



November 07, 2023

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

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

Re: Script Symbol “EMBASSY” and Scrip Code 542602 and Scrip Code 960421, 973434, 973545, 973546, 973910, 974885, 975051 and 975056 (NCDs).

Dear Sir/ Madam,

Subject: Notice of Postal Ballot.

In continuation to our letter dated Thursday, October 26, 2023 and pursuant to Regulation 22(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, please see enclosed the Postal Ballot Notice to seek approval of Unitholders of Embassy Office Parks REIT for the items set out below:

- A. To consider and approve borrowings from Axis Bank Limited of amounts up to 33% of the total consolidated borrowings of Embassy REIT, its SPVs and HoldCo; and
- B. To consider and approve amendments to the Trust Deed of Embassy REIT.

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

POSTAL BALLOT NOTICE





EMBASSY OFFICE PARKS REIT

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

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

Tel #: + 91 80 4722 2222

Compliance Officer: Ms. Vinitha Menon

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

NOTICE OF POSTAL BALLOT

NOTICE IS HEREBY GIVEN THAT PURSUANT TO REGULATION 22(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (REAL ESTATE INVESTMENT TRUSTS) REGULATIONS, 2014, (INCLUDING ANY STATUTORY AMENDMENT(S), MODIFICATION(S), VARIATION(S) OR RE-ENACTMENT(S) THERETO, FOR THE TIME BEING IN FORCE, AND AS AMENDED, FROM TIME TO TIME), THE RESOLUTIONS BELOW ARE PROPOSED FOR THE APPROVAL OF THE UNITHOLDERS OF EMBASSY OFFICE PARKS REIT, THROUGH POSTAL BALLOT BY WAY OF VOTING THROUGH ELECTRONIC MEANS:

SPECIAL BUSINESS:

ITEM NO.1: TO CONSIDER AND APPROVE BORROWINGS FROM AXIS BANK LIMITED OF AMOUNTS UP TO 33% OF THE TOTAL CONSOLIDATED BORROWINGS OF EMBASSY OFFICE PARKS REIT, ITS SPECIAL PURPOSE VEHICLES AND HOLDCO.

To consider and if thought fit, to pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(5)(a) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to Regulations 19, 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications, and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force (the **“SEBI REIT Regulations”**), the trust deed of Embassy Office Parks REIT (**“Embassy REIT”**) and upon recommendation of the Board of Directors and the Audit Committee of Embassy Office Parks Management Services Private Limited (**“EOPMSPL”**), Manager to Embassy REIT, the consent of the Unitholders be and is hereby accorded for borrowings in a financial year, from Axis Bank Limited of amounts up to 33% of the total consolidated borrowings of Embassy REIT, its SPVs, and HoldCo in whatever form, including but not limited to debentures, term loans, commercial paper or such other instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, on such terms as may be agreed among the relevant parties.

RESOLVED FURTHER THAT the Board of Directors of EOPMSPL (including any committee thereof), Chief Executive Officer, Chief Financial Officer and Company Secretary and Compliance Officer of EOPMSPL be and are hereby severally authorized on behalf of Embassy REIT to inform all concerned, in

such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolutions, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Embassy REIT, as it may deem fit, without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board (including any committee thereof) or any other authority authorized pursuant to the above resolutions in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: TO CONSIDER AND APPROVE AMENDMENTS TO THE TRUST DEED OF EMBASSY OFFICE PARKS REIT:

To consider and if thought fit, to pass the following resolution(s) by way of a special majority (i.e., where the votes cast in favour of the resolution shall not be less than one and half times votes cast against the resolution) in accordance with Regulation 22(6)(e) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, Trust Deed of Embassy Office Parks REIT (**“Embassy REIT”**) each as amended:

