

Date: 29th June, 2019

To,
The Corporate Relations Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051

The Corporate Relations Department
Department of Corporate Services
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Subject: Notice of First Annual Meeting of the Unitholders of Embassy Office Parks REIT

Re: Scrip Code 542602 and Scrip Symbol “EMBASSY”

Dear Sir/Madam,

We wish to inform you that First Annual Meeting of the Unitholders of Embassy Office Parks REIT, for the Financial Year 2018-2019, shall be held on Thursday, 25th July, 2019 at 2.30 p.m. at Coronet Hall, Le Meridien Hotel, 28 Sankey Road, P B No. 174, Bangalore - 560 052, Karnataka, India. Enclosed herewith is the Notice of First Annual Meeting of the Unitholders.

Please take the same on your record.

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

Digitally signed
by Ramesh
Periasamy
Date:
2019.06.29
17:32:07
+05'30'
Ramesh Periasamy
Company Secretary & Compliance Officer

Embassy Office Parks Management Services Pvt. Ltd.

Embassy GolfLinks Business Park, Pebble Beach, Off International Ring Road, Bangalore - 560071.
T: +91 80 4903 0000 F: +91 80 4903 0046
www.embassyofficeparks.com | CIN: U70100KA2014PTC073362

Registered Office: Embassy Point, 1st Floor, 150, Infantry Road, Bangalore - 560 001, India.
T: +91 80 4179 9999 F: +91 80 2228 6912

EMBASSY OFFICE PARKS REAL ESTATE INVESTMENT TRUST

(A Real Estate Investment Trust registered with the Securities & Exchange Board of India
vide Registration No. IN/REIT/17-18/0001)

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

Tel #: + 91 80 3322 0000/2222 Fax #: +91 80 4903 0046

Compliance Officer: Mr. Ramesh Periasamy;

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL MEETING (“AM”/ “Annual Meeting”) OF THE UNITHOLDERS (“THE UNITHOLDERS”) OF EMBASSY OFFICE PARKS REAL ESTATE INVESTMENT TRUST (“EMBASSY REIT”) WILL BE HELD ON THURSDAY, JULY 25, 2019 AT 2:30 P.M. AT THE CORONET HALL, LE MERIDIEN HOTEL, 28 SANKEY ROAD, P B NO. 174, BANGALORE - 560 052, TO TRANSACT THE FOLLOWING BUSINESS (“NOTICE”):

ORDINARY BUSINESS:

1. TO TAKE NOTE OF AUDITED FINANCIAL STATEMENTS AS ON MARCH 31, 2019

The Board of Directors (“**Board**”) of Embassy Office Parks Management Services Private Limited (the “**Manager**”) has adopted: (a) the annual audited special purpose condensed combined financials of Embassy Office Parks REIT (“**Embassy REIT**”) (prepared under Ind-AS) for the year ended 31st March 2019, and (b) the annual audited standalone financial statements of Embassy REIT (prepared under Indian GAAP) for the financial year ended 31st March, 2019. The aforementioned financial statements pertain to the period prior to the date of listing i.e., 1st April 2019 and the Board has voluntarily elected to table such financials before the Unitholders as a measure of good governance.

Accordingly, the Unitholders are requested to take note of the annual audited special purpose condensed combined financial statements of Embassy REIT (prepared under Ind-AS) for the financial year ended 31st March, 2019, and the annual audited standalone financial statements of Embassy REIT (prepared under Indian GAAP) for the financial year ended 31st March, 2019 and the report of the auditors thereon which will be placed before the Meeting.

2. TO APPOINT THE STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

M/s. BSR & Associates LLP, Chartered Accountants has completed two terms of five years each as the statutory auditors of Manyata Promoters Private Limited, an SPV of Embassy REIT that represents approximately 45% of the Gross Asset Value of Embassy REIT as per March, 2019 valuation and is therefore not eligible for re-appointment as the Statutory Auditors of Manyata Promoters Private Limited, for another consecutive term, The Board has taken on record the resignation of M/s. BSR & Associates LLP, Chartered Accountants (Firm Registration No. – 116231W/W-100024) as statutory auditors of Embassy REIT with effect from June 28, 2019 and recommends the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. – 101049W/E300004) as the Statutory Auditors of Embassy REIT for a term of 5 years commencing from the financial year 2019-20. The Board proposes the change in auditors to enable efficiency in auditing Embassy REIT, its Manager, SPVs and Holdco as well as aid governance and protect investors’ interests by virtue of having a common statutory auditor for Embassy REIT and its assets.

