Embassy Office Parks REIT
Annual Report FY2021

RESILIENCE INBUILT.
GROWTH FOCUSED.

Contents

Available online at:

www.embassyofficeparks.com

Awards and Certifications

'Workplace Excellence' award for excellence in Ecological Sustainability by iNFHRA Awards 2019-20

BSI Assurance Certificate for Environmental, Social & Governance Processes

COVID-19 Assurance Certificate for Global Benchmark in Control Measures across all Office Parks

Asia Pacific Best of the Breeds REITs AWARDS™

Environment

Our sustainability strategy focuses on ecological responsibility, climate change mitigation and long-term resource efficiency.

→ Page **40**

Social

We believe in our employees' abilities in having a positive impact on our occupiers, the work environment, and the community in which we all live.

→ Page **43**

Governance

We are committed to adhering to the highest standards of corporate governance in every sphere of management.

→ Page **47**

Key highlights FY2021

42.4 msf*
Portfolio

88.9%
Occupancy

1.2 msf
New leases signed and renewed

7.0 years
Weighted average lease expiry (WALE)

₹23,603 million
Revenue from operations
∧ 10%

₹20,323 million
Net operating income
∧ 12%

₹19,693 million
EBITDA
∧ 12%

₹18,364 million
Distributions

∧ y-o-y

*Includes completed, under construction and proposed future development

Figures as on March 31, 2021

EMBASSY REIT AT A GLANCE

Transforming India's commercial office landscape

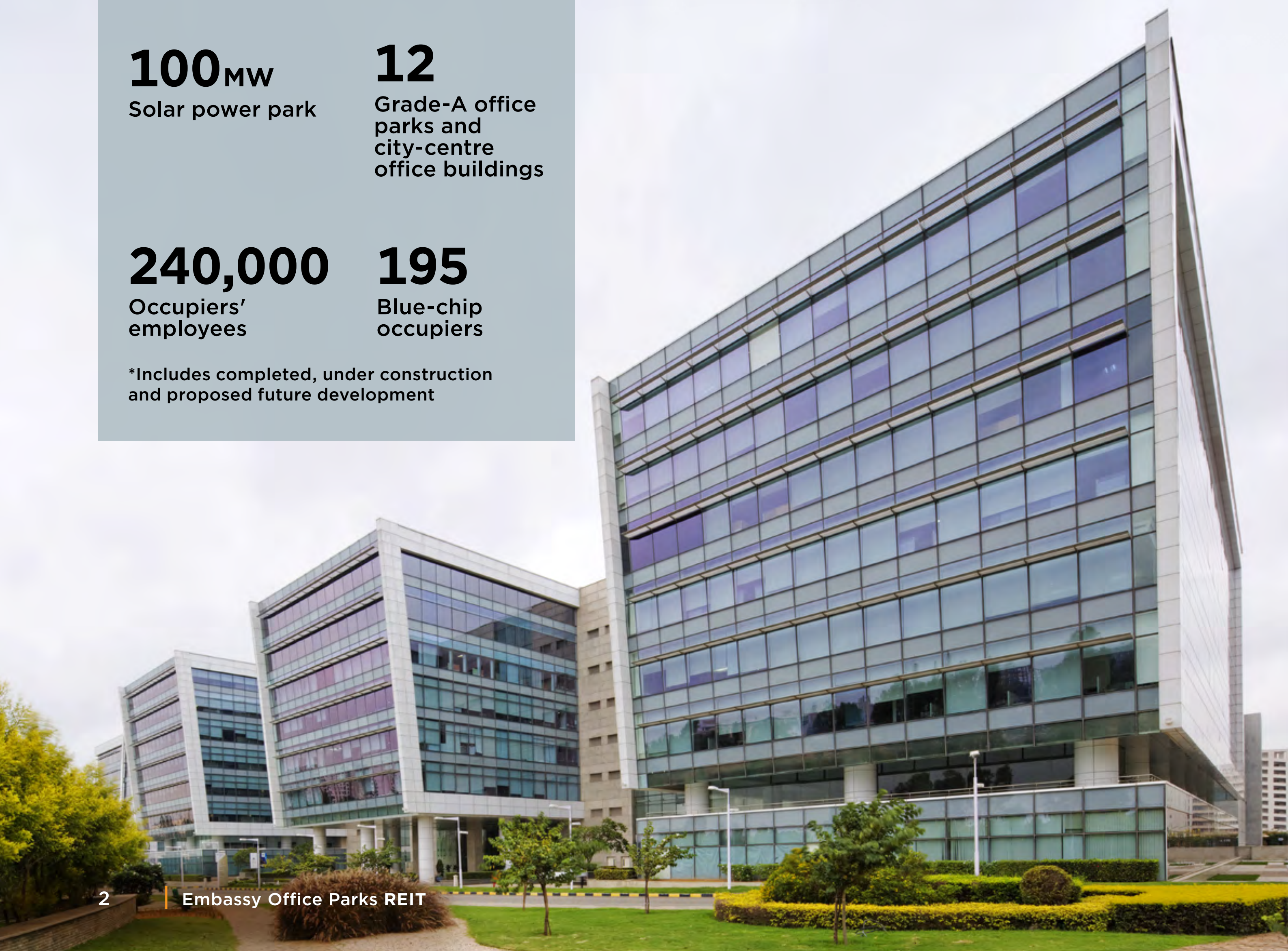
Embassy REIT is India's first publicly listed REIT. As Asia's largest office REIT by area, Embassy REIT owns and operates a 42.4 msf portfolio of eight infrastructure-like office parks and four city-centre office buildings in India's best-performing office markets of Bengaluru, Mumbai, Pune, and the NCR.

Embassy REIT's portfolio comprises 32.3 msf in completed operating area and is home to over 190 of the world's leading companies. The portfolio also includes strategic amenities, including two operational business hotels, four under-construction hotels, and a 100 MW solar park that supplies renewable energy to occupiers.

Quick facts

92 Buildings	**1,614*** Hotel keys
100MW Solar power park	**12** Grade-A office parks and city-centre office buildings
240,000 Occupiers' employees	**195** Blue-chip occupiers

*Includes completed, under construction and proposed future development



Key strengths

- Presence in key office markets with focus on high-growth technology and services sectors
- Backed by world-class sponsors
- Multiple embedded growth levers such as contractual escalations, mark-to-market rental reversions, on-campus development and inorganic growth opportunities
- World-class tenant base with strong credit covenants
- Highly experienced management

Sponsors

Blackstone

Blackstone is a leading global investment business investing capital on behalf of pension funds, large institutions and individuals, with US$196 billion assets under management in real estate investing.

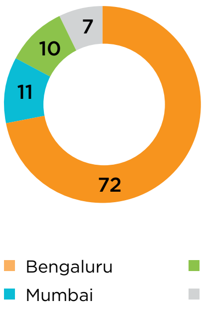
EMBASSY

Embassy Group is a leading Indian real estate developer. Embassy has completed over 45 msf of office, industrial and residential development since the mid 1990s in its legacy of expertise spanning 25 years.

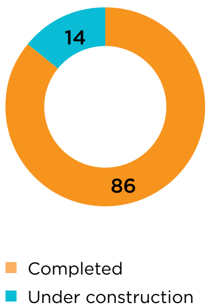
Portfolio

Our differentiated office portfolio serves as essential infrastructure for multinational corporations.

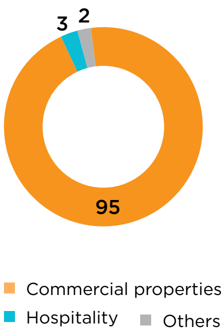
Market value by geography (%)



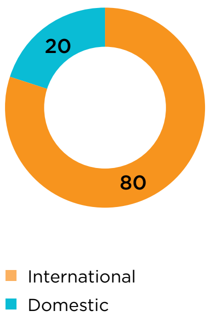
Market value by construction status (%)



Market value by asset type (%)



Occupier base (%)



Leading with confidence and conviction

I thank all our stakeholders who have contributed to our resilient performance in a challenging year.

Dear Unitholders,

As your Chairman, I am very pleased to present this annual report to you. In the two years since Embassy REIT's listing in April 2019, we have paid out more than ₹3,700 crores in distributions and delivered 24% in total returns to Unitholders . Embassy REIT has been a trailblazer and our performance has helped other Indian REITs to list; since our IPO in April 2019, ~US$2.6 billion or ₹19,000 crores of REIT equity capital has been raised. This new capital formation underscores India's potential as a vibrant REIT market, and it bodes well for the future of commercial real estate in the country.

It is a reality that as a publicly listed entity, Embassy REIT has operated under the shadow of the COVID-19 pandemic for a longer period than it has out of that shadow. Even then, our business has proven resilient. For the financial year ended March 31, 2021; we collected nearly 100% of our office rents; we leased 1.2 million square feet across our core markets; we acquired accretive growth in the form of a world-class business park in one of Bengaluru's best-performing submarkets; and we were able to considerably reduce the cost of debt we use to grow our business.

Most importantly, our front line team has been relentless in its efforts to ensure the safety of all those who work in our offices, while across the board, our team members have delivered this strong performance for the financial year. We owe a debt of gratitude to them and to our many stakeholders.

I thank our Unitholders for believing in our business. From the global and domestic institutional holders who continue to be the largest holders of the Embassy REIT units to the growing number of retail holders who rely on our distributions, we continue to operate a best-in-class business so that our Unitholders can receive the periodic distributions and enjoy the capital appreciation that comes with owning a best-in-class office REIT.

I thank our regulators and our government stakeholders for unlocking the potential of the REIT structure in a nascent market like India. In the last year, the regulators have initiated numerous measures that have facilitated smoother financing routes for REITs, such as allowing classes of investors like Foreign Portfolio Investors (FPIs) and Insurers to invest in the debt issued by REITs. These measures are critical milestones in the evolution of the REIT capital markets, and they immeasurably enhance the global credibility of the structure.

I thank our occupiers for their unwavering support and cooperation, as we consistently delivered our business continuity plan throughout the pandemic. The bedrock of our business is the trust our occupiers place in our workspaces as productive environments for their employees. For the Indian employee, office parks will continue to be the venue for building company culture, collaboration, training and teamwork. Global companies will continue to hire and rely on the young and skilled technology-focused talent pool that exists in India. This demand will only grow as the global technological landscape becomes more sophisticated at a faster pace.

I thank our Board of Directors for their guidance during this challenging time. The Board's counsel has been invaluable to us as we have delivered quarter after quarter of solid performance in a difficult environment.

And finally, I thank the management team at Embassy REIT for creating a high-quality business for the long term. Amidst this volatility and the responsibility of constantly delivering information and reporting quarterly performance metrics, the team has built an enduring franchise that can withstand major dislocations while serving as the cornerstone of the office market in India for years to come. Let me explain why.

First, the conviction theme that we have in the Indian office remains as strong as it was when I started the Embassy commercial office business back in the early 2000s. The Indian office environment has always relied on the business park model compared to the urban standalone building models that define the office landscape of cities like New York, London, Tokyo and Hong Kong. Occupiers are already telling us that once the pandemic subsides in India, they will need to bring employees back to the office longer term for all the benefits that the office environment provides.

Second, we are witnessing a marked shift towards ESG as a leading indicator for how we operate our business, and how our stakeholders expect us to operate our business. We are defining our three-year ESG strategy to build further on our strong legacy and past ESG accomplishments. For many years, Embassy Group and now Embassy REIT have been at the forefront of ensuring that each component in ESG gets appropriate attention. For example, under Environmental initiatives, the REIT has owned and operated a 100 MW solar park which supplies energy across our Bengaluru office parks for the past two years. In our work in the community, Social and Sustainable space, we have partnered with our occupiers to transform, upgrade and build new schools that benefit over 2,800 students, adding to the work done previously to bring education and health to over 165 Government and Rural Schools across Bengaluru, Noida, Pune, Mumbai, Chennai, Hosur and Thiruvananthapuram. And in terms of Governance, there could have been no REIT listing without the exceptional governance standards our regulators created for the REIT structure. We live by those standards every day.

Embassy REIT is a vehicle that is primed for growth. Even in the midst of the pandemic, the team saw an opportunity to widen our business moat, and exercised the option to purchase Embassy TechVillage, Bengaluru, which is arguably one of India's best business parks. The REIT was able to finance this acquisition by issuing equity via a placement, India's first REIT equity placement, and by issuing debt at attractive rates. The financing speaks to how investors view the REIT as both a growth vehicle and safe credit. In addition to the on-campus development that the REIT possesses, we will continue to have opportunities to grow via accretive acquisitions, finance these acquisitions efficiently, and most importantly, deliver value to our Unitholders .

On behalf of all of us, thank you once again for your continued engagement with Embassy REIT.

From all of us at Embassy REIT to all of you, please stay safe.

Yours Sincerely,
Jitendra Virwani

CEO'S MESSAGE

Resilient in the face of a global storm

> In a volatile environment, we have paid US$250 million in distributions, we prudently managed our capital, raised funds at attractive rates, and acquired a world-class asset. We are well positioned to capture the demand for Indian office space once this pandemic abates and as we make ESG central to our business ethos.

Dear Unitholders,

While the humanitarian crisis of COVID-19 has horribly impacted on India's economy, businesses and lives, the fundamentals of India as the world's Digital Talent Nation continue to hold true. Despite the impact of the pandemic, I am pleased to report a strong fiscal year performance for FY2021, reporting a 12% growth in Net Operating Income and delivering on our guidance, despite the challenges of the year which were dominated from beginning to end at a global and national level by the COVID-19 global pandemic.

Notwithstanding that, we have now completed two full years since listing, one of which was fully under the shadow of the pandemic and yet we have delivered 24% in total returns including our quarterly distributions totaling approximately ₹3,700 crores ($500 million) since listing.

That performance highlights the strong underlying business, the quality of the portfolio of long-tenured leases with our high-quality, technology-focused, and international occupier base and the wealth of experience that our Board and management team bring to the business.

All our properties continued to be operational throughout the year, in line with the regulatory restrictions, and our teams have done an exceptional task of meeting business continuity requirements of our occupiers across our portfolio.

We remained strong on our operating fundamentals. During FY2021, we collected over 99% of our office rents, and signed new leases and renewals of 1.2 msf with a re-leasing and renewal spreads of 18% and 13%, respectively. Even in today's challenging market, our year-end occupancy stands at a healthy 88.9%.

We continued to be prudent in our capital management and maintained our strong balance sheet, and we remain well-positioned to capitalise on attractive investment opportunities.

These attributes, built over a number of years, have been an important defense against the unique challenges of this last pandemic year.

The year saw the completion of the accretive acquisition of Embassy TechVillage for ₹9,800 crores or US$1.3 billion – a landmark deal and one of the country's biggest-ever commercial real estate transactions. The acquisition of this 9.2 million square feet integrated office park cements Embassy REIT's position as the largest office REIT

Our financial results were resilient, despite persistent uncertainties in some of our core markets.

Financial highlights, FY2021

- NOI grew year-on-year by 12%, with operating margins of 86%
- Simplified the holding structure of Embassy Manyata, Bengaluru, thereby increasing the tax-free component of distributions to 78% for 4Q FY2021
- Raised ₹52 billion debt at attractive 6.9% coupon, refinanced ₹32.8 billion leading to 336 bps interest savings
- Fortress balance sheet with liquidity of ₹15.5 billion and low leverage of 22%; ample headroom to finance on-campus development and new acquisitions

Business highlights, FY2021

- Stable occupancy of 88.9% with strong rent collections at 99.8% on 32.3 msf operating portfolio
- Achieved rent increases of 13% on 8.4 msf across 90+ leases
- Leased 1.2 msf across 40+ deals, achieved 15% re-leasing /renewal spreads
- Achieved top-out of 1.1 msf JP Morgan campus in March, 2021, on track for September, 2021 delivery
- Continued construction on additional 4.6 msf new build, targeted completion in 2 to 3 years

Other initiatives

- Our parks remain open with focus on ensuring safe workspaces and business continuity for our occupiers
- Set up vaccine centres at Embassy Manyata, Bengaluru and Embassy TechVillage, Bengaluru with vaccination roll out for 4,900 frontline staff underway
- Subscribed to WELL Portfolio™ programme to create healthier office buildings and thriving business ecosystems
- Built a second government school in February 2021 in partnership with ANZ, school to benefit 1,200 students

in Asia by area. The acquisition of ETV assets was accretive to both our NOI and DPU, enhanced our commercial office portfolio scale by 28% to 42.4 msf and added another star asset to our existing office portfolio, growing our already strong cash flows.

Our financial results for the full year illustrate the resilience and strength of the business.

- Our Revenue from Operations for FY2021 grew by 10% YoY to ₹23,603 million reflecting the underlying covenant of our 190+ high credit occupiers and the contractual growth inbuilt in our lease contracts
- Our NOI for FY2021 grew by 12% YoY to ₹20,323 million
- Our EBITDA for FY2021 grew by 12% YoY to ₹19,693 million

As a result of this strong performance, we have delivered distributions totaling ₹18,364 million or ₹21.48 per unit for the full year FY2021, on target with our full-year DPU guidance.

We have now enhanced the tax efficiency of our distributions through the successful restructure and simplification of the ownership of our key portfolio assets. Following regulatory approval, the scheme came into effect in March 2021. The simplification of the holding structure enables us to enhance the dividend portion of our distributions, increasing the overall post-tax distribution yields to our Unitholders . The simplified holding structure of Embassy Manyata, Bengaluru, has resulted in increasing the tax-free component of distributions to 78% for 4Q FY2021.

Our balance sheet continues to be strong. We successfully raised ₹52 billion debt at an impressive 6.9% coupon through a combination of REIT level listed debt and SPV level debt and we refinanced ₹32.8 billion debt at 6.9%, leading to 336 bps interest cost savings. We continue to maintain a strong liquidity position of ₹15.5 billion and low leverage of 22% Net Debt to Gross Asset Value (GAV).

Considering our AAA credit rating, additional proforma head-room of ₹126 billion and our headroom to raise debt at competitive rates, we are in a strong position to pursue growth through on-campus development and accretive acquisitions and thereby enhance overall returns to our Unitholders.

We continue to focus on creating long-term value to maximise returns to our Unitholders

Looking forward with a focus on growth

Embassy REIT continues the growth of the portfolio through the 5.7 msf on-campus development across our portfolio. This includes the 1.1 msf built-to-suit office unit pre-committed to JP Morgan due for delivery in FY2022 with the balance 4.6 msf to be delivered over the following three years to FY2025.

We continue to make great strides on our infrastructure and amenity upgrade initiatives across our portfolio.

In the last year we grew our portfolio with the 9.2 msf acquisition of ETV. We continue to evaluate acquisition opportunities both from our ROFO options through Embassy Group, other options and opportunities through our partner network, and third party opportunities.

Taking our ESG activities to the next level

ESG is becoming increasingly important for international corporate occupiers coming to India and is also becoming a focal point for top-tier property and asset owners of publicly traded companies. For Embassy REIT, delivering energy efficiency and sustainability of operations, collaborating with our corporate occupiers for community development and operating a business with good governance principles have always been core foundations of our business philosophy.

We are now taking this existing foundation and building further to enhance our commitment to integrating ESG measures with our business strategy and execution.

Our efforts have been directed towards resource efficiency and reducing our environmental footprint. We have also undertaken initiatives that focus on aspects such as the health and safety of our employees, and those of our occupiers in this journey.

Keeping our commitment to sustainability, we are focused on designing and operating buildings aligned with green building certification requirements such as LEED and IGBC. By way of example, Embassy Galaxy located in Noida was awarded the LEED Platinum certification in 2020.

Embassy REIT is well-positioned as more occupiers explore spaces that are sustainable and promote fitness and well-being. Our solid track record in creating sustainable, inclusive environments will help elevate our distinctive proposition.

Doubling down on our areas of conviction

Our occupiers

We continue to be optimistic about the future of technology-dependent and technology companies which form the basis of our customer base as they continue to grow their operations in India.

According to a recent NASSCOM report, India will see continued growth in the GCC sector at a CAGR of 8% to US$42 billion forecast for FY2022. Increased offshoring by Global Captives will drive office demand in India, the Digital Talent Nation.

With an estimated 500 million workforce, India has the world's second-largest labour pool at its disposal. The service sector constitutes ~54% of the GDP and remains the fastest-growing component of GDP. Our core occupier bases comprise of 43% pure technology and 46% global captives. The sizeable talent base, and the significant cost advantage that India offers, both in terms of workforce, as well as real estate costs, will continue to drive global occupiers to India office.

At the time of writing, we are encouraged by the continued downward trend in active COVID-19 cases and the progress on vaccine rollout. Embassy REIT was quick to respond and mobilise vaccination drives for frontline workers across our portfolio. We remain optimistic that the Indian office leasing demand will continue to increase as occupiers advance their return-to-work programme. The feedback from our occupiers about the future of their businesses in India and their rapid growth in hiring and business pipeline is very encouraging.

Our properties

We envisage that the preference for high-quality and safe Grade A office spaces as occupiers will accelerate – the shift from first-generation buildings to Grade A office spaces and institutional landlords will continue. This trend augurs well for a portfolio such as Embassy REIT and our total business ecosystem product, with our high-quality, large-scale integrated campus environments and the broad range of amenities for our occupiers and their staff. Offices will be the focal point of collaboration and culture as the younger workforce look to advance their career mobility, learning and networking opportunities.

Our investors

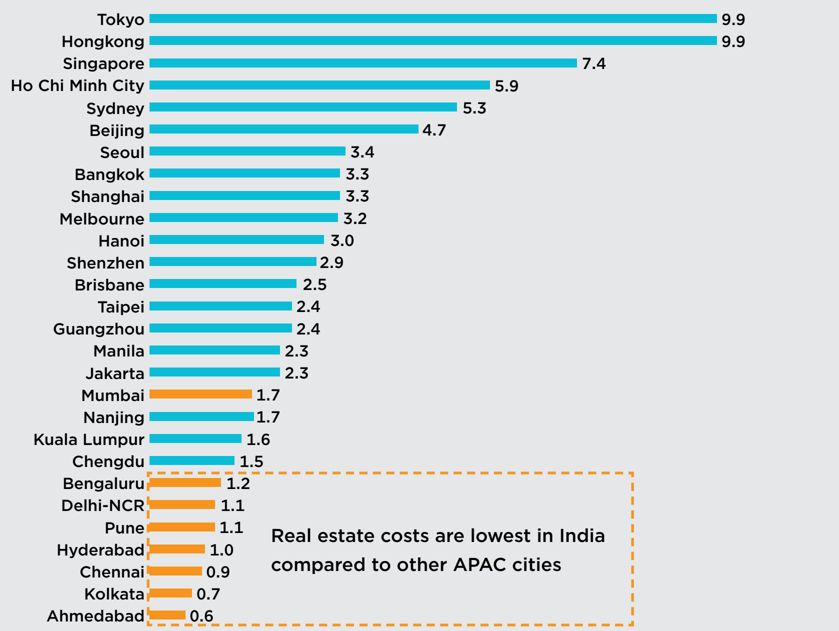
We continue to focus on creating long-term value to maximise returns to our Unitholders .

With India's active investment landscape, sustained confidence of investors in Indian real estate and progressive regulatory intervention, we are uniquely placed to emerge from the pandemic as a stronger, more resilient organisation.

We thank all the frontline workers, medical personnel, police, cleaners, security personnel and other first responders, all of whom worked tirelessly to ensure our parks have been safe for us, our corporate occupiers, and their employees.

We express our gratitude to all our partners for their continuing trust in Embassy REIT. Our unwavering commitment to delivering on the business priorities, while applying best practices in areas of ESG enables us to build holistic value for all of our stakeholders. We were laser focused on the creation of value for our Unitholders through the pandemic year, and will continue to be so as we look ahead into our bright future.

Rental comparison across APAC Cities



• Global multinational corporations prefer large Grade A office spaces at competitive rentals for their ER&D operations and India with lowest rents in the region offers biggest cost savings among the peers. Cities such as Bengaluru and Hyderabad have emerged as major GCC hubs over the years.

• With rupee depreciation against the dollar of ~10-12% already in 2020, and considering a further 2-3% y-o-y depreciation in the rupee further, we could be looking at lower costs in dollar terms for occupiers, even if real estate costs were to rebound slightly in 2022-23, both of which will offset each other.

Source: Cushman & Wakefield (GCC Report 2020) – Making India the Cradle of Global R&D

Yours Sincerely,

Michael D Holland

COVER STORY

Delivering growth: Embassy REIT's US$1.3 billion acquisition of Embassy TechVillage

₹97.8 billion
Acquisition

₹36.8 billion
First equity placement by an Indian REIT

₹26 billion
Debt financing at 6.4%

9.2 msf
Office park

6.1 msf
Completed office area

3.1 msf
Under construction office area

518
Proposed Hilton hotel keys

36%
Pre-leased to JP Morgan

28%
NOI accretion*

3.0%
NAV accretion*

4.2%
DPU accretion*

* Pro forma NOI, DPU, NAV for period ending September 30, 2020 have been computed basis Embassy REIT's NOI, DPU and NAV for the same period factoring/ consolidating with the NOI, DPU and NAV of ETV acquisition to reflect the acquisition of ETV. Because of their nature, the pro forma NOI, DPU and NAV information addresses a hypothetical situation and therefore, do not represent factual financial position or results. They purport to indicate the results of operations that would have resulted had the acquisition been completed at the beginning of the period presented and the financial position had the acquisition been completed as at period end but are not intended to be indicative of expected results or operations in the future periods or the future financial position of the Embassy REIT

97.8%
Occupied

100%
Rent collection

>30%
Mark-to-Market (MTM) potential

88%
Multinational occupiers

48%
Fortune 500

67%
Technology, E-commerce and Financial Services

2%
Sub-market vacancy

45%
Bengaluru's net absorption

8.8%
Rental CAGR

Note: All the above figures are as of September 30, 2020 / March 31, 2021

De-risked development: 5.7 msf of on-campus development providing embedded growth

Perspective

1.1 msf

scheduled for delivery in FY2022, 100% pre-leased to JP Morgan


Current development

OUR STRUCTURE

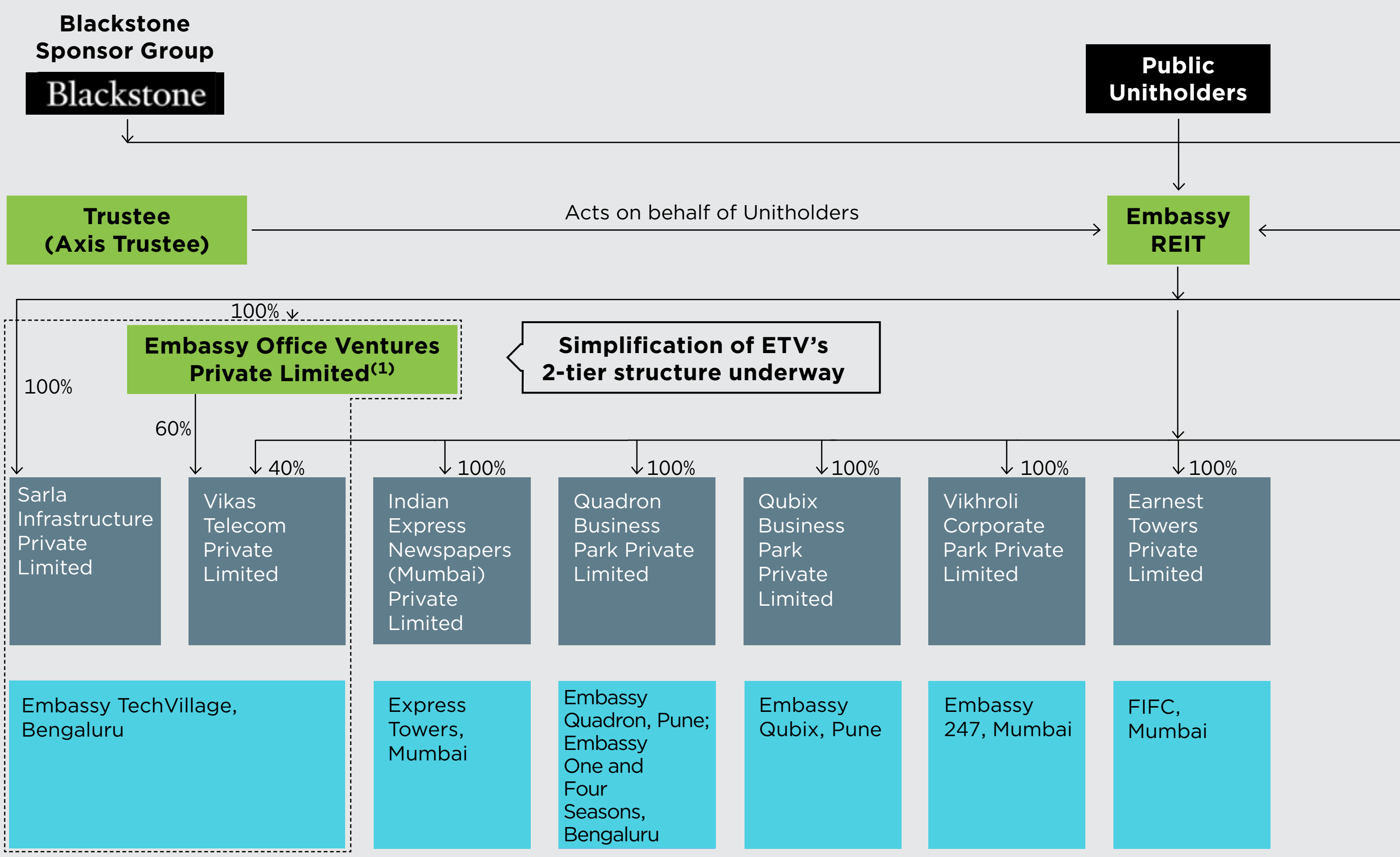
A best-in-class structure with the strongest safeguards for Unitholders

Embassy REIT was registered with SEBI on August 3, 2017 as a real estate investment trust under Regulation 3(1) of the REIT Regulations.

Axis Trustee Services Limited is the trustee on behalf of the Unitholders while Embassy Office Parks Management Services Private Limited (EOPMSPL) is the Manager of the Embassy REIT. EOPMSPL is jointly owned by the Embassy Sponsor and certain entities forming part of the Blackstone Sponsor Group.

The Embassy REIT was settled on March 30, 2017 at Bengaluru, Karnataka, India as an irrevocable trust under the provisions of the Indian Trusts Act, 1882 pursuant to a trust deed dated March 30, 2017 and amended on September 11, 2018.