“RESOLVED THAT pursuant to Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023 (**“Circular”**), other circulars, clarifications, notifications, and guidelines issued thereunder, the Indian Trusts Act, 1882 and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the trust deed entered into among Embassy Property Developments Private Limited, BRE/Mauritius Investments and Axis Trustee Services Limited dated September 11, 2018 (**“Trust Deed”**), and upon recommendation of the Board of Directors of Embassy Office Parks Management Services Private Limited (**“EOPMSPL”**), Manager to Embassy REIT, consent of the Unitholders be and is hereby accorded for amendments to the Trust Deed, to, inter-alia, incorporate provisions regarding nomination and appointment of unitholder nominee director(s) on the Board of Directors of EOPMSPL by eligible unitholder(s) and certain clarificatory amendments pursuant to regulatory changes as set out below:

Clause no.	Amended Provision	Regulatory Reference
1.1(iv).	<i>“Auditor” shall mean any <u>individual or independent qualified firm of chartered accountants appointed by the Manager, in consultation with the Trustee, to act as the auditor of the REIT, in accordance with the REIT Regulations.</u></i>	Regulation 10(6) - Pursuant to the amendments to the SEBI REIT Regulations
10.2	<i>“The net distributable cash flows of the REIT shall be distributed to the Unit Holders by the Trustee in compliance with the REIT Regulations and such distribution shall be declared and made not less than once every 6 (six) months in every financial year or such other period prescribed by SEBI and the dates for such distribution and its manner shall be specified in the offer document of the REIT. <u>Unpaid or unclaimed distributions shall be dealt with in the manner specified under the REIT Regulations.</u>”</i>	Regulation 18(16)(f) - Pursuant to the amendments to the SEBI REIT Regulations
12.3	<i>“...No Unit Holder shall enjoy superior voting or any other rights over another Unit Holder, other than any inter se voting/ pooling arrangements entered into between/ amongst the other Unit Holders, or as may be permitted under the REIT Regulations. <u>Further, subject to and in accordance with the REIT Regulations and other Applicable Law, eligible Unit Holders shall have the right (but not the obligation) to nominate director(s) on the board of directors of the Manager. Such right shall be exercised in accordance with the manner and mechanism prescribed by the SEBI.</u>”</i>	Regulation 4(2)(g) - Pursuant to the amendments to the SEBI REIT Regulations dated February 16, 2023 read along with SEBI circular dated September 11, 2023
New Clause 12.11	<i>“<u>Unit Holders shall be required to comply with the stewardship code under the REIT Regulations, to the extent applicable</u>”</i>	Regulation 4(2)(g) - Pursuant to the amendments to the SEBI REIT Regulations dated February 16, 2023 read along with Schedule IX of the SEBI REIT Regulations.

Note: The underlined text indicates the amendments.

RESOLVED FURTHER THAT the Board of Directors of EOPMSPL, Chief Executive Officer, Chief Financial Officer and Company Secretary and Compliance Officer of EOPMSPL be and are hereby severally authorized on behalf of Embassy REIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolutions, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Embassy REIT, as it may deem fit, without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution”

Annexure A

EXPLANATORY STATEMENT

ITEM NO:1

The Board of Directors of EOPMSPL, Manager to Embassy REIT, at their meeting held on October 26, 2023, and the Audit Committee of EOPMSPL at their meeting held on October 25, 2023, approved availing borrowings from Axis Bank Limited, a related party to the Embassy REIT, up to 33% of the total consolidated borrowings of Embassy REIT, its SPVs and HoldCo, in a financial year, and recommended the same to the Unitholders of Embassy REIT for their approval.

As per Regulation 19(5) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, (“SEBI REIT Regulations”), if the funds borrowed from related parties in a financial year exceed 10% of the total consolidated borrowings of the REIT, Holdco, and/or SPVs, approval from Unitholders is required to be obtained prior to entering into any such subsequent transaction with any related party.

As per Regulation 2(1)(zo) of the SEBI REIT Regulations, a “related party” is defined as per the Companies Act, 2013 or applicable accounting standards, and also includes parties to the REIT and promoters, directors and partners of the parties to the REIT.

As per Regulation 2(1)(zc) of the SEBI REIT Regulations, parties to the REIT includes the sponsor group(s), inducted sponsor(s), manager, and trustee.