Accordingly, the Board requests the Unitholders to approve the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. – 101049W/E300004) as the Statutory Auditors of Embassy REIT, for a period of five years commencing from the financial year 2019-20 and to fix their remuneration by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulations 10, 13 and 22 of the the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014:

“RESOLVED THAT pursuant to Regulations 10(5), 10(6), 13 and 22 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force) read with circulars issued thereunder, Embassy Office Parks REIT hereby approves the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. – 101049W/E300004), having their office at 12th floor, “UB City”, Canberra Block, No.24, Vittal Mallya Road, Bangalore– 560001, Karnataka, as the Statutory Auditors of Embassy Office Parks REIT for a period of five years commencing from the financial year 2019-20, at such remuneration as mutually agreed by and between Board and the Statutory Auditors of Embassy Office Parks REIT.

RESOLVED FURTHER THAT the Board of the Manager be and is hereby authorized on behalf of Embassy Office Parks REIT to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board, to be in the best interest of Embassy Office Parks REIT, as it may deem fit.”

3. TO APPOINT THE VALUER

The Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, require real estate investment trusts to appoint persons registered as ‘registered valuers’ under Section 247 of the Companies Act, 2013 as their Valuer. Accordingly, the Manager in consultation with the Trustee has approved the appointment of CBRE South Asia Private Limited, which acted as the valuer of Embassy REIT for the financial year 2018-19 to continue to be engaged by the Manager for value assessment services in relation to Embassy REIT and its assets for the financial year 2019-20 and Mr. Manish Gupta, Partner iVAS Partners, registered valuer, with registration number IBBI/RV/02/2019/11505 as the Valuer under the SEBI (Real Estate Investment Trusts) Regulations, 2014 for the financial year 2019-20.

Accordingly, the Manager requests the Unitholders to consider and approve the appointment of CBRE South Asia Private Limited to provide value assessment services to Embassy Office Parks REIT and Mr. Manish Gupta, Partner, iVAS Partners, registered valuer with registration number IBBI/RV/02/2019/11505 as the

Valuer under the SEBI (Real Estate Investment Trusts) Regulations, 2014, for the financial year 2019-20 by way of simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulations 10(5), 12, and 22 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014.

“RESOLVED THAT the Unitholders hereby appoint CBRE South Asia Private Limited to provide value assessment services to Embassy Office Parks REIT and its assets for the financial year 2019-20 on such terms and conditions, including fees, as may be mutually decided between CBRE South Asia Private Limited and the Board of the Manager.

RESOLVED FURTHER THAT pursuant to Regulations 10(5), 12 and 22 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time, read with the circulars issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment there of for the time being in force), the Unitholders hereby also appoint Mr. Manish Gupta, Partner, iVAS Partners, who is a registered valuer as per Section 247 of the Companies Act, 2013, with registration number IBBI/RV/02/2019/11505 as the Valuer under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 for the financial year 2019-20 on such terms and conditions, including fees, as may be mutually decided between Mr. Manish Gupta and the Board of the Manager.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of Embassy Office Parks REIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regards, including sub- delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board to be in the best interest of Embassy Office Parks REIT.”

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

Sd/-
Ramesh Periasamy
Company Secretary and Compliance Officer

Date: 29/06/2019
Place: Bangalore

NOTES

1. A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL MEETING (THE “AM”/ “Annual Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE AM, AND SUCH PROXY NEED NOT BE A UNITHOLDER OF EMBASSY REIT.

2. The instrument appointing the proxy must be deposited at the principal place of business of Embassy REIT not less than 48 hours before the commencement of the AM.

3. Route map of the venue of the AM is annexed hereto.

4. Relevant documents referred to in the accompanying Notice, if any, are open for inspection by the Unitholders at the principal place of business of Embassy REIT on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 5.00 p.m. up to the date of the AM. The aforesaid documents will also be available for inspection by the Unitholders at the AM.

