

August 18, 2022

To, To,

The Corporate Relations Department
The National Stock Exchange of India Limited
The Corporate Relations Department
Department of Corporate Services

Exchange Plaza, 5th Floor BSE Limited

Plot No. C/1, G-Block, Bandra-Kurla Complex 25th Floor, Phiroze Jeejeebhoy Towers,

Bandra (E), Mumbai 400051 Dalal Street, Mumbai 400001

Re: Script Symbol "EMBASSY", Scrip Code 542602 and Scrip Code 959990, 960165, 960421, 973434, 973545, 973546 and 973910 (NCDs).

Dear Sir/Madam,

Sub: Hosted webinar for Wealth Managers (August 17-18, 2022)

We hereby inform you that, members from the Management team of Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT, hosted a webinar on "India REIT Primer" with Wealth Managers. The details of participation in event are set out below:

Date	Agenda	Format	Attendees / Presenter
August 17-18, 2022	India REIT Primer	Virtual Group Meetings	Senior Management Personnel

The presentation made in the said event is enclosed.

This is for your information and records.

Yours faithfully,

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

Deepika Srivastava

**Company Secretary and Compliance Officer** 

A23654

Encl: As above

# Embassy Office Parks REIT India REIT Primer

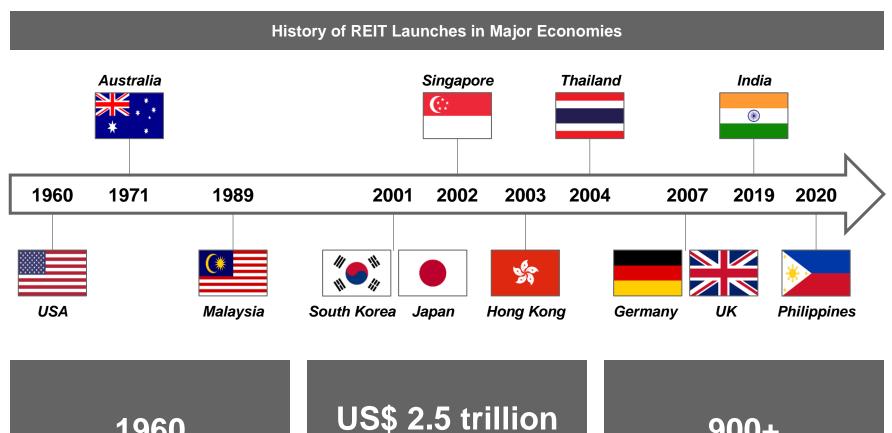
August 2022





### EMBASSY REIT

#### **REITs: Globally Accepted For 60 Years**



1960
First REIT started in the US

Value of Publicly-listed REITs globally

900+

Number of REITs globally



#### **Global REITs – Major Constituents of Listed Real Estate Universe**

REITs contribute 71% of the listed real estate universe in the most mature REIT markets and 55% of the global listed real estate market capitalization

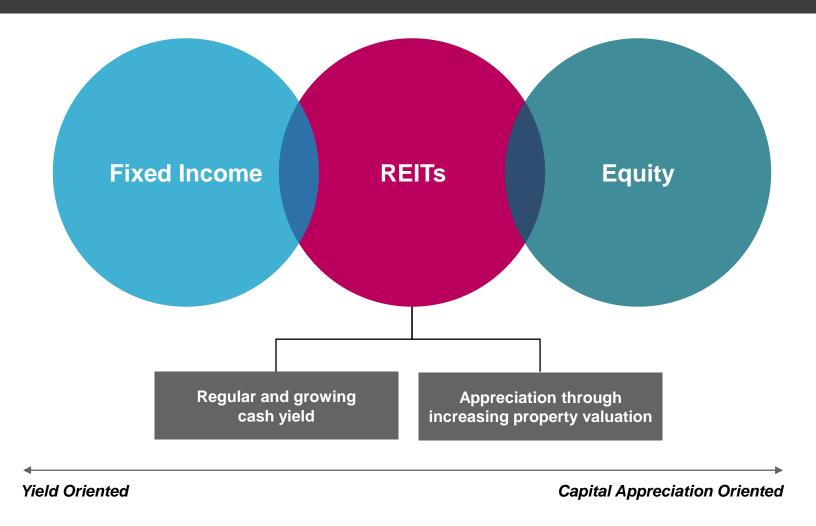
	<b>Total Listed Real Estate</b>	REITs Ma	arket Capitalization
	\$bn	\$bn	As % of Total Listed RE
Global Markets	3,625	2,006	55%
Developed Markets	2,691	1,915	71%
Emerging Markets	935	91	10%
US	1,378	1,352	98%
Canada	76	61	80%
France	45	39	87%
United Kingdom	90	80	89%
Australia	97	91	94%
Singapore	112	72	64%
Mexico	20	17	85%
Japan	227	121	53%
Hong Kong	211	24	11%
Average	279	280	82%