Pursuant to Regulation 19(6) of the SEBI REIT Regulations, please see below the information pertaining to the Proposed Related Party Transaction:

1.	<i>Identity of related party and their relationship with Embassy REIT or parties to Embassy REIT</i>	Axis Bank Limited, which is the promoter of the Trustee, Axis Trustee Services Limited
2.	Nature and details of the transactions entered into or proposed to be entered into with such related parties including description and location of assets	Loans, overdraft draft facilities, arranger / subscriber to the Debentures commercial paper or other instruments issued by Embassy REIT, its SPVs or HoldCo; letters of credit and bank guarantees availed in the ordinary course of business by Embassy REIT, its SPVs or HoldCo including but not limited to refinancing of outstanding amounts of existing loans and debt instruments issued by Embassy REIT, its SPVs or HoldCo; capital expenditure; overhead costs; or operating expenses
3.	Price or value of the assets or securities bought or sold or lease or proposed to be bought or sold or leased and if leased or proposed to be leased, value of the lease	NA
4.	Ready reckoner rate of the real estate asset being bought or sold. Provided that where such ready reckoner rate are not available, property tax assessment value or similar published rates by Government authorities shall be disclosed	NA
5.	Summary of the valuation report	NA

As Axis Bank Limited is the promoter of Axis Trustee Services Limited, which is the trustee to Embassy REIT, Axis Bank Limited is a related party of Embassy REIT.

In order to facilitate operational efficiency and considering Axis Bank Limited’s role as a significant banking partner and lender for Embassy REIT, its SPVs and HoldCo, Embassy REIT seeks the approval of its Unitholders to borrow from Axis Bank Limited of amounts up to 33% of the total consolidated borrowings of Embassy REIT, its SPVs, and HoldCo in a financial year, in whatever form, including but not limited to debentures, term loans, commercial paper and such other instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured (“Proposed Related Party Transactions”).

Please note that for the Financial Year 2023-24, Embassy REIT’s borrowings from Axis Bank Limited remains below 10% of the total consolidated borrowings of Embassy REIT, its SPVs and HoldCo, considering only fresh borrowings from Axis Bank during Financial Year 2023-24.

6.	Current and expected rental yield	NA
7.	If the transactions are conditional upon Embassy REIT receiving a stated amount of subscriptions, the minimum amount of such subscriptions to be received	NA
8.	Amount of borrowing and rate of interest in case of borrowing from any related party	<p>When Embassy REIT, its SPVs or HoldCo seek to borrow funds from Axis Bank Limited, the specific amounts and terms, such as interest rate, tenor and security will be determined based on the business requirements, competitive market rates and other conditions, including external factors such as the general economic condition of the country at the relevant point in time, and will be decided among the parties. Such terms will be based on the sanction letters and other documents entered into with Axis Bank Limited, subject to applicable law.</p> <p>Such borrowings shall be up to 33% of the total consolidated borrowings of Embassy REIT, its SPVs and HoldCo in a financial year.</p> <p>The Proposed Related Party Transactions will be on an arms-length basis.</p>
9.	Any other information that is required for the investor to take an informed decision	NA

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

None of the Directors or Key Managerial Personnel of Axis Trustee Services Limited are interested in the resolution, except to the extent of Axis Bank Limited being the promoter of Axis Trustee Services Limited. Since the resolution pertains to Axis Trustee Services Limited (“**Trustee**”), the Trustee shall not be involved in any manner in the conduct or overseeing of the e-voting. The Trustee has not received, and will not receive, any fees and commissions in relation to the Proposed Related Party Transactions.

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

ITEM NO:2

The Board of Directors of Embassy Office Parks Management Services Private Limited (“**EOPMSPL**”), Manager to Embassy REIT, at its meeting held on October 26, 2023, approved the amendment of the Trust Deed entered into among Embassy Property Developments Private Limited, BRE/Mauritius Investments, and Axis Trustee Services Limited dated September 11, 2018 (“**Trust Deed**”), and recommended the same to the Unitholders for their approval.