Embassy REIT Structure



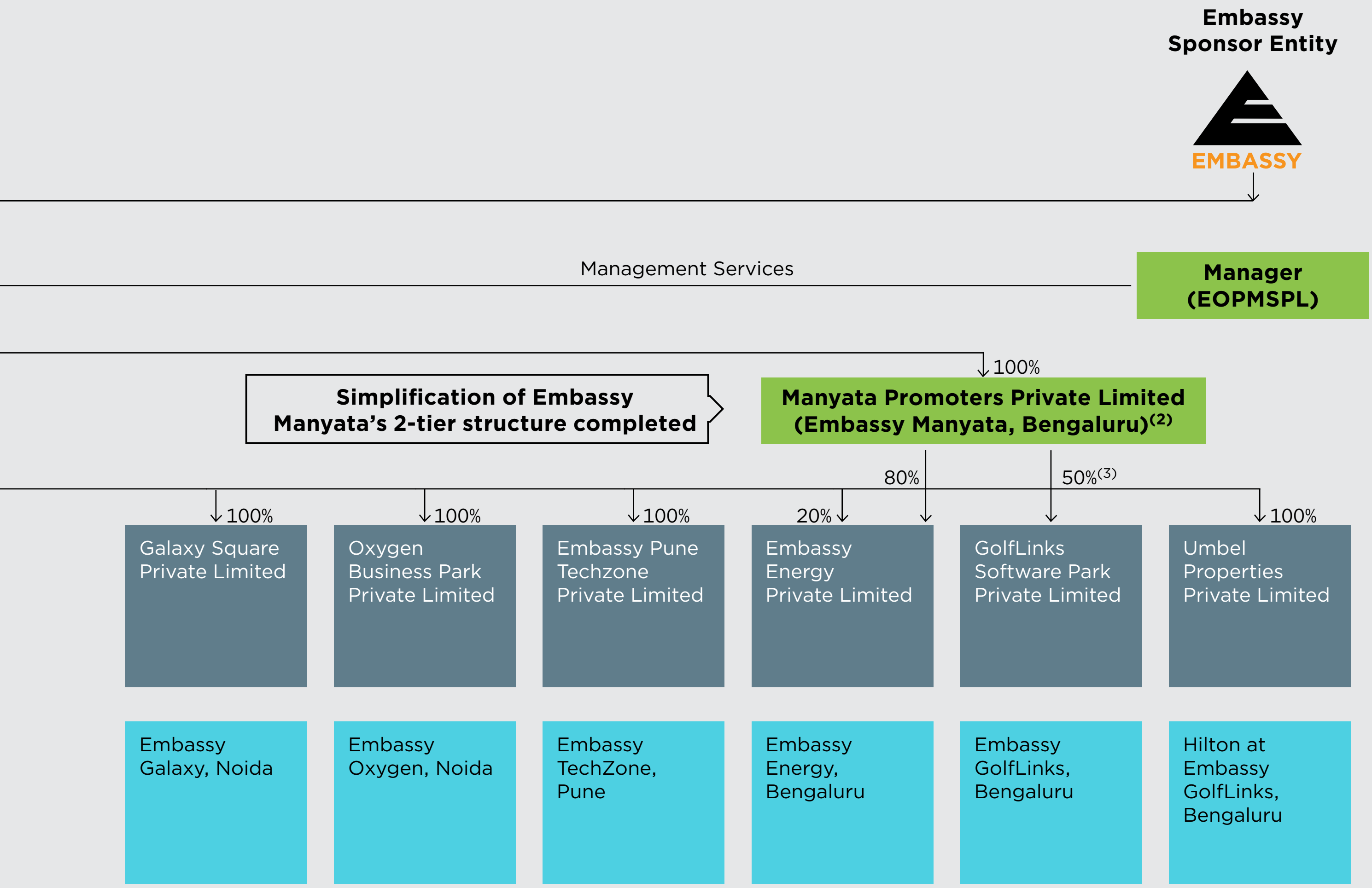
Note

(1) Does not reflect the restructuring pursuant to scheme of arrangement between VTPL and EOVPL, filed before NCLT in February 2021. Upon the scheme becoming effective, EOVPL will merge into VTPL and the existing 60% investment in the share capital of VTPL held by EOVPL will stand cancelled and VTPL will become a 100% directly-held SPV of Embassy REIT

(2) Pursuant to a composite scheme of arrangement (the Scheme) involving MPPL, EOPPL and EPTPL which was approved by NCLT, Mumbai bench via order dated February 11, 2021, MPPL has become a 100% Holdco of the Embassy Office Parks REIT, holding Embassy Manyata Business Park, 80% of the share capital of EEPL and 50% of the share capital of GLSP, while EPTPL has become a 100% directly-held SPV of Embassy Office Parks REIT, holding Embassy TechZone

(3) Balance 50% owned by JV partner

(4) The 100% owned entities are held jointly with nominee shareholders for the Embassy REIT



OUR OCCUPIERS

Providing world-class workspaces for the world's best companies

Our occupiers are predominantly multinational corporations and many of them are household names globally. These companies hire Indian talent for their skills and ability to run their global operations. 43% of our rentals comes from technology occupiers, and 48% gross of rentals are from Fortune 500 companies.

39% of gross rentals from top 10 occupiers*

Top 10 occupiers	Sector	% of rentals
Global Technology and Consulting Major	Technology	10
Cognizant	Technology	7
NTT Data	Technology	3
Flipkart	E-commerce	3
JP Morgan	Financial Services	3
Wells Fargo	Financial Services	3
ANSR	Research & Analytics	3
Cerner	Healthcare	2
PwC	Research & Analytics	2
WeWork	Co-working	2
Total		**39**

* As on March 31, 2021

Category-wise occupiers

48% Fortune 500 companies

52% Others

20% Domestic

80% International

Industry diversification[1]

43% Technology

14% Financial Services

13% Others

9% Research Consulting & Analytics

6% Healthcare

5% Telecom

5% E-Commerce

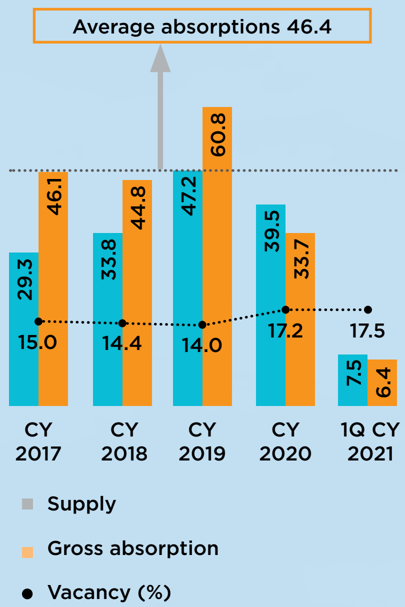
5% Retail

Notes: Actual legal entity names of occupiers may differ
[1] Represents industry diversification percentages based on Embassy REIT's share of gross rentals

Located in India's best performing markets

Our markets are consistently India's leading office markets

Absorption trends (CY2017 - to date) (msf)



Source: CBRE Research, Embassy REIT

1Q CY2021 highlights

- Leasing momentum slowed down to 6.4 msf in Q1 CY2021, 30% lower than previous quarter
  - (i) Occupier sentiment impacted with resurgence in COVID-19 cases across all major cities
  - (ii) Occupiers continued to pause new deals unless driven by immediate business needs
- Bengaluru and the technology sector were major demand drivers, contributed to 45% and 35%, respectively of pan-India absorption
- Despite the resilience, timing of real estate plans to be impacted by the second wave related uncertainty

City-wise performance – (April 2020-March 2021)

City	Absorption (1) (msf)	Supply (msf)	Vacancy (%)
Bengaluru	10.9	10.4	8
Pune	1.9	1.8	12
Mumbai	1.7	2.6	24
NCR	4.1	5.2	26
Embassy REIT Markets	**18.6**	**20.1**	**17**
Hyderabad	6.7	9.8	15
Chennai	3.6	3.3	12
Kolkata	0.4	0.1	36
Other Markets	**10.7**	**13.2**	**17**
Grand Total	**29.2**	**33.2**	**17**

Source: CBRE Research, Embassy REIT

Note: (1) Represents gross absorption figures

Market Commentary

Demand trends

Office leasing expected to gain traction by end CY2021 based on broad based vaccine rollout. Institutionally owned high-quality properties with focus on wellness to benefit.

Outlook

Short-term

- Spike in active COVID-19 cases has pushed occupiers to pause and postpone their real estate decisions prompted
- Demand likely to remain subdued in the short term
- Broad-based vaccine roll out to help revive business sentiments and drive demand

Medium-term

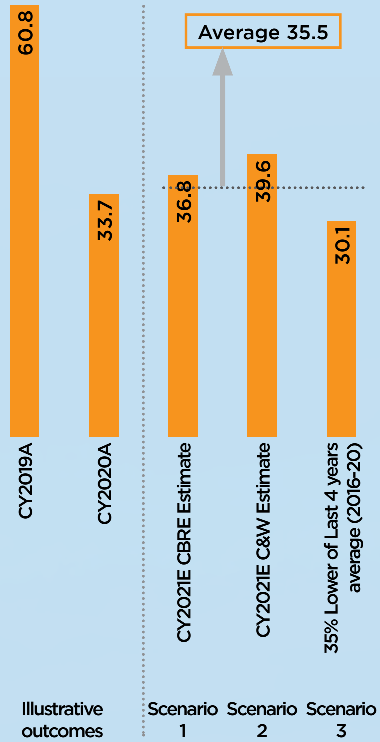
- Resurgence in demand to depend on time taken to contain second wave and to roll out vaccines
- A pickup in leasing activity is expected in the second of CY2021, with a full rebound likely in CY2022
- Demand likely from large occupiers to plan for their growth, large-scale consolidations/expansions to come back gradually

Portfolio implications

- Existing REIT portfolio to remain resilient given asset and occupier quality, long WALE and below market rents
- Limited risk on 14% contracted escalations on 7.7 msf leases in FY2022
- ESG and wellness priorities to drive demand - large campuses and institutionally owned properties such as Embassy REIT are to benefit

Proforma demand analysis

Gross absorption (msf)



Source: CBRE Research, C&W Research, Embassy REIT

Supply trends

Supply shrinkage of over 25% since the start of the pandemic. Supply expected to recover modestly post demand picks up momentum towards end of CY2021.

Outlook

Short-term

- Supply slippages likely to continue due to resurgence of COVID-19 infections
- Localised restrictions to delay projects nearing completion with no pre-commitments
- Planned projects on hold, conservative approach to start new construction

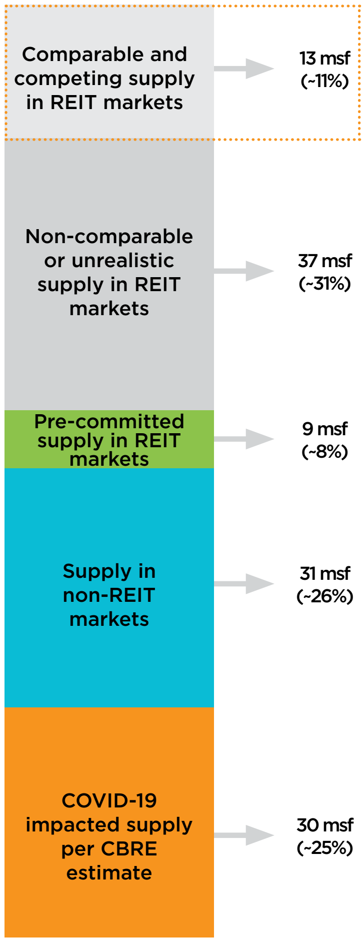
Medium-term

- CBRE's 2 year forward supply estimate has decreased by 25% from 119 msf in January 2020 to 89 msf in April 2021
- Supply likely to recover modestly when demand picks up pace towards the end of 2021
- Increased emphasis on infrastructure, quality to result in a shift in preference from old to new office buildings

Portfolio implications

- Competing supply for REIT is significantly lower at 11% of announced supply for the next 2 years
- 1.1 msf due for delivery in September 2021 already 100% pre-leased. No other near-term new supply until FY2023
- REIT has sufficient financing in place to finance organic growth through on campus development

Proforma supply analysis



Source: CBRE Research, Embassy REIT

Note: Comparable and competing supply has been arrived factoring supply considerations, including city, micro-markets, location, project completion timing, quality etc.

INVESTMENT OBJECTIVES

Creating value. Maximising growth.

We invest in high-quality assets with the objective of maximising NAV growth and paying distributions to Unitholders.

Our strategy includes:

Capitalising on our portfolio's embedded organic growth and new development opportunities by:

- Leasing up unoccupied space
- Delivering on-campus development

Delivering accretive inorganic growth:

- Acquisition pipeline visibility of over 32 msf
- Third-party acquisitions
- Financing capability in the equity and debt capital markets

Keeping expert and agile oversight to drive value through:

- Proactive property management
- Focus on occupier retention

Upholding good corporate governance with

- 50% Independent Directors
- Strong safeguards related to leverage, related-party transactions and Unitholders' interests

Inorganic growth opportunities

Our strong balance sheet and network provides us with a steady acquisitions pipeline. We remain focused and disciplined to pursue opportunities which enhance Unitholder value.


Embassy TechVillage backland ROFO(1)(2)
(Bengaluru, up to ~4.2 msf)


Embassy Splendid TechZone ROFO(2)
(Chennai, ~5 msf)

Acquisitions criteria

- Large-scale, high-quality trophy assets with global occupiers
- Located in top 6 cities and dominant in respective micro-market
- Stable cash flows with strong embedded growth – Both MTMs on leases and new development potential
- Accretive acquisition for Unitholders, with optimum financing mix of debt and equity

Potential pipeline(2) (3)

9.2 msf
Select ROFO pipeline(3)

23.2 msf
Assets within partner(s) network and third-party opportunities

Our strategy is to create value by having a long-term perspective and pursuing accretive acquisitions, thereby enhancing value for our Unitholders.

Notes:

(1) Acquisition of ETV by the Embassy REIT excluded ~19.39 acres being developed by Embassy Commercial Projects (Whitefield) Private Limited (Embassy Whitefield), an entity which is owned by certain Blackstone entities and certain third-party shareholders, which area has been leased by VTPL to Embassy Whitefield on a long-term basis. The Embassy REIT has been granted a right of first offer in respect of the controlling interest in Embassy Whitefield by the shareholders of Embassy Whitefield

(2) The pipeline is indicative only. There can be no assurance that above opportunities or other pipeline opportunities will materialise in current form or at all or result in transactions.

(3) Embassy REIT has ~31.2 msf of ROFO opportunity from Embassy Sponsor and up to ~4.2 msf of ROFO opportunity from others

Performance and Business Review

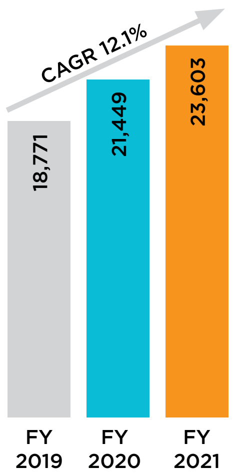

QUEST

KEY PERFORMANCE INDICATORS

Delivering a stable performance

We delivered another resilient performance and growth in a period of uncertainty.

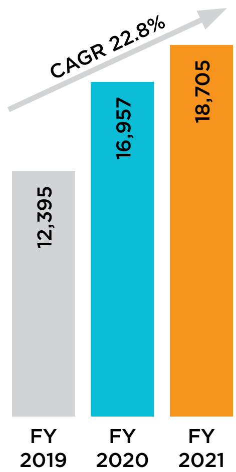
Revenue from operations
(₹ in million)



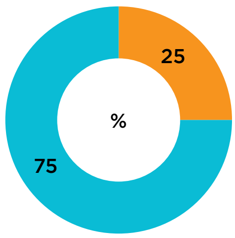
Net operating income
(₹ in million)

EBITDA
(₹ in million)

Cash flow from operations
(₹ in million)



Net debt to market capitalisation (1)



₹102,102
Net debt

₹308,492
Equity

Lowered cost of debt by 336 bps on ₹32.8 billion refinancing (%)

Pre-refinancing interest cost
Post-refinancing interest cost

Net asset value

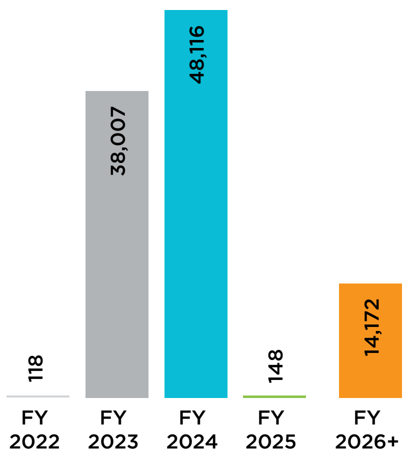
Particulars (₹ million)	March 31, 2021
Gross Asset Value (GAV) [2,3]	466,051
Add: Other assets	81,820
Less: Other liabilities	(74,298)
Less: Gross debt	(106,223)
Net Asset Value (NAV)	367,350
Number of units	947,893,743
Nav per unit (₹)	387.54

Leverage metrics

Particulars	March 31, 2021
Net debt to GAV	22%
Net debt to EBITDA [4]	4.2x
Interest coverage ratio	
- excluding capitalised interest	3.3 x
- including capitalised interest	3.0 x
Available debt headroom	₹126 Billion

Principal maturity schedule

(₹ in million)



Proactive capital management

₹15,502 million

Cash and undrawn committed facilities [1]

₹41,000 million

Listed NCD issuances in FY2021

6.6%

Interest cost for listed NCDs issued in FY2021

AAA/Stable

Rating of listed NCDs by CRISIL

₹38,125 million

Debt maturity in the next 2 years

₹126 billion

Available debt headroom

Notes: All figures reflect the recent Series III NCD of ₹26,000 million raised on January 15, 2021

(1) Includes treasury balances, fixed deposits etc., net of 4Q FY2021 distribution of ₹5,308 million

Notes

(1) Closing price on National Stock Exchange as at March 31, 2021

(2) Gross Asset Value (GAV) considered per March 2021 valuation undertaken by iVAS Partners, represented by Mr. Manish Gupta, in conjunction with value assessment services undertaken by CBRE. Valuation exercise undertaken semi annually.

(3) Given Embassy REIT owns 50% economic interest in GLSP, GAV includes fair value of equity investment in GLSP basis equity valuation method

(4) ETV was acquired by Embassy REIT on December 24, 2020. The relevant asset SPVs and Holdco holding ETV have been consolidated from December 31, 2020, a date close to the acquisition date. Hence, Net Debt to EBITDA ratio has been computed and presented by including annualised figures for ETV based on 4Q FY2021

A world-class portfolio

Portfolio summary

Property	Leasable area (msf)/keys/MW			WALE (years) [2]	Occupancy (%)	Rent (₹ psf/month)			GAV [3]	
Property	Completed	Development	Total			In-place	Market	MTM (%)	₹ Million	% of total
Embassy Manyata	11.8	3.1	14.8	6.9	93.5	61	92	50	1,73,579	37
Embassy TechVillage	6.1	3.1	9.2	9.3	97.8	70	92	31	1,06,491	23
Embassy GolfLinks [1]	2.7	-	2.7	8.0	97.2	119	148	25	28,053	6
Embassy One	0.3	-	0.3	7.9	5.5	159	147	(8)	4,324	1
Bengaluru Sub-total	**20.9**	**6.2**	**27.0**	**7.9**	**94.2**	**72**	**103**	**42**	**3,12,447**	**67**
Express Towers	0.5	-	0.5	3.7	91.0	262	270	3	18,403	4
Embassy 247	1.2	-	1.2	3.7	82.1	102	110	7	16,914	4
FIFC	0.4	-	0.4	3.0	77.5	297	270	(9)	13,889	3
Mumbai Sub-total	**2.0**	**-**	**2.0**	**3.5**	**83.3**	**176**	**177**	**1**	**49,206**	**11**
Embassy TechZone	2.2	3.3	5.5	4.8	88.6	49	48	(1)	22,827	5
Embassy Quadron	1.9	-	1.9	4.7	49.7	47	48	2	12,938	3
Embassy Qubix	1.5	-	1.5	5.0	91.1	40	48	19	10,414	2
Pune Sub-total	**5.5**	**3.3**	**8.8**	**4.8**	**75.9**	**46**	**48**	**5**	**46,179**	**10**
Embassy Oxygen	2.5	0.7	3.3	10.9	73.3	47	54	14	23,694	5
Embassy Galaxy	1.4	-	1.4	1.9	98.5	35	45	28	9,028	2
Noida Sub-total	**3.9**	**0.7**	**4.6**	**7.8**	**82.1**	**42**	**50**	**19**	**32,722**	**7**
Sub-total (Commercial Office)	**32.3**	**10.1**	**42.4**	**7.0**	**88.9**	**71**	**91**	**29**	**4,40,553**	**95**
Four Seasons at Embassy One	230 keys	-	230 keys	-	6.5	-	-	-	7,278	2
Hilton at Embassy GolfLinks	247 keys	-	247 keys	-	13.7	-	-	-	3,995	1
Hilton & Hilton Garden Inn at Embassy Manyata (5 & 3 star)	-	619 keys	619 keys	-	-	-	-	-	4,341	1
Hilton & Hilton Garden Inn at Embassy TechVillage (5 & 3 star)	-	518 keys	518 keys	-	-	-	-	-	582	0
Embassy Energy	100 MW	-	-	-	-	-	-	-	9,302	2
Sub-total (Infrastructure Assets)	**477 keys/ 100 MW**	**1,137 keys**	**1,614 keys / 100 MW**						**25,499**	**5**
Total	**32.3 msf/ 477 keys/ 100 MW**	**10.1 msf/ 1,137 keys**	**42.4 msf/ 1,614 keys / 100 MW**						**466,051**	**100**

Notes:

(1) Details included in the above table are for 100% stake in Embassy GolfLinks, except GAV which reflects Embassy REIT's 50% economic interest in GLSP

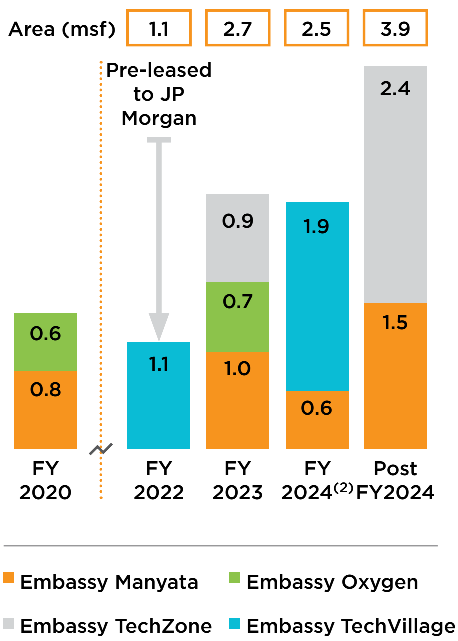
(2) Weighted against Gross Rentals assuming occupiers exercise their renewal options after the end of the initial commitment period

(3) Gross Asset Value (GAV) considered per Mar'21, valuation undertaken by iVAS Partners, represented by Mr. Manish Gupta, in conjunction with value assessment services undertaken by CBRE. Valuation exercise undertaken semi-annually

Development update

We are judiciously deploying 5.7 msf of on-campus development to meet on-going and future tenant demand.

Development pipeline[1]
(msf)



Notes
(1) Excludes 1,137 hotel keys across Hilton & Hilton Garden Inn at Embassy Manyata and Embassy TechVillage
(2) Includes acquisition of 0.6 msf M3 Block B located within overall Embassy Manyata upon estimated building completion in September 2023

1.1 msf
JP Morgan built-to-suit 100% pre-committed

Projects in progress

Asset	Projects	Area (msf)/keys	Completion date
Embassy Manyata	Front Parcel – Hilton Hotels	619	June 2022
Embassy Manyata	M3 Block A	1.0	December 2022
Embassy TechVillage	Parcel 9 – JPM BTS	1.1	September 2021
Embassy TechVillage	Block 8	1.9	March 2024
Embassy TechZone	Hudson Block	0.5	June 2022
Embassy TechZone	Ganges Block	0.4	June 2022
Embassy Oxygen	Tower 1	0.7	March 2023
Total		**5.7**	

Proposed expansions

Asset	Projects	Area (msf)/keys	Remarks
Embassy Manyata	L4 Block	0.7	Design finalised
Embassy Manyata	F1 Block	0.7	Design to be initiated
Embassy Manyata	M3 Block B	0.6	Design completed, excavation and plan sanction underway
Embassy TechVillage	Hilton Hotels	518 keys	Design finalised, independent feasibility assessment underway
Embassy TechZone	Blocks 1.4, 1.9 & 1.10	2.4	Design to be initiated
Total		**4.4 msf/518 keys**	

Commercial office update

During the year, we leased 1.2 msf across 43 deals, comprising of 581k sf of new lease at 18% re-leasing spreads and 589k sf renewals at 13% renewal spreads.

1.2 msf
Of new leases and renewals

15%
Combined re-leasing/ renewal spreads

69%
Existing occupier expansion

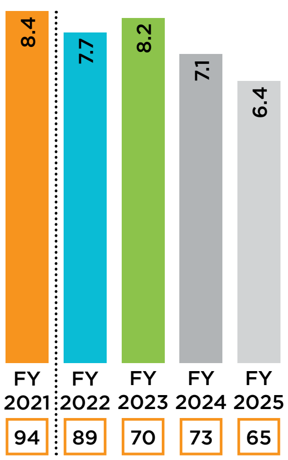
Notable deals signed for the year ended March 31, 2021[1]

Occupier[2]	Asset	City	Area ('000 sf)	Sector	Quarter
GlobalLogic	Embassy Oxygen	Noida	37	Technology	Q1
Rockwell Automation	Embassy TechZone	Pune	36	Engineering and Manufacturing	Q1
Philips	Embassy Manyata	Bengaluru	27	Engineering and Manufacturing	Q1
Volkswagen	Embassy TechZone	Pune	23	Engineering and Manufacturing	Q1
Indegene	Embassy Manyata	Bengaluru	16	Healthcare	Q1
Luxoft	Embassy Quadron	Pune	11	Technology	Q1
Others	Various	Various		Various	Q1
Sub-total			**201**		
ATC Tires	Embassy 247	Mumbai	36	Engineering and Manufacturing	Q2
Mitel	Embassy Manyata	Bengaluru	44	Telecom	Q2
Mindtree Limited	Embassy Manyata	Bengaluru	44	Technology	Q2
Sub-total			**124**		
Telstra	Embassy Quadron	Pune	51	Telecom	Q3
Wells Fargo	Embassy TechVillage	Bengaluru	51	Financial Services	Q3
Maxlinear	Embassy TechVillage	Bengaluru	27	Others	Q3
Enfusion	Embassy TechVillage	Bengaluru	26	Technology	Q3
Halliburton	Embassy TechVillage	Bengaluru	16	Engineering and Manufacturing	Q3
Bain Capital	Express Towers	Mumbai	10	Financial Services	Q3
Others	Various	Various	26	Various	Q3
Sub-total			**206**		
Morae Global	Embassy Manyata	Bengaluru	16	Technology	Q4
WeWork	Express Towers	Mumbai	16	Co-working	Q4
Great West Global	Embassy TechVillage	Bengaluru	14	Financial Services	Q4
Others	Various	Various	3	Various	Q4
Sub-total			**50**		
Total			**581**		

[1]Includes only those leases for which definitive agreements have been executed
[2]Actual legal entity name may differ

Embedded rent escalation of 10-15% aids NOI growth

Area (msf)



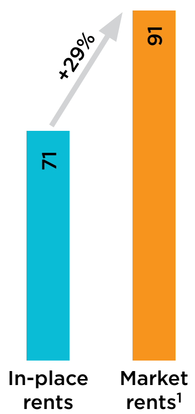
	FY2022	FY2023	FY2024	FY2025
Rent escalations (%)	14	14	13	14
Post escalation MTM opportunity (%)	10	13	30	31

Successful rent escalation
Number of occupiers

FY2021 update: Achieved 13% rent increase on 8.4 msf

Market rents 29% above in-place rents

Rent (₹ psf/month)

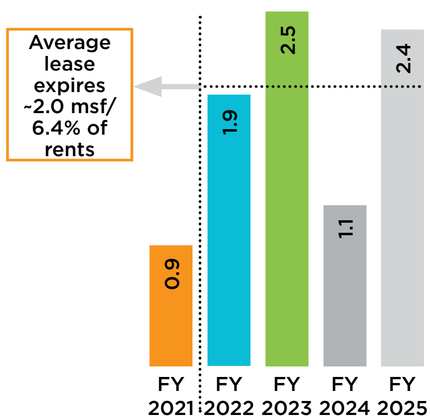


(1) Refers to annualised rent obligations for Embassy REIT

Source: CBRE Research March 2021, Embassy REIT

25% of leases expire between FY2022-25

Area expiring (msf)



	FY2022	FY2023	FY2024	FY2025
Mark-to market opportunity (%)	47	44	17	40
Rents expiring (%)	6	6	5	8

Backfilled at 10% MTM

Hospitality update

Muted business travel demand forced us to adopt a conservative hotel management strategy in FY2021.

Hilton at Embassy GolfLinks

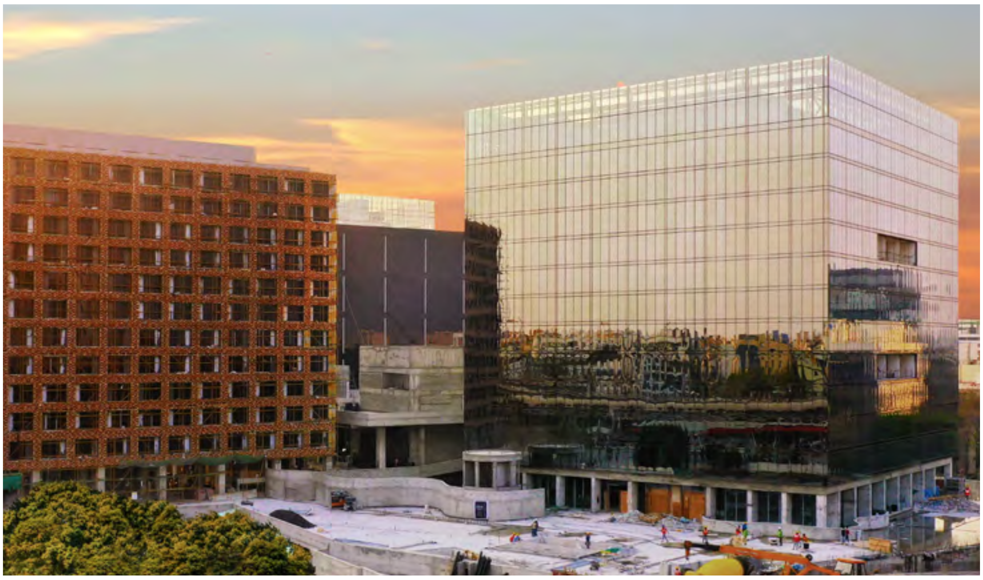
- 247 keys
- 5-star hotel
- Operational
- Occupancy: 14%
- EBITDA: ₹ (114) million
- Ranked #8 - TripAdvisor - out of 1,628 hotels in Bengaluru

Four Seasons at Embassy One

- 230 keys
- 5-star luxury hotel
- Operational
- Occupancy: 7%
- EBITDA: ₹(229) million
- Far and East: Best Chinese Premium Dining – by Times Food & Nightlife Awards 2021

Hilton Hotels at Embassy Manyata

- 619 keys
- 5-star and 3-star hotel
- Under construction
- Expected completion in June 2022
- 100+k sf retail and convention centre
- Best Hotel Architecture – by Asia Pacific Property Awards



Responsible communications with stakeholders

We proactively engage with Unitholders and analysts to give them a clear and transparent view into how we run our business.