Source: EPRA (data as of June 2022)



#### **REITs – A Hybrid Product between Equity and Fixed Income**

REITs provide regular yield with steady capital appreciation via increasing property valuation



5



#### What Assets Can an Indian REIT Own?



#### **PERMITTED**

#### Rental income

earning real estate projects

# Commercial Sectors

Offices, hotels, retail, industrial, healthcare

# NOT PERMITTED

Residential (houses, apartments)

Speculative landbank

Min. 80%

completed & income producing assets

Max. 20%

under-construction assets

# Leverage Restrictions

Unitholder approval needed for Debt to Capitalization above 25%

Debt to Capitalization capped at 49%



#### **How do REITs Generate and Distribute Income?**

Rental income is generated from underlying real estate assets held in the portfolio

#### **Asset Quality**

► High-quality institutional grade commercial properties in key metro cities attract premium rentals

#### **Tenant Quality**

► Diversified and high-credit quality Multinational Companies (MNCs) pay rentals on time

#### **Lease Term**

► Stable cash flows due to long-term nature of lease contracts

Minimum 90% of the available NDCF is REQUIRED to be distributed to unitholders (at least semi-annually)

Note: NDCF stands for Net Distributable Cash Flows



#### **Indian REIT Taxation – A Brief Summary**

Nature of Income	Taxability / Exemption	Withholding Tax (WHT) Rate
Dividends received from SPVs distributed by REIT <sup>(1)</sup>	Exempt u/s 10(23FD)	NA
Interest received from SPVs distributed by REIT	Taxable u/s 115UA	- Resident – 10% (194LBA)
by NETT	- Resident – Applicable rate	- Non-Resident – 5% (194LBA)
	- Non-Resident – 5% WHT <sup>(2)</sup>	- Cat I & II AIF and MF - NIL
Amortization of SPV debt distributed by REIT	Not taxable as per section 115UA <sup>(3)</sup>	NA
Other income distributed by REIT	Exempt u/s 10(23FD) to be read with section 115UA	NA
Capital gains on sale of REIT units	Taxable u/s 111A / 112A	NA
	<ul> <li>LTCG 10%, STCG 15% subject to taxability under applicable DTAA for non-residents<sup>(4)</sup></li> </ul>	

- (1) Dividend received from a SPV which has not opted for the concessional tax regime (25.17%) u/s 115BAA is exempt in hands of Unitholders. In case a SPV has opted for section 115BAA, dividend would be taxable in the hands of Unitholder and also subject to WHT @ 10%
- (2) Income is taxable as per applicable tax rates under relevant DTAA & taxability under the Income Tax Act, 1961
- (3) Taxability in the hands of investors to be assessed based on the advise from their respective tax advisors
- (4) LTCG is applicable if units held by unitholders for more than 36 months. LTCG exempted upto ₹1 million with no indexation benefit available. LTCG = Long Term Capital Gain, STCG = Short Term Capital Gain
- (5) All tax rates excluding applicable surcharge and cess



#### **Snapshot of Indian REITs**

The Indian REIT market continues to evolve since the listing of the first REIT in April 2019

93 msf

Across India's top commercial office markets<sup>(1)</sup>

₹91 billion

Distributed more than entire Nifty Realty Index Combined<sup>(3)</sup>

Strong Retail
Ownership

Rapidly Expanding Retail
Unitholder Base

₹ 688 billion

Market Capitalization<sup>(2)</sup>

AAA

**Credit Ratings** 

**High Standards** 

of Corporate Governance ₹ 200 billion

Primary Equity Proceeds
Raised Since 2019

Benchmark Global Indices

FTSE Russell/ EPRA-NAREIT/ S&P /MSCI Small Cap

**Enhanced Liquidity** 

Through Reduction in Trading Lot Sizes

- (1) Refers to total area (under construction, development potential and completed area) held by the 3 listed Indian REITs as of Q1 FY2023 disclosures
- 2) Based on closing price on NSE as of August 16, 2022
- (3) Refer to total distributions made by the 3 listed Indian REITs since their listing till Q1 FY2023