The Securities and Exchange Board of India (“**SEBI**”) vide notification dated August 16, 2023, amended the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“**SEBI REIT Regulations**”). Pursuant to the amendment, Regulation 4(2)(g) of the SEBI REIT Regulations inter-alia provides that Unitholder(s) holding not less than 10% of the total outstanding units of the REIT, either

individually or collectively (“**Eligible Unitholder(s)**”), shall be entitled to nominate one director on the board of directors of the Manager (“**Unitholder Nominee Director(s)**”), in the manner as may be specified by SEBI. In this regard, SEBI has issued circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023 (the “**Circular**”) setting out the framework for Eligible Unitholders to exercise their right to nominate a Unitholder Nominee Director.

The Circular additionally mandated the REIT to amend its Trust Deed within a period of 6 months from the date of issuance of the Circular, to provide for the nomination and appointment of a Unitholder Nominee Director(s) on the Board of Directors of the Manager of the REIT by Eligible Unitholder(s).

Certain clarificatory amendments also need to be effected in the Trust Deed, pursuant to other amendments made to the SEBI REIT Regulations since the adoption of the Trust Deed.

Clause 17 of the Trust Deed provides that any modifications to the Trust Deed requires the approval of Embassy REIT’s Unitholders where the number of votes cast in favor of the resolution must be not less than one and a half times the number of votes cast against it.

To incorporate the aforementioned clauses in the Trust Deed, Embassy REIT seeks the approval of its Unitholders. The amendments are set out below:



Clause no.	Amended Provision	Regulatory Reference
1.1(iv).	<i>“Auditor” shall mean any <u>individual or independent qualified firm of chartered accountants appointed by the Manager, in consultation with the Trustee, to act as the auditor of the REIT, in accordance with the REIT Regulations.</u></i>	Regulation 10(6) - Pursuant to the amendments to the SEBI REIT Regulations dated February 14, 2023
10.2	<i>“The net distributable cash flows of the REIT shall be distributed to the Unit Holders by the Trustee in compliance with the REIT Regulations and such distribution shall be declared and made not less than once every 6 (six) months in every financial year or such other period prescribed by SEBI and the dates for such distribution and its manner shall be specified in the offer document of the REIT. <u>Unpaid or unclaimed distributions shall be dealt with in the manner specified under the REIT Regulations.</u>”</i>	Regulation 18(16)(f) - Pursuant to the amendments to the SEBI REIT Regulations dated February 14, 2023
12.3	<i>“...No Unit Holder shall enjoy superior voting or any other rights over another Unit Holder, other than any inter se voting/ pooling arrangements entered into between/ amongst the other Unit Holders, or as may be permitted under the REIT Regulations. <u>Further, subject to and in accordance with the REIT Regulations and other Applicable Law, eligible Unit Holders shall have the right (but not the obligation) to nominate director(s) on the board of directors of the Manager. Such right shall be exercised in accordance with the manner and mechanism prescribed by the SEBI.</u>”</i>	Regulation 4(2)(g) - Pursuant to the amendments to the SEBI REIT Regulations dated February 16, 2023 read along with SEBI circular dated September 11, 2023
New Clause 12.11	<i>“Unit Holders shall be required to comply with the <u>stewardship code under the REIT Regulations, to the extent applicable</u>”</i>	Regulation 4(2)(g) - Pursuant to the amendments to the SEBI REIT Regulations dated February 16, 2023 read along with Schedule IX of the SEBI REIT Regulations.

Note: The underlined text indicates the amendments.

None of the Directors or Key Managerial Personnel of EOPMSPL (or their relatives) are interested in the aforesaid resolution. None of the Directors or Key Managerial Personnel of the Trustee are interested in the aforesaid resolution. The Board of Directors of EOPMSPL recommends the passing of the resolution at Item No. 2 by way of special majority (i.e., where the votes cast in favour of the resolution shall be not less than one and half times the votes cast against the resolution).