5. The Manager, on behalf of Embassy REIT, is providing a facility to the Unitholders as on the cut-off date, being Friday, July 19, 2019, (“**the Cut-Off Date**”) to exercise their right to vote by electronic voting systems from a place other than venue of the AM (“**Remote e-Voting**”) on any or all of the business specified in the accompanying Notice. Details of the process and manner of Remote e-Voting along with the User ID and Password is provided under Annexure A. Any person who acquires Units of Embassy REIT and becomes a Unit holder of Embassy REIT after the dispatch of the Notice, and holds Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at evoting@karvy.com or contact Karvy Fintech Pvt. Ltd.(“**Karvy**”) at toll free number 1800345 4001. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders’ participation in the decision-making process. It may be noted that the Remote e-Voting facility is optional. The Manager, on behalf of Embassy REIT, has signed an agreement with and engaged the services of Karvy for the purpose of providing Remote e-Voting facility to the Unitholders.

6. Unitholders (such as companies or body corporates) intending to send their authorized representative(s) to attend the AM are requested to send to the principal place of business of Embassy REIT, a certified true copy of the relevant Board Resolution/Power of Attorney, together with the specimen signature(s) of the representatives authorized under the said Board Resolution/Power of Attorney to attend and vote on their behalf at the AM.

7. In case of joint holders attending the AM, only such joint holder who is higher in the order of names will be entitled to vote at the AM.

8. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar, Karvy Fintech Pvt. Ltd.(Unit: Embassy Office Parks REIT), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India.

9. Unitholders are requested to send their queries, if any, to the Manager at least 10 days prior to the AM to enable the Manager to provide the required information.

10. The Securities and Exchange Board of India (the “**SEBI**”) has mandated the submission of Permanent Account Number (“**PAN**”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

11. Unitholders who have cast their vote by Remote e-Voting prior to the AM may also attend the AM but shall not be entitled to cast their vote again. Unitholders can opt for only one mode of voting, i.e. physical ballot or Remote e-Voting. If a Unitholder opts for Remote e-Voting, then he/she shall not vote by physical ballot and vice versa. In case a Unitholder casts his/her vote, both by physical ballot and Remote e-Voting mode, then the voting done by Remote e-Voting shall prevail and the voting by physical ballot shall be invalid.

12. The Results declared along with Scrutinizer's Report(s) will be available on the website of Embassy REIT (www.embassyofficeparks.com), and on Karvy's website (<https://evoting.karvy.com>) within two days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

13. Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual reports, notices, circulars etc. from the Manager, on behalf of Embassy REIT, electronically.

14. With regard to Item No.1 of this notice, the Unitholders are requested, to download the annual audited stand alone financial statements of Embassy REIT (prepared under Indian GAAP) for the financial year ended 31st March, 2019 and the annual audited special purpose condensed combined financial statements of Embassy REIT (prepared under Ind-AS) for the financial year ended 31st March, 2019, and the report of the auditors thereon, from the website of Embassy REIT using the link <http://ir.embassyofficeparks.com/investors/financial-results/quarterly-results/default.aspx> or may write to the Manager of Embassy REIT at the email Id: compliance@embassyofficeparks.com for the electronic copy of the afore mentioned financial statements. The Unitholders are hereby informed that physical copies of these documents are not being dispatched to the unitholders.

15. Unitholders are requested to note that Item No.1 of this notice (To take note of the financial statements as on 31st March, 2019) shall not be put for voting of Unitholders neither for remote e-Voting or venue voting as said financial statements pertains to the period prior to the date of listing of units of Embassy REIT i.e., 1stApril 2019 and the Board of Directors of the Manager has voluntarily elected to consider such financials as part of good governance.

Annexure A:

The instruction for e-voting are as under:

A. In case a Unitholder receives an email from Karvy (for Unitholders whose email IDs are registered with Embassy REIT/ Depository Participants (s)):

i. Launch internet browser by typing the URL:<http://evoting.karvy.com>.

ii. Enter the login credentials (i.e., EVENT No., UserID and password mentioned on Attendance Slip). EVENT No. followed by Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on “**LOGIN**”.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with atleast one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “**EVENT**” i.e., [EMBASSY REIT].

vii. On the voting page, enter the number of Units (which represents the number of votes) as on the Cut off Date under “**FOR/AGAINST**” or alternatively, you may partially enter any number in “**FOR**” and partially “**AGAINST**” but the total number in “**FOR/AGAINST**” taken together not exceed your total Unitholding as mentioned herein above. You may also choose the option ABSTAIN. If the Unitholder does not indicate either “**FOR**” or “**AGAINST**” it will be treated as “**ABSTAIN**” and the Units held will not be counted under either head.

