



October 21, 2021

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 (E), 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”, Scrip Code 542602 and Scrip Code 958770, 959074, 959990, 960165, 960421, 973434, 973545 and 973546 (NCDs).

Dear Sir/ Madam,

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended 30 September 2021.

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclosed the Compliance Report on Corporate Governance for the quarter ended September 30, 2021.

The Compliance Report on Corporate Governance referred to above has been uploaded on our website at www.embassyofficeparks.com.

Thanking you.

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

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Deepika Srivastava

Company Secretary and Compliance Officer

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Encl: as above.

Format to be submitted by a High Value Debt Listed Entity on a quarterly basis

1. **Name of Listed Entity:** Embassy Office Parks REIT, a real estate investment trust registered with the SEBI under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
2. **Name of the Manager:** Embassy Office Parks Management Services Private Limited
3. **Quarter ending:** September 30, 2021

The provisions of Regulations 17 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to corporate governance have been made applicable to high value debt listed entities with effect from September 7, 2021, on a “comply or explain” basis until March 31, 2023 and on a mandatory basis thereafter. The details of the board and committees provided below are details of the Manager of the Embassy Office Parks REIT.

I. #Composition of Board of Directors												
Title	Name of the Director	PAN ^b & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth (DD/MM/Y Y)	No. of Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	Jitendra Mohandas Virwani	PAN: AAVPV0738P DIN: 00027674	Chairperson-Non-Executive Director	30/03/2017	-	-	-	18/02/1966	1	0	0	0
Mr.	Tuhin Arvind Parikh	PAN: AAEP3946Q DIN: 00544890	Non-Executive Director	16/06/2015	-	-	-	22/03/1973	0	0	0	0
Mr.	Robert Christopher Heady	PAN: N.A. DIN: 06401388	Non-Executive Director	06/08/2018	-	-	-	13/10/1975	0	0	0	0
Mr.	Aditya Virwani	PAN: AEDPV9640L DIN: 06480521	Non-Executive Director	06/08/2018	-	-	-	12/05/1994	1	0	0	0
Mr.	Vivek Mehra	PAN: AAIPM8597Q DIN: 00101328	Non-Executive - Independent Director	09/06/2017	01/10/2021	-	51 months	21/04/1955	7	7	7	2
Mr.	Anuj Puri	PAN: ADTPP6248B DIN: 00048386	Non-Executive - Independent Director	06/08/2018	-	-	37 months	19/06/1966	2	2	2	1
Dr.	Punita Kumar Sinha	PAN: DAXPS7631M DIN: 05229262	Non-Executive - Independent Director	06/08/2018	-	-	37 months	13/05/1962	6	6	8	3
Dr.	Ranjan Ramdas Pai	PAN: AGBPP2795G DIN: 00863123	Non-Executive - Independent Director	09/06/2017	01/10/2021	-	51 months	11/11/1972	0	0	0	0

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Mr.	Asheesh Mohta	PAN: AEZPM9416K DIN: 00358583	Alternate Director to Mr. Robert Christopher Heady	28/06/2019	-	-	-	25/12/1977	0	0	0	0
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Whether regular chairperson appointed: **Yes, Mr Jitendra Virwani -FY 2021-22**

Whether Chairperson is related to ~~Managing Director~~ or CEO: No

Note-

- As per regulation 26(1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 positions held by the directors in the capacity of members and chairpersons of the Audit Committee and Stakeholders' Relationship Committee of the Manager to the Embassy Office Parks REIT being a high value debt listed entity, are excluded for determining the total number of memberships and chairpersonships of Audit Committees and Stakeholders' Relationship Committee held by the respective directors.
- #Pursuant to Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanation thereto, Directorship held by Directors in Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT is excluded for the purposes of the above table.