# **Listed REIT Landscape in India**

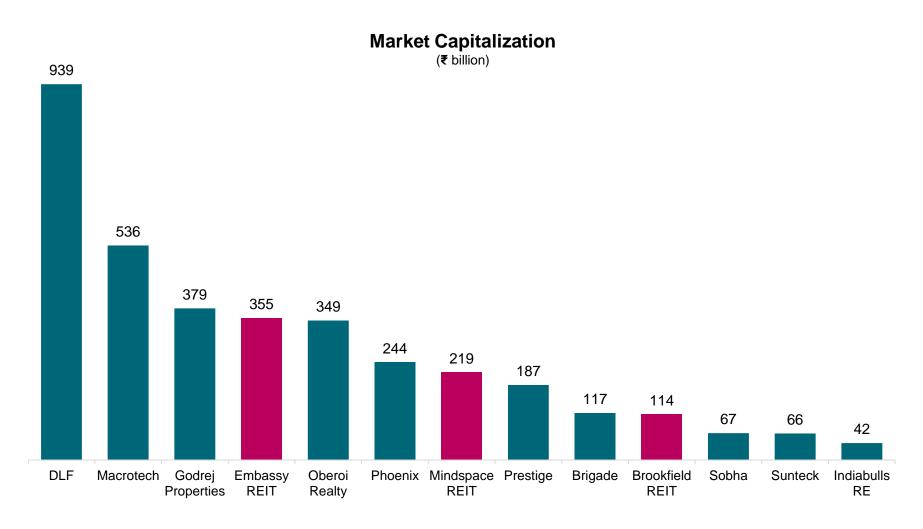
	Embassy Office Parks	Mindspace Business Parks	Brookfield India REIT
Ticker (NSE)	EMBASSY	MINDSPACE	BIRET
Ticker (BSE)	542602	543217	543261
Listing Date	April 01, 2019	August 07, 2020	February 16, 2021
Market Capitalization <sup>1</sup>	₹ 355 billion	₹ 219 billion	₹ 114 billion
Geographic Focus	Bengaluru, Mumbai, Pune, Noida	Mumbai, Hyderabad, Pune, Chennai	Mumbai, Gurgaon, Noida, Kolkata
Completed Area <sup>2</sup>	33.8 msf	24.4 msf	14.3 msf
Leased Area <sup>2</sup>	28.7 msf	20.9 msf	11.8 msf
Sponsor Ownership <sup>2</sup>	44% (Blackstone, Embassy Group)	63% (K Raheja Corp)	54% (Brookfield)

<sup>(1)</sup> Based on closing price on NSE on August 16, 2022(2) As of June 30, 2022



#### Indian REITs rank among top 10 listed real estate players in India

In short span of over 3 years since listing, Indian REITs' market capitalization rank among top 10 listed real estate players in the country



#### Why Invest in Indian REITs?



# Liquidity

REIT units are freely traded in stock markets like equity shares

# **Transparency**

Strong governance framework and disclosure requirements from SEBI

# **Asset Quality**

Fractional ownership in professionally-managed Grade A commercial assets

#### **Distributions**

Income stability due to requirement to distribute at least 90% of cash flows semi-annually