viii. Unitholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “**Submit**”.

xi. A confirmation box will be displayed. Click “**OK**” to confirm else “**CANCEL**” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Unitholders can login any numbers of times till they have voted on the Resolution(s).

xii. Corporate/ Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail: rupal@csrdj.com with a copy marked to evoting@karvy.com. Please note that, the mail id of Scrutinizer will be used only for e-voting related matters. For any other queries, investors are requested to contact Karvy on the contact details mentioned in this notice. The scanned image of the above mentioned documents should be in the naming format “**Embassy REIT, First Annual Meeting**”.

xiii. In case a person has become the Unitholder of Embassy REIT after dispatch of AM Notice but on or before the cut-off date i.e. Friday, July 19, 2019, may write to Karvy on the email Id: evoting@karvy.com or tollfree No. 1800 345 4001 or to Karvy Fintech Pvt. Ltd. [Unit: Embassy REIT], Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in(A) above, to cast the vote.

B. In case a Unitholder receives physical copy of the Notice of AM [for Unitholders whose email IDs are not registered with Embassy REIT/Depository Participants(s) or requesting physical copy].

i. User ID and initial Password as provided on the enclosed slip.

ii. Please follow necessary steps mentioned above, to cast vote.

C. In case of any queries relating to e-voting please visit Help & FAQ section of <https://evoting.karvy.com> (Karvy Website).

D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

E. The e-voting period commences on Monday, July 22, 2019 (10.00 A.M) and ends on Wednesday, July 24, 2019 (5.00 P.M). During this period Unitholders of Embassy REIT, holding Units in dematerialized form, as on the cut-off date being Friday, July 19, 2019, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently. Further the Unitholders who have casted their vote electronically shall not vote by way of poll, if held at the meeting.

F. The voting rights of Unitholders shall be in proportion to their Units of the Unit capital of Embassy REIT as on the cut-off date being Friday, July 19, 2019.

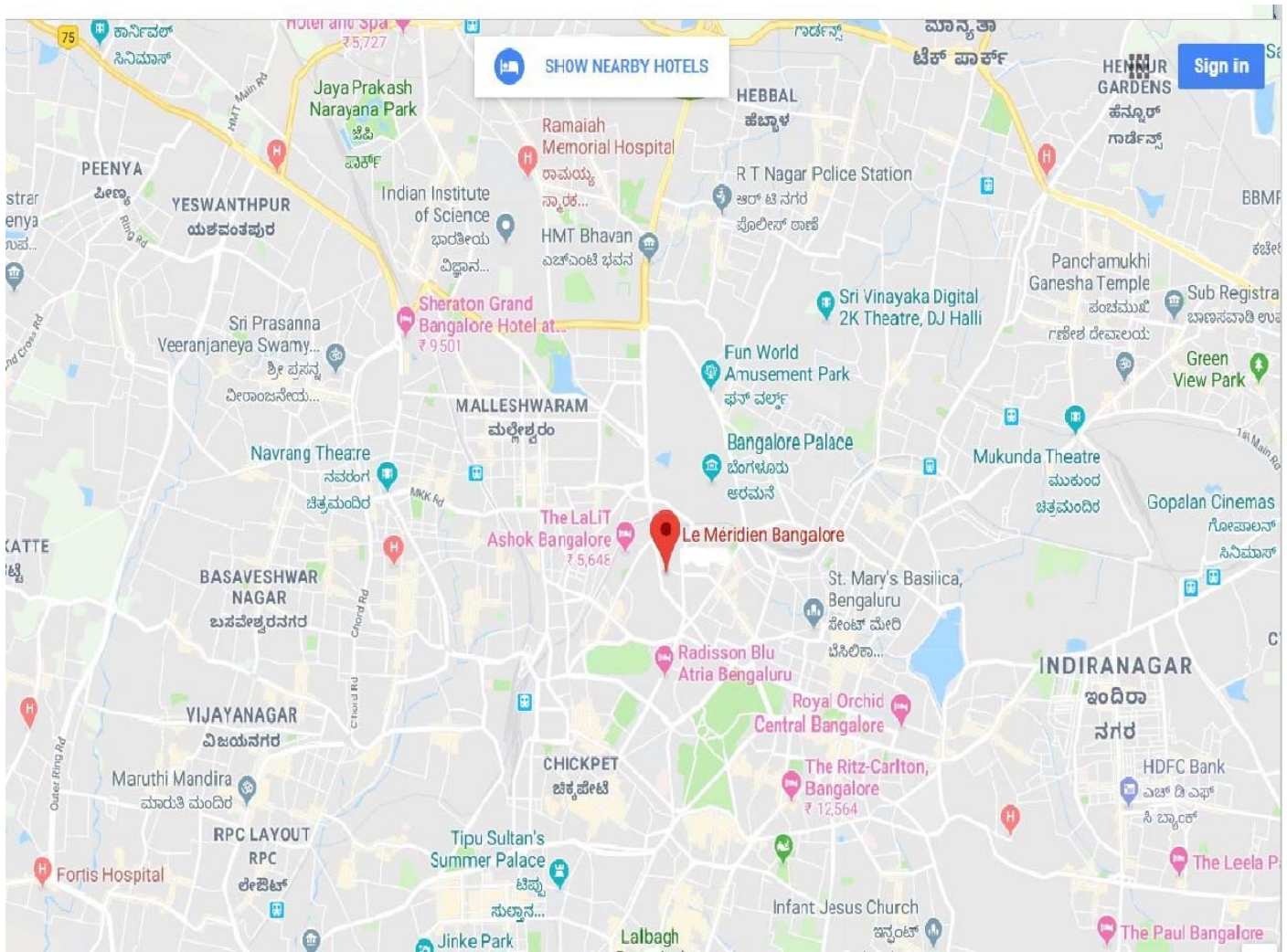
G. The Board of Directors of Manager has appointed Ms. Rupal Dhiren Jhaveri (M. No.: F5441; CP No.: 4225), a Company Secretary in Practice, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