Details related to the Postal Ballot:

Particulars	Day and date
Cut-Off Date	Tuesday, October 31, 2023
Date and time of Extra-ordinary Meeting (“EM”)	Not Applicable*
Venue of EM	Not Applicable*
E-voting start time and date	0900 Hrs IST on Thursday, November 09, 2023
E-voting end time and date	1700 Hrs IST Friday, December 08, 2023

*EM will be deemed to be held through Postal Ballot by way of voting through electronic means in accordance with Regulation 22(2) of the SEBI REIT Regulations.

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

Sd/-

Vinitha Menon
Company Secretary and Compliance Officer
A25036

Date: October 26, 2023

Place: Bengaluru

NOTES:

1. The explanatory statement pursuant to the provisions of Securities and Exchange Board of India (Real Estate Investment Trusts), Regulations, 2014 setting out the material facts and reasons, in respect of the resolutions included in this Postal Ballot Notice and such businesses proposed to be transacted, is annexed herewith as **Annexure A**.
2. Regulation 22(2)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 permits voting on any matter requiring approval of Unitholders to be done through Postal Ballot.
3. The Postal Ballot Notice is being sent to the Unitholders whose names appear on the Register of Members / Beneficial Owners as received from the depositories and whose email addresses are registered with the depository participants, through the Registrar and Transfer Agent, as on **Tuesday, October 31, 2023 (“Cut-off Date”)**. The voting rights of a Unitholder shall be in proportion to their Unitholding, as on the Cut-Off Date.
4. The manner of voting on the proposed resolutions is restricted only to voting through electronic means (“**remote e-voting**”). Accordingly, the physical copy of the Postal Ballot Notice along with the Postal Ballot form and pre-paid business reply envelope is not being sent to the Unitholders for this Postal Ballot.
5. Embassy Office Parks Management Services Private Limited (“**EOPMSPL**”), on behalf of Embassy Office Parks REIT (“**Embassy REIT**”), is providing a facility to the Unitholders to exercise their right through remote e-voting on all of the items of business specified in the accompanying Postal Ballot Notice. The remote e-voting period commences at **0900 hrs IST on Thursday, November 09, 2023** and ends at **1700 Hrs IST on Friday, December 08, 2023**. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by National Securities Depository Limited upon expiry of the aforesaid period.
6. During this period, only those Unitholders whose names are recorded in the Register of Members / Beneficial Owners maintained by the depositories as on the Cut-off Date i.e., Tuesday, October 31, 2023, will be entitled to cast their votes by remote e-voting. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently or cast vote again. A person who is not a Unitholder as on the said Cut-off Date will not be entitled to vote and should treat this Postal Ballot Notice for information purpose only.
7. EOPMSPL, on behalf of Embassy REIT, has engaged the services of NSDL for the purpose of providing remote e-voting facility to the Unitholders. The resolution assented to by the requisite majority of Unitholders shall be deemed to have been passed, on the last date specified for voting i.e., Friday, December 08, 2023. Details of the process and manner of remote e-voting is annexed herewith as **Annexure B**.
8. Unitholders are requested to read the instructions printed in this Postal Ballot Notice for exercising their vote.
9. Unitholders may note that in accordance with the circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI dated December 9, 2020, only the Unitholders whose email IDs are updated with the depository would be able to cast their vote through remote e-voting facility. Unitholders whose email IDs are not registered are therefore requested to update their email ID with their depository in order to cast vote through remote e-voting facility or contact the registrar and transfer agent.
10. Relevant documents referred to in the accompanying Postal Ballot Notice, if any, are open for inspection by the Unitholders, by sending a request to secretarial@embassyofficeparks.com with the following details: name, demat account number and e-mail id.
11. Unitholders are requested to address all correspondence, to the Registrar and Transfer Agent, KFin Technologies Limited (Unit: Embassy Office Parks REIT), Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500032, Telangana, India.
12. 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.
13. Unitholders who have already registered their e-mail addresses are requested to keep their e-mail addresses updated with their Depository Participants to enable servicing of notices / documents / Annual Reports and other communications from EOPMSPL, on behalf of Embassy REIT, electronically to their e-mail address in future.
14. The Postal Ballot Notice shall be placed on Embassy REIT’s website <https://www.embassyofficeparks.com/investors/events-unitholder-meetings/> and on the website of BSE Limited and the National Stock Exchange of India Limited.
15. As the approval of Unitholders is being sought by way of Postal Ballot, the provisions regarding appointment of a proxy and conducting an Extra-Ordinary Meeting (“**EM**”) is not applicable. Accordingly, the proxy form, the route map to reach the EM venue and the attendance slip are not enclosed with this Postal Ballot Notice.
16. After dispatch of the Postal Ballot Notice through email, an advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Kannada Newspaper, each having wide circulation in the place where the