FY2021 highlights

24%
Total returns since listing

10,717
Retail Unitholders

US$ 2+ billion
Free float

16
Sell-side analysts cover Embassy REIT

2.8x
Increase in retail holders since listing

200+
Institutional investors engaged with globally

In FY2021, we spoke with over 200 investors across geographies.

Strong track record

Since listing in April 2019, we delivered 24% in total returns.

Index inclusions

FTSE Russell Global Equity Index series

FTSE EPRA NAREIT Global Emerging Index

S&P Global Property Index

S&P Global REIT Index

We are particularly focused on:

Engaging proactively with our Unitholders	Embracing quality disclosure standards	Addressing Unitholders' grievances and queries swiftly and accurately

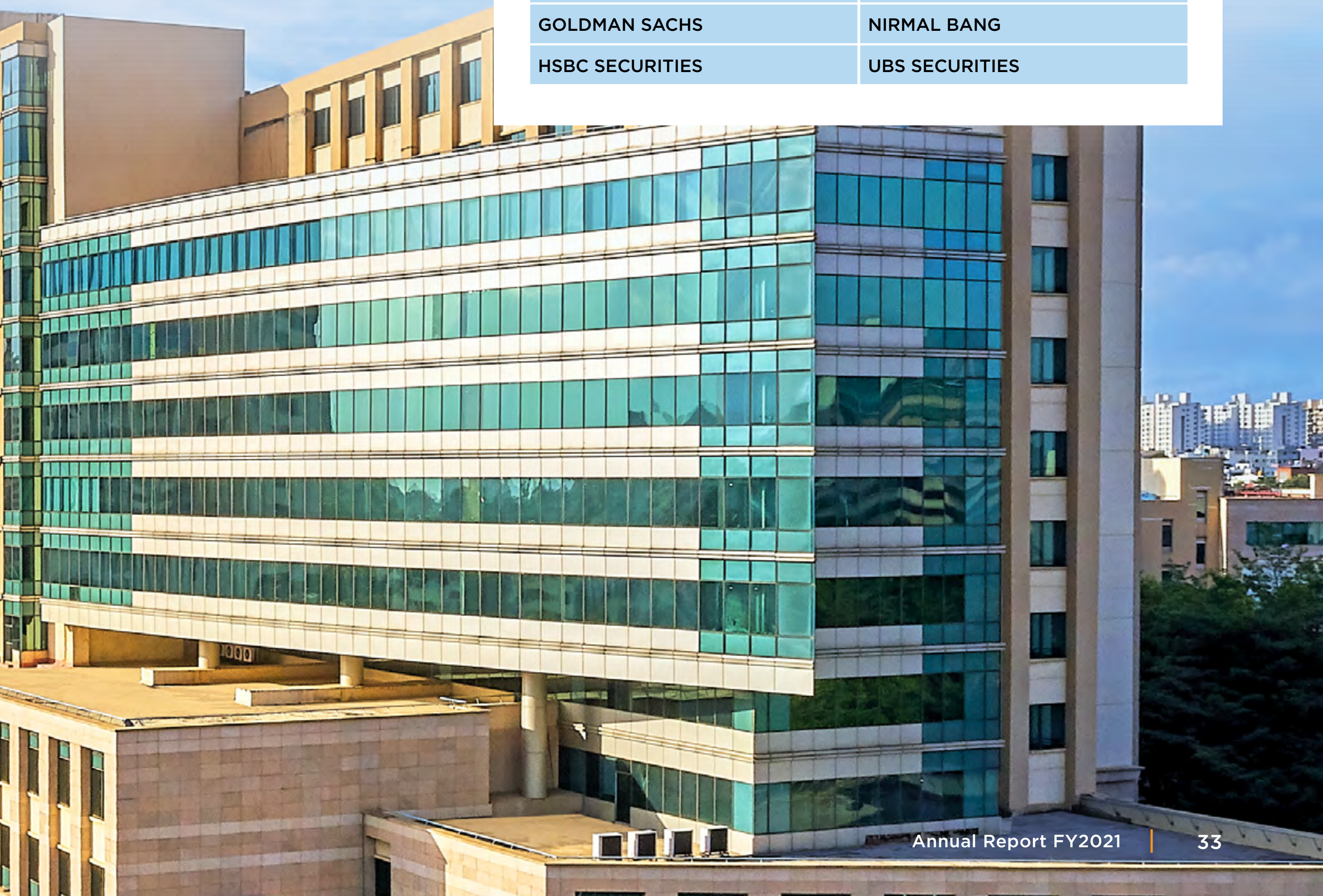
Every quarter, we deliver a consolidated set of information that includes:

- Audited financial statements
- Earnings presentation
- Supplementary data book, providing an in-depth look at our business
- Valuation report (semi-annually)
- Unitholders' report (semi-annually)

Analyst coverage

Embassy REIT is covered by following brokerage houses:

AMBIT CAPITAL	IIFL SECURITIES
AXIS CAPITAL	ICICI SECURITIES
AXIS SECURITIES	J.P.MORGAN
BANK OF AMERICA	KOTAK INSTITUTIONAL EQUITIES
CLSA	MACQUARIE RESEARCH
CREDIT SUISSE	MORGAN STANLEY
GOLDMAN SACHS	NIRMAL BANG
HSBC SECURITIES	UBS SECURITIES



Investor and analyst engagement calendar FY2021

May 27-28	Kotak Virtual NDR 2020
June 4-5	BAML India Corporate Day 2020
June 9-10	MS Virtual India BEST Conference 2020
June 23	Prabhudas Lilladher Webinar
August 27	Second Annual Meeting 2020
August 31 - September 1	Daiwa Pan-Asia REIT Conference 2020
September 8-9	CITIC CLSA Investor Forum 2020
September 15-16	BoFA Global Real Estate Conference 2020
September 22	JPM India Investor Summit 2020
December 10	Extraordinary Meeting 2020
February 24	Participation in IIFL Conference
March 22-23	Participation in 24th Credit Suisse Asian Investment Conference

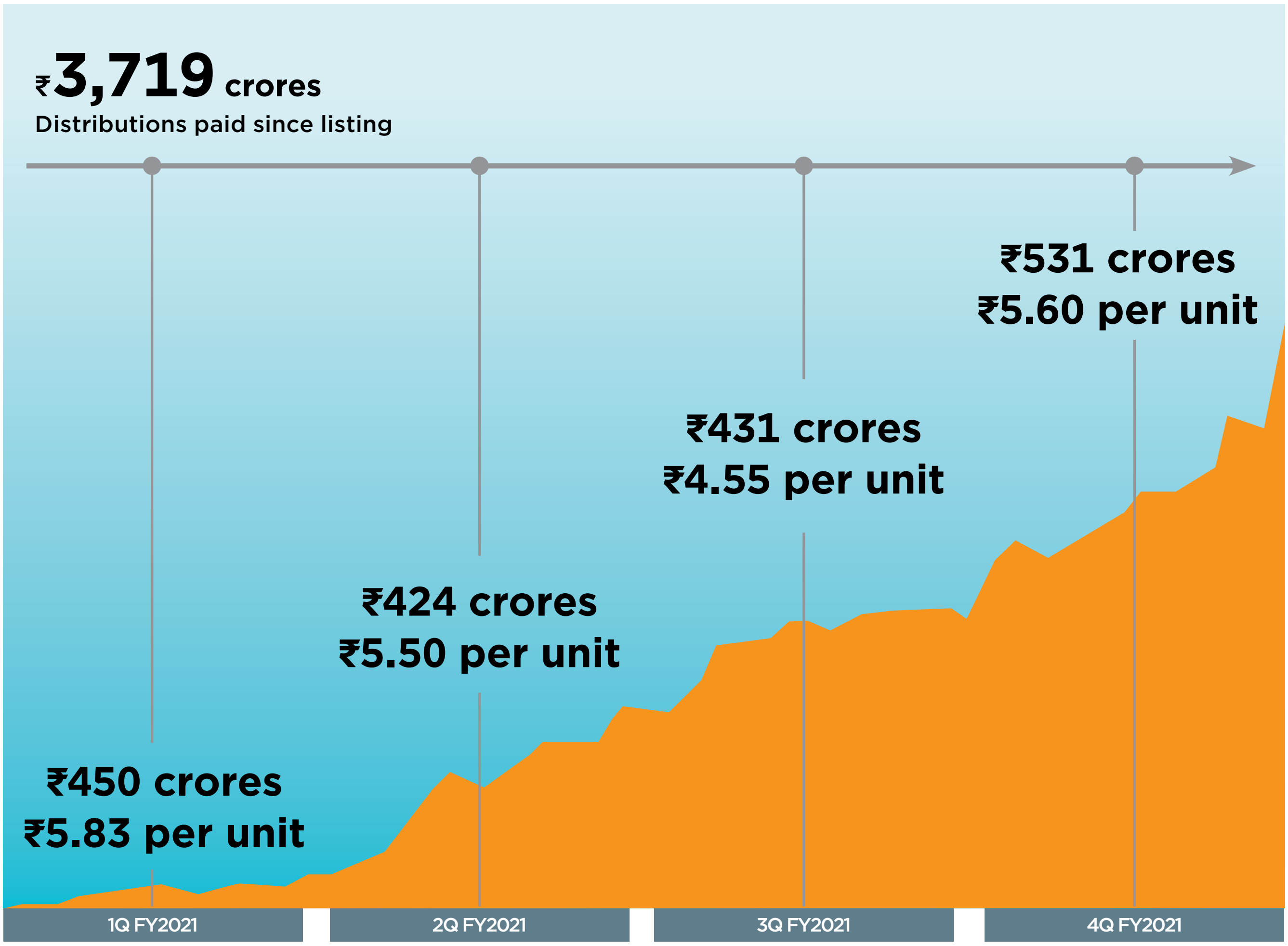
Note: All above meetings were attended/conducted through audio/visual conferencing

Financial and distribution calendar FY2022

Date	Event
July 2021	1Q FY2022 Results and Earnings Call
August 2021	Payment of 1Q FY2022 Distribution
October 2021	2Q FY2022 Result and Earnings Call
November 2021	Payment of 2Q FY2022 Distribution
January 2022	3Q FY2022 Results and Earnings Call
February 2022	Payment of 3Q FY2022 Distribution
April 2022	4Q FY2022 Result and Earnings Call
May 2022	Payment of 4Q FY2022 Distribution

Note: Above timelines and distribution are tentative based on past trends

Rewarding Unitholders



Unitholding pattern

Particulars	% Holding	Units
Sponsor & Sponsor Group		
Blackstone	37.73	35,75,97,188
Embassy	12.18	11,54,84,802
Sub-total Sponsors	**49.91**	**47,30,81,990**
Institutions		
Foreign Portfolio Investors	29.45	27,91,43,800
Mutual Funds	1.95	1,85,01,400
Bodies Corporates	1.59	1,51,17,611
Insurance Companies	1.56	1,47,45,200
NBFCs	0.34	32,45,600
Alternative Investment Funds	0.43	40,65,800
Clearing Members	0.08	7,68,451
Trusts	0.24	23,14,200
Sub-total Institutions	**35.65**	**33,79,02,062**
Non-Institutions		
Individuals	14.22	13,47,99,291
Non-Resident Indians	0.22	21,10,400
Sub-total Non-Institutions	**14.44**	**13,69,09,691**
Total Units Outstanding	**100**	**94,78,93,743**

Note: As on March 31, 2021

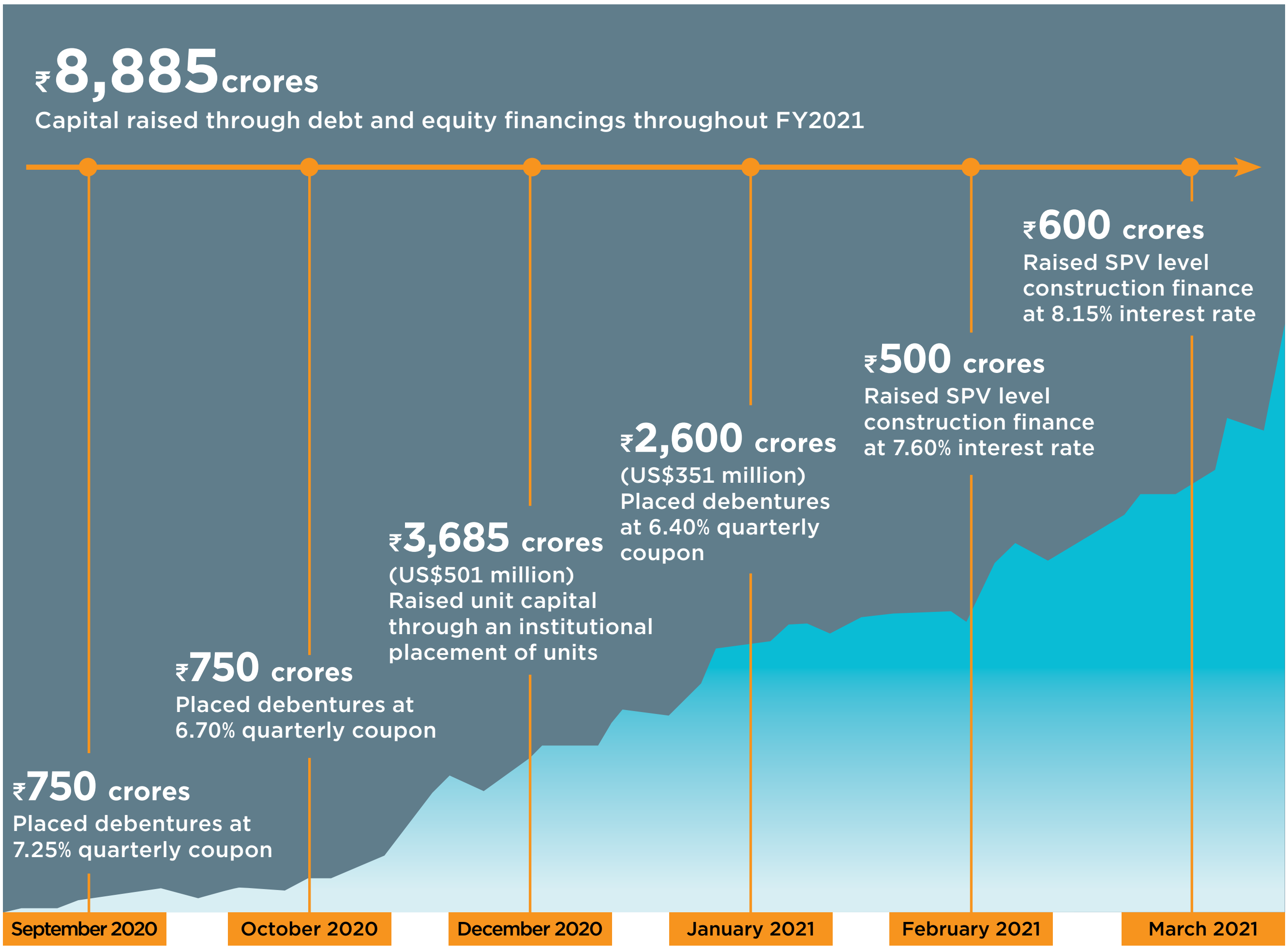
Trading snapshot

Particulars	March 31, 2021	
Units Outstanding	94,78,93,743	
Unit Price Performance (₹)	**NSE**	**BSE**
Opening Price: April 1, 2020	351.00	350.20
Closing Price: March 31, 2021	325.45	325.43
52-Weeks-High	397.40	397.70
52-Weeks-Low	318.65	318.51
Market Capitalisation (₹ billion)		
March 31, 2021	308.49	308.47
Trading Volume for the year FY2021		
Units (million)	142.29	119.93
₹ billion	49.75	40.79
ADTV for the year FY2021		
Units	5,71,461	4,81,639
₹ million	199.79	163.81

Source: NSE (Designated stock exchange) and BSE

Note: ADTV refers to Average Daily Trading Volume, computed using simple average

Capital market performance



ESG Performance

ENVIRONMENT, SOCIAL AND GOVERNANCE

ESG focus at Embassy REIT

We strive to undertake a collective approach to enhance our sustainability performance and contribute towards building spaces that create a better working environment for all our stakeholders.

MICHAEL HOLLAND
Chief Executive Officer

The United Nations Conference in Rio de Janeiro in 2012 gave rise to the United Nations Sustainable Development Goals. They establish a set of universal goals that meet the pressing environmental, social, economic and political challenges facing the world. They represent a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030.

As organisations increase their efforts and activities to contribute to sustainable development and incorporate ESG considerations into their business operations, we at Embassy REIT continue to evolve our approach to integrating ESG measures across all levels of our business operations.

Our ESG strategy focuses on implementing sustainable interventions that contribute towards building a safer, healthier and greener environment for our staff, occupiers, vendors and the communities in which we operate, while delivering enhanced returns for our investors.

In line with our sustainability efforts, we are focused on designing and operating buildings that are aligned with green building certification requirements such as LEED and IGBC. In 2020, Embassy Galaxy located in Noida was awarded the LEED Platinum certification. All our new buildings are Gold rated by LEED or IGBC.

LEED and IGBC across our parks

Embassy Oxygen, NCR
2.4 msf
Validity: October, 2021

Embassy Galaxy, NCR
1.4 msf
Validity: February, 2024

Embassy TechZone, Pune
2.2 msf
Validity: December, 2022

Embassy Manyata Business Park, Bengaluru
10.5 msf
Validity: May, 2022

Embassy Qubix, Pune
0.2 msf
Validity: July, 2022

Embassy GolfLinks, Bengaluru
0.2 msf
Validity: July, 2022

Environment

Environment protection is at the heart of our sustainability efforts, and we aim to comply with all relevant local, state and national environment legislations.

The key facets of our environment management initiatives include compliance with legal and statutory requirements, resource optimisation and reduction of GHG emissions and waste, access to safe water, sanitation and hygiene for all employees and monitoring our environmental performance by setting well-defined goals and targets.

Energy and emissions

We strive to adopt resource-efficient measures in the operations and construction of our properties. The principles of reduce, reuse and recycle are applied to the management of the environmental impact of our operations. We continue to place a high value on measures that reduce our energy consumption and our dependency on non-renewable energy sources.

During FY2021, we witnessed a 38% decrease in total energy consumption, owing primarily to lower occupancy due to COVID-19 related restrictions.

Our solar initiatives like the establishment of a solar park in Bellary, Karnataka and rooftop solar projects at our office parks are a testament to our commitment to enhancing the use of non-renewable sources of energy.

Our 100 MW solar park in Bellary supplies clean energy to our business parks in Bengaluru. This plant has generated 190 million units (MU) in FY2021 and has helped offset 158,000 tonnes of CO_2. Our roof-top solar plant installed at Embassy 247 covers an area of 4,000 square meters and has a capacity of 525 KW and generates 72,000 kilo-watt hours (kWH) of energy annually. Through the installation of this plant, we harness the potential of solar power in the region and reduce carbon (CO_2) emissions by 16,275 tonnes annually.

Aligned with our pledge to save energy, we have begun replacing conventional lighting fixtures with LED lights across our campuses. During Phase 1 of the project, we installed 718 LED lights at Embassy Oxygen, Noida, to replace the current 810 lighting fixtures. As a result, we have been able to save an average of 6,728 KWH/month.

718 LED lights

Installed at Oxygen Business Park, Noida, to replace the current 810 lighting fixtures

We are dedicated to minimising our GHG emissions in accordance with national and global regulations. We have been doubling down on our energy efficiency and increasing the share of renewable energy in our energy mix across our portfolio. Our emissions have also declined by ~55%, due to reduced fuel and energy consumption caused by lower occupancy during FY2021, owing to COVID-19 lockdown restrictions. However, we continued our decarbonisation efforts in FY2021 by increasing our energy consumed from renewable sources by 18%.

To further reduce the burgeoning carbon footprint, we have employed efforts to promote the use of electric vehicles. In accordance with this, we have installed e-vehicle charging stations at Embassy 247, Mumbai. Currently, we have charging stations installed at Embassy Golf Links, Bengaluru; Embassy Manyata, Bengaluru; Embassy TechVillage, Bengaluru; Embassy One, Bengaluru; Embassy Quadron, Pune; Embassy Qubix, Pune and Embassy Oxygen, Noida. We also plan to install charging appoints at FIFC, Mumbai and Embassy Galaxy, Noida, in FY2022. We are encouraging and empowering people to transition using cleaner and greener fuels.

90 minutes

Time taken by four fast chargers to charge vehicles

Water

We understand the importance of water stewardship in vibrant metropolitan areas. We have adopted various water conservation initiatives across our office parks and are committed to minimise waste-water discharge. Until last year, all our assets with the exception of the Express Towers in Mumbai, were equipped with Sewage Treatment Plants (STP). This year, we installed a 65 KLD MBBR technology STP plant equipped with a bio-cask and online monitoring system at Express Towers, Mumbai. Every month, ~35KL of recycled water is available for use, reducing our dependency on municipal water sources.

During FY2021, our total water withdrawal decreased by 63%, owing to reduced occupancy due to the COVID-19 lockdown. We did, however, maintain our water recycling and reuse by recycling over 500,000 KL of water, representing 49% of our total water withdrawal for the year. Rainwater collection at the assets too is part of our water-saving programmes.

~35KL

Of recycled water is available for use, reducing our dependency on municipal water sources every month

Waste

We believe in waste minimisation, recovery and reuse for effective waste management. We have partnered with authorised vendors to treat hazardous waste management and ensure that the waste is discarded as per regulatory guidelines.

Organic waste converter machines have been built at many of our campuses to help handle the vast amount of food waste produced on our properties. At the Embassy TechVillage Campus in Bengaluru, the organic waste converter machine installed can convert food waste into manure in 24 hours. The amount of waste recycled on our campus has risen as a result of this programme. Annually, 40 tonnes of food waste is being recycled within the campus itself, and we are able to generate 14 tonnes of compost using the machine. Such efforts contribute to our goal of being a zero-waste campus.

40 tonnes

Food waste recycled per annum within the campus

Social responsibility

At Embassy REIT, we believe in creating shared value for our employees, our occupiers, our vendors and the communities we operate in. We work hard to implement policies that promote a stable and secure climate for all of our stakeholders.

Employees

We are an equal opportunity employer and strive to create a holistic workplace for our workforce. We ensure diversity in our employee profile in terms of gender, ethnicity, caste and creed. Female workers make up 23% of our staff. During FY2021, 35 new workers were hired, with women accounting for 20% of the workforce.

Our compensation policy is solely dependent on our employees' qualification, experience, skill set and performance. All our employees are entitled to statutory benefits like contribution to provident fund, pension fund, gratuity, and health and life insurance.

We realise the importance of investing in the growth and development of our employees and encourage our employees to engage in continuous learning. Last year, several e-learning opportunities were made available to our employees every month, as we all had to transition to working from home. Some of these learning challenges focused on enhancing our employees' health and well-being and how they could navigate through some of the challenges associated with coping with the COVID-19 scenario. Employees received about 716 hours of preparation throughout the year.

Occupier engagement

We believe that occupier engagement and satisfaction is critical to the success of our business. Several programmes are undertaken at our campuses to engage our occupiers and foster a sense of culture. Energize, Q Life, and Embassy Plus are a couple of Embassy REIT's signature employee engagement activities. However, due to the onset of the COVID-19 outbreak in March 2020 and the resulting remote working situation, we could not organise these activities during the year.

In FY2021, a customer satisfaction survey was undertaken to understand our occupier satisfaction levels with our services and perceptions regarding our campus facilities. The survey also included aspects of ESG such as waste management, safety and security, electrical and utilities management, among other things. As we strive to make improvements in our operations continuously, the feedback provided by our occupiers is invaluable and enables us to take decisions keeping our stakeholders' needs in mind. According to the survey results, 85% of occupiers were pleased with Embassy REIT's EHS and well-being services, and 84% of suppliers were satisfied with the ESG aspects.

Community connect

At Embassy REIT, we nurture and contribute to the economic, social and environmental development of our communities. Underpinned by the philosophy 'together we can do more', Embassy champions collective action for increased social impact through partnerships with other corporates, NGO partners and the government.

Education

Our community educational interventions have benefited 53 government schools, 100 rural schools and 6 anganwadis in the last year. A key highlight of the year was the launch of Sputnik, an online learning platform for students. This project was undertaken in collaboration with Colours of Life, one of our NGO partners. During the lockdown, while schools were shut down for a prolonged period, these online sessions kept the students engaged and ensured that their learning was not disrupted. As a part of the Alumni programme conducted by Colours of life, five students were employed by Embassy REIT in the facilities management arm after an intensive month-long training.

Remote learning resources were made open to 1,604 students through our collaboration with Room to Read, and 19 Embassy REIT funded schools were outfitted with education equipment. In collaboration with Friends of Tribals, we also extended the scope of our education initiatives to rural Karnataka, where 100 schools for tribal children were equipped with teachers' tools to improve the educational standards of these schools.

Educational infrastructure

Our efforts to enhance the government school educational system goes hand in hand with improving their infrastructure and creating environments conducive to learning. In partnership with ANZ, we completed the handover of the Government Urdu Model Primary School in Hegdenagar, Bengaluru. The project's highlights include using recycled raw materials and installing of solar panels on the roof to reduce carbon emissions.

Health

Embassy REIT has been championing preventative health awareness in government schools since 2016, helping a generation of students develop an improved life-long resilience to disease. Embassy and its corporate partner in health, Cerner, have collaborated to design a targeted programme that tackles common health issues in a comprehensive manner – from preventive to detective. Partnering Cerner and a consortium of corporates, we bolstered our existing programmes including the distribution of ~30,000 health kits to 19,000 government school students, preventive awareness and top-to-bottom school maintenance due to the onset of the COVID-19 pandemic.

As government schools finally opened in the new year, we conducted deep cleaning and sanitisation drives including of the water and sump tanks throughout the month of December in 18 government schools. We also furnished our adopted government schools with sanitiser foot stands, enough sanitiser for daily usage, temperature monitors and posters on COVID-19 preventive measures.

30,000 health kits

Distributed to 19,000 government school students

Community healthcare interventions too were undertaken in partnership with the Sarvagna Healthcare Institute. During the year, 2,773 beneficiaries received free or subsidised dialysis with 2,678 out-patient consultations and 2,440 lab tests performed.

624 metric tons

Dry and wet waste were collected from the villages

Environment
Embassy REIT is working closely with NGOs to catalyse communities to develop and implement strategic infrastructure to benefit our environment. We are a proud partner of The Anonymous Indian Charitable Trust's EcoGram Solid Waste Management project, which aims to propagate sustainable waste, water and soil management. With current operations spread across 8 villages in the Bettahalasuru Panchayat, Karnataka, we collected 301 metric tons of dry waste and 323 metric tons of wet waste. We conducted five workshops on waste segregation and management for 89 beneficiaries from three bulk generators and a workshop on 'Trashonomics' on solid waste management for 25 students.

Corporate Connect
Embassy REIT's Corporate Connect programme aims to bring together the 190+ corporate occupiers of our business parks with a shared vision for our communities. A strong, aligned focus in partnering together, identifying innovative solutions, executing projects and bringing in the involvement of stakeholders is the path we see towards sustainable impact. In FY2021, we collaborated with 13 corporates towards 17 projects in government school infrastructure, COVID-19 relief and health, raising ₹4.02 crores. Our corporate partners include Cognizant, Software AG, ANZ, Cerner Technology Services, Swiss RE, AXA, Silicon Valley Bank, Colt, Fractal, NVIDIA and IndusInd Bank.

COVID-19 activities
In response to the COVID-19 pandemic, we worked to provide essential food rations for those disproportionately affected, support our frontline heroes with the provision of much-needed protective equipment, bolster our existing health infrastructures and much more. The new normal has not only changed our approach to Corporate Social Responsibility, but also reinforced the success of our model – 'Together, we can do more.'

Some of the initiatives we undertook:

- Installed 11 hydration systems at Embassy REIT office parks across India for the police force
- Provided 50,150 hand sanitisers, 1,05,800 disposable protective masks and 1,05,400 nutritional snacks for the task forces in these cities, as well as multivitamins and protective glasses

- Donated fumigation equipment to a fire station in Mumbai
- Donated over ₹72 lakh for the meal kit distributions
- Distributed dry ration kits to 3,500 government school students and their families, construction workers across our sites, daily wage earners living in select localities of Bengaluru, seven villages in North Karnataka and workers living in two villages in Bhiwandi, Maharashtra

₹72 lakh

Donated for the meal kit distributions

- Distributed face shields and temperature monitors to teachers in 9,347 primary schools and high schools in Karnataka

- Through a joint initiative with our Corporate partners L&T Technology Solutions, AXA XL Business Services, Cognizant and Cerner, sanitisers were provided to 9.2 lakh students and invigilators across 2,897 centres in Karnataka for everyday of the exams
- Sanitisers were also provided to 9,979 evaluators across 22 evaluation centres

5,73,026 meals

Were distributed with the support of our employees and corporate partners

Governance

At Embassy REIT, we aspire to uphold the highest standards of ethics and integrity. We adhere to the principles of accountability, transparency and integrity to ensure sustained business growth. In keeping with our pledge to uphold the highest ethical conduct, we have established a Code of Corporate Ethics and Conduct that defines our core value and our expectations from the Management.

The Chief Executive Officer is responsible for the day-to-day operations of Embassy REIT and is accountable to the Board of Directors. The Board consists of eight Non-Executive Directors, half of whom are Independent Directors and the rest are Nominee Directors. The Board has also constituted nine committees that are responsible for handling specific functions. These include the Investment Committee, Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Management Committee, Debenture Committee, Corporate Social Responsibility Committee, Risk Management Committee and Securities Committee.

We are dedicated to integrating ESG in our governance systems, including the linkage of ESG performance to the KRAs of the Senior Executives.

We also created a comprehensive list of policies that guide our governance framework and ensure that we are committed to our business objectives and values. These policies are prepared in line with the changing regulatory landscape.