\$ PAN of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Directors. Tenure would mean total period from which Independent director is serving on board of directors in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{\$}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Vivek Mehra	Chairperson – Non-Executive-Independent Director	15-03-2018	-
		Mr. Anuj Puri	Non-Executive-Independent Director	06-08-2018	-
		Dr. Punita Kumar Sinha	Non-Executive-Independent Director	06-08-2018	-
		Dr. Ranjan Pai	Non-Executive-Independent Director	15-03-2018	-
		Mr. Jitendra Virwani	Non-executive Director	15-03-2018	-
		Mr. Robert Christopher Heady	Non-executive Director	06-08-2018	-
2. Nomination & Remuneration Committee	Yes	Dr. Ranjan Pai	Chairperson-Non-Executive-Independent Director	15-03-2018	-
		Mr. Jitendra Virwani	Non-Executive Director	15-03-2018	-
		Mr. Tuhin Parikh	Non-Executive Director	15-03-2018	-
		Mr. Vivek Mehra	Non-Executive-Independent Director	15-03-2018	-
3. Risk Management Committee	Yes	Mr. Vivek Mehra	Chairperson-Non-Executive-Independent Director	12-08-2019	-
		Dr. Ranjan Pai	Non-Executive-Independent Director	12-08-2019	-
		Dr. Punita Kumar Sinha	Non-Executive-Independent Director	12-08-2019	-
		Mr. Anuj Puri	Non-Executive-Independent Director	12-08-2019	-
		Mr. Jitendra Virwani	Non-Executive Director	12-08-2019	-
		Mr. Robert Christopher Heady	Non-Executive Director	12-08-2019	-
4. Stakeholders Relationship Committee	Yes	Dr. Punita Kumar Sinha	Chairperson-Non-Executive-Independent Director	06-08-2018	-
		Mr. Aditya Virwani	Non-Executive Director	06-08-2018	-
		Mr. Robert Christopher Heady	Non-Executive Director	06-08-2018	-
		Mr. Vivek Mehra	Non-Executive-Independent Director	15-03-2018	-

\$ Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

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III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter (April-June 2021)	Date(s) of Meeting (if any) in the relevant quarter (July-Sep 2021)	Whether requirement of Quorum met *	Number of Directors present *	Number of independent directors present *	Maximum gap between any two consecutive meetings (in number of days)
April 29, 2021	July 28, 2021	Yes	7	4	89 days (i.e. between April 29, 2021 and July 28, 2021)
*to be filled in only for the current quarter meetings.					

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter (July-Sep 2021)	Whether requirement of Quorum met(details) *	Number of Directors present *	Number of independent directors present *	Date(s) of meeting of the committee in the previous quarter (April-June 2021)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
July 27, 2021	Yes	6	4	April 28, 2021	89 days (i.e. between April 28, 2021 to July 27, 2021)
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. Note: to be filled in only for the current quarter meetings.					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/N.A.) (Refer note below)
Whether prior approval of audit committee obtained	Yes*
Whether unitholder approval obtained for material RPT	N.A.**
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.***
*Prior approval of the Audit Committee of the Manager has been obtained for related party transactions of the Embassy Office Parks REIT with its related parties (as defined under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended ("REIT Regulations")) in accordance with the policy on related party transactions adopted voluntarily by the Manager in its capacity as the manager of the Embassy Office Parks REIT ("RPT Policy").	
** Unitholder approval requirements applicable to the Embassy Office Parks REIT with respect to transactions with related parties (as defined under the REIT Regulations) are set out under the REIT Regulations and the RPT Policy.	
*** The REIT Regulations do not prescribe a framework for omnibus approval for transactions with related parties.	
Notes	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.- YES
The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Audit Committee - YES
Nomination & Remuneration Committee - YES
Stakeholders' Relationship Committee - YES
Risk Management Committee - YES
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - YES
The meetings of the board of directors and the above committees of the Manager have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - YES
The report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here: N.A. - Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires submission of the quarterly report, has been made applicable with respect to the Embassy Office Parks REIT (as a high value debt listed entity) with effect from September 7, 2021 on a "comply or explain" basis until March 31, 2023, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021.
Note- The affirmations filled in above are in respect of Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT.