#### **Performance**

Upside participation in capital appreciation from organic / inorganic growth

#### **Diversification**

Investment in a high-quality diversified portfolio across sectors / cities

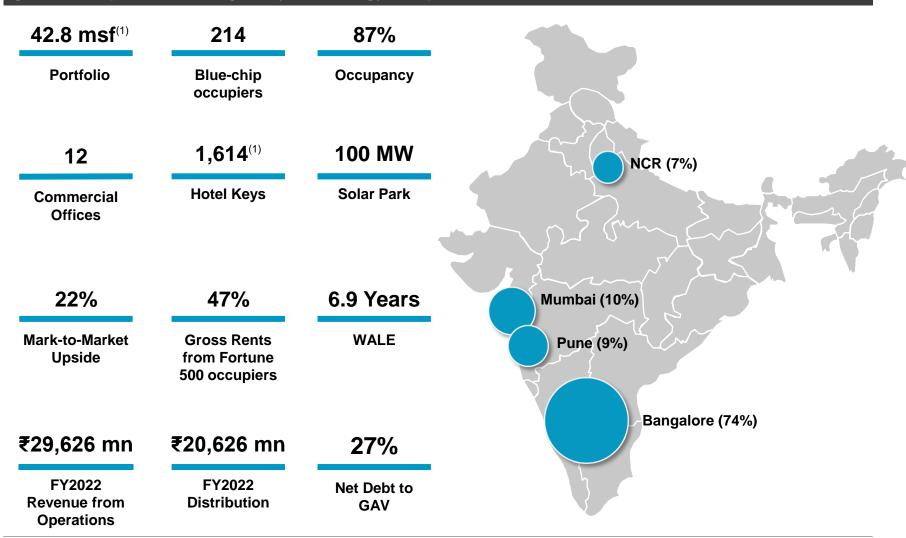




#### Who We Are: Quick Facts

Includes completed, under construction and proposed future development

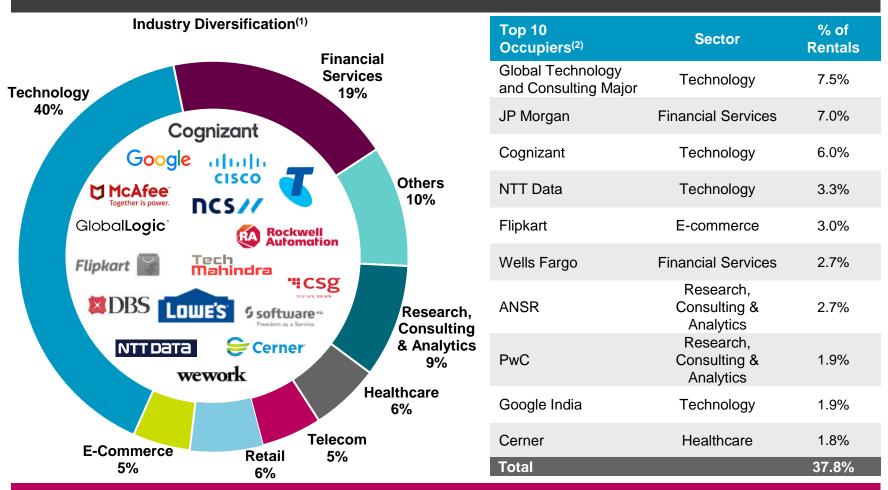
We own and operate a commercial office portfolio that serves as essential corporate infrastructure to global occupiers, including many technology companies





#### **Fueled by Global Technology Trends**

#### Tech occupiers and Global Captives constitute over 70% of our occupier base



- ▶ Added 15 new occupiers in Q1 FY23 from growth sectors cloud, renewables and healthcare tech, etc.
- ► Contribution from Top 10 occupiers at 38% today (vs 42% at the time of listing)

Represents industry diversification percentages based on Embassy REIT's share of gross rentals



#### Occupier Growth Driving Strong Leasing Momentum

Record total leases of 1.8 msf, making it the highest total leasing in a single quarter since listing