Policies developed include the following:
- Code of Conduct and Ethics,
- Distribution Policy, Whistleblower Policy,
- Policy on Related Party Transactions,
- Corporate Social Responsibility Policy,
- Risk Management Policy,
- Stakeholder Grievance and Redressal Policy
- Anti-Money Laundering Policy and Anti-Corruption Compliance Policy
- Prevention of Sexual Harassment Policy.

→ **For more details, please refer to the Corporate Governance Section of the Annual Report.**

Board of Directors

DR. RANJAN PAI
Independent Director

C M M M M

Dr. Ranjan Pai holds a MBBS degree from the Manipal Academy of Higher Education. He is the Chairman of Manipal Education and Medical Group (MEMG), the Group's Holding company. He is currently on the Board of Directors of several Manipal Group companies, including Manipal Hospitals, Manipal Global Learning, UNext Pvt Ltd., and Manipal Cigna Health Insurance Company.

MR. VIVEK MEHRA
Independent Director

C C M M

Mr. Vivek Mehra is a fellow member of The Institute of Chartered Accountants of India and is B.Com (H) from Sri Ram College of Commerce, Delhi University. He was a partner with PwC Pvt. Ltd. for approximately 19 years and retired in 2016. He is currently an Independent Director on the Boards of DLF Limited, DLF Asset Management Limited, Zee Entertainment Enterprise Limited, HT Media Limited, Jubilant Pharmova Limited, Hero Future Energies Pvt. Ltd., Grassroot Trading Network for Women, Chambal Fertilisers and Chemicals Limited, Havells India Limited, Digicontent Limited, and Bharat Hotels Ltd.

C - Chairperson **M** - Member Audit Committee Nomination and Remuneration Committee

MR. ANUJ PURI

Independent Director

C M M

Mr. Anuj Puri holds a bachelor's degree in commerce from the University of Delhi. He is a fellow of the Royal Institution of Chartered Surveyors and a fellow of the Indian Institute of Insurance Surveyors and Loss Assessors. He is an associate of the Institute of Chartered Accountants of India and an associate of the Chartered Insurance Institute, United Kingdom. He has also been given the title of 'Chartered Insurance Practitioner' by the Chartered Insurance Institute. He is currently a Director of Jagran Prakashan Limited, Music Broadcast Limited, ANAROCK Investment Advisors Private Limited, Puri Crawford Insurance Surveyors and Loss Assessors India Private Limited, Trespect India Private Limited, ANAROCK Property Consultants Private Limited, ANAROCK Group Business Services Private Limited, ANAROCK Retail Advisors Private Limited, ANAROCK Capital Advisors Private Limited, HVS ANAROCK Hotel Advisory Services Private Limited, Joyville Shapoorji Housing Private Limited, and Homexchange Limited.

DR. PUNITA KUMAR SINHA

Independent Director

C M M

Dr. Punita Kumar Sinha holds a bachelor's degree in Chemical Engineering from the Indian Institute of Technology, New Delhi, a master's degree and a Ph.D. from the Wharton School, University of Pennsylvania, and a master's degree in Business Administration from Drexel University. She is a member of the CFA Institute, the Council on Foreign Relations, and a charter member of TiE-Boston. She is a Chartered Financial Analyst, and has been elected to serve on the Board of Governors of the CFA Institute, USA. She founded Pacific Paradigm Advisors LLC. Earlier, she was the Chief Investment Officer for The India Fund Inc., and the Asia Tigers Fund Inc. and a portfolio manager at Oppenheimer Asset Management.

Stakeholders' Relationship Committee

Corporate Social Responsibility Committee

Risk Management Committee

Investment Committee

Board of Directors (Contd.)

MR. JITENDRA VIRWANI
Non-Executive Director Chairman

M M M M

Mr. Jitendra Virwani is the Chairman and Managing Director the Embassy group of companies, including the Embassy Sponsor. He is also the Founder of the Embassy Sponsor. He has over 25 years of experience in the real estate and property development sector. He is a fellow of the Royal Institution of Chartered Surveyors and a member of the Equestrian Federation of India.

MR. ADITYA VIRWANI
Non-Executive Director

M M

Mr. Aditya Virwani holds a bachelor's of science degree in business administration from the University of San Francisco. He is on the board of several Embassy group companies.

C - Chairperson **M** - Member Audit Committee Nomination and Remuneration Committee

MR. TUHIN PARIKH
Non-Executive Director

M M M

Mr. Tuhin Parikh holds a bachelor's degree in commerce from Mumbai University and a postgraduate diploma in management from the Indian Institute of Management, Ahmedabad. He was on the Board of TCG Urban Infrastructure Holdings Limited from 2002 and 2007. He has been employed by Blackstone since 2007 and is the Senior Managing Director of Blackstone and head of Real Estate of India.

MR. ROBERT CHRISTOPHER HEADY
Non-Executive Director

M M M

Mr. Robert Christopher Heady holds a bachelor's degree from the University of Chicago. He has been with Blackstone since 2000 and is currently the Chairman of Asia Pacific, Head of Real Estate Asia for Blackstone.

Stakeholders' Relationship Committee
Corporate Social Responsibility Committee
Risk Management Committee
Investment Committee

Management Team

MR. MICHAEL HOLLAND
Chief Executive Officer

Mr. Michael Holland holds a master's degree in Property Development (Project Management) from South Bank University and is a Fellow of the Royal Institution of Chartered Surveyors. He has over 30 years of experience in the commercial real estate sector in Asia and Europe.

Prior to joining the Embassy Group, he was the Chief Executive Officer of Assetz Property Group. He is a Founder of the Jones Lang LaSalle India business, and served as its Country Manager and Managing Director from 1998 to 2002.

MR. VIKAASH KHDLOYA
Deputy Chief Executive Officer and Chief Operating Officer

Mr. Vikaash Khdloya holds a bachelor's degree in Commerce from Osmania University. He is a fellow member of the Institute of Chartered Accountants of India (Gold Medallist). He is also a certified fraud examiner, an internal auditor and a CFA charter holder. He has 17 years of experience, with over 13 years of experience in the real estate sector. Prior to joining the Manager, he was a Managing Director in the Real Estate Group at Blackstone Advisors India Private Limited, and was responsible for asset management of the commercial office portfolio. Earlier, he worked as Vice President at Piramal Fund Management (erstwhile Indiareit) and as the Chief Financial Officer at Gameshastra Solutions Private Limited. He also co-founded Earnest People's Initiative for a Caring Society Trust.

MR. ARAVIND MAIYA
Chief Financial Officer

Mr. Aravind Maiya holds a bachelor's degree in Commerce from Bangalore University, and is an associate member of the Institute of Chartered Accountants of India. He has over 18 years of experience in the field of finance, audit, consulting, risk management and compliance. Prior to joining Embassy REIT, he was associated with BSR & Associates LLP between 2001 to 2019 wherein his last held position was, Partner – Assurance and Audit Services. He specialised in real estate sector with specific focus on commercial real estate related work during his long stint with BSR. He was also involved in various assignments for the firm, including several capital market transactions, assurance services for several listed companies, leading large audit and assurance assignments as well as strategic initiatives for BSR during his tenure.

MR. SACHIN SHAH
Chief Investment Officer

Mr. Sachin Shah holds a bachelor's degree in Science from the School of Business, Babson College, Massachusetts, and a master's degree in Business Administration from the Faculty of Business Administration, Harvard University. He has over 18 years of experience in the real estate sector. He worked at the Starwood Capital Group between 2001 and 2006, where his last held position was Vice-President of Acquisitions. He was associated with Blackstone as an analyst between 1998 and 1999.

MR. RISHAD PANDOLE
Co-head, Commercial Leasing

Mr. Rishad Pandole holds a bachelor's degree in Economics and Minor in Marketing and Finance from the University of Rochester, New York. He has over 17 years of experience in the real estate industry. He has previously worked as the Leasing Head for Blackstone owned 100% assets from 2017 to 2018, where his last held position was of Head Corporate Solutions (Commercial). He has been associated with the Manager since 2018.

MR. RITWIK BHATTACHARJEE
Head - Capital Markets & Investor Relations

Mr. Ritwik Bhattacharjee holds a bachelor's degree in Economics from Middlebury College, a master's degree in Business Administration from the Amos Tuck School of Business Administration, Dartmouth College, and a master's degree in Law and Diplomacy from the Fletcher School of Law and Diplomacy, Tufts University. He has over 12 years of experience as an investment banker. He was previously associated with Nomura Singapore Limited as an Executive Director, and UBS AG Singapore branch as a Director in the investment banking division.

Prior to joining the Manager in 2018, he was responsible for overseeing an internal family office portfolio of real estate as well as public and private investments.

Management Team (Contd.)

MS. DEEPIKA SRIVASTAVA
Company Secretary and Compliance Officer

Ms. Deepika Srivastava is a qualified Company Secretary with graduate degrees in Law and Commerce, and a postgraduate degree in Sociology. She has also completed an Executive General Management Programme from IIM, Bengaluru. She brings in over 12 years of rich experience of handling statutory and compliance functions for listed companies.

Her previous stint was with Tata Consumer Products Limited (formerly Tata Global Beverages Limited) and prior to this she was the Company Secretary of Mount Everest Mineral Water Limited, and Paramount Cosmetics (I) Ltd. She has also been a part of the compliance team at Escorts Limited. She specialises in Companies Act and other securities laws. Her expertise extends to mergers, post-merger compliances and related areas.

MR. RAJAN M. G.
Head, Operations

Mr. Rajan M. G. holds a Civil Engineering Diploma from the Department of Technical Education and is a member of the Royal Institute of Chartered Surveyors. He has around three decades of experience in the fields of Construction, Project Management, Facilities Management and Environmental Health and Safety. Prior to joining Embassy REIT, he was the Vice-President and Head of Corporate Real Estate and Facilities at EXL.

MR. RAJENDRAN SUBRAMANIAM
Head, Projects

Mr. Rajendran Subramaniam is the Head-Projects & Capex of the Manager. He holds a bachelor's degree and a master's degree in Commerce from Madurai Kamaraj University. He is an associate of the Institute of Chartered Accountants of India. He has worked as a Manager in Sandur Laminates Limited, and as Regional Head—Commercial with Electrosteel Castings Limited. Prior to joining Embassy REIT, he was the Senior Director—Commercial with Tishman Speyer India Private Limited for 11 years. He has 25 years of experience across various fields of infrastructure and commercial real estate project development, including that of mixed-use real estate development.

MR. RAGHU SAPRA

Assistant Vice-President, Hospitality

Mr. Raghu Sapra holds a diploma in Hotel Management and Catering Technology from Institute of Hotel Management, Mumbai.

He has over 22 years of experience in the hospitality sector. He has previously worked at the Radisson Hotel, Delhi, The Imperial, New Delhi, Hyatt Regency (Mumbai and Delhi) and Renaissance Hotel & Convention Centre Mumbai. Between 2011 and 2017, he was employed as the General Manager and Director of Operations at various hotels managed by the 'Hilton' brand.

MR. DONNIE DOMINIC GEORGE

General Counsel

Mr. Donnie Dominic George is a Law Graduate (B.A. LLB-Hons.) from Gujarat National Law University and has more than 10 years of experience. In his prior assignment, he was working as Vice President at Lodha Group, Mumbai, where he was heading the Non-litigation Cell. He has also worked with Bharucha & Partners as Senior Associate handling Mergers & Acquisitions, Foreign Direct Investment and General Corporate, Regulatory, and Banking & Finance segments for their clients. In his current role at Embassy Office Parks Management Services Pvt. Ltd., he is supporting the senior management on the legal, compliance and regulatory framework, and acts as a business legal partner.

MRS. MANSI BAHL

Human Resources Manager

Mrs. Mansi Bahl holds a postgraduate diploma in Human Resource Management from Amity Business School. She has over 12 years of experience in HR Operations, Learning and Development, Talent Acquisition and Performance Management System. Prior to joining Embassy Office Parks, she has worked with KCT Bros (Coal Sales) Ltd. and DLF in the real estate industry.

Our People

Acquisitions
Gaurav Rajnikant Shah
Ray Vargis Kallimel

Administration
Prabhulinga H.

Commercial Leasing
Abhilash V. K.
Anshal Chaturvedi
Augustus Kurian Thomas
Dennis Joseph Valanatt
Devvrat Rajgopal
Dimpy Dogra
Keerthana C. P.
Mamta Chand
Saurabh Arun Todi
Tej Ram Sharma
Vaibhav Jindal
Vishal Vashisth

Corporate Finance
Amit Anil Kharche
Aditya K. Venkatesh
Nakul Kashyap
Rahul Chhajer

Counsel and Compliance
Apoorva Ravi
Bindu C. C.
Preety Gupta
Suzette Ruth Pereira
Venkatesh Ranganath
Yalavarti Srimukha

Debt
Ashwin Surahonne
Sini Mary George
Sudarsan Balasubramaniam

Executive Office
Ashwini Simhachalam
Nishant Govardhan Agrawal

Finance and Accounts
Abhishek Agrawal
Arun M. S.
Ashwath Kumar S.
Chandrahas K. Purohit
Chandrappa Hanumanthappa Sali
Channabasavaiah T.
D. L. Ramalinge Gowda
Deviprasad C. Raykar
Hemant Prakash Gawde
Kapil Rameshchandra Agrawal
Karthik Haridas Acharya
Ken Kurien
Mahadeva D. N.
Mandar Vijay Inamdar
Manish Khandelwal
Manish Patwari
Manjunath M.N.
Mittal Jayanti Vaja
Nandan R.
Nilesh Girdharilal Marshiya
Prabhat Kumar Mishra
Praveen Ram Pise
Sachinkumar Magundappa Bevinamarad
Saritha Prabhakar
Savitha Babu
Savitha Suresh
Shantanu Devidas Sawargaonkar
Sujith M.
Sunil Kumar H.
Sunil Kumar L.
Sunny Ahuja
Vedvyas Goyal

Hospitality
Angad Pahwa

Human Resources
Divya Gupta Pohare

Information Technology
Anil Dattu Patil

Investor Relations
Ankit Naita
Sakshi Garg

Marketing and Communication
Somtirtha Das
Sowmya Shenoy

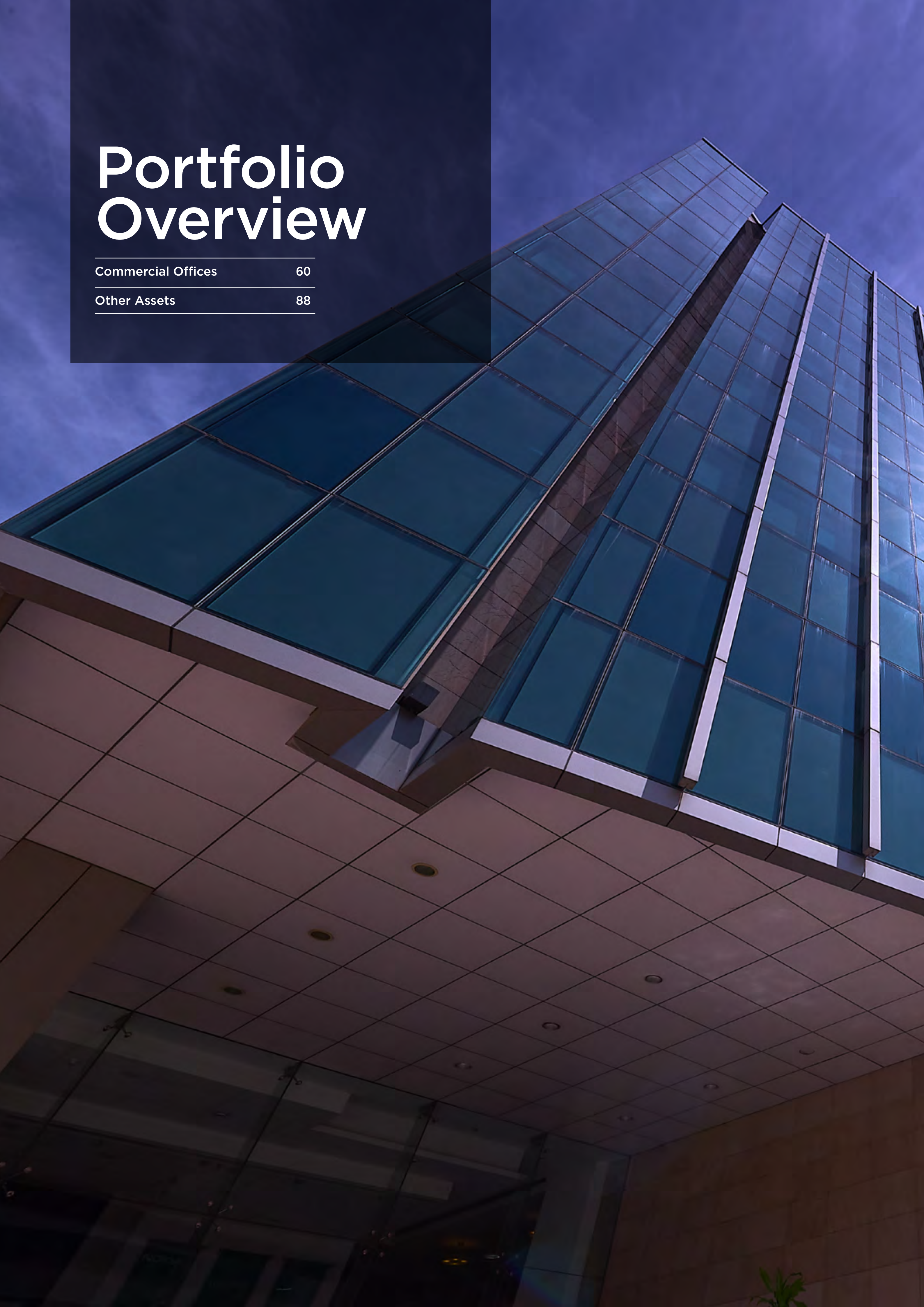
Operations
Arun Kumar Sankayya
Ashwini Kumar
Dennis Gregory
Elango G.
Hrishikesh Arvind Rajhans
Nagendra G. N.
Nagaraj Naik
Nilesh More
Parameswaran M.
Pawan Sirohi
Pradeep Kumar Sharma
Rahul Pandey
Raiju John Balan
Rajashekara A. S.
Rajiv Banerjee
Sandeep Prabhakar Manjrekar
Sandeep Shrikisan Tapadia
Sangram Singha
Sheetal Purandar
Shikha Pallam

Procurement
Anuradha Rao
Ravindra B.
Sridharappa

Projects and Capex
Anindya Chowdhury
Naveen R.
Pramod S. R.
Pranam Battepati
Sudhakar Saridevi
Walmik Harishchandra Shelke

Taxation
Crisstina John Joseph
Lata Vishnoi
N. K. Lakshmi
Piyush Agarwal
Subhashini G. N.

Portfolio Overview



Embassy TechVillage, Bengaluru

Embassy TechVillage is a large-scale, best-in-class integrated office park situated on the Outer Ring Road in Bengaluru. Home to over 45,000 employees of 40+ corporate occupiers, Embassy TechVillage is an infrastructure-like asset that serves as a complete business ecosystem for its occupiers and their employees.

Key statistics

2008
Year of commencement

84.05 acres
Site area

9.2 msf
Leasable area

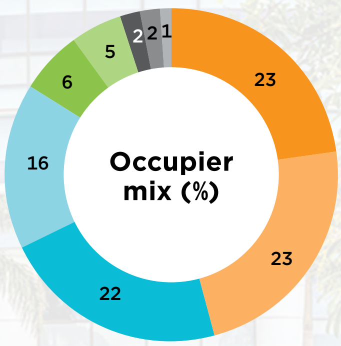
6.1 msf
Completed area

3.1 msf
Development area

₹107,073 mn
Market value

97.8%
Occupancy

40+
Occupiers



- Technology
- Financial Services
- E-commerce
- Engineering & Manufacturing
- Research, Consulting & Analytics
- Telecom
- Healthcare
- Others
- Retail

All data as on March 31, 2021

COMMERCIAL OFFICES

Embassy TechVillage, Bengaluru (Contd.)

Ongoing projects

1.

Parcel 8

Parcel 8 is a mixed-use development project with 1.9 msf split in Four Office Towers, Hilton Hotel, Hilton Garden Inn, along with Conferencing facilities. The project is facing the Outer Ring Road and will have direct connectivity to the proposed Metro Station which will not only ease the commute to Embassy TechVillage but will also contribute in reduction of carbon footprint.

Perspective

2.

Parcel 9

Located at the entrance of Embassy TechVillage on Outer Ring Road, Parcel 9 offers the highest visibility and frontage to the Occupier. This Built to Suite project spans over 1.1 msf of leasable area, has interconnected towers and a dedicated service block with all around glass facade and best-in-class specification.

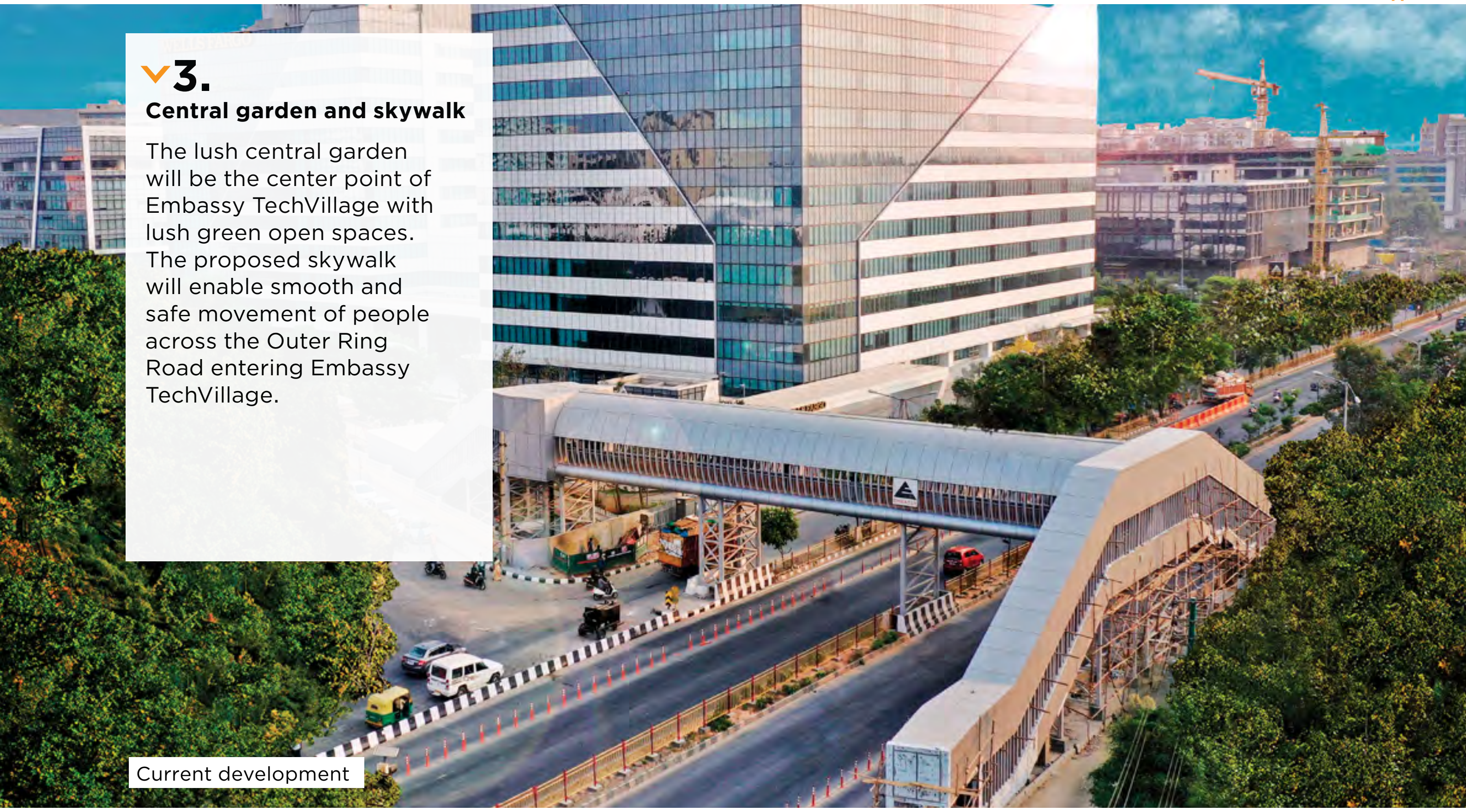
Current development

Perspective

3.

Central garden and skywalk

The lush central garden will be the center point of Embassy TechVillage with lush green open spaces. The proposed skywalk will enable smooth movement of people across the Outer Ring Road entering Embassy TechVillage.



Current development

Perspective

COMMERCIAL OFFICES

Embassy Manyata Business Park, Bengaluru

Embassy Manyata is one of India's largest contiguous and most-well known business parks. Spanning 14.8 msf, Embassy Manyata is located in a prominent growth corridor, which connects the international airport to the city centre.

Key statistics

2006
Year of commencement

121.76 acres
Site area

14.8 msf
Leasable area

11.8 msf
Completed area

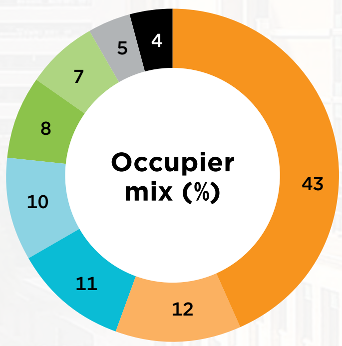
2.0 msf
Development area

1.1 msf
Under construction area

₹**177,920** mn
Market value

93.5%
Occupancy

40
Occupiers



- Technology
- Retail
- Telecom
- Healthcare
- Research, Consulting & Analytics
- Financial Services
- Others
- Engineering & Manufacturing

All data as on March 31, 2021

Embassy Manyata Business Park, Bengaluru (Contd.)

Ongoing projects

Current development

1. Front Parcel at Manyata

The Front parcel comprises Manyata NXT and two Hilton Hotels, etc.

Current development

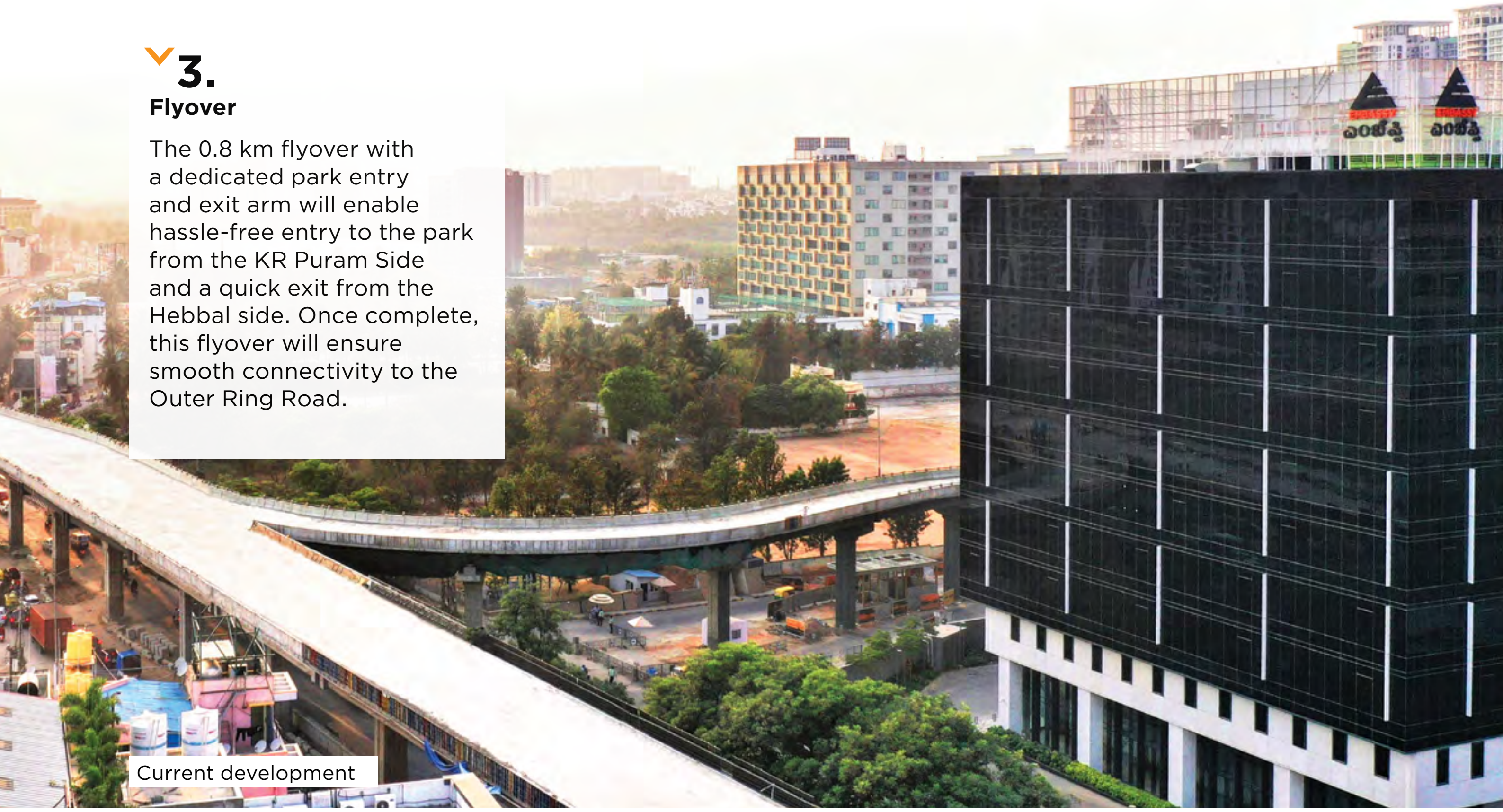
2. M3 Block A

With leasable area of over 1 msf, Block M3 A will be a next-generation design commercial office. The floor plates are central core with all-around façade that will complement Embassy Manyata Business Park's position as the most sought-after office location in North Bengaluru.

Perspective

3.
Flyover

The 0.8 km flyover with a dedicated park entry and exit arm will enable hassle-free entry to the park from the KR Puram Side and a quick exit from the Hebbal side. Once complete, this flyover will ensure smooth connectivity to the Outer Ring Road.



Current development

4.
Master plan upgrade

We are currently upgrading the entire infrastructure of the park to boost occupier experience, enhance pedestrian access, add more food kiosks and stalls, create additional collaborative zones, and expand the green spaces.

Perspective

Embassy GolfLinks, Bengaluru

Located in the heart of Bengaluru, Embassy GolfLinks is one of India's most recognised and awarded business parks.