principal place of business of Embassy REIT is situated and will also be uploaded on the Embassy REIT's website at <https://www.embassyofficeparks.com/investors/regulatory-filings/>.

17. The Board of Directors of EOPMSPL have appointed Ms. Rupal D Jhaveri (M. No: F5441; CP No: 4225), a Company Secretary in Practice, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
18. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Friday, December 08, 2023. Further, the resolutions passed by the Unitholders through Postal Ballot shall be deemed to have been passed as if they are passed at an Extra-Ordinary Meeting of the Unitholders.
19. The Scrutinizer shall immediately after scrutinizing the votes cast by remote e-voting, make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same forthwith to the Chairperson of the Board of Directors of EOPMSPL or a person authorized by him/her in writing, who shall countersign the same.
20. The results of the Postal Ballot shall be declared by the Chairperson of the Board of Directors of EOPMSPL or any person duly authorized by the Board of EOPMSPL, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before Tuesday, December 12, 2023.
21. The results declared along with the Scrutinizer's report shall be placed on Embassy REIT's website <https://www.embassyofficeparks.com/investors/regulatory-filings/> and on the website of NSDL (www.evoting.nsdl.com) within two (2) working days of the resolutions being passed. The results will be simultaneously forwarded to BSE and NSE.

Annexure B

EXPLANATORY STATEMENT

Instructions for Remote e-Voting

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


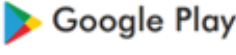


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting or individual Unitholders holding securities in demat mode

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

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

Type of Unitholders	Login Method
Individual Unitholders	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Unitholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Unitholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Unitholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Unitholders holding securities in demat mode with NSDL</p>	<p>Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Unitholders holding securities in demat mode with CDSL</p>	<p>Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting for Unitholders other than Individual Unitholders holding securities in demat mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Unitholders/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below :

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

6. Password details for Unitholders other than Individual Unitholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Unitholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

8. Click on **"Forgot User Details/Password?"**(If you are holding units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - a) **Physical User Reset Password?"** Option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

9. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

10. Now, you will have to click on "Login" button.

11. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding units and whose voting cycle is in active status.
2. Select "EVEN" of Embassy Office Parks REIT 127035 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of units for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Unitholders

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

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-voting user manual for Unitholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those Unitholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this Postal Ballot Notice:

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in.
2. Alternatively Unitholders may send a request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing above mentioned documents.
3. Individual Unitholders holding Units in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INFORMATION AT A GLANCE

Particulars	Details
Mode	Postal Ballot
Helpline number	1800 1020 990
Cut-off date for e-voting	Tuesday, October 31, 2023
E-voting start time and date	Thursday, November 09, 2023 at 0900 Hrs IST
E-voting end time and date	Friday, December 08, 2023 at 1700 Hrs IST
Date on which the resolution is deemed to be passed	Friday, December 08, 2023
E-voting website of NSDL	https://evoting.nsdl.com .
Name, address and contact details of Registrar and Transfer Agent	Mr. Suresh Babu D KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500 032. 040 67161517 suresh.d@kfintech.com
Name, address and contact details of evoting services provider	National Securities Depository Limited Amit Vishal Assistant Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Contact details: Email id : evoting@nsdl.co.in; Contact number: 022 - 48867000 / 022 - 24997000