#### 415k sf

Re-leasing Spread of 31%

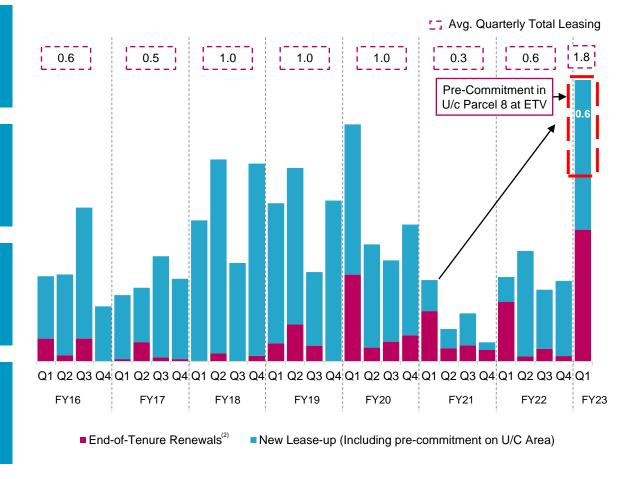
#### 550k sf

Pre-commitment by JP Morgan

#### 850k sf

Renewal Spread of 9%

Total No. of Lease Deals



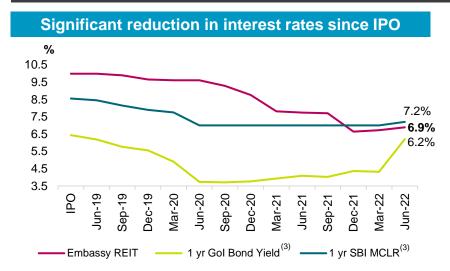
Demand rebound due to release of pent-up demand, expansion and consolidation requirement of occupiers

- Total leases comprises of new lease-up, pre-commitment in under development properties, end-of-tenure renewals and early renewals
- End-of-tenure renewals exclude rolling renewals



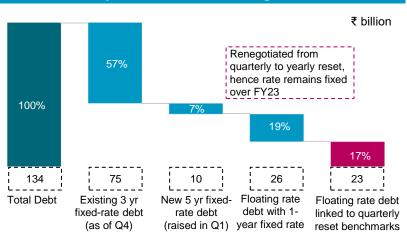
#### **Robust Balance Sheet with Active Debt Management**

Balance sheet well-positioned amidst rising interest rate environment - low leverage, low interest rate locked-in at fixed-rate debt, and limited exposure to floating-rate debt

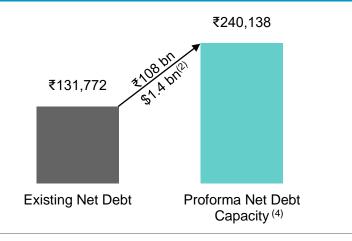


# Net Debt to Market Capitalization<sup>(1)</sup> Net Debt ₹131,772 27% As of June'22 Equity ₹354,711 73%

#### Substantially shielded from rising interest rates



#### Ample Debt headroom to finance growth



- (1) Closing price on National Stock Exchange as at June 30, 2022
- (2) \$1 \(19\)
- Source: National Stock Exchange, State Bank of India

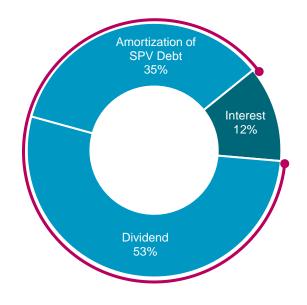


#### **Delivering on Distributions**

Distributions for Q1 stood at ₹5,052 mn i.e., ₹5.33 per unit with 88% being tax-free for Unitholders

Distribution Highlights		
Particulars	Q1 FY2023	
Distribution period	Apr'22 – Jun'22	
Distribution amount (mn)	₹5,052	
Outstanding units (mn)	948	
Distribution per unit (DPU)	₹5.33	
Announcement date	July 21, 2022	
Record date	July 29, 2022	
Payment date	On or before August 05, 2022	

#### **Distribution Mix – Q1**



- ▶ 100% distribution payout ratio demonstrates commitment to regular quarterly distributions
- ▶ 88% of Q1 FY2023 distributions are tax-free for Unitholders



#### **Business Performance and Price Movement**

Robust business performance since listing across leasing, delivery and acquisitions. Delivered 52%<sup>(5)</sup> total returns since listing to period until August 16, 2022



8.2 msf

Total Leases(1)

7.1 msf

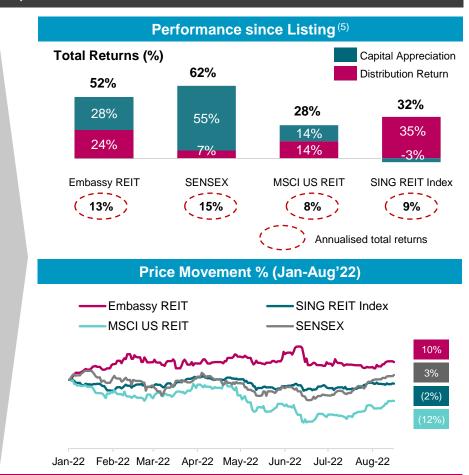
On-Campus Growth<sup>(2)</sup>

10.2 msf

Total Acquisitions<sup>(3)</sup>

₹63 bn

Total Distributions(4)