H. The Scrutinizer shall immediately after the conclusion of the voting at AM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of Embassy REIT and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forth with to the Chairman of the Manager.

I. The Results shall be declared on or after the AM of Embassy REIT and the resolution will be deemed to be passed on the AM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

J. The results declared along with the Scrutinizer’s report shall be placed on the Embassy REIT’s website www.embassyofficeparks.com and on the website of the service provider (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AM of Embassy REIT and communicated to BSE Limited and National Stock Exchange of India Limited.

ROUTE MAP FOR ANNUAL MEETING VENUE:





ATTENDANCE SLIP

EMBASSY OFFICE PARKS REAL ESTATE INVESTMENT TRUST (REIT)

Principle Place of Business: Royal Oaks, Embassy Golflinks Business Park, Off Intermediate Ring Road,
Bangalore, Karnataka, India - 560071
SEBI Reg. No. IN/REIT/17-18/0001

First Annual Meeting, Thursday, July 25, 2019

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

Number of units held

I certify that I am a Unitholder / proxy for the Unitholder of the Trust.

I hereby record my presence at the FIRST ANNUAL MEETING of Embassy REIT on Thursday, July 25, 2019 at 2.30 p.m. at Coronet Hall, Le Meridien Hotel, 28 Sankey Road, P B No. 174, Bangalore - 560 052, India.

.....
Name of the Unitholder / proxy
(in BLOCK letters)

.....
Signature of the Unitholder / proxy

Note- PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

PROXY FORM

EMBASSY OFFICE PARKS REAL ESTATE INVESTMENT TRUST

Principle Place of Business: Royal Oaks, Embassy Golflinks Business Park,
Off Intermediate Ring Road, Bangalore, Karnataka, India - 560071
SEBI Reg. No. IN/REIT/17-18/0001

| |
|---|
| BALNO HOLDER HOLDER_ADD HOLDER_AD1 HOLDER_AD2 HOLDER_AD3 HOLDER_FOL |
|---|

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

1. of having e-mail Id :, or failing him
2. of having e-mail Id :, or failing him
3. of having e-mail Id :

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual Meeting of the EMBASSY REIT, to be held on Thursday, July 25, 2019 at 2.30 p.m. at Coronet Hall, Le Meridien Hotel, 28 Sankey Road, P B No. 174, Bangalore - 560 052, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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

| Resolutions | For | Against |
|---|-----|---------|
| TO APPOINT THE STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION | | |
| TO APPOINT THE VALUER | | |

Signed this day of 2019

Signature of Unitholder



Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Notes:

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

| EVENT NO | USER ID | PASSWORD |
|----------|---------|----------|
| EVENT_NO | USER_ID | PWD |