
5	Details of related party transactions, if any, carried out between Manager and its associates or the Project Manager and its associates in terms of Regulation 9(5) of SEBI (Real Estate Investment Trusts) Regulations, 2014 and/or Project Manager and its associates in terms of Regulation ) along with a confirmation from a practicing chartered accountant or a valuer, as the case may be, that such transactions are on arm's length basis	Details of RPT if any, would be shared post approval by the Board of Directors at its meeting to be held on 12 <sup>th</sup> August, 2019.
6	Details of funds received by REIT and payments made	Details of cashflow for the quarter ended 30 <sup>th</sup> June, 2019 would be shared post approval by the Board of Directors at its meeting to be held on 12 <sup>th</sup> August, 2019.
7	Status of development of under construction projects (if any)	Status of development of under construction projects is enclosed as <b>Annexure-5</b>
8	Copy of the activity and performance report placed before the Board as per Regulation 10(18) of SEBI (Real Estate Investment Trusts) Regulations, 2014	Details of Business Performance would be shared post Approval by the Board of Directors at its meeting to be held on 12 <sup>th</sup> August, 2019
9	Whether any assets/projects have been acquired/sold/developed during the quarter. If yes, details to be provided	NIL

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10	Details of any material fact that may have a bearing on the activity of the REIT	NIL
11	Confirmation from Manager: a. that 90% of distributable cashflow are being distributed to the unit holders; and b. that the distribution made to the unit holders are in compliance with regulation 18	NA for quarter ended 30 <sup>th</sup> June , 2019
12	<p>A Certificate cum Confirmation duly signed by key managerial personnel viz., <del>Managing Director/ Whole Time Director/CEO/ CS /CFO/Manager</del> of your Company in its capacity as the Manager to the effect that:</p> <ol style="list-style-type: none"> <li>1) In terms of Regulation 9(8) of SEBI (Real Estate Investment Trusts) Regulations, 2014 that they have proper systems and procedures in place, as are necessary for effective monitoring of the functioning of the REIT.</li> <li>2) In terms of Regulation 10(9) of SEBI (Real Estate Investment Trusts) Regulations, 2014 that they have adequate infrastructure and sufficient key personnel with adequate experience and qualification to undertake management or REIT at all times</li> <li>3) In terms of Regulation 10(16) of SEBI (Real Estate Investment Trusts) Regulations, 2014 that they have adequate controls in place to ensure segregation of its activity as Manager of REIT from other activities</li> <li>4) <del>They have overseen the activities of the Project Manager and reviewed the project manager compliance report in terms of</del></li> </ol>	<p>A Certificate cum Confirmation signed by Company Secretary and Compliance Officer is enclosed as <b>Annexure-6</b>.</p>

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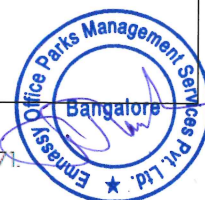
Embassy GolfLinks Business Park, Pebble Beach, Off International Ring Road, Bangalore - 560071.

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	<p><del>Regulation 10(18) of SEBI (Real Estate Investment Trusts) Regulations, 2014;</del></p> <p>5) They on behalf of the REIT are maintaining a functional website wherein contents are being updated as per the frequency provided in SEBI Circular <b>CIR/IMD/DF/146/2016</b> dated 29<sup>th</sup> December, 2016;</p> <p>6) There are no events or information or happenings which may have a bearing on the performance/operation of the Manager/REIT;</p> <p>7) There is no change in directors/change in shareholding of the Manager viz., there is no change in control of the Manager or of the Project Manager in PPP project;</p> <p>8) There are no outstanding litigations, tax disputes, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the REIT assets;</p> <p>9) All applicable Insurance policies have been obtained on the assets of REIT and that such insurances are valid and enforceable. The premium in respect of the insurance policies have been paid; and</p> <p>10) They are in compliance with SEBI Regulations, specifically with Regulations 10, 18, 19 and 20 of SEBI (Real Estate Investment Trusts) Regulations, 2014 and all other reporting and disclosure requirements</p>	
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For and on behalf of Embassy Office Parks REIT acting through the Manager, Embassy Office Parks Management Services Private Limited



**Ramesh Periasamy**  
Company Secretary and Compliance Officer

**Embassy Office Parks Management Services Pvt. Ltd.**

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