Key statistics

2004
Year of commencement

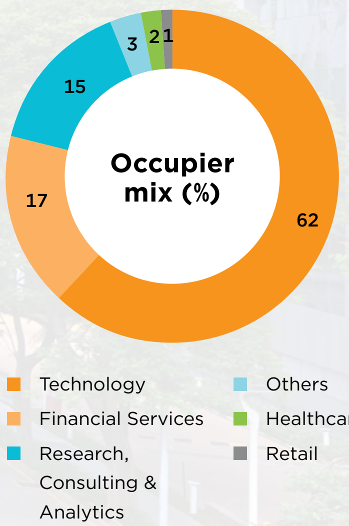
37.11 acres
Site area

2.7 msf
Leasable area

₹28,053 mn
Market value

97.2%
Occupancy

17
Occupiers



All data as on March 31, 2021

Embassy One, Bengaluru

Embassy One is strategically located on the main road entering Bengaluru CBD from the international airport. It provides premium small format office space to corporate occupiers with the added benefit of being part of a mixed use project that also comprises a luxury Four Seasons Hotel.

Key statistics

2017
Year of commencement

3.19 acres
Site area

195 k sf
Office area

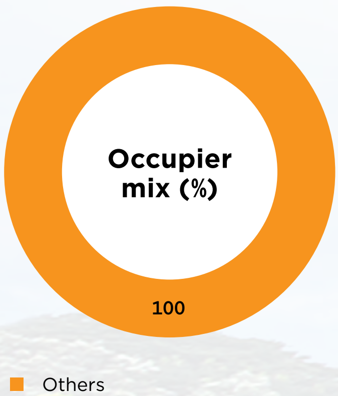
55 k sf
Retail area

0.3 msf
Leasable area

₹4,324 mn
Market value

5.5%
Occupancy

2
Occupiers



All data as on March 31, 2021

Express Towers, Mumbai

Express Towers, located in Nariman Point (Mumbai's CBD), enjoys proximity to some of India's most exclusive residential neighbourhoods as well as the state administrative and legislative hubs, such as the Legislative Assembly and the High Court.

Key statistics

1970
Year of commencement

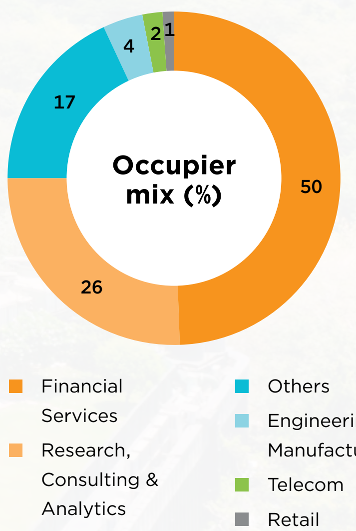
1.46 acres
Site area

0.5 msf
Leasable area

₹18,403 mn
Market value

91.0%
Occupancy

28
Occupiers



All data as on March 31, 2021

Embassy 247, Mumbai

Embassy 247 is one of our premium Grade A city-centre office buildings located at Peripheral Business District of Vikhroli on an arterial road (LBS Marg) between Mumbai's two major highways – The Eastern Express Highway and The Western Express Highway.

Key statistics

2009
Year of commencement

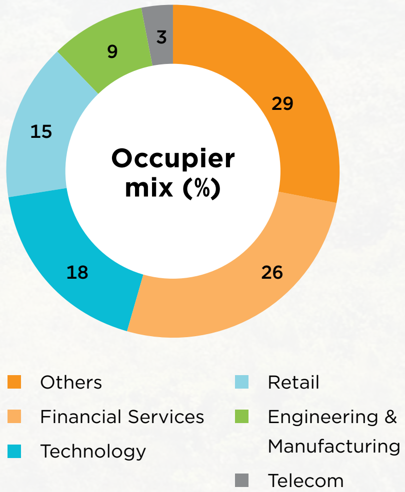
7.27 acres
Site area

1.2 msf
Leasable area

₹16,914 mn
Market value

82.1%
Occupancy

20
Occupiers



All data as on March 31, 2021

Awards

Embassy 247, Vikhroli Corporate Park Pvt. Ltd. won the **Best Green Building Project of the Year** at the Internet Entrepreneur Awards, for building enterprises for a techfuture hosted by the Future of Tech Congress Awards.

First International Finance Centre (FIFC), Mumbai

FIFC is one of our finest Grade A city-centre office buildings, and is located in the Bandra-Kurla Complex (BKC) that has emerged as the financial hub of India's commercial capital.

Key statistics

2012
Year of commencement

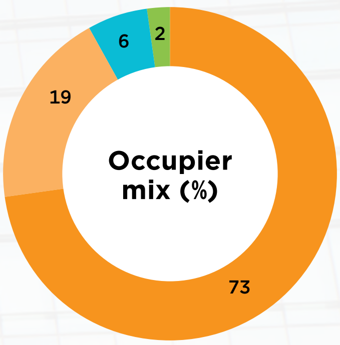
1.99 acres
Site area

0.4 msf
Leasable area

₹13,889 mn
Market value

77.5%
Occupancy

6
Occupiers



- Technology
- Others
- Retail
- Research, Consulting & Analytics

All data as on March 31, 2021

Embassy TechZone, Pune

Located near the Mumbai-Pune Expressway, Embassy TechZone is a premium office park that is home to many of Pune's marquee corporate occupiers. It provides unhindered connectivity to Mumbai and Pune CBD.

Key statistics

2008
Year of commencement

67.45 acres
Site area

5.5 msf
Leasable area

2.2 msf
Completed area

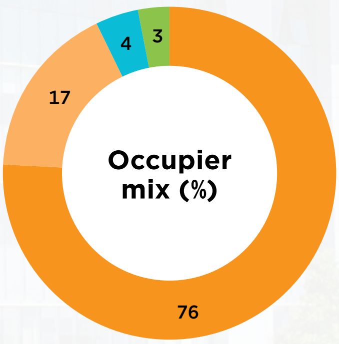
2.4 msf
Development area

0.9 msf
Under construction area

₹22,827 mn
Market value

88.6%
Occupancy

17
Occupiers



All data as on March 31, 2021

Awards

Embassy TechZone, Pune was the winner in the **Ecological Sustainability category at iNFHRA Workplace Excellence Conference & Awards** 2019-20

Ongoing projects

Hudson and Ganges

At Embassy TechZone, we are developing 0.9 msf of commercial office space with best-in-class Grade A specifications.


Current development


Perspective

COMMERCIAL OFFICES

Embassy Quadron, Pune

Embassy Quadron is a large hub of technology companies and among the most popular office locations in Pune. It is located in the West Pune submarket that has emerged among the most popular office locations in the city, and is well connected to Mumbai and Central Pune.

Key statistics

2008
Year of commencement

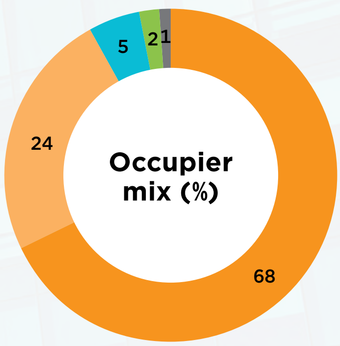
25.52 acres
Site area

1.9 msf
Leasable area

₹**12,938** mn
Market value

49.7%
Occupancy

6
Occupiers



All data as on March 31, 2021

Ongoing projects

Quadron
At Embassy Quadron, we are renovating the complete business park infrastructure by building a new entrance to the park, upgrading the building façade, refurbishing food courts and entrance lobbies, and adding more landscaping to increase the green footprint of the park.


Current development


Perspective

Embassy Qubix, Pune

Embassy Qubix is located in the submarket of West Pune, and is among the most expansive technology hubs in the city, offering excellent social and lifestyle infrastructure, various transportation links to both Mumbai and Pune Central Business District (CBD), and a large residential catchment catering to the growing technology workforce.

Key statistics

2011
Year of commencement

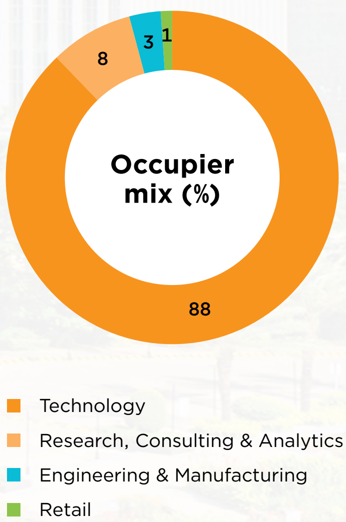
25.16 acres
Site area

1.5 msf
Leasable area

₹10,414 mn
Market value

91.1%
Occupancy

24
Occupiers



All data as on March 31, 2021

Embassy Oxygen, Noida

Embassy Oxygen is located close to the Noida-Greater Noida Expressway. The property is one of the city's largest office parks and one of the two SEZ parks in its submarket, complete with architectural brilliance, excellent connectivity and easy availability of STEM talent.

Key statistics

2011
Year of commencement

24.83 acres
Site area

3.3 msf
Leasable area

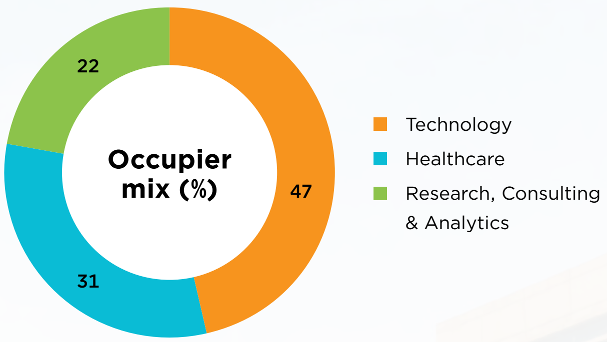
2.5 msf
Completed area

0.7 msf
Development area

₹23,694 mn
Market value

73.3%
Occupancy

6
Occupiers



All data as on March 31, 2021

Awards

Embassy Oxygen won the **Best Project – Corporate IT Park award** at the Workplace Excellence Awards 2020 by iNFHRA

Ongoing projects

Oxygen Tower 1

At Embassy Oxygen Tower 1, we are building 0.7 msf of commercial office space. This project will have an efficient floor plan that will entail a central core area with an all-round glass façade, maximising day light entry.


Current development


Perspective

COMMERCIAL OFFICES

Embassy Galaxy, Noida

Embassy Galaxy is one of our campuses located in the peripheral Noida submarket. The property provides an integrated work ecosystem with adjoining residential areas and universities, among others, bringing together many multinational corporate occupiers, a walk-to-work culture and seamless connectivity.

Key statistics

2007
Year of commencement

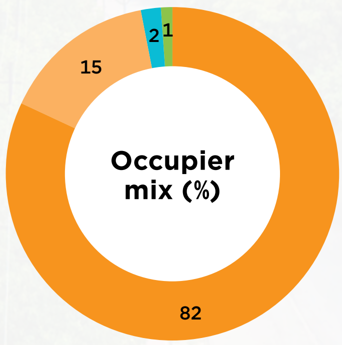
9.88 acres
Site area

1.4 msf
Leasable area

₹**9,028** mn
Market value

98.5%
Occupancy

29
Occupiers



- Technology
- Financial Services
- Retail
- Others

All data as on March 31, 2021

OTHER ASSETS

Hilton Embassy GolfLinks, Bengaluru

Integrated into the Embassy Golflinks ecosystem, the property is a 5-star hospitality asset in our portfolio. It overlooks the picturesque Karnataka Golf Course and is a 247-key hotel set within our most recognised office buildings.

Key statistics

2014
Year of commencement

3.59 acres
Site area

5-Star
Hotel category

247
Number of hotel keys

₹3,995 mn
Market value

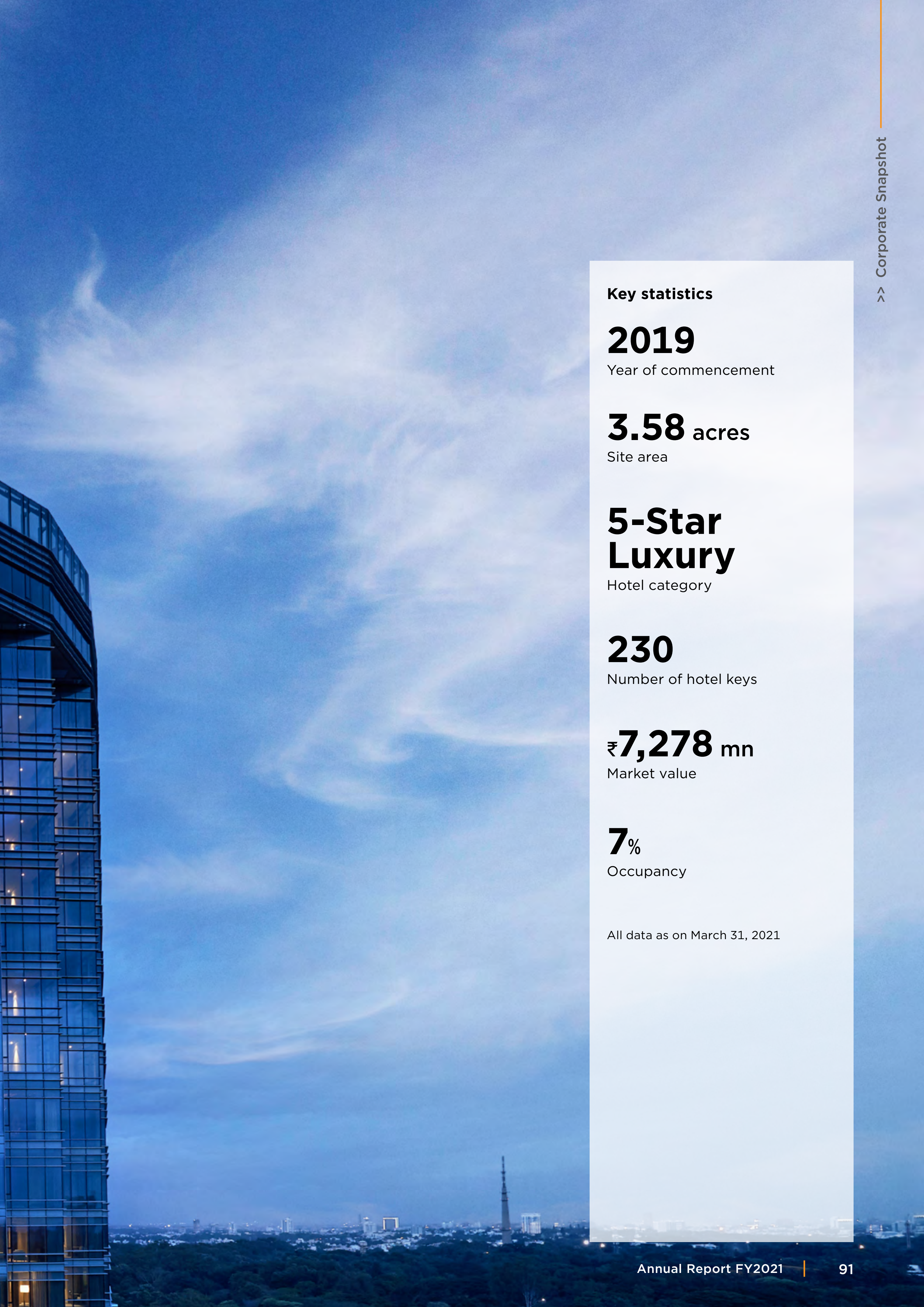
14%
Occupancy

All data as on March 31, 2021

OTHER ASSETS

Four Seasons Bengaluru at Embassy One

The Four Seasons at Embassy One is the only luxury hotel situated on the Airport corridor, and is highly complementary to the small-format high-end office premises within the same complex. Nestled within lush, green expanses and premium residential area, the property combines luxury, leisure and work with unrivalled standards.



Key statistics

2019
Year of commencement

3.58 acres
Site area

5-Star Luxury
Hotel category

230
Number of hotel keys

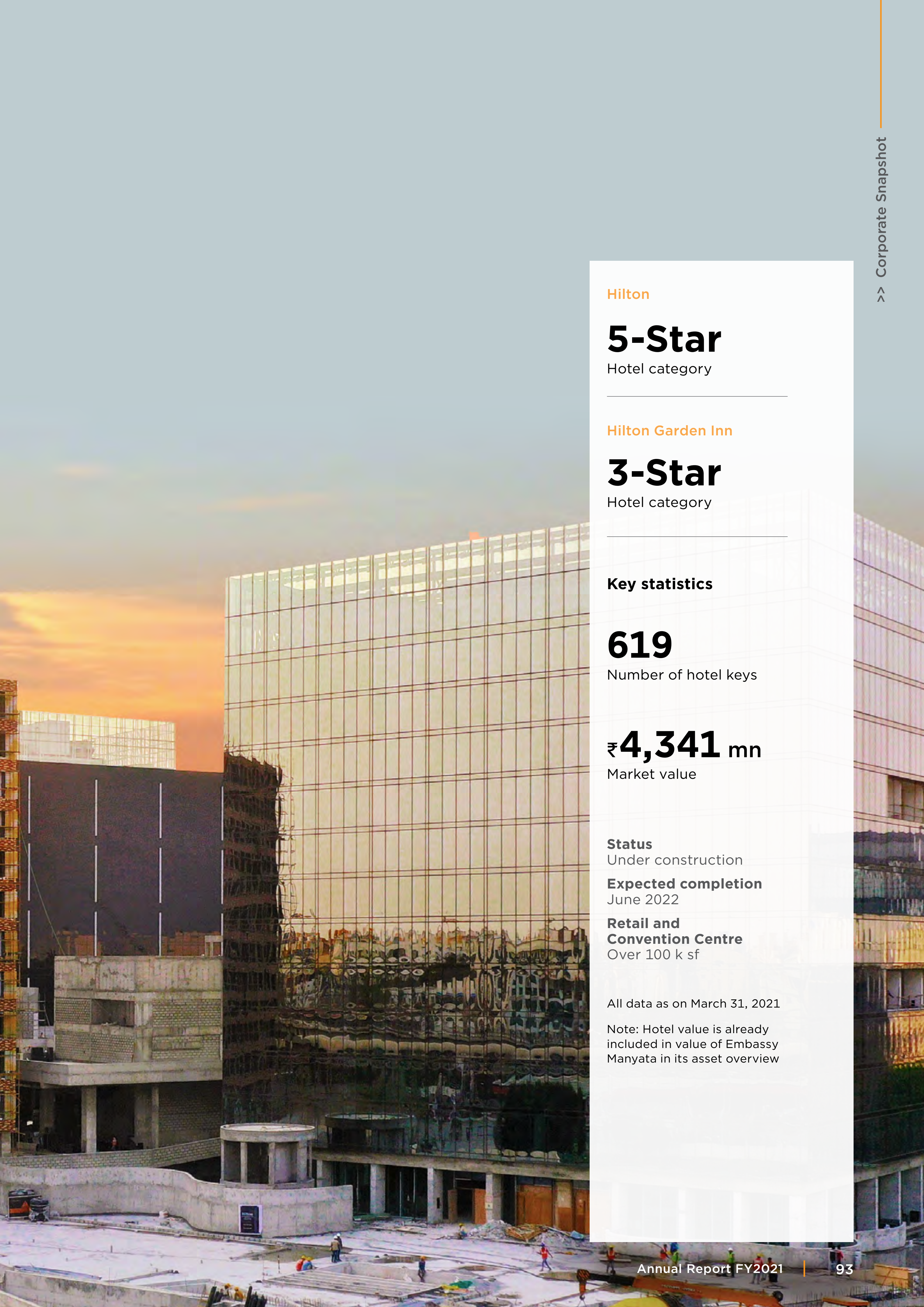
₹**7,278** mn
Market value

7%
Occupancy

All data as on March 31, 2021

Hilton Hotels Embassy Manyata, Bengaluru

The Hiltons at Embassy Manyata is going to become a 619-key dual hotel set built into the overall campus of Embassy Manyata. The complex will include over 100 k sf of retail and convention centre, including flexible meeting space, a 14,000 sf, pillarless ballroom and outdoor event space of 6,600 sf.



Hilton

5-Star

Hotel category

Hilton Garden Inn

3-Star

Hotel category

Key statistics

619

Number of hotel keys

₹4,341 mn

Market value

Status
Under construction

Expected completion
June 2022

Retail and Convention Centre
Over 100 k sf

All data as on March 31, 2021

Note: Hotel value is already included in value of Embassy Manyata in its asset overview

Embassy Energy, Bengaluru

Embassy Energy is our 460-acre solar park (capacity of 100 MW), which has become a source of green energy to our properties in Bengaluru. The plant has a capacity of 215 million units per annum, and offsets up to 200 million kg of CO_2 annually.

Key statistics

2018
Year of commencement

460 acres
Site area

100 MW
Capacity

₹9,302 mn
Market value

215 mn
Annual capacity

All data as on March 31, 2021

Statutory Reports


Pinehurst
Fidelity

Management Discussion and Analysis

The discussion and analysis of our financial condition and results of operations that follow are based on our Audited Consolidated Financial Statements of Embassy REIT and the REIT assets (together known as the Group) for the year ended March 31, 2021 ('FY21') prepared in accordance with Indian Accounting Standards (Ind AS) and applicable REIT regulations, which include the comparative numbers for the year ended March 31, 2020 ('FY20'). The financial information included herein is being presented to provide a general overview of the Group's performance for financial year ended March 31, 2021 as compared against the financial year ended March 31, 2020 based on certain key financial metrics for general information purposes only and does not purport to present a comprehensive representation of the financial performance of the Group for these periods. The Embassy REIT, the Trustee, the REIT assets and the Manager make no representation, express or implied, as to the suitability or appropriateness of this comparative information to any investor or to any other person.

Some of the information contained in the following discussion(s), including information with respect to our plans and strategies, may contain forward-looking statements based on the currently held beliefs, opinions and assumptions. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, financial condition, performance, or achievements of the Embassy REIT or industry results, to differ materially from the results, financial condition, performance or achievements expressed or implied by such forward-looking statements. Given these risks, uncertainties and other factors, including the impact of COVID-19 on us, our occupiers and the Indian and global economies, users are cautioned not to place undue reliance on these forward-looking statements. The Manager is not obligated to update these forward-looking statements to reflect future events or developments or the impact of events, which cannot currently be ascertained, such as COVID-19. In addition to statements which are forward looking by reason of context, the words may, will, should, expects, plans, intends, anticipates, believes, estimates, predicts, potential or continue and similar expressions identify forward-looking statements. Please refer the disclaimer section at the end of the Annual Report for a discussion of the risks and uncertainties related to those statements. You should read this discussion in conjunction with our Consolidated Financial Statements that we have included in this Annual Report and the accompanying notes to accounts.

Executive Overview

Embassy REIT is India's first publicly listed REIT. We own, operate, and invest in high-quality real estate and related assets that generates rental income from our occupiers. We generate 48% of gross rents from Fortune 500 corporations. As a REIT, we are mandated by SEBI to pay 90% of our Net Distributable Cash Flows as distributions to our Unitholders .

During the year, we have successfully completed the acquisition of Vikas Telecom Private Limited (VTPL), Embassy Office Ventures Private Limited (EOVPL) and Sarla Infrastructure Private Limited (SIPL) (together known as the ETV assets) from the Embassy Sponsor, members of the Blackstone group and other selling shareholders for an enterprise value of ₹97,824 million (defined as ETV acquisition). The ETV acquisition comprises ~6.1 msf of completed area, ~3.1 msf of under-construction area, of which 36% is pre-leased to JP Morgan, and two proposed 518-keys Hilton hotels within Embassy TechVillage.

190+
Blue chip corporate occupiers

100 Megawatt
Solar park that supplies renewable energy to park occupiers

This transaction marks the first large-scale acquisition by a REIT in India and solidifies the REIT's position as the landlord of choice to international corporates in India's best performing office sub-markets. With this acquisition, Embassy REIT's leasable area grows 28% to 42.4 msf.

Post the acquisition of ETV assets, Embassy REIT comprises 32.3 msf of completed leasable area and 5.7 msf of under construction area. With the proposed development area of another 4.4 msf the total leasable area adds up to 42.4 msf as on March 31, 2021. The commercial office portfolio is spread across eight infrastructure like office parks (40.1 msf) and four prime city-center office buildings (2.3 msf) in Bengaluru, Mumbai, Pune and the National Capital Region (NCR).

The portfolio is home to 190+ blue chip corporate occupiers and comprises 92 buildings with strategic amenities, including two completed hotels, two under-construction hotels, and a 100 MW solar park that supplies renewable energy to park occupiers.

Our competitive strengths include the following:

- Best-in-class office properties that are complemented by high-quality infrastructure
- Diversified, high-quality, multinational occupier base
- Simple business with embedded growth levers
- Assets strategically located in the top-performing markets with high barriers to entry
- Highly experienced management team
- Backing by renowned sponsors who bring global expertise and local knowledge to our operations

Our strategy

Maximise distribution and NAV per unit through leasing, on-campus developments and acquisitions

1 Leasing & Lease Management

- Grow NOI by leasing vacant spaces
- Manage lease expiries and capture mark-to-market upside
- Experienced on-ground teams & hands-on approach to leasing
- Best-in-class occupier engagement

2 On-campus Development

- Deliver 10.1[(1)] on-campus development
- Proactive pre-leasing to de-risk new development
- Select infrastructure ancillary projects (hotels, flyovers etc.) to increase entry barriers
- Provide 'total business ecosystem'

3 Acquisitions

- Capitalise on fragmented office market and undertake value accretive acquisitions
- Pan-India acquisition potential from 3rd parties
- 31.2 msf of ROFO opportunity from Embassy Sponsor and up to 4.2 msf of ROFO opportunity from others

4 Capital Management

- Build leverage selectively
- Use strong balance sheet to drive accretive growth through disciplined acquisitions
- Quarterly distributions with minimum 90% of NDCF to be distributed
- Low expenses and fees enhancing Unitholders' value

Proactive asset management to drive value with strong corporate governance

Note:
(1) Includes U/C and of 5.7 msf and proposed future development of 4.4 msf

We aim to maximise the total return for Unitholders by targeting growth in distributions and in NAV per Unit. To achieve this objective, we execute business and growth strategies that capitalise on our portfolio's embedded organic growth levers, deliver new on-campus developments, undertake value-accretive acquisitions, prudently manage our capital, and balance sheet, and pay distributions to the Unitholders.

Current business environment
The optimism around decline in COVID cases during the year and the resultant acceleration of return to work and consequent uptick in leasing has been delayed by the emergence of second wave of cases in early CY2021. Despite the current headwinds the second wave poses, we continue to be encouraged on a number of fronts for the mid to long term.

First, in addition to delivering on the guidance set out at mid-year back in October 2020, we have now completed two full years since listing, one of which has been fully under the shadow of the pandemic and yet we have delivered 24% in total returns and distributed over ₹3,700.00 crores (US$500 million) since listing.

Second, the resilience of our business has been clearly demonstrated – delivering in such a manner, despite the global and local challenges. We remain strong on our operating fundamentals. During FY21, we have collected over 99% of our office rents, signed new leases and renewals for 1.2 msf with re-leasing and renewal spreads of 18% and 13%, respectively. Even in today's challenging market, our year-end occupancy stands at a healthy 88.9%.

Third, a consensus has emerged, as we had articulated a year ago, that the office of the future will be a place for collaboration, community and learning and that while we will see more flexibility in the working week, that office, and in particular the type of office product that we provide, the total business ecosystem, will continue to be in demand from the best global companies. The office will continue to be a key tool for attracting and retaining the best STEM talent here in India.

Fourth, the occupiers we serve, utilising technology to support their global businesses, continue to prosper and forecast strong growth, including significant growth in hiring – a recent NASSCOM and Kotak research report estimates a record annual headcount increase of 350 k in the Indian ITES industry for FY22. We have also heard public results with India's leading technology services companies reporting all-time records in business pipeline and hiring in 4Q FY2021. Similarly, global banking majors, several of whom have their captive centres in our parks, are reporting record 4Q earnings and growth in their home markets. Therefore, we have numerous strong indicators of growth in our core customer segment.

And finally, we again underline the continuing appeal of the office market in India. Supporting high-quality global businesses, which continue to grow in a digital and geographically agnostic world, Indian offices have a strong future. And within India, with over 70% of our portfolio value, we are focused on the leading market, Bengaluru – the market with lowest vacancy, the highest absorption, the largest stock, highest technology export value and most global captive centres in India.

Thus, even in the midst of this second wave, there is a great deal to be positive about around our business for the coming years. Looking beyond the pandemic, we are using this period to accelerate our growth through the new on-campus developments, to develop our acquisitions pipeline, to sharpen our long-term Environment, Social and Governance (ESG) plan, to raise the bar with our occupier engagement activities, to continue to reinforce our already strong balance sheet – to prepare for our next phase of growth as the world returns to work, as it certainly will.

Factors affecting our financial condition and results of operations

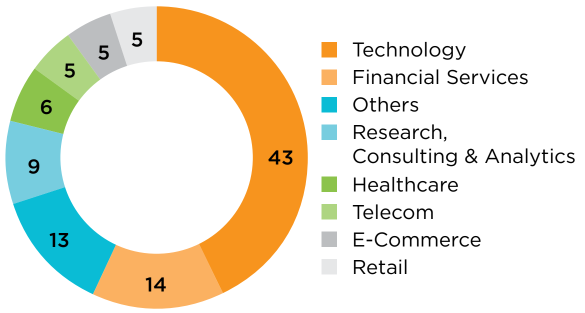
Our financial performance and results of operations are affected by several factors. The important ones in our view are listed here:

- **Commercial real estate market:** We depend on the performance of the commercial real estate market in the cities where our office parks and commercial offices are located. The commercial real estate market in these cities, in turn, depends upon various factors such as economic and other market conditions, demographic trends, employment levels, availability of financing, prevailing interest rates, competition, bargaining power of occupiers, operating costs, government regulations and policies, and market sentiment. Our office parks and office buildings are in the key markets of Bengaluru, Mumbai, Pune and Noida. These markets have historically exhibited strong market dynamics with robust absorption and low new office supply resulting in high rent growth and low vacancy on average.

  Within these cities, our business significantly depends on the performance of the submarkets where our portfolio assets are located. The portfolio assets are strategically located within their respective markets, which allows us to attract, retain and grow key occupiers within our office parks and commercial office buildings.

- **Industry of occupiers:** Our business also depends on the performance of the industry sectors of our occupiers. Sectors such as technology, banking, financial services, insurance, engineering, and manufacturing drive commercial leasing activity in India. Additionally, new sectors such as research and analytics, consulting, e-commerce, and mobile application-based service providers have also emerged as key drivers of office real estate demand, as domestic and multinational companies in these sectors have been increasingly expanding or setting-up operations in India.

Occupiers from various industry sectors (%)

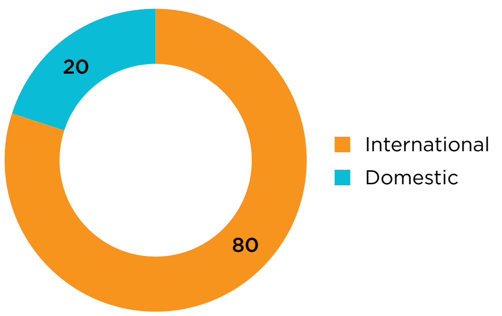


Our tenant base is highly diverse with technology sector clients continuing to make up 43% our gross rentals followed by financial services at 14% as of March 31, 2021. We believe that the domination of technology sector as key occupiers of space in India's commercial office segment will continue to significantly influence the results of our operations.