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Name & Designation

Deepika Srivastava

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Company Secretary/~~Compliance Officer/Managing Director/CEO/CFO~~

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Explanations as required under Regulation 15(2), is set out below:-

<i>Sl. No</i>	<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
1.	Material Subsidiary	16(1)(c)	Clarifications on the applicability have been sought from SEBI.*
2.	Senior management (definition)	16(1)(d)	Will be complied on or before March 2023.
3.	Plans for orderly succession for Appointments	17(4)	Will be complied on or before March 2023.
4.	Code of Conduct	17(5)	Clarifications on the applicability have been sought from SEBI.*
5.	Fees/compensation to be paid to the Non-Executive Directors including the Independent Directors	17(6)	Clarifications on the applicability have been sought from SEBI.*
6.	Role of Audit committee	18(3)	Necessary amendments to the Terms of Reference of the Audit Committee will be considered by the Board in the upcoming Board Meeting.
7.	Role of Nomination and Remuneration Committee	19(4)	Necessary amendments to the Terms of Reference of the Nomination and Remuneration Committee will be considered by the Board in the upcoming Board Meeting.
8.	Role of the Stakeholders' Relationship Committee	20(4)	Necessary amendments to the Terms of Reference of the Stakeholders' Relationship Committee will be considered by the Board in the upcoming Board Meeting.
9.	Board shall define the role and responsibility of the Risk Management Committee	21(4)	Necessary amendments to the Terms of Reference of the Risk Management Committee will be considered by the Board in the upcoming Board Meeting.
10.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Clarifications on the applicability have been sought from SEBI.*
11.	Approval for material related party Transactions	23(4)	Clarifications on the applicability have been sought from SEBI.*
12.	Disclosure of related party transactions on consolidated basis	23(9)	Will be complied after publishing the financial results for the quarter ended September 30, 2021.

13.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Clarifications on the applicability have been sought from SEBI.*
14.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Clarifications on the applicability have been sought from SEBI.*
15.	Listed entity has a subsidiary which is itself a holding company	24(7)	Clarifications on the applicability have been sought from SEBI.*
16.	Annual Secretarial Compliance Report	24(A)	Will be complied at the end of the Financial Year.

**Considering that Real Estate Investment Trusts are governed under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 which have a distinct set of rules, regulations and compliances, we have represented to SEBI in relation to certain provisions under Chapter IV of the LODR regulations not being made effective to Real Estate Investment Trusts and are awaiting feedback.*

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Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	N.A. - Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is not applicable to high value debt listed entities, and Embassy Office Parks REIT is a high value debt listed entity. Details of the financial information including a complete copy of the annual report including balance sheet, profit and loss account etc. of Embassy Office Parks REIT are available on its website, in accordance with the SEBI circular no. CIR/IMD/DF/146/2016 dated December 29, 2016, as amended, applicable to REITs.
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes, the chairperson of the Audit Committee of the Manager was present at the Annual Meeting for unitholders of the REIT held for FY 2020-21.
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes, the chairperson of the Nomination and Remuneration Committee of the Manager was present at the Annual Meeting for unitholders held for FY 2020-21.
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes, the chairperson of the Stakeholders' Relationship Committee of the Manager was present at the Annual Meeting for unitholders held for FY 2020-21.
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	N.A. - Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is not applicable to high value debt listed entities, and Embassy Office Parks REIT is a high value debt listed entity and hence Embassy Office Parks REIT is not required to prepare Corporate Governance Report. The annual report of Embassy Office Parks REIT is prepared in accordance

		with Regulations 23(2) and 23(4) read with Schedule IV of the SEBI (Real Estate Investment Trusts) Regulations, 2014.
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Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation

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Company Secretary / ~~Compliance Officer~~ / ~~Managing Director~~ / CEO / CFO

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 30 September 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during sixmonths	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil

KMPs or any other entity controlled by them	Nil	Nil	Nil
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(D) Any other information:

All references herein to: (i) “Promoter” are to be read as “Sponsors”; and (ii) “Promoter Group” are to be read as “Sponsor Group”. Further, references to “listed entity” shall mean the Embassy Office Parks REIT and references to directors and KMP shall mean the directors and KMP of Embassy Office Parks Management Services Private Limited, the Manager of the Embassy Office Parks REIT.

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company **-NA**

Name & Designation

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GEO/ CFO

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*

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