



October 30, 2020

To
Axis Trustee Services Limited
The Ruby, 2nd Floor, SW
29 Senapati Bapat Marg
Dadar West, Mumbai 400 028,
Maharashtra, India

Dear Sir/Madam,

Subject: Compliance Certificate/Quarterly Compliance Report under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (as amended) for the quarter ended September 30, 2020

We, **Embassy Office Parks Management Services Private Limited** acting in the capacity of Manager to **Embassy Office Parks REIT**, pursuant to Regulation 10 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (hereinafter referred to as the “**REIT Regulations**”), do hereby confirm that we have complied with the REIT Regulations and specifically the provisions of Regulations 18, 19 and 20 of the REIT Regulations for the quarter ended September 30, 2020.

Further, pursuant to the provisions of the REIT Regulations, we, **Embassy Office Parks Management Services Private Limited** are submitting our report for the quarter ended September 30, 2020 with the details below:

| <u>Sr. No.</u> | <u>Requirement</u> | <u>Compliance</u> |
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| 1. | Copy of Financial Information and Additional Disclosures submitted as per SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 for Continuous disclosures and compliances by Embassy Office Parks REIT | The Un-audited Condensed Standalone Financial Results and Un-audited Condensed Consolidated Financial Results for the quarter and half-year ended September 30, 2020 will be shared upon approval by the Board of Directors at its meeting. |
| 2. | Copy of any other information submitted to the designated Stock Exchanges/SEBI in terms of REIT Regulations | Copies of intimations submitted to stock exchanges/SEBI for the quarter ended September 30, 2020 are collectively enclosed as Annexure-1 . |
| 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 CIR/IMD/DF/146/2016 dated December 29, 2016 | There were no deviations/variations in the use of proceeds from the objects stated in the Information Memorandum. |

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| 4. | Details of Investor complaints received/disposed of during the quarter or pending at the end of quarter and the reasons thereof as per SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 and steps taken to redress the same for Continuous disclosures and compliances by Embassy Office Parks REIT | Statement of Investor Complaints for the quarter ended September 30, 2020 is enclosed as Annexure-2. |
| 5. | Details of related party transactions, if any, carried out between Manager and its associates in terms of Regulation 9(5) of REIT Regulations 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 all related party transactions between the Manager and its associates along with a confirmation from a Practicing Chartered Accountant that the same were undertaken on arm's length basis are enclosed as Annexure-3. |
| 6. | Details of funds received by the Embassy Office Parks REIT and payments made. | The details of funds received and payments made by Embassy Office Parks REIT are enclosed as Annexure-4. |
| 7. | Status of development of under construction properties (if any) | Status of development of under construction properties is enclosed as Annexure-5. |
| 8. | Copy of the activity and performance report placed before the Board of the Manager as per Regulation 10(25) of REIT Regulations | A copy of the report will be shared upon approval by the Board of Directors at its meeting. |
| 9. | Decision to acquire or sell or develop any property or expand existing completed properties with rationale | No Decision to acquire or sell or develop any property or expand existing completed properties during the quarter ended September 30,2020. |
| 10. | Copy of the Manager's Compliance Report as per Regulation 9(3) of REIT Regulations | Manager's Compliance Report as per Regulation 9(3) of REIT Regulations is part of the consolidated certificate as referred in point 13 below. |
| 11. | Details of any other material fact that may have a bearing on the activity of the Embassy Office Parks REIT | Nil |
| 12. | Confirmation from Manager: a. that 90% of distributable cashflow are being distributed to the unit holders; and b. that the distribution made to the unit holders are in compliance with regulation 18 | Manager confirmation on compliance with Regulation 18 in relation to distributions of cashflow is enclosed as Annexure-6. |

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| <p>13.</p> | <p>A Certificate cum Confirmation duly signed by key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS /CFO/Manager of your Company in its capacity as the Manager to the effect that:</p> <ol style="list-style-type: none"> 1) In terms of Regulation 9(8) of REIT Regulations that they have proper systems and procedures in place, as are necessary for effective monitoring of the functioning of the Embassy Office Parks REIT. 2) In terms of Regulation 10(16) of REIT Regulations that they have adequate controls in place to ensure segregation of its activity as Manager of Embassy Office Parks REIT from other activities. 3) We have overseen the activities of the Manager and reviewed the compliance report in terms of Regulation 10(18) of REIT Regulations; 4) They on behalf of the Embassy Office Parks REIT are maintaining a functional website wherein contents are being updated as per the frequency provided in SEBI Circular CIR/IMD/DF/146/2016 dated December 29, 2016; 5) There are no events or information or happenings which may have a bearing on the performance/operation of the Manager/ Embassy Office Parks REIT; 6) 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>A Certificate cum Confirmation signed by Company Secretary and Compliance Officer of the Manager to the Embassy Office Parks REIT is enclosed as Annexure-7.</p> |
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| <p>14.</p> | <p>7) There are no outstanding litigations, tax disputes, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the Embassy Office Parks REIT assets;</p> <p>8) All applicable Insurance policies have been obtained on the assets of Embassy Office Parks REIT and that such insurances are valid and enforceable. The premium in respect of the insurance policies have been paid;</p> <p>9) They are in compliance with REIT Regulations, specifically with Regulations 10, 18, 19 and 20 REIT Regulations and all other reporting and disclosure requirements; and</p> <p>10) Minimum level of public holding under Regulation 14 of SEBI (Real Estate Investment Trusts) Regulations, 2014 is maintained.</p> <p>Disclosure of unit holding pattern for each class of unit holders within the following time periods, as applicable:</p> <p>(a) One day prior to listing of units on the stock exchanges;</p> <p>(b) On quarterly basis, within 21 days from the end of each quarter; and</p> <p>(c) Within 10 days of any capital restructuring of REIT resulting in a change exceeding 2% of the total outstanding units of REIT.</p> <p>(Format of unitholder pattern as per SEBI/HO/DDHS/DDHS/CIR/P/2020/43 dated March 23, 2020)</p> | <p>Not Applicable</p> <p>Unitholding Pattern for the Quarter ended September 30, 2020 is enclosed as Annexure-8.</p> <p>Not Applicable</p> |
| <p>15.</p> | <p>Whether Rights Issue, Preferential Issue and Institutional Placements of units made during the quarter?</p> | <p>Nil</p> |



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| 16. | <p>Whether any encumbrance has been created on the units of REIT during the quarter?</p> <p>If yes, provide details of encumbrance created and submissions made to the manager/stock exchanges in that respect. (SEBI has issued circular. SEBI/HO/DDHS/DDHS/CIR/P/2020/44 dated March 23, 2020)</p> | <p>No Encumbrance was created on the units of Embassy REIT for the quarter ended September 30, 2020.</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

Deepika Srivastava
Company Secretary and Compliance Officer
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