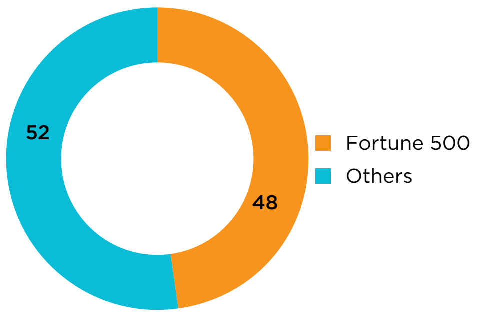
We derive 80% of Gross Annualised Rental Obligations from multinational corporation at March 31, 2021. Further, we derive 48% of the gross rentals from Fortune 500 companies.

The global and other factors impacting businesses of these types of corporations may affect their ability to service contracted lease agreements.

Gross Annualised Rental Obligations among corporations (%)



Gross Annualised Rental Obligations according to type of companies (%)



Occupancy rates: The success of our business depends on our ability to maintain high occupancy across the portfolio. Our same store occupancy across the portfolio as of March 31, 2021 was 86.8% as against 94.5% as of March 31, 2020. The occupancy rates for FY21 have been impacted with the occupier exits due to the overall economic environment pursuant to the pandemic. On a total portfolio basis, our occupancy as of March 31, 2021 was at 88.9% as against 92.8% as of March 31, 2020. Occupancy rates largely depend on the attractiveness of the markets and submarkets in which the portfolio assets are located, rents relative to competing properties, the supply of and demand for comparable properties, the facilities and amenities offered, the ability to minimise the intervals between lease expiries (or terminations) and our ability to foray into new leases (including pre-leases for under-construction properties or properties where leases are expiring).

We believe that our strategically located assets in attractive submarkets allow us to maintain high levels of occupancy. Further, we believe that replicating a platform such as ours is difficult given land acquisition complexities and long development timelines in India. We believe that we enjoy greater credibility with our occupiers because of our reputation, scale of operations and the amenities and infrastructure that we provide, which generally allows our assets to be viewed as premium properties, thereby enhancing the portfolio's appeal to occupiers, which has resulted in high occupancy rates.

- **Lease expiries:** We typically enter long-term leases with our occupiers, which provide us a steady source of rental income. The tenure of leases for our office parks are typically nine to fifteen years (assuming successive renewals at our occupiers' option), with a three to five-year initial commitment period, and contractual escalations of 10%-15% every three years. For our city-center office buildings, the lease tenure is typically five to nine years with a three to five-year initial commitment period and contractual escalations of 15% every three years.

  We endeavour to foster and maintain strong relationships with our occupiers. We maintain regular communication with the corporate real estate heads of our occupiers through a dedicated customer relationship management programme, which ensures we anticipate and cater to tenant needs. Further, at most of our portfolio assets, we have implemented various energy efficiency and sustainability initiatives, which help attract occupiers. However, in cases where occupiers do not renew leases or terminate leases earlier than expected, it generally takes some time to find new occupiers which can lead to periods where we have vacant areas within the portfolio assets that do not generate facility rentals.

- **Rental rates:** Our rental income primarily comprises facility rentals and income from maintenance services that we provide to our occupiers at the portfolio assets. Accordingly, our revenue from operations is directly affected by the lease rental rates of the portfolio assets, which are in turn affected by various factors like prevailing economic, income and demographic conditions in the submarket, prevailing rental levels in the submarket, amenities and facilities provided, property maintenance, government policies and competition.

- **Escalations:** Our existing lease agreements typically have built-in rent escalations, which has led to growth in our revenues in prior years and we expect it will help us generate stable and predictable growth in our revenue from operations. Our leases typically have contractual escalations in the range of 10% to 15% every three to five years. Besides, due to the tenure of our existing leases and growth in the market rents of our portfolio, our average in-place rents are significantly below current market rents. We believe that this presents us with a rental growth opportunity by re-leasing the same space at higher rentals, given the demand for office real estate in respective submarkets coupled with our low vacancy levels. This allows us to be well positioned to capitalise on our Grade A office portfolio by realising the embedded rental growth within our office parks.

- **Development timeline and costs:** As of March 31, 2021, we had 5.7 msf of under construction area and 4.4 msf of proposed development area. The timely development of our pipeline is expected to positively impact our financial performance. We typically commence construction based on our pre-leasing arrangements and an assessment of upcoming supply and recent absorption trends, as well as various other micro and macro factors impacting the demand for our assets.

  We also construct office space on a built-to-suit basis, considering the specific requirements of our occupiers. This enhances our ability to develop and maintain long-term relationships with our occupiers. An example of build-to-suit project is the 1.1 msf area we are building for JP Morgan at Embassy TechVillage in Bengaluru. We expect to deliver the JP Morgan BTS on schedule in September 2021. This project represents the only development that we will bring online in FY2022. A development's timeline will vary depending on factors such as size, complexity, and occupier specifications.

  Construction progress depends on various factors, including business plans, the availability of finance, labour and raw materials, the receipt of regulatory clearances, access to utilities such as electricity and water, the operating and financial condition of the construction companies we use in our business, and other contingencies such as adverse weather conditions.

  We capitalise our construction and borrowing costs in relation to our under-construction properties and capitalise brokerage costs with respect to our investment properties. These costs are depreciated based on the straight-line method over their estimated useful lives. When construction is completed, borrowing costs are charged to our statement of profit and loss as finance costs, causing an increase in expenses.

- **Cost of financing:** Our finance costs primarily comprise interest expense on our non-convertible debentures and borrowings from banks and financial institutions. Our ability to obtain financing, as well as the cost of such financing, affects our business. Though we believe we can obtain funding at competitive interest rates as evidenced basis the fund raising done by us during FY21, the cost of financing is material for us, as we require significant capital to develop our projects.

- **Government regulations and policies including taxes and duties:** The real estate sector in India is highly regulated and there are several laws and

regulations that apply to our business. Regulations applicable to our business include those related to land acquisition, funding sources, the ratio of built-up area to land area, land usage, the suitability of building sites, road access, necessary community facilities, open spaces, water supply, sewage disposal systems, electricity supply, environmental suitability, and size of the project. We strive to continuously maintain compliance with these regulations and incur various costs in the process, including fees to government authorities, fees to lawyers and consultants, property tax, other rates, and taxes. In addition, some of our portfolio assets are located on land notified as part of SEZs and may benefit from tax holidays attributable to SEZs.

- **Competition:** We operate in competitive markets for the acquisition, ownership, and leasing of commercial real estate. We compete for occupiers with numerous real estate owners and operators who own properties like our own in these markets. Among the factors influencing leasing competition are location, rental rates, building quality and levels of services provided to occupiers.

  Competition from other developers in India may adversely affect our ability to sell or lease our projects, and continued development by other market participants could result in saturation of the real estate market, which could adversely impact our revenues from commercial operations.

Increasing competition could result in price and supply volatility which could materially and adversely affect our operations and cause our business to suffer.

- **Future acquisitions:** We intend to selectively acquire from the Embassy Sponsor or third parties, commercial real estate assets that meet our investment criteria. Each new acquisition that we complete may materially affect our overall results of operations and financial position. In addition, our acquisition strategy may require a significant amount of working capital and long-term funding. Our ability to acquire properties will depend on our ability to secure financing on commercially viable terms, which will in part be affected by the prevailing interest rates or the price of our units at the time of acquisition.

- **Operating and maintenance expenses:** Our operating and maintenance expenses primarily consist of repair and maintenance (of buildings, common areas, machinery, and others), power and fuel expenses, property management fees and expenses related to housekeeping and security services. Factors which impact our ability to control these operating expenses include (but are not limited to) asset occupancy levels, fuel prices, general cost inflation, periodic renovation, refurbishment, and other costs related to re-leasing.

  For the portfolio assets we provide Common Area Maintenance (CAM) services to our occupiers. We derive income from these maintenance services that include a margin on the expenses incurred for providing such services.

  Cost increases because of any of the foregoing may adversely affect our profitability, margins, and cash flows. Circumstances such as a decline in market rent or pre-term lease cancellation may cause revenue to decrease, although the expenses of owning and operating a property may not decline in line with the decrease in revenue. While certain expenses may vary with occupancy, operating and maintenance expenses such as those relating to general maintenance, housekeeping and security services may not decline even if a property is not fully occupied.

Basis of preparation of consolidated financial statements

The Consolidated Financial Statements of the Group comprises the Consolidated Balance Sheet and the Consolidated Statement of Net Assets at fair value as at March 31, 2021, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Unitholders' Equity, the Statement of Net Distributable Cashflows of Embassy REIT and each of the REIT asset, the Consolidated Statement of Total Returns at fair value, and a summary of significant accounting policies and other explanatory information for the year ended March 31, 2021. The Consolidated Financial Statements were approved for issue in accordance with resolution passed by the Board of Directors of the Manager on behalf of Embassy REIT on April 29, 2021. The Consolidated Financial Statements have been prepared in accordance with the requirements of the Securities and Exchange Board of India (SEBI) (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (SEBI Circular); Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India, to the extent not inconsistent with the SEBI Circular. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of VTPL, EOVPL and SIPL (together known as ETV assets) used for the purpose of consolidation are drawn up to the same reporting date i.e., year ended on March 31, 2021. ETV assets were acquired on December 24, 2020 by the Embassy REIT. The ETV assets have been consolidated from December 31, 2020, a date close to the acquisition date, as there are no significant transactions or events that have occurred between December 24, 2020 and December 31, 2020 and the effect thereof is not considered to be material to Consolidated Financial Statements as at and for the year ended March 31, 2021.

Summary of significant judgements and estimates used in the preparation of the Consolidated Financial Statements

- **Use of judgement and estimates:** The preparation of Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. Actual results could differ from those estimates.

  Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

  Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Consolidated Financial Statements is included in the following notes:

1. Business combinations

2. Impairment of goodwill and intangible assets with infinite useful life

3. Classification of lease arrangements as finance lease or operating lease

4. Classification of assets as investment property or as property, plant and equipment

5. Significant judgement involved in the purchase price allocation of the assets acquired and liabilities assumed on account of business combination and deferred tax accounting on the resultant fair value accounting

6. Judgements in preparing Consolidated Financial Statements

7. Classification of Unitholders' funds

Information about assumptions and estimation uncertainties that have a significant risk resulting in a material adjustment during the year ended March 31, 2021 is included in the following notes:

1. **Fair valuation and disclosures and impairment of non-financial assets being investment properties and property plant and equipment:** The fair value of investment properties and property, plant and equipment are reviewed regularly by management with reference to independent property valuations and market conditions existing at half yearly basis. The independent valuers are independent appraisers with a recognised and relevant professional qualification and with recent experience in the location and category of the investment property being valued. Judgment is also applied in determining the extent and frequency of independent appraisals

2. Useful lives of Investment Property and Property, Plant and Equipment

3. Valuation of financial instruments

4. **Recognition of deferred tax asset on carried forward losses and recognition of minimum alternate tax credit:** The availability of future taxable profit against which tax losses carried forward can be used. Further, significant judgements are involved in determining the provision for income taxes, including recognition of minimum alternate tax credit, in SPVs entitled for tax deduction under Section 80IAB of the Income Tax Act, 1961, wherein the tax deduction is dependent upon necessary details available for exempt and non-exempt income

5. **Uncertainty relating to the global health pandemic on COVID-19:** The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on revenue recognition, the carrying amounts of goodwill, investment property (including under development), property, plant and equipment, capital work in progress, equity accounted investee, intangible assets and receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information, including reports from International Property Consultants and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Group, and have compared the actual performance with the projections and expects the carrying amount of these assets as reflected in the balance sheet as at March 31, 2021 will be recovered. The management has also estimated the future cash flows with the possible effects that may result from the COVID-19 pandemic and does not foresee any adverse impact on realising its assets and in meeting its liabilities as and when they fall due. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these consolidated financial statements.

Analysis of consolidated statement of profit and loss (₹ in million)

Particulars	FY 2021	As % of Revenue	FY 2020	As % of Revenue
Revenue from operations	23,603.20	100%	21,449.22	100%
Interest income	971.20	4%	477.35	2%
Other income	214.06	1%	513.00	2%
Total income	**24,788.46**		**22,439.57**	
Expenses				
Cost of materials consumed	35.55	0%	118.94	1%
Employee benefits expense	225.48	1%	377.17	2%
Operating and maintenance expenses	413.81	2%	627.46	3%
Repairs and maintenance	1,794.20	8%	1,215.38	6%
Valuation expenses	8.45	0%	9.74	0%
Audit fees	49.26	0%	43.20	0%
Insurance expenses	81.90	0%	66.74	0%
Investment management fees	748.14	3%	700.94	3%
Trustee fees	2.95	0%	2.96	0%
Legal and professional fees	291.18	1%	383.94	2%
Other expenses	1,444.33	6%	1,246.33	6%
Total expenses	**5,095.25**	**22%**	**4,792.80**	**22%**
Earnings before finance costs, depreciation, amortisation, impairment loss and tax	**19,693.21**	**83%**	**17,646.77**	**82%**
Finance costs	6,452.89	27%	3,803.54	18%
Depreciation expense	4,940.15	21%	5,120.00	24%
Amortisation expense	766.82	3%	161.24	1%
Impairment loss	988.96	4%	1,775.98	8%
Profit before share of profit of equity accounted investee and tax	**6,544.39**	**28%**	**6,786.01**	**32%**
Share of profit after tax of equity accounted investee	994.48	4%	1,169.33	5%
Profit before tax	**7,538.87**	**32%**	**7,955.34**	**37%**
Tax expense	555.34	2%	300.00	1%
Profit for the year	**6,983.53**	**30%**	**7,655.34**	**36%**
Other comprehensive income	0.81	0%	0.16	0%
Total comprehensive income	**6,984.34**	**30%**	**7,655.50**	**36%**

Revenue from operations (₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Facility rentals	18,475.61	16,689.99	1,785.62	11%
Income from finance lease	51.33	2.28	49.05	2,151%
Room rentals	99.08	647.40	(548.32)	(85%)
Revenue from contracts with customers				
Maintenance services	2,547.77	1,777.43	770.34	43%
Sale of food and beverages	118.86	391.89	(273.03)	(70%)
Income from generation of renewable energy	1,548.26	1,566.25	(17.99)	(1)%
Other operating income:				
- Hospitality	13.51	103.40	(89.89)	(87%)
- Others	748.78	270.58	478.20	177%
Total revenue from operations	**23,603.20**	**21,449.22**	**2,153.98**	**10%**

Our revenue from operations comprises the following sources:

Facility rentals

Revenue from facility rentals comprises the base rental from our properties, car parking income, fit-out rentals and other rentals as here:

- **Base rentals:** Base rentals comprises rental income earned from the leasing of our assets
- **Car parking income:** Car parking income comprises revenue earned from the operations of the parking facilities located at our properties; and
- **Fit-out rentals:** For some of our occupiers, we provide customised alterations and enhancements as per the occupiers' requirements (as opposed to warm shell premises that contain only minimally furnished interiors). For such properties, we recover the value of the fit-outs provided through fit-out rentals, to the extent such leases are classified as operating lease as per accounting requirements.

Facility rentals for the portfolio increased by ₹1,785.62 million or 11% from ₹16,689.99 million in FY20 to ₹18,475.61 million in FY21. A summary of movement is captured in the below table:

Facility rental portfolio (₹in million)

Particulars	Amount (₹in million)	% of total movement
Facility rentals for the year ended March 31, 2020	16,689.99	
Add:		
Increase in contracted revenue	435.21	24%
Lease up, vacancy and Mark-to-Market (MTM)	71.19	4%
New developments	363.89	20%
Acquisitions	1,379.57	77%
Others	(464.24)	(26%)
Facility rentals for the year ended March 31, 2021	**18,475.61**	

Facility rentals increased primarily due to:

- **Contracted revenue:** Contracted lease escalation of 13% on 8.4 msf across 94 lease contracts
- **Lease up and MTM:** Lease up of 0.6 msf across Embassy Manyata, Embassy TechZone, Express Towers and others as well as renewals of 0.6 msf at 13% renewal spread across 20 deals
- **New development:** Facility rentals due to lease up of 0.3 msf at T2 building, Embassy Oxygen as well as 0.6 msf at NXT building, Embassy Manyata which were delivered in 4Q FY2020
- **Acquisitions:** Represents facility rentals from the 6.1 msf of completed area at Embassy TechVillage in 4Q FY2021
- Others mainly include reduction in facility rentals due to Occupier exits during the year

Income from finance lease

- Income from finance leases comprise income from fit-out rentals where such leases are classified as finance leases. Leases are classified as finance leases when substantially all the risks and rewards of ownership transfer to the lessee
- Income from finance lease increased from ₹2.28 million in FY20 to ₹51.33 million in FY21 due to new fit-out rental contracts in Embassy Manyata as well as existing fit-out rental contracts which were acquired as a part of ETV acquisition

Revenue from room rentals and sale of food and beverages

- Revenue from room rentals and sale of food and beverages comprises revenue generated from our operating hotels viz. Hilton at Embassy Golflinks and Four Seasons at Embassy One
- During the year, the hospitality sector was severely impacted by COVID-19 resulting in a decrease of revenue from room rentals by ₹548.32 million or 85% from ₹647.40 million in FY20 to ₹99.08 million in FY21. The segment also witnessed corresponding reduction in sale of food and beverages by ₹273.03 million or 70%, from ₹391.89 million in FY20 to ₹118.86 million in FY21.

Key Performance Indicators for our hotels (₹ in million)

Particulars	Hilton - Embassy Golf Links		Four Seasons - Embassy One	
For the year ended	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Keys	247	247	230	230
Rooms available	90,155	90,402	83,950	77,280
Rooms sold	12,344	57,545	5,430	13,243
Average occupancy (%)	13.7	63.7	6.5	17.1
Average daily rate (in ₹)	4,920	9,509	7,651	10,238
Revenue per available room or RevPAR (in ₹)	NM*	6,053	NM*	NM*
Total revenue	100	826	132	348
EBITDA	(114)	287	(229)	(224)
GOP margin (%)	NM*	38	NM*	NM*

* NM - Not material

Maintenance services

Income from maintenance services consists of the revenue received from our occupiers for the Common Area Maintenance (CAM) services that are provided across our commercial office portfolio. Income from maintenance services is generally a function of our maintenance expenses at the portfolio assets, with a change in maintenance expenses resulting in a corresponding change in maintenance service income, along with the impact of lease up of vacant area at our properties.

During the year, the group completed the acquisition of the CAM services operations of Embassy Manyata and Embassy TechZone from Embassy Services Private Limited. The transaction enables the full integration and overall alignment of property maintenance for two of our existing REIT assets and it helps further enhance service delivery to the occupants of Embassy Manyata and Embassy TechZone. We consider the strategic relevance of this transaction to be especially important given that occupiers are placing a heightened focus on health and safety. This acquisition was completed on 28 October 2020.

Income from maintenance services for the portfolio increased by ₹770.34 million or 43% from ₹1,777.43 million in FY20 to ₹2,547.77 million in FY21, primarily due to acquisition of CAM services operations of Embassy Manyata and Embassy TechZone as mentioned above as well as addition of ETV assets to the commercial offices segment portfolio. These increases have also been offset by reduction in income due to occupier exits as well as reduction in maintenance expenses due to the pandemic.

Income from generation of renewable energy

The 100 MW solar park at Embassy Energy is located in Bellary district of Karnataka and helps reduce an estimated 200 million kgs of carbon footprint by providing green energy to our occupiers. The income from the segment remained flat at ₹1,548.26 million (FY20: ₹1,566.25 million).

Solar power generation

Particulars	FY 2021	FY 2020
Capacity (MW)	100	100
Solar units generated (million units)	190	186
Solar units consumed (million units)	183	184
Average blended tariff (₹ per unit)	**8.4**	**8.7**

Other operating income

Other operating income primarily includes revenue from ancillary operating departments at our Hospitality segment as well as the rental compensation receivable from the Embassy Property Developments Private Limited (EPDPL) in relation to M3 Block A. Other operating income increased by ₹388.31 million or 104% from ₹373.98 million in FY20 to ₹762.29 million in FY21 primarily due to incremental rental compensation, which was received for three months in FY20 as against full 12 months during FY21 in accordance with the contractual terms.

Property-wise revenue from operations

We have provided a property-wise/asset-wise break up of our revenue from operations for FY21 vis-à-vis FY20.

Asset-wise revenue from operation (₹ in million)

			FY 2021		FY 2020	
Asset SPV	Name of the property	Location	Revenue	As % of total revenue	Revenue	As % of total revenue
MPPL	Embassy Manyata	Bengaluru	10,802.17	46%	8,794.81	41%
ETV Assets	Embassy TechVillage	Bengaluru	1,708.28	7%	-	0%
QBPL	Hotel, Retail and Office at Embassy One	Bengaluru	131.71	1%	379.29	2%
IENMPL	Express Towers	Mumbai	1,438.41	6%	1,490.06	7%
VCPPL	Embassy 247	Mumbai	1,321.66	6%	1,375.32	6%
ETPL	FIFC	Mumbai	1,025.77	4%	925.64	4%
EOPPL	Embassy TechZone	Pune	1,407.91	6%	1,497.83	7%
QBPL	Embassy Quadron	Pune	1,006.97	4%	1,440.50	7%
QBPPL	Embassy Qubix	Pune	873.31	4%	904.16	4%
OBPPL	Embassy Oxygen	Noida	1,435.74	6%	1,379.28	6%
GSPL	Embassy Galaxy	Noida	803.26	3%	870.47	4%
UPPL	Hilton - Embassy Golflinks	Bengaluru	99.75	0%	825.62	4%
EEPL	Embassy Energy	Bellary	1,548.26	7%	1,566.25	7%
	Total		**23,603.20**	**100%**	**21,449.22**	**100%**

Interest income

Interest income includes interest on (i) debentures, (ii) fixed deposits with banks, (iii) security deposits, (iv) loans, (v) statutory deposits, and (vi) income-tax refunds. Interest income increased by ₹493.85 million or 104% from ₹477.35 million for FY20 to ₹971.20 million for FY21.

The increase is majorly on account of interest income received from EPDPL for M3 Block B. MPPL and EPDPL had entered into a co-development agreement during FY20, whereby EPDPL shall develop 0.6 msf of bare shell building, which will then be converted into warm shell building within Embassy Manyata campus that will be handed over to MPPL by agreed delivery date of September 2023. During the period of construction, EPDPL is obligated to pay interest on the development consideration disbursed by MPPL. Accordingly, an amount of ₹611.82 million of interest was accrued for FY21 on the development consideration disbursed as against ₹160.47 million for FY20, an increase of ₹451.35 million or 281%.

Other income

The details of other income as per the Consolidated Financial Statements is set forth in the below table:

Other income (₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Net changes in fair value of financial assets	-	18.45	(18.45)	(100%)
Liabilities no longer required written back	4.68	13.29	(8.61)	(65%)
Profit on sale of mutual funds	154.11	359.96	(205.85)	(57%)
Profit on sale of fixed assets	12.72	-	12.72	-
Miscellaneous income	42.55	121.30	(78.75)	(65%)
Total	**214.06**	**513.00**	**(298.94)**	**(58%)**

The decrease is mainly on account of reduction in profit on sale of investments in mutual funds due to reduction in our surplus cash as well as reduction in miscellaneous income.

Expenses

The Consolidated Financial Statements include expenses as set forth in the below table:

Expenses (₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Cost of materials consumed	35.55	118.94	(83.39)	(70%)
Employee benefits expense	225.48	377.17	(151.69)	(40%)
Operating and maintenance expenses	413.81	627.46	(213.65)	(34%)
Repairs and maintenance	1,794.20	1,215.38	578.82	48%
Valuation expenses	8.45	9.74	(1.29)	(13%)
Audit fees	49.26	43.20	6.06	14%
Insurance expenses	81.90	66.74	15.16	23%
Investment management fees	748.14	700.94	47.20	7%
Trustee fees	2.95	2.96	(0.01)	0%
Legal and professional fees	291.18	383.94	(92.76)	(24%)
Other expenses	1,444.33	1,246.33	198.00	16%
Total expenses	**5,095.25**	**4,792.80**	**302.45**	**6%**

Our expenses comprises the following:

Cost of materials consumed

Cost of materials consumed includes direct material cost of our two operating hotels, i.e., Hilton at Embassy Golflinks and the Four Seasons at Embassy One ('Hospitality operations') primarily towards the provision of food and beverage services to the guests at these hotels.

Cost of materials consumed decreased by ₹83.39 million or 70% from ₹118.94 million for FY20 to ₹35.55 million for FY21 due to reduced occupancy owing to COVID-19. The occupancy for the year was 13.7% (FY20: 63.7%) and 6.5% (FY20: 17.1%) at Hilton and Four Seasons Hotel, respectively.

Employee benefits expense

Employee benefits expense primarily includes salaries and wages, contribution to provident and other funds and staff welfare expenses in relation to our Hospitality operations. Employee benefits expense decreased by ₹151.69 million or 40% from ₹377.17 million for FY20 to ₹225.48 million for FY21 due to reduction in head count and other cost optimisation initiatives to factor for the reduced operations during the year.

Operating and maintenance expenses

Operating and maintenance expenses include power and fuel expenses and operating consumables in relation to our Common Area Maintenance operations.

Operating and maintenance expenses decreased by ₹213.65 million or 34% from ₹627.46 million for FY20 to ₹413.81 million for FY21 majorly due to reduced operations and headcount of our occupiers across our portfolio assets.

Repairs and maintenance

Repairs and maintenance expenses include repairs towards common area maintenance, buildings, machinery, and others.

Repairs and maintenance expenses increased by ₹578.82 million or 48% from ₹1,215.38 million for FY20 to ₹1,794.20 million for FY21. Acquisition of CAM services operations of Embassy Manyata and Embassy TechZone and acquisition of ETV assets contributed to an increase in repairs and maintenance costs of ₹485.28 million and ₹166.45 million, respectively for FY21 which was offset by reduction in expenses from our initial portfolio assets by ₹72.91 million mainly due to cost optimisation initiatives undertaken across all our parks.

Insurance

Insurance expenses increased by ₹15.16 million or 23% from ₹66.74 million for FY20 to ₹81.90 million for FY21 mainly due to ETV acquisition and acquisition of CAM service operations of Manyata Embassy and Embassy TechZone.

Investment management fees

This includes the property management fees and REIT management fees.

- **Property management fees:** This represents the fees earned by the Manager to the REIT pursuant to the investment management agreement.

  The Manager earns property management fees computed at 3% per annum of facility rentals collected by the relevant property with respect to operations, maintenance, administration, and management of the Holdco or the SPVs, as applicable. The fees have been determined to meet the ongoing costs of the Manager to undertake the services provided to the Embassy REIT and REIT assets. Property management fees increased by ₹49.79 million or 10% from ₹486.13 million for FY20 to ₹535.92 million for FY21 in line with increase in revenue from facility rentals.

- **REIT management fees:** This represents fees earned by the Manager to the REIT pursuant to the investment management agreement between the REIT and Manager. REIT management fees is computed at 1% of the REIT distributions. The fees have been determined for undertaking management of the REIT and its investments. REIT management fees for FY21 amounts to ₹212.23 million vis-à-vis ₹214.81 million for FY20, which are in line with the distributions for respective years.

Legal and professional fees

Legal and professional fees represents amounts paid to consultants for their services in relation to valuation, legal and compliance advisory, accounting and taxation, and internal audit. Legal and professional fees decreased by ₹92.76 million or 24% from ₹383.94 million for FY20 to ₹291.18 million for FY21 majorly due to cost saving measures adopted by the Group, including rationalisation of service providers across the Group.

Other expenses

Other expenses mainly include:

Other expenses (₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Property tax (net)	766.67	704.01	62.66	9
Rates and taxes	306.39	37.90	268.49	708
Corporate Social Responsibility (CSR) expenses	93.72	85.91	7.81	9
Marketing and advertising expenses	84.90	77.31	7.59	10
Loss on sale of fixed assets	61.89	-	61.89	-
Other direct and indirect expenses	130.76	341.20	(210.44)	(62)
Total other expenses	**1,444.33**	**1,246.33**	**198.00**	**16**

- **Property tax**
  Property tax increased by ₹62.66 million or 9% from ₹704.01 million for FY20 to ₹766.67 million for FY21 mainly due to ETV acquisition.

- **Rates and taxes**
  Rates and taxes increased by ₹268.49 million or 708% from ₹37.90 million for FY20 to ₹306.39 million for FY21 due to inclusion of one-time provision for stamp duty amounting to ₹229.44 million in relation to the composite scheme of arrangement involving MPPL, EOPPL and EPTPL in FY21.

- **Corporate Social Responsibility (CSR) expenses**
  CSR expenses increased by ₹7.81 million or 9% from ₹85.91 million for FY20 to ₹93.72 million for FY21 due to increase in profits of REIT assets.

- **Marketing and advertisement expenses**
  Marketing and advertisement expenses increased by ₹7.59 million or 10% from ₹77.31 million for FY20 to ₹84.90 million for FY21 due to increase in acquisition-related marketing expenses.

- **Loss of sale of fixed assets**
  Loss of sale of fixed assets for FY21 amounts to ₹61.89 million, mainly due to sale of fitout assets on occupier exits.

- **Other direct and indirect expenses**
  Other direct and indirect expenses majorly include management fees paid by hotels, travel and conveyance, brokerage and commission, and allowance for credit loss. Other direct and indirect expenses decreased by ₹210.44 million or 62% from ₹341.20 million for FY20 to ₹130.76 million for FY21 due to reduction in the management fees paid by hotels owing to lesser occupancy during the pandemic period as well as other cost rationalisation measures.

Earnings before finance costs, depreciation, amortisation, impairment loss and tax (EBITDA)

Our EBITDA for FY21 was ₹19,693.21 million, an increase of ₹2,046.44 million or 12%, compared to ₹17,646.77 million for FY20 in line with increase of 10% in revenue from operations as well as reduction of expenses due to cost savings initiatives.

Finance costs

The Consolidated Financial Statements include finance costs as set forth in the below table:

Finance costs (₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Interest expenses				
- on borrowings from banks and financial institutions	1,016.44	310.15	706.29	228%
- on deferred payment liability	477.76	840.19	(362.43)	(43%)
- on lease deposits	377.62	312.09	65.53	21%
- on lease liabilities	40.64	31.20	9.44	30%
- on non-convertible debentures	914.43	-	914.43	-
Accrual of premium on redemption of debentures	3,626.00	2,309.91	1,316.09	57%
Total finance costs	**6,452.89**	**3,803.54**	**2,649.35**	**70%**

We capitalise our finance costs in relation to our under-construction properties. When construction is completed, the finance cost is charged to our statement of profit and loss, causing an increase in our finance costs.