▶ Delivered annualized 13% total returns since listing (6.8% capital appreciation + 6.2% distribution yield approximately)

Notes: All distribution yields computed basis IPO price of ₹300/ unit

- 1) Includes new lease-up, end-of-tenure renewals and pre-commitments
- Comprises 2.5 msf of new deliveries since listing and 4.6 msf of ongoing development
- Includes completed, under construction and proposed future development area
- (4) Including Q1FY23 distributions totalling ₹5 bn

- 5) Source: Bloomberg. For period April 1, 2019 to August 16, 2022
- The price, market value and market capitalization of the units the Embassy REIT may fluctuate due to multiple reasons and the price, market value and market capitalization figures and trends indicated above are not indicative of any future trading price, market value or market capitalization. This should not be construed as any assurance or guarantee of returns or distributions to investors



#### What We Do: Our Strategy

Embassy REIT's strategy focuses on enhancing NAV and delivering long-term, total return value for Unitholders

1

#### Leasing

- ► Grow Operating income by leasing vacant spaces
- ► Capture mark-to-market upside
- ▶ Partnership approach to occupier engagement

2

#### **Development**

- ▶ Deliver new projects in budget and on time
- De-risk new development through pre-leasing
- ► Provide 'total business ecosystem'

3

#### **Acquisitions**

- Scale portfolio through accretive growth
- ► Focus on quality assets in top-6 cities
- Utilize optimal mix of debt and equity financing

4

#### **ESG**

- ► Take leadership position in ESG in Indian real estate
- Align with ESG goals of occupiers and investors
- Differentiate through ESG as a competitive advantage

~95%

Occupancy

#### 9 msf

On-campus Development Opportunity

#### 58.6 msf<sup>(2)</sup>

Assets under ROFO, Partner(s) Network and 3<sup>rd</sup>-party Opportunities

2040

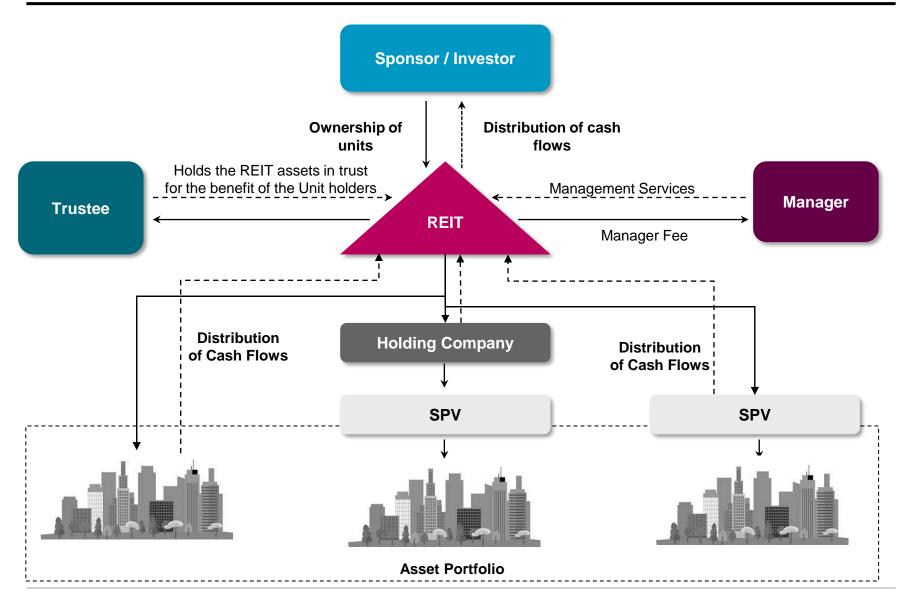
Net Zero Commitment

Supported by robust financial management, proactive asset management and strong corporate governance



# EMBASSY

#### **How are REITs Structured?**



#### EMBASSY REIT

#### Who can Invest in Indian REITs?

▶ Any investor (domestic / foreign / retail / institutional) can buy REIT units in India

- ▶ No minimum trading lot size; previous minimum trading lot size of Rs 50,000 and 200 units done away with now
- ► Investors can purchase REIT units through a demat account, similar to how they would purchase shares in a company
- ► Indian REIT units can be bought / sold freely on either NSE or BSE either online or through a broker