- Interest expense on borrowings from banks and financial institutions increased by ₹706.29 million or 228% from ₹310.15 million for FY20 to ₹1,016.44 million for FY21 primarily due to interest expense on incremental borrowings attributed to ETV assets as well as completion of T2 and NXT blocks in Embassy Oxygen and Embassy Manyata, respectively in 4Q FY2020.
- The decrease in interest on deferred payment liability is due to prepayment of deferred payment liability to IL&FS Solar Power Limited during FY21.
- The interest on Non-Convertible Debentures (NCD) represents the proportionate interest expense for FY21 on the Series II and Series III NCD of ₹41,000 million issued by the REIT during the year.
- Accrual of premium on redemption of debentures represents redemption premium accrued on the Series I NCD issued by the REIT during FY20. The increase is primarily due to full year accrual of redemption premium in FY21 as against only part of the year in FY20 as these NCDs were issued in two tranches during FY20.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by ₹425.73 million or 8% from ₹5,281.24 million for FY20 to ₹5,706.97 million for FY21 primarily due to incremental depreciation owing to the acquisition of ETV and intangible assets in the form of CAM service rights on account of acquisition the property maintenance services business in relation to Embassy Manyata and Embassy TechZone.

Impairment loss

The Group recognised an impairment loss of ₹988.96 million in FY21 as against ₹1,775.98 million in FY20. Of these, an impairment loss of ₹590.89 million was recognised in FY21 (in FY20 this value was ₹1,775.98 million) in the hospitality segment due to slower ramp up of occupancy coupled with prevailing economic conditions owing to COVID-19. Besides, an impairment loss of ₹398.07 million was recognised in FY21 (which was nil in FY20) in commercial offices segment as a result of slower than anticipated lease-up. The annual impairment test performed considers the current economic conditions and revised business plans to determine the higher of the 'value in use' and the 'fair value less cost to sell; in accordance with Ind AS 36.

Profit before share of profit of equity accounted investee and tax

As a result of the foregoing, we recorded ₹6,544.39 million as profit before share of profit of equity accounted investees and tax for FY21 vis-à vis ₹6,786.01 million in FY20, a decrease of ₹241.62 million or 4%.

Share of profit after tax of equity accounted investee

The share of profit after tax in Embassy Golflinks, our investment entity, an equity accounted investee, for FY21 was ₹994.48 million as compared with ₹1,169.33 million for FY20. The decrease of ₹174.85 million or 11% in the share of profit from Embassy Golflinks is primarily due to higher tax expense in FY21.

Profit before tax

As a result of the foregoing, we recorded a profit before tax of ₹7,538.87 million for FY21, as compared to a profit before tax of ₹7,955.34 million for FY20, a decrease of ₹416.47 million or 5%.

Tax expense

The portfolio of assets which we own are housed in 15 SPVs, which have different tax considerations including SEZ benefits, available MAT credit etc. and accordingly will have varying current tax percentages. On a blended basis, our cash taxes for FY21 works out to ~7% of our revenue from operations as compared with 6.3% for FY20 at the Consolidated Group level.

The Consolidated Financial Statements include tax expenses as set forth in the below table:

Tax expense (₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Current tax	1,649.06	1,361.39	287.67	21%
Deferred tax charge/ (credit)	(452.77)	(11.27)	(441.50)	3,917%
Minimum alternate tax credit entitlement (MAT)	(640.95)	(1,050.12)	409.17	(39%)
Total tax expenses	**555.34**	**300.00**	**255.34**	**85%**

Total tax expenses increased by ₹255.34 million or 85% from ₹300.00 million for FY20 to ₹555.34 million for FY21 primarily due to incremental tax expense on the dividend income earned from our investment entity Embassy Golflinks, which were exempt from income tax till FY20.

Profit for the year

As a result of the foregoing, our profit for FY21 was ₹6,983.53 million as compared with ₹7,655.34 million for FY20, a decrease of ₹671.81 million or 9%.

Non-GAAP Measures

Net Operating Income ('NOI')

Based on the 'management approach' as specified in Ind AS 108, our Chief Operating Decision Maker (CODM) evaluates our performance and allocates resources based on an analysis of various performance indicators by operating segments. We use NOI internally as a performance measure and believe it provides useful information to investors regarding our financial condition and results of operations because it offers a direct measure of the operating results of our business segments. Other companies may use different methodologies for calculating NOI, and accordingly, our presentation of the same may not be comparable to other companies. We define NOI for each of our segments as follows:

a) **Commercial offices segment**
NOI for commercial offices is defined as revenue from operations [which includes (i) facility rentals, (ii) maintenance services income, (iii) income from finance lease, and (iv) other operating income for commercial offices] less direct operating expenses [which include (i) operating and maintenance expenses, including common area maintenance expenses (ii) property taxes, (iii) rent, and (iv) insurance].

b) **Hospitality segment**
NOI for hospitality segment is defined as revenue from operations [which includes (i) room rentals, (ii) sale of food and beverages, (iii) other operating income from hospitality] less direct operating expenses [which include (i) cost of materials consumed, (ii) employee benefits expenses, (iii) operating and maintenance expenses, excluding management fees, and (iv) other expenses].

c) **Other segment**
NOI for other segments is defined as revenue from operations (which includes income from generation of renewable energy) less direct operating expenses [which include (i) operating and maintenance expenses and (ii) other expenses].

Certain income (such as interest, dividend, and other income) and certain expenses (such as other expenses, excluding direct operating expenses, depreciation, amortisation, impairment, and finance cost) are not specifically allocable to segments and accordingly these expenses are adjusted against the total income of the Group.

The table below gives the computation of our NOI and a reconciliation up to EBITDA:

(₹ in million)

Particulars	FY 2021	FY 2020	Variance	Variance %
Revenue from operations	23,603.20	21,449.22	2,153.98	10%
Property taxes and insurance	(848.57)	(770.75)	(77.82)	10%
Direct operating expenses	(2,431.16)	(2,508.93)	77.77	(3%)
Net operating income	**20,323.47**	**18,169.54**	**2,153.93**	**12%**
Other income	1,185.26	990.35	194.91	20%
Property management fees	(748.14)	(700.94)	(47.20)	7%
Indirect operating expenses	(1,067.38)	(812.18)	(255.20)	31%
EBITDA	**19,693.21**	**17,646.77**	**2,046.44**	**12%**

Segment-level profitability (₹ in million)

Particulars	Commercial offices		Hospitality		Other segment	
	FY 2021	FY 2020	FY 2021	FY 2020	FY 2021	FY 2020
Revenue from operations	21,823.48	18,709.58	231.46	1,173.39	1,548.26	1,566.25
Net operating income	19,245.65	16,627.61	(343.76)	105.40	1,421.58	1,436.53
NOI margin (%)	88	89	(149)	9	92	92

NOI margins

Our NOI margin for FY21 was 86% as compared with 85% for FY20, primarily due to change in segment mix, with a reduction in revenue from our hospitality segment which have lower margins. NOI margin for commercial offices segment for FY21 was 88% as against 89% for FY20. The 1% reduction in margin is due to increase in revenues from CAM from Embassy Manyata and Embassy TechZone parks due to acquisition of these businesses during the year, which were offset by reduction in overall expenses relating to this segment owing to our cost optimisation initiatives. Our hospitality segment reported a negative NOI of ₹343.76 million for FY21 vis-à-vis a NOI of ₹105.40 million for FY20 due to the severe impact of the COVID-19 pandemic on the entire industry. Our NOI margin from other segment remained consistent at 92% for both years.

EBITDA

We use Earnings Before Finance costs, Depreciation, Amortisation, Impairment loss and Tax, excluding share of profit of equity accounted investee (EBITDA) internally as a performance measure. We believe it provides useful information to investors regarding our financial condition and results of operations because it offers a direct measure of the operating results of our business segments. Other companies may use different methodologies for calculating EBITDA and accordingly, our presentation of the same may not be comparable to other companies.

EBITDA does not have a standardised meaning, nor is it a recognised measure under Ind AS and may not be comparable with measures among similar names presented by other companies. EBITDA should not be considered by itself or as a substitute for comparable measures under Ind AS or other measures of operating performance, liquidity or ability to pay dividends. Our EBITDA may not be comparable to the EBITDA or other similarly titled measures of other companies/REITs as not all companies/REITs use the same definition of EBITDA or other similarly titled measures. Accordingly, there can be no assurance that our basis for computing this non-GAAP measure is comparable with that of other companies/REITs.

We believe that the comparable Ind AS metric to our EBITDA is profit for the year, and a reconciliation between these two is provided here:

(₹ in million)

Particulars	FY 2021	FY 2020
Profit for the year	**6,983.53**	**7,655.34**
Add: Tax expense	555.34	300.00
Profit before tax	**7,538.87**	**7,955.34**
Less: Share of profit after tax of equity accounted investee	(994.48)	(1,169.33)
Add: Depreciation and amortisation expenses	5,706.97	5,281.24
Add: Finance costs	6,452.89	3,803.54
Add: Impairment loss	988.96	1,775.98
Earnings before finance costs, depreciation, amortisation, impairment loss and tax	**19,693.21**	**17,646.77**

Net Asset Value (NAV)

We use NAV internally as a performance measure and believe it provides useful information to investors regarding our financial condition. The computation of NAV is as prescribed under the REIT regulations. This computation takes into account the Gross Asset Value (GAV) as arrived at by our independent external property valuers appointed under Regulation 21 of REIT regulations, along with the recorded book values of other assets as well as all other liabilities recorded in the financial statements to arrive at the NAV.

Our Statement of Net Assets at Fair Value as of the dates indicated, at a consolidated level along with the NAV per unit is setforth here:

Statement of Net Assets at Fair Value (₹ in million)

Particulars	FY 2021	FY 2020	Variance %
Gross asset value (GAV)	466,051.25	331,682.60	41%
Other assets	81,819.13	69,672.06	17%
Other liabilities	(180,520.80)	(112,254.26)	61%
NAV	**367,349.58**	**289,100.40**	**27%**
NAV per unit	**387.54**	**374.64**	**3%**

Mr. Manish Gupta, Partner, iVAS Partners in conjunction with value assessment services undertaken by CBRE South Asia Pvt. Ltd, carried out our property valuation as an independent valuer and valued the GAV of our portfolio at ₹466,051.25 million with ~95% of value from core commercial office segment and with over 72% of value from Bengaluru, underpinning Embassy REIT's asset quality as of March 31, 2021.

Asset-wise GAV, along with the key assumptions used in the valuation are provided here:

Valuation highlights (₹ in million)

as of March 31, 2021

	Valuation assumptions[1,2]				GAV[1,2] as of March 31, 2021 (₹ in million)		
Asset	Discount rate completed (%)	Discount rate U/C (%)	Capital rate/ EBITDA multiple (%)	Rent/ ADR/Tariff Rate[5]	Completed	Proposed/ U/C	Total
Commercial assets							
Embassy Manyata	11.70%	13.00	8.00%	92	149,163	24,415	173,579
Embassy TechVillage	11.70%	13.00	8.00%	92	80,863	25,629	106,491
Embassy GolfLinks[3]	11.70%	NA	8.00%	148	28,053	-	28,053
Embassy One	11.70%	NA	7.50%	147	4,324	-	4,324
Express Towers	11.70%	NA	7.50%	270	18,403	-	18,403
Embassy 247	11.70%	NA	8.00%	110	16,914	-	16,914
FIFC	11.70%	NA	7.75%	270	13,889	-	13,889
Embassy TechZone	11.70%	13.00	8.25%	48	15,869	6,958	22,827
Embassy Quadron	11.70%	NA	8.25%	48	12,938	-	12,938
Embassy Qubix	11.70%	NA	8.25%	48	10,414	-	10,414
Embassy Oxygen	11.70%	13.00	8.25%	54	21,077	2,617	23,694
Embassy Galaxy	11.70%	NA	8.25%	45	9,028	-	9,028
Sub-total (commercial offices)					**380,935**	**59,618**	**440,553**
Hospitality assets							
Hilton at Embassy GolfLinks	12.38%	-	14.0x	9,000	3,995	-	3,995
Four Seasons at Embassy One	12.38%	-	14.0x	11,000	7,278	-	7,278
Hilton and Hilton Garden Inn at Embassy Manyata	-	13.60%	14.0x	8,000	-	4,341	4,341
Hilton and Hilton Garden Inn at Embassy TechVillage	-	13.60%	14.0x	5,500	-	582	582
Sub-total (Hospitality)					**11,273**	**4,923**	**16,196**
Others[4]							
Embassy Energy	13.50%	-	NA	8.5	9,302	-	9,302
Sub-total (Others)					**9,302**	**-**	**9,302**
Total					**401,510**	**64,541**	**466,051**
% Split					**86%**	**14%**	**100%**

[1]Gross Asset Value (GAV) considered per March 31, 2021 valuation undertaken by iVAS Partners, represented by Mr. Manish Gupta, in conjunction with value assessment services undertaken by CBRE. Valuation exercise undertaken semi-annually.

[2]Given the COVID-19 related uncertainties, the independent valuers have, as a precautionary measure, referenced material valuation uncertainty in arriving at their valuation as at March 31, 2021

[3]Details include 50% Embassy GolfLinks except leasable area. Embassy REIT owns 50% economic interest in Embassy GolfLinks and accounts for only the proportionate profits of Embassy GolfLinks basis the equity method

[4]Comprises of Solar Park located at Bellary district, Karnataka

[5]ADR/ Tariff Rates presented on a stabilised basis. ADR/Tariff Rates assumed by valuers for initial 8 quarters are lower. Please refer valuation report for further details

Liquidity And Capital Resources

Overview

During FY21, we raised ₹41,000 million through issue of listed Non-Convertible Debentures (NCD) at an average coupon of 6.6%, as well as obtained additional sanction of ₹1,100 million in the form of construction finance at an average 7.9% coupon. Independent rating agencies have rated the REIT as well as the NCD issuances by the REIT as AAA/ Stable. Our liquidity position of ₹15,502 million, which includes cash equivalents as well as undrawn committed facilities provides us the financial strength to overcome the current pandemic as well as offers the flexibility to pursue growth.

Financial resources

As of March 31, 2021, we had cash and cash equivalents, along with liquid investments of ₹9,174.78 million (March 31, 2020: ₹14,798.37 million).

This table depicts a selected summary of our statement of cash flows for the periods indicated:

Cash flows (₹ in million)

Particulars	FY 2021	FY 2020
Cash generated from operating activities	18,704.94	16,956.62
Net cash flow used in investing activities	(30,413.31)	(21,484.02)
Net cash generated from / (used in) financing activities	17,771.40	(41,973.60)
Net increase/ (decrease) in cash and cash equivalents	**6,063.03**	**(46,501.00)**
Cash and cash equivalents at the beginning of the year	3,111.75	49,612.75
Cash and cash equivalents at the end of the year	**9,174.78**	**3,111.75**

Cash generated from operating activities

Net cash generated from operating activities for FY21 was ₹18,704.94 million. Profit before tax of ₹6,544.39 million was adjusted for financing and investing activities as well as other non-cash items and movement in working capital by a net amount of ₹12,160.55 million to arrive at operating cash flow of ₹18,704.94 million. The operating cash flow recorded an increase of 10% vis-à-vis ₹16,956.62 million for FY20. The increase is in line with growth in revenue from operations of 10% in FY21 as well as the 12% growth in EBITDA during the year.

Net cash flow used in investing activities

We continued our focus on both organic and inorganic growth during the year resulting in a net cash flow used in investing activities of ₹30,413.31 million. This includes ₹7,677.69 million incurred on our organic on-campus development projects, ₹4,730.21 million towards acquisition of CAM business of Embassy Manyata and Embassy TechZone and ₹32,804.45 million towards acquisition of ETV business. This was partially offset by cash inflows due to redemption of treasury surplus which were invested in mutual funds of ₹11,700.32 million.

Net cash generated from / (used in) financing activities

During FY21, we had a net cash generated from financing activities of ₹17,771.40 million as compared to net cash used in financing activities of ₹41,973.60 million in FY20. During FY21, we primarily raised cash from fresh issue of Units in the form of institutional placement of ₹36,852.02 million in relation to our ETV acquisition, borrowings of ₹44,303.50 million and refinanced debt of ₹40,451.82 million; paid ₹3,698.75 million as interest on our borrowing as well as distributed ₹18,370.92 million in the form of distributions to Unitholders resulting in a net cash generated from financing activities of ₹17,771.40 million. During FY20, we had net cash used in financing activities of ₹41,973.60 million primarily due to repayment of debt during the year from issue proceeds of our Initial Public Offer (IPO) which was prior to March 31, 2019.

Distributions

Under the provisions of the REIT Regulations, Embassy Office Parks REIT is required to distribute to the Unitholders not less than 90% of the Net Distributable Cash Flows (NDCF) of Embassy Office Parks REIT and the current policy of the Manager is to comply with such requirement. The NDCF is calculated in accordance with the REIT Regulations and in the manner provided in the NDCF framework defined by the Manager. The aforesaid NDCF are made available to Embassy Office Parks REIT in the form of (i) interest paid on Shareholder Debt provided by Embassy Office Parks REIT to the SPVs/Holding Company, (ii) Principal repayment of Shareholder Debt, (iii) dividend declared by the SPVs/Holding Company and received by Embassy Office Parks REIT and (iv) Proceeds from sale of any Embassy REIT assets. Since Embassy Office Parks REIT committed to quarterly distributions, any shortfall as regards minimum quarterly distribution by the SPVs and Holding Company to Embassy Office Parks REIT, post interest paid on Shareholder Debt, Interim Dividend payments and Principal repayment of Shareholder Debt, would be done by declaring dividend, to the extent permitted under the Companies Act, 2013. Repayment of short-term construction debt given to SPVs are not considered for the purpose of distributions.

The Board of Directors of the Manager to the Trust have declared a cumulative distribution of ₹21.48 for FY21. The distribution comprises ₹7.31 per unit in the form of interest payment, ₹3.01 per unit in the form of dividend and the balance ₹11.16 per unit in the form of amortisation of SPV debt. For the full year FY21, we delivered Distributions totaling ₹18,364.09 million, which is on target with our full year Distribution guidance. In 4Q FY2021, we simplified the holding structure of Embassy Manyata, our largest asset. Collapsing of the legacy two-tier structure has enabled Embassy REIT to significantly increase tax-free component of its overall distributions and our 4Q FY2021 numbers reflect the enhanced post-tax returns to Unitholders. Besides, we initiated the simplification of holding structure of our newly acquired Embassy TechVillage assets and expect this to be completed by September 2021.

Borrowings
This table presents a breakdown of borrowings as at March 31, 2021 and the corresponding ratios:

Debt analysis (₹ in million)

as of March 31, 2021
Debt maturity schedule

(₹ in million)

Description	Rating	Fixed/ Floating	Total facility	Balance facility	Out-standing principal	Amor-tised cost	Interest rate (%)	Maturity date	Principal Repayment Schedule					
									FY22	FY23	FY24	FY25	FY26 & Beyond	Total
At REIT														
Embassy Office Parks REIT Series I NCD (Tranche I)	CRISIL AAA/ Stable	Fixed	30,000	-	30,000	35,504	9.40	Jun-22[1]	-	30,000	-	-	-	30,000
Embassy Office Parks REIT Series I NCD (Tranche II)	CRISIL AAA/ Stable	Fixed	6,500	-	6,500	7,276	9.05	Jun-22[1]	-	6,500	-	-	-	6,500
Embassy Office Parks REIT Series II NCD (Tranche A)	CRISIL AAA/ Stable	Fixed	7,500	-	7,500	7,382	7.25	Oct-23[2]	-	-	7,500	-	-	7,500
Embassy Office Parks REIT Series II NCD (Tranche B)	CRISIL AAA/ Stable	Fixed	7,500	-	7,500	7,438	6.70	Oct-23[2]	-	-	7,500	-	-	7,500
Embassy Office Parks REIT Series III NCD	CRISIL AAA/ Stable	Fixed	26,000	-	26,000	25,719	6.40	Feb-24[3]	-	-	26,000	-	-	26,000
At SPV														
Construction Finance (Embassy Manyata)	CRISIL AAA/ Stable	Floating	8,400	3,216	5,184	5,180	8.20	Sep-23	-	-	5,184	-	-	5,184
Construction Finance (Embassy Manyata)	CRISIL AAA/ Stable	Floating	6,000	4,215	1,785	1,726	8.15	Mar-24	-	-	1,785	-	-	1,785
Term Loan (Embassy TechVillage)	CARE AAA/ Stable	Floating	7,500	-	7,484	7,450	7.05	Oct-25	53	75	75	75	7,206	7,484
Term Loan (Embassy TechVillage)	CARE AAA/ Stable	Floating	7,500	250	7,235	7,199	7.15	Oct-25	51	73	73	73	6,966	7,235
Construction Finance (Embassy TechVillage)	CRISIL AA/ Stable	Floating	3,000	1,800	1,196	1,178	7.90	Feb-23	-	1,196	-	-	-	1,196
Term Loan (Embassy Oxygen)	CRISIL AA+/ Stable	Floating	2,000	1,900	100	94	7.30	Feb-23	-	100	-	-	-	100
Others[4]	-	-	NM*	-	77	77	NM*	Various	14	63	-	-	-	77
Total			**111,900**	**11,381**	**100,561**	**106,223**	**7.81**		**118**	**38,007**	**48,116**	**148**	**14,172**	**100,561**

* NM - Not material

Key leverage metrics
Our key leverage metrics are:

(₹ in million)

Particulars	FY 2021	FY 2020
Net debt to TEV (%)	25	15
Net debt to GAV (%)	22	14
Net debt to EBITDA	4.2x	2.7x
Interest coverage ratio		
- excluding capitalised interest	3.3x	5.1x
- including capitalised interest	3.0x	4.0x
Available debt headroom (₹ in billion)	126	114

We continue to maintain a strong liquidity position of ₹15.5 billion and a low leverage of 22% Net Debt to Gross Asset Value (GAV). Considering our AAA credit rating, additional proforma headroom of ₹126 billion and our ability to raise debt at competitive rates, we are in a strong position to pursue growth through on-campus development and accretive acquisitions, thereby enhancing overall return to our Unitholders.

Capital expenditures and capital investments

Historical capital expenditure
Capital expenditure comprises additions during the year to property, plant and equipment, capital-work-in progress, investment property and investment property under development.

During FY21 we have incurred capital expenditures of ₹7,671.91 million primarily towards construction of 3.7 msf of under construction blocks, which include M3 Block A at Embassy Manyata, Hudson and Ganges blocks at Embassy TechZone, Tower 1 at Embassy Oxygen, JPM Built to Suit (BTS) block at Embassy TechVillage. Capex spends towards various infrastructure and upgrade projects across our parks, including the flyover at Embassy Manyata and the Master Plan Upgrades at Embassy Manyata, Embassy Quadron and Embassy TechZone assets were also recorded.

Planned capital expenditure

This table presents the development status of our under construction blocks as at March 31, 2021.

Development status of under construction blocks

Development status	
Embassy TechVillage (JPM BTS – 1.1 msf) (Parcel 8 – 1.9 msf)	• **JP Morgan BTS** - Tower A – Top-out completed. Building, MEP and façade works in progress - Tower B – Structural works completed; MEP and façade works in progress - Targeting September 2021 completion • **Parcel 8** - Design finalised and excavation initiated - Targeting March 2024 completion
Embassy Manyata M3 Parcel (Block A – 1.0 msf)	• M3 Block A – 4th floor slab works completed; 5th floor structural steel work in progress • Targeting December 2022 completion
Embassy TechZone (Hudson – 0.5 msf) (Ganges – 0.4 msf)	• Hudson and Ganges Block – Design and sub-structure works completed; 5th floor slab work in progress • Targeting June 2022 completion
Embassy Oxygen (Tower 1 – ~0.7 msf)	• Design, excavation and sub-structure works completed; ground floor slab works in progress • Targeting Mar 2023 completion

Our balance costs to be spent for development projects in progress is presented here:

Development projects in progress

Asset	Projects	Development Area (msf)	Keys	Pre-committed/ Leased Area (%)	Occupier	Estimated Completion Date	Balance cost to be spent (₹ in million)
Base-Build Projects (completed)							
Embassy Manyata	NXT Blocks	0.8	NA	72	ANSR, Mitel, WeWork	Completed	302
Embassy Oxygen	Tower 2	0.6	NA	43	MetLife	Completed	182
Total (Completed)		**1.4**	**-**	**60**			**484**
Base-Build Projects (under construction)							
Embassy Manyata	Front Parcel - Hilton Hotels	NA	619	NA	NA	Jun-22	4,105
Embassy Manyata	M3 Block A	1.0	NA	-	-	Dec-22	2,084
Embassy TechVillage	Parcel 9 - JPM BTS	1.1	NA	100	JP Morgan	Sep-21	1,499
Embassy TechVillage	Block 8	1.9	NA	-	-	Mar-24	7,783
Embassy TechZone	Hudson Block	0.5	NA	-	-	Jun-22	1,226
Embassy TechZone	Ganges Block	0.4	NA	-	-	Jun-22	1,241
Embassy Oxygen	Tower 1	0.7	NA	-	-	Mar-23	2,276
Sub-total		**5.7**	**619**	**19**			**20,213**
Infrastructure and Upgrade Projects							
Embassy Manyata	Flyover	NA	NA	NA	NA	Jun-21	902
Embassy Manyata	Master Plan Upgrade	NA	NA	NA	NA	Sep-22	1,085
Embassy TechVillage	Master Plan Upgrade	NA	NA	NA	NA	Mar-24	1,543
Embassy TechZone	Master Plan Upgrade	NA	NA	NA	NA	Jun-21	414
Embassy Quadron	Master Plan Upgrade	NA	NA	NA	NA	Sep-21	218
Others	Various	NA	NA	NA	NA	Various	3,992
Sub-total		**NA**	**NA**	**NA**	**NA**		**8,153**
Total (Under Construction)		**5.7**	**619**				**28,850**

Off-balance sheet arrangements and contingent liabilities

We do not have any material off-balance sheet arrangements. The table below sets forth our contingent liabilities as of March 31, 2021:

Off-balance sheet arrangements and contingent liabilities (₹ in million)

Particulars	FY 2021	FY 2020
Claims not acknowledged as debt in respect of Income Tax matters	440.27	447.56
Claims not acknowledged as debt in respect of Indirect Tax matters	769.80	730.10
Claims not acknowledged as debt in respect of Property Tax matters	3,418.89	3,313.08

Internal financial control systems

Embassy REIT has a strong internal financial control system to manage its operations, financial reporting, and compliance requirements. The Manager has clearly defined roles and responsibilities for all managerial positions. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. All business parameters are regularly monitored, and effective steps are taken to control them.

Embassy REIT has appointed one of the Big4 firms to conduct internal audit of its activities. The internal audit plan is reviewed each year and is approved by the audit committee. The internal audit is focused on review of internal controls and operational risk in the business of Embassy REIT.

Embassy REIT takes a proactive approach to risk management, making it an integral part of our business – both strategically and operationally. Our objective is the optimisation of opportunities within the known and agreed risk appetite levels set by our Board. We take measured risks in a prudent manner for justifiable business reasons. Our ERM framework encompasses all our risks such as strategic, operational, and compliance risks. Appropriate risk indicators are used to identify these risks proactively. A robust internal control system and an effective, independent review and audit process underpin our ERM Framework. While management is responsible for the design and implementation of effective internal controls using a risk-based approach, external consultant reviews such design and implementation to provide reasonable assurance on the adequacy and effectiveness of the risk management and internal control systems.

The Audit Committee and the Board of Directors periodically reviews the adequacy and effectiveness of internal financial control systems and suggests improvements to further strengthen them. The internal financial control systems are adequate and operating effectively as at March 31, 2021. The effectiveness of the internal control over financial reporting for each of the SPVs as at March 31, 2021 has been attested by the respective statutory auditors of SPVs who expressed an unqualified opinion on the effectiveness of each SPV's internal control over financial reporting as of March 31, 2021.

Business performance and outlook

Our business performance was resilient, despite the major impact of the pandemic. Business highlights for the full year FY21 include:

- Our properties were fully operational throughout the pandemic, with over 90% occupiers operating from our parks
- Our rent collections were robust at over 99% and we achieved 13% rent increases on the entire 8.4 msf scheduled escalations
- Our total lease-up stood at 1.2 msf across 43 deals, of this half were new leases at 18% re-leasing spread, with the balance being renewals at 13% renewal spread
- Our 5.7 msf on-campus development programme continues at pace and we are on target for the first phase with the delivery of 1.1 msf JP Morgan campus later this year

- Our on-ground teams continued our asset management efforts, we successfully integrated ETV asset, undertook several upgrade projects and wellness initiatives during the last year

All our parks continued to remain open for business, despite localised restrictions on movement. However, the current second wave, with rising daily cases, has interrupted the ramp-up in employee numbers at our parks. Consequently, timelines for back-to-office ramp-up is likely to be deferred by one to two quarters. On the positive side, a mass-scale vaccination roll-out is currently underway in India and this will positively influence the rate of return to offices as is the case worldwide.

Our on-ground teams continue to support businesses through this second wave. Through our partnerships with leading hospitals as well as support of local civic authorities, we are facilitating vaccine roll-out at our park premises. This is in addition to our safety initiatives and our investments in touchless technology, advanced air filters, among other technological initiatives. Our recent association with WELL Institute is another illustration of our focus on providing world-class health and wellness-oriented solutions to our occupiers.

We conclude a challenging but successful year for Embassy REIT, in which we have delivered to our investors and corporate occupiers. We remain agile and flexible with our leasing efforts and we continue to gear up for our next growth cycle through the deployment of 5.7 msf of new development. We are utilising this period of pause in decision-making by occupiers to fortify our assets through investment in infrastructure and amenities and to be ready for the anticipated resurgence in demand. We will see acquisition opportunities emerge and we will continue to assess such opportunities in the market per our previously stated criteria.

In the mid-term, as we look beyond the pandemic, we are well placed to capitalise on the future opportunities given the continued growth in our occupier businesses, especially technology and global captives, and given that our portfolio comprises some of the highest quality properties in the Indian office market. It is very clear that our differentiated office portfolio will continue to attract quality occupiers, and that owners who have invested in amenities, services and technology will secure increased market share moving forward.