► Investors can also buy REIT units through participation in REIT IPO upon listing



## Benefits of a REIT vs Direct Investment vs Equity Shares

	REIT Units	Direct Investment in RE <sup>1</sup>	Real Estate Equity Shares
Investment Characteristics	<ul> <li>Minimum lot size of 1 units</li> <li>Freely transferable listed securities</li> <li>Professionally managed</li> <li>No entry / exit load</li> </ul>	<ul> <li>₹ 2.5 million onwards (for strata units)</li> <li>Illiquid, lock-ins &amp; non-transparent market</li> <li>Hassles in managing assets</li> <li>Transaction costs involved</li> </ul>	<ul> <li>Minimum lot size of 1 share</li> <li>Freely transferable listed securities</li> <li>Professionally managed</li> <li>No entry / exit load</li> </ul>
Asset and Tenant Quality	<ul> <li>Grade A assets in prime locations, primarily office</li> <li>Multiple marquee tenants across sectors</li> </ul>	<ul> <li>Usually, strata interests in standalone buildings</li> <li>Usually exposed to single tenant risk</li> </ul>	<ul> <li>Grade A / B assets with a mix of office / residential / retail</li> <li>Multiple tenants across sectors</li> </ul>
Return Profile	► Returns driven by capital appreciation and regular cash distribution (90% mandatory)	<ul> <li>Returns driven by a timely and profitable exit</li> </ul>	<ul> <li>Returns driven by capital appreciation and dividends (NOT mandatory)</li> </ul>
Tax Efficiency	► Dividends are tax exempt	► Dividends are taxable	► Dividends are tax exempt
Leverage Profile	Restricted to 49% Net debt / Total Enterprise Value	► No restrictions	► No restrictions
Governance Standard	► High	► High	► Lower than REIT standards
Risk Profile	<ul> <li>Lower than other commercial real estate vehicles</li> </ul>	► High	► Higher than REIT profile

Assumed Real Estate (RE) held through an SPV



## **Regulatory Framework for Indian REITs**

#### India REITs have to adhere to a strong SEBI regulatory framework aimed at protecting unitholder value

Asset and Distributions	<ul> <li>Minimum 80% of value in completed and income producing assets – hence, less risk to cash flows</li> <li>Restrictions on speculative land acquisition</li> <li>Minimum 90% of distributable cash flows to be distributed semi-annually</li> </ul>
Debt	<ul> <li>Majority unitholder approval required if debt exceeds 25% of asset value</li> <li>Debt cannot exceed 49% of asset value</li> </ul>
Corporate Governance	<ul> <li>50% independent directors on the Board, with 50% representation on all committees</li> <li>REIT Manager can be removed with 60% approval of unrelated unitholders</li> <li>Alignment with unitholder interests due to a distribution-linked management fees structure</li> </ul>
Related Party Safeguards	<ul> <li>Sponsors are prohibited from voting on their related party transactions</li> <li>Majority unitholder approval required for acquisition or disposal of asset which exceeds 10% of REIT value</li> <li>Acquisition or sale price of new asset cannot deviate from average valuation of two independent valuers by + / - 10%</li> <li>Fairness opinion from independent valuer required if related party leases exceed 20% of the underlying asset</li> </ul>



#### **Management Fee Structure Comparison**

Compared to international counterparts, Indian REITs have a significantly lower and simpler fee structure to drive value to unitholders

	Indian REITs <sup>1</sup>	Select Asian REITs <sup>2</sup>
Property Mgmt. Fees	3% - 3.5% of Total Rents	<b>2% - 3%</b> of Gross Revenue or / and Net Property Income
REIT / Performance Fees	<b>0.5% - 1%</b> of Net Distributable Cash Flows / Distributions	<b>3% - 5.25%</b> of Net Property Income
Base Fees	Nil	<b>0.1% - 0.5%</b> of Gross Asset Value
Acquisition Fees	Nil	1% of Acquisition Price
Divestment Fees	Nil	<b>0.5%</b> of Sale Price

<sup>(1)</sup> Based on the fee structure adopted by the 3 REITs listed in India

<sup>(2)</sup> Based on the fee structure adopted by select key REITs / trusts listed in Singapore



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