Outlook for FY22

The current second wave is likely to delay return-to-work and consequently defer leasing plans by occupiers in the short term. Considering this, we believe it is prudent to defer our annual guidance for FY22 till such time we have more clarity on trajectory of the second wave. However, we have provided below a few key building blocks of our business components, which may have a bearing on our FY22 NOI and distributions:

- We will benefit from the full year impact of the successful 8.4 msf lease escalations in FY21. Moreover, we have an additional 7.7 msf of upcoming contracted escalations across 89 leases during the course of FY22 with an average 14% rent increase. Similar to FY21, we believe we will be able to achieve most of these rent escalations as well as achieve continued current trend of collecting close to 100% of office rents;
- We are currently 88.9% occupied as of March 2021 with 3.6 msf existing vacancy. Of our 1.9 msf expiries in FY22, basis our conversations with occupiers, 0.5 msf are likely to renew and balance 1.4 msf are likely to exit at this stage. The in-place rents on these exits are significantly below market and provide over 50% mark-to-market opportunity. We expect new lease deals to see traction/ conclusion towards end of CY21 with an expected rebound in CY22
- We expect the full year impact of ETV acquisition to reflect in both NOI and NDCF for F22. We acquired ETV assets in the last week of December 2020 and these assets contributed to the NOI and NDCF accretion in 4Q FY2021
- We will determine the timing, coupon structure and contours of a potential refinance of our initial ₹36.5 billion listed debt based on then prevailing market conditions. This NCD is due for redemption in June 2022 with call options in November 2021 and January 2022 for early prepayment

The 2021 budget amendment enabling Foreign Portfolio Investment (FPI) participation in REIT debt as well as the recent IRDA announcement in mid-April permitting insurance companies to invest in REIT debt give us access to longer tenor and larger pools of debt capital and are expected to be positive for our debt refinancing plans. These developments are very positive for us as a falling interest cost scenario contributes incrementally to our distributable cashflows for the benefit of our Unitholders.

We remain focused on delivering our NOI and quarterly distributions, maintaining our balance sheet discipline and continuing to reduce our cost of debt. Even after one of the most challenging years for businesses worldwide, we are pleased to report that Embassy REIT, remains in great financial shape, with a robust balance sheet which provides a strong platform for organic and inorganic growth in the coming years. The management team remains focused on executing our plans to deliver results that are in the best interest of our Unitholders . We remain excited about the growth opportunities that lie ahead for our business.

Embassy REIT's Philosophy on Corporate Governance

Overview

Embassy REIT seeks to ensure a high standard of corporate governance consistent with global best practices. Our governance framework emphasises accountability, transparency and integrity, with a view to maximising Unitholder value. Embassy REIT has in place a comprehensive set of compliance policies to implement this corporate governance framework.

Authorisation Structure

Embassy REIT was settled on March 30, 2017 at Bengaluru, Karnataka, India as an irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated March 30, 2017 as amended on September 11, 2018. Embassy REIT was registered with SEBI on August 3, 2017 as a real estate investment trust under Regulation 3(1) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 ("**REIT Regulations**") having registration number IN/REIT/17-18/0001. Embassy Sponsor and Blackstone Sponsor are the sponsors of Embassy REIT. Units of Embassy REIT were listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") on April 1, 2019.

Manager

Embassy Office Parks Management Services Private Limited ("**EOPMSPL**") is the Manager of Embassy REIT. The Manager is a private limited company incorporated in India under the Companies Act, 1956 on January 31, 2014 at Bengaluru, Karnataka. EOPMSPL is held by Embassy Sponsor and certain entities forming part of the Blackstone Sponsor Group with the shareholding of 51% and 49%, respectively. The Manager's role is to manage Embassy REIT and its assets in accordance with the Trust Deed, the Investment Management Agreement and the REIT Regulations in the interests of Unitholders.

Trustee

Axis Trustee Services Limited is the Trustee of Embassy REIT. The Trustee is a registered intermediary with SEBI under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a debenture trustee with registration number IND000000494 which is valid until suspended or cancelled by SEBI. The Trustee is a wholly owned subsidiary of Axis Bank Limited.

The Trustee is not an Associate of either of the Sponsors or the Manager. The Trustee is responsible for safe custody of the assets of the Embassy REIT and holds the assets in trust for the benefit of the Unitholders.

Governance Statement

For the year ended March 31, 2021, the Manager and Embassy REIT have complied with the provisions of the Trust Deed, the REIT Regulations and the Corporate Governance policies.

Board of Directors and Management Constitution of the Board

a. The Manager has 8 (eight) Directors. All the Directors of the Manager are Non-Executive Directors, one half of which are Independent Directors. The profiles of the Directors are set forth on page 48-51 of this report.

b. The Board is responsible for the overall management and governance of the Manager.

c. Mr. Michael D Holland (as the Chief Executive Officer of the Manager) is responsible for the day-to-day business operations and the management of the Manager and Embassy REIT, subject to the superintendence, control and direction of the Board of Directors of the Manager.

Meetings of the Board of Directors

a. Seven Board Meetings were held during the year ended March 31, 2021 on May 19, 2020, August 06, 2020, August 14, 2020, November 02, 2020, November 17, 2020, December 15, 2020 and February 12, 2021. The necessary quorum was present through Audio-Visual Electronic Communication Means for all the meetings.

b. (i) The Board passed circular resolutions on July 15, 2020 and July 31, 2020 covering matters which were subsequently noted by the Board in their meeting held on August 06, 2020 and approved at the second annual meeting of the Unitholders of Embassy REIT held on August 27, 2020.

   (ii) The Board passed circular resolutions on October 22, 2020 and October 29, 2020 covering matters which were subsequently noted by the Board in their meeting held on November 02, 2020.

   (iii) The Board passed circular resolution on January 23, 2021 covering matters which were subsequently noted by the Board in their meeting held on February 12, 2021.

The table below sets out the number of Board and Unitholder meetings attended by each director:

Name of the Director	Category	Number of Board Meetings attended during the year ended March 31, 2021	Whether attended the meeting of the Unitholders held on August 27, 2020
Mr. Anuj Puri	Independent Director Non-Executive Director	7	Yes
Mr. Vivek Mehra	Independent Director Non-Executive Director	7	Yes
Dr. Ranjan Pai	Independent Director Non-Executive Director	7	Yes
Dr. Punita Kumar Sinha	Independent Director Non-Executive Director	7	Yes
Mr. Jitendra Virwani	Non-Independent Non-Executive	6	Yes
Mr. Aditya Virwani	Non-Independent Non-Executive	7	Yes
Mr. Tuhin Parikh	Non-Independent Non-Executive	5	Yes
Mr. Robert Christopher Heady	Non-Independent Non-Executive	3	Yes
Mr. Asheesh Mohta*	Non-Independent Non-Executive	1	NA

*Alternate director to Mr. Robert Christopher Heady

I. Due to the Covid-19 pandemic and the subsequent lockdown in the entire country, Embassy REIT held all its Board, Committee and Unitholder meetings through Audio-Visual Electronic Communication Means.

II. On June 09, 2020, a meeting of the Independent Directors of the Manager was held to review and evaluate the performance of the directors and the Board as a whole.

On October 30, 2020, a meeting of the Independent Directors of the Manager was held to review and take note of the update on the proposed Embassy TechVillage acquisition, the funding for the proposed acquisition and associated matters.

On November 13, 2020, a meeting of the Independent Directors of the Manager was held to note the status of the proposed Embassy TechVillage acquisition.

III. As on March 31, 2021, the following members of the Board, Key Personnel and senior management held units in the Embassy REIT:

Name	Category	Number of Embassy REIT Units held
Mr. Vivek Mehra	Independent Director	6,400
Mr. Aditya Virwani	Non-Executive Director	5,200
Mr. Michael D Holland	Chief Executive Officer	265,200

Mr. Karan Virwani holds 2,000 Units. He is related to Mr. Aditya Virwani and Mr. Jitendra Virwani, both of whom are Non-Executive Directors.

Committees Constituted by the Board

The Board has constituted Nine (9) committees. The composition and terms of reference of each of those committees is set forth below:

Committee	Composition	
	Name	**Category**
Audit Committee	Mr. Vivek Mehra – Chair	Independent Non-Executive Director
	Mr. Anuj Puri	Independent Non-Executive Director
	Dr. Punita Kumar Sinha	Independent Non-Executive Director
	Dr. Ranjan Pai	Independent Non-Executive Director
	Mr. Jitendra Virwani	Non-Independent Non-Executive Director
	Mr. Robert Christopher Heady*	Non-Independent Non-Executive Director
	*Mr. Asheesh Mohta, Alternate director to Mr. Robert Christopher Heady	

Committee	Composition	
Nomination and Remuneration Committee	**Name**	**Category**
	Dr. Ranjan Pai – Chair	Independent Non-Executive Director
	Mr. Jitendra Virwani	Non-Independent Non-Executive Director
	Mr. Tuhin Parikh	Non-Independent Non-Executive Director
	Mr. Vivek Mehra	Independent Non-Executive Director
Stakeholders Relationship Committee	**Name**	**Category**
	Dr. Punita Kumar Sinha – Chair	Independent Non-Executive Director
	Mr. Aditya Virwani	Non-Independent Non-Executive Director
	Mr. Robert Christopher Heady*	Non-Independent Non-Executive Director
	Mr. Vivek Mehra	Independent Non-Executive Director
	*Mr. Asheesh Mohta, Alternate director to Mr. Robert Christopher Heady	
Corporate Social Responsibility Committee	**Name**	**Category**
	Mr. Tuhin Parikh	Non-Independent Non-Executive Director
	Mr. Aditya Virwani	Non-Independent Non-Executive Director
	Dr. Ranjan Pai	Independent Non-Executive Director
Risk Management Committee	**Name**	**Category**
	Mr. Vivek Mehra - Chair	Independent Non-Executive Director
	Dr. Ranjan Pai	Independent Non-Executive Director
	Dr. Punita Kumar Sinha	Independent Non-Executive Director
	Mr. Anuj Puri	Independent Non-Executive Director
	Mr. Jitendra Virwani	Non-Independent Non-Executive Director
	Mr. Robert Christopher Heady*	Non-Independent Non-Executive Director
	*Mr. Asheesh Mohta, Alternate director to Mr. Robert Christopher Heady	
Investment Committee	**Name**	**Category**
	Mr. Anuj Puri – Chair	Independent Non-Executive Director
	Dr. Ranjan Pai	Independent Non-Executive Director
	Mr. Jitendra Virwani	Non-Independent Non-Executive Director
	Mr. Tuhin Parikh	Non-Independent Non-Executive Director
Management Committee	**Name**	**Category**
	Mr. Michael D Holland	Chief Executive Officer
	Mr. Vikaash Khdloya	Deputy Chief Executive Officer and COO
	Mr. Aravind Maiya w.e.f August 06, 2020*	Chief Financial Officer
	*Mr. Rajesh Kaimal till August 06, 2020	
Debenture Committee	**Name**	**Category**
	Mr. Tuhin Parikh	Non-Independent Non-Executive Director
	Mr. Aditya Virwani	Non-Independent Non-Executive Director
	Mr. Vikaash Khdloya	Deputy Chief Executive Officer and COO
	Mr. Aravind Maiya w.e.f. August 06, 2020*	Chief Financial Officer
	*Mr. Rajesh Kaimal till August 06, 2020	
Securities Committee	**Name**	**Category**
	Mr. Tuhin Parikh	Non-Independent Non-Executive Director
	Mr. Aditya Virwani	Non-Independent Non-Executive Director
	Mr. Anuj Puri	Independent Non-Executive Director
	Mr. Jitendra Virwani	Non-Independent Non-Executive Director

Audit Committee - Terms of Reference

The terms of reference of the Audit Committee include the following:

a. Providing recommendations to the Board of Directors regarding any proposed distributions;

b. Overseeing the Embassy REIT's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

c. Giving recommendations to the Board of Directors regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Embassy REIT and the audit fee, subject to the approval of the Unitholders;

d. Reviewing and monitoring the independence and performance of the statutory auditor of the Embassy REIT, and effectiveness of audit process;

e. Approving payments to statutory auditors of the Embassy REIT for any other services rendered by such statutory auditors;

f. Reviewing the annual financial statements and auditor's report thereon of the Embassy REIT, before submission to the Board of Directors for approval, with particular reference to:

    i. changes, if any, in accounting policies and practices and reasons for such change;

    ii. major accounting entries involving estimates based on the exercise of judgment by management;

    iii. significant adjustments made in the financial statements arising out of audit findings;

    iv. compliance with listing and other legal requirements relating to financial statements;

    v. disclosure of any related party transactions; and

    vi. qualifications in the draft audit report;

g. Reviewing, with the management, all periodic financial statements, including but not limited to quarterly, half-yearly and annual financial statements of the Embassy REIT before submission to the Board of Directors for approval;

h. Reviewing, with the management, the statement of uses/application of funds raised through an issue of units by Embassy REIT (public issue, rights issue, preferential issue, etc.) and the statement of funds utilized for purposes other than those stated in the offer documents/ notice, and making appropriate recommendations to the Board of Directors for follow-up action;

i. Approving or any subsequent modifications of transactions of the Embassy REIT with related parties;

j. Reviewing loans and investments of the Embassy REIT;

k. Reviewing valuation reports required to be prepared under applicable law, periodically, and as required, under applicable law;

l. Evaluating financial controls and risk management systems of the Embassy REIT;

m. Reviewing, with the management, the performance of statutory auditors of the Embassy REIT, and adequacy of the internal control systems, as necessary;

n. Reviewing the adequacy of internal audit function of the Embassy REIT including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

o. Reviewing the findings of any internal investigations of Embassy REIT in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;

p. Reviewing the procedures put in place by the Manager for managing any conflict that may arise between the interests of the Unitholders, the parties to the Embassy REIT and the interests of the Manager, including related party transactions, the indemnification of expenses or liabilities incurred by the Manager, and the setting of fees or charges payable out of the Embassy REIT's assets;

q. Discussing with statutory auditors and valuers prior to commencement of the audit or valuation, respectively, about the nature and scope, as well as post-audit/ valuation discussion to ascertain any area of concern;

r. Reviewing and monitoring the independence and performance of the valuer of the Embassy REIT;

s. Monitoring the end use of net proceeds;

t. Giving recommendations to the Board of Directors regarding appointment, re-appointment and replacement, remuneration and terms of appointment of the valuer of the Embassy REIT;

u. Evaluating any defaults or delay in payment of distributions to the Unitholders or dividends by the Asset SPVs to the Embassy REIT and payments to any creditors of the Embassy REIT or the Asset SPVs, and recommending remedial measures;

v. Reviewing the management's discussion and analysis of financial condition and results of operations;

w. Reviewing the statement of all related party transactions, submitted by the management;

x. Reviewing the Management letters/ letters of internal control weaknesses issued by the statutory auditors of the Embassy REIT;

y. Formulating any policy for the Manager, as necessary, in relation to its functions, as specified above; and

z. Performing such other activities as may be delegated by the Board of Directors of the Manager and/ or are statutorily prescribed under any law to be attended to by the Audit Committee.

Nomination and Remuneration Committee - Terms of Reference

The terms of reference of the Nomination and Remuneration Committee shall include the following:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Manager a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

b. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

c. Devising a policy on board diversity;

d. Identifying persons who are qualified to become directors and who may be appointed;

e. their appointment and removal and evaluation of director's performance;

f. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

g. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Manager successfully;

h. Endeavour to appoint key employees to replace any key employee within six months and recommend to the board of directors of the Manager;

i. Carrying out any other function as prescribed under applicable law or as determined by the Nomination and Remuneration Committee in the interest of the employees;

j. Overseeing the administration and execution of any employee incentive scheme adopted in relation to the employees of the Company including the Employee Incentive Plan 2020 ("Plan 2020"), including matters relating to the settlement and administration of any employee welfare trusts. The role of the committee shall, inter alia, include determining the following:

   i. the eligibility criteria for employees eligible for incentives under the Plan 2020;

   ii. the terms and conditions of the awards granted under the Plan 2020, including the Deferred Unit awards and Performance Unit awards, including the criteria and performance parameters for the granting and vesting of such awards to eligible employees;

   iii. the number of tranches in which the awards are to be granted and the number of awards to be granted in each such tranche;

   iv. the quantum of awards to be granted to each employee under the Plan 2020;

   v. the timing of issuance of the letters of grant, vesting letters, or amendments or modifications thereto, determining the pool of units available for grant and the timing of contributions to such pool;

   vi. the number of awards if any, reserved for granting to new employees who would join the services of the Company;

   vii. specify the method, as applicable, which the Company shall use to value the awards;

   viii. lay down the procedure for cashless exercise of awards, if any;

   ix. provide for the grant, vesting and exercise of awards in case of eligible employees or awards holders who are on long leave or who have been seconded to any other company by the Company;

   x. the vesting and exercise period for the awards;

   xi. terms on which the awards would lapse on failure to Exercise within the relevant exercise period;

   xii. specifying the time period within which an employee shall exercise the vested awards in the event of termination or resignation of such employee;

   xiii. the conditions under which the vested awards may lapse, in case of termination of employment for fraud or misconduct;

xiv. the treatment of unvested awards upon events including but not limited to, termination of employment or upon a director ceasing to hold office;

xv. the procedure for surrender and cancellation of awards, if required;

xvi. framing appropriate procedures and rules for granting, vesting and exercise of awards and amending, altering, modifying or rescinding such procedures and rules from time to time;

xvii. ensuring submission of information, reports, etc., in connection with the Plan 2020 or the EWT, if required, to the recognised stock exchange(s) at stipulated periodical intervals or otherwise, as the case may be;

xviii. obtaining permissions from, and making periodic reports, to regulatory authorities, as may be required, and ensuring compliance with applicable law;

xix. laying down a method for satisfaction of any tax obligation arising in connection with the awards in compliance with applicable law;

xx. provide for any statutory, contractual, regulatory or such other matters as may be necessary for the administration and implementation of the Plan 2020 in accordance with applicable law;

xxi. finalize, approve and authorise executives of the Company to execute various agreements, deeds, writings, confirmations, undertakings, indemnities, letters or other documents, as may be necessary, under the common seal of the Company or otherwise, with any party including the Blackstone Sponsor Group and the Embassy Sponsor Group, legal advisors, accountants, registrar and transfer agents, depositories, custodians, trustees, bankers, employees and/or others for the purposes of the Plan 2020 and accept modifications, changes and amendments to any such documents/ agreements;

xxii. formulation of suitable policies and systems to ensure that there is no violation of any applicable law;

xxiii. such other matters, not captured above, which may be required in relation to the implementation of the Plan 2020 in accordance with applicable law and the terms set out herein;

xxiv. formulate various sets of special terms and conditions under the Plan 2020 to apply to an employee (or his nominee or legal heir, as the case may be). Each of such sets of special terms and conditions under the Plan 2020 shall be restricted in their application to such employee (or his respective nominees/ legal heirs). The Nomination and Remuneration Committee may also formulate separate sets of special terms and conditions to apply to each class or category of employees (or their respective nominees/legal heirs) and each of such sets of special terms and conditions shall be restricted in its application to such class or category of employees (or their respective nominees/legal heirs);

xxv. the Nomination and Remuneration Committee may appoint a third party to administer the Plan 2020 and support employee communication, on its behalf; and

xxvi. any and all the above matters in relation to any other employee incentive scheme that may be considered or adopted by the Company in the future.

xxvii. delegate activities pertaining to any and all of the above matters to one or more persons as it may deem fit.

k. Performing such other activities as may be delegated by the board of directors of the Manager and/ or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Stakeholders' Relationship Committee - Terms of Reference

The terms of reference of the Stakeholders' Relationship Committee shall include the following:

a. Considering and resolving grievances of the Unitholders, including complaints related to the transfer of units, non-receipt of annual report and non-receipt of declared distributions;

b. Reviewing of any litigation related to Unitholders' grievances;

c. Updating Unitholders on acquisition/ sale of assets by the Embassy REIT and any change in the capital structure of the Asset SPVs;

d. Reporting specific material litigation related to Unitholders' grievances to the Board of Directors;

e. Approving report on investor grievances, if any, to be submitted to the Trustee by the Manager; and

f. Performing such other activities as may be delegated by the Board of Directors of the Manager and/ or are statutorily prescribed under any law to be attended to by the Stakeholders' Relationship Committee.

Corporate Social Responsibility Committee - Terms of Reference

The terms of reference of the Corporate Social Responsibility Committee include the following:

a. Formulating and recommending to the Board, a CSR Policy, which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013 and their budgets as well as recommendation of any subsequent change/modification to the CSR Policy;

b. Instituting an implementation and monitoring mechanism for CSR Activities and CSR Policy;

c. Periodically updating the Board on the progress being made in the planned CSR Activities; and

d. Providing a responsibility statement in the Board's Report.

Risk Management Committee - Terms of Reference

The terms of reference of the Risk Management Committee include the following:

a. Assessing the Embassy REIT's risk profile and key areas of risk, in particular;

b. Recommending the adoption of risk assessment and rating procedures;

c. Examining and determine the sufficiency of the internal process for reporting on and managing key risk areas;

d. Assessing and recommending to the Board the acceptable levels of risk;

e. Assisting the Board in formulating risk strategies, policies, frameworks, models and procedures in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and reporting;

f. Reviewing the nature and level of insurance coverage of the assets of the Embassy REIT;

g. Investigating areas of corporate risk and breakdowns in internal controls;

h. Reviewing the trends in the Embassy REIT's risk profile reports on specific risks and the status of the risk management process;

i. Periodically reviewing the enterprise risk management process of the Embassy REIT;

j. Reviewing and assessing the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed; and

k. Ensuring effective and timely implementation of corrective actions to address risk management deficiencies.

Investment Committee - Terms of Reference

The terms of reference of the Investment Committee include the following:

a. Reviewing of investment decisions with respect to the underlying assets or projects of the Embassy REIT including any further investments or divestments to ensure protection of the interest of Unitholders including, investment decisions which are related party transactions;

b. Undertaking all functions in relation to protection of Unitholders' interests and resolution of any conflicts while making an investment, including reviewing agreements or transactions in this regard;

c. Approving any proposal in relation to acquisition of assets or further issue of Units including in relation to acquisition of assets;

d. Formulating any policy for the Manager as necessary, in relation to its functions, as specified above; and

e. Performing such other activities as may be delegated by the Board of Directors of the Manager and/ or are statutorily prescribed under any law to be attended by the Investment Committee.

Management Committee - Terms of Reference

The terms of reference of the Management Committee include the following:

a. Adopting, reviewing and monitoring of various policies, systems and procedures with regards to day to day operations such as human resource, information technology, data management etc.;

b. Investing of idle funds of Embassy REIT in areas and up to a limit specifically delegated by the Board of Directors;

c. Monitoring of Accounts Receivables, Accounts Payables and other routine finance related matters;

d. Providing status updates on various statutory matters such as Income Tax, Goods and Service Tax, Labour Laws etc.;

e. Providing status updates on pending litigations initiated by or against the Manager (if any);

f. Providing reviews and recommendations on all matters presented to the Board including the following:

   i. Business and strategy review;

   ii. Long-term financial projections and cash flows;

iii. Capital and revenue budgets and capital expenditure programmes;

iv. Acquisitions, divestments and business restructuring proposals; and

v. Senior management succession planning.

g. Opening, operating, modifying and/or closing any and all bank accounts of and/or in the name of the Manager and/or Embassy REIT including authorising any official/s to do any and all actions for or in connection therewith, with or without monetary limit on such authority, from time to time;

h. To avail, renew and enhance the Auto Loan facilities including bank overdraft, from time to time, up to prescribed limits and authorise execution of loan and other agreements including hypothecation agreements and to create charges on the Company's assets;

i. To approve any amendments to the primary/ secondary approvers under the Delegation of Authority Matrix ("DoA") of Embassy REIT, its holding company and special purpose vehicles and the Company from time to time, provided that any modification of the prescribed limits under the DoA shall be approved by the Board of Directors; and

j. To consider and approve including authorizing such officials of the Company for approval and execution of undertaking(s), declaration(s), guarantee(s), letters of comfort and such other documents to the banks/financial institutions with respect to financial assistance availed for loans availed by the Special Purpose Vehicle's and Holdco of Embassy Office Parks REIT.

k. Opening, operating, modifying and / or closing of any and all demat account(s) of and / or in the name of the Company and / or Embassy Office Parks REIT including authorising any official/s to do any and all actions for or in connection therewith, from time to time.

Debenture Committee - Terms of Reference

The terms of reference of the Debenture Committee include the following:

a. perform all actions and undertake all responsibilities of the REIT to be undertaken by the Company pursuant to the Investment Management Agreement;

b. approve the debt proposed to be availed by the REIT including by way of issuance and listing of non-convertible debentures;

c. approve the terms and execution of the transaction contemplated by the Transaction Documents (to which it is a party);

d. comply with the requirements applicable to an investment manager under the REIT Regulations and under applicable law;

e. completing all legal, statutory and procedural formalities, including appointment of various intermediaries, filing / registering the Information Memorandum with SEBI, BSE Limited or/and National Stock Exchange of India Limited, as the case may be (the "Stock Exchanges"), authorising affixation of common seal (if applicable), and any other forms or applications required to be filed with any other statutory agencies or relevant authorities in accordance with applicable law and do all acts in relation thereto;

f. approve the terms and execute the Transaction Documents (to which it is a party), and any other document designated in writing as a transaction document by the Trustee (as the case may be) and the REIT;

g. to appoint a director or other authorized persons to, inter alia, negotiate, finalise and execute the Transaction Documents (to which it is a party);

h. authorizing any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the Issue;

i. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

j. authorizing the appointment of credit rating agencies in order to obtain a credit rating in relation to the Debentures;

k. authorizing any director or directors of the Company or other officer or officers of the Company to participate in investor road shows and prepare investor presentations for syndication of the Debentures;

l. approving the information memorandum (including amending, varying or modifying the same, however fundamental they may be, as may be considered desirable or expedient) in relation to the Issue of Debentures;

m. filing of the information memorandum with BSE Limited or/and National Stock Exchange of India Limited, as the case may be (the "Stock Exchanges") within the prescribed time period and setting up an online bidding mechanism on the electronic book platform of the Stock Exchanges, in accordance with applicable law;

n. obtaining in-principle approval, seeking the listing of the Debentures on the Stock Exchanges, submitting the listing application to such Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;

o. dealing with all matters up to allotment of the Debentures to the debenture holders;

p. authorizing the maintenance of a register of debenture holders;

q. dealing with all matters relating to the issue and listing of the Debentures as specified under REIT Regulations, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Debenture Trustee) Regulations, 1993 and any guidelines as may be issued by SEBI or the Reserve Bank of India ("RBI") in this regard;

r. dealing with all matters in relation to availing of loan by the REIT as specified under REIT Regulations and under any other applicable law;

s. opening and operating of bank accounts for the Issue;

t. accepting and utilizing the proceeds of the non-convertible debentures issued by the REIT in the manner provided under the respective transaction documents and the applicable law;

u. deciding the pricing and the terms of the non-convertible debentures issued by the REIT (including but not limited to creation of security on all securities held by the REIT in its Secured SPVs), and all other related matters;

v. appointing the registrar and any other intermediaries and security trustee / debenture trustee in relation to the Debentures, in accordance with the provisions of the REIT Regulations and other applicable law and entering into the required agreements with all intermediaries and security trustee / debenture trustee;

w. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to issue of non-convertible debentures by the REIT.

Securities Committee - Terms of Reference

a. Subject to unitholder approval and applicable law, approving amendments to the trust deed and the investment management agreement;

b. To make applications, where necessary, to such authorities or entities as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions as may be required in relation to any Offering;

c. To authorize any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any Offering;

d. To give or authorize the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

e. To seek, if required, the consent of the lenders, parties with whom the Embassy REIT, the Asset SPVs, the Investment Entity and any other portfolio assets as may be acquired by the Embassy REIT from time to time, have entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with any Offering;

f. To finalize, settle, approve, adopt and file where applicable, the draft offer document, the offer document, the final offer document, the preliminary placement document, placement document, preliminary placement memorandum, placement memorandum, draft letter of offer, letter of offer, any preliminary and final international wrap (including any notices, amendments, addenda, corrigenda or supplements thereto) or any other Offering document, in accordance with all applicable law, rules, regulations and guidelines, to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges and such other authorities, as may be applicable, and to make necessary amendments or alterations therein and to submit undertakings/certificates or provide clarifications to the SEBI and the stock exchanges or any other regulatory authority in relation to any Offering;

g. To decide on the timing, pricing (including any discount or premium), relevant date, record date and all terms and conditions in relation to any Offering, including the determination of the minimum subscription for the Offering (if applicable), allotment, any rounding off in the event of over subscription as permitted under applicable law and to accept any amendments, modifications, variations or alterations thereto;

h. To appoint and enter into, modify or amend arrangements with the trustee, sponsors, book running lead managers, legal counsel and any other agencies or persons or intermediaries in relation to any Offering and to negotiate and finalize the terms of their appointment and give them instructions in connection with the Offering;

i. To arrange for the submission, withdrawal and filing of any offering document including incorporating such alterations/modifications as may be required by the SEBI, the Reserve Bank of India (the "RBI"), the stock exchanges, or any other relevant governmental and statutory authorities or in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the RBI, the SEBI and/or any other competent authorities, if applicable, and taking all such actions as may be necessary for submission, withdrawal and filing of the Offering documents;

j. To negotiate, finalize and settle and to execute where applicable and deliver or arrange the delivery of the agreements and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to any Offering;

k. To open with bankers (including bankers to an issue registered with the SEBI) such accounts as may be required by applicable law and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

l. Opening and operating bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with the terms of any agreement entered into in this respect and subject to applicable law;

m. To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with any Offering;

n. To issue all documents and authorize one or more officers of the Company to sign all or any of the above documents;

o. To seek further listing of the Securities on any Indian stock exchanges, submitting the listing application to such stock exchanges and taking all actions as may be necessary in connection with obtaining such listing and trading approval;

p. To appoint the registrar and other intermediaries to any Offering, in accordance with the Securities and Exchange Board of India (Real Estate Investment Trust) Regulations, 2014 as amended, including any applicable circulars, notifications, guidelines and clarifications issued thereunder from time to time (the "REIT Regulations") and other statutory and/or regulatory requirements;

q. To enter into agreements with, and remunerate the lead managers, syndicate members, bankers to the Offering, the registrar to the Offering, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the Offering, by the way of commission, brokerage, fees or the like;

r. To issue advertisements as it may deem fit and proper in accordance with and subject to applicable law;

s. To authorize the maintenance of a register of Unitholders or holders of other Securities;

t. To accept and appropriate the proceeds of any Offering;

u. To finalize and take on record the allocation and allotment of Securities on the basis of the applications received, including the basis of the allotment (if applicable);

v. To enter into share purchase agreements, business transfer agreements and other agreements in connection with any Offering with the Asset SPVs, the Investment Entity, any other portfolio assets or any third party;

w. For and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Securities Committee considers necessary, desirable or advisable, in connection with any Offering, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the issue agreement with the lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement, placement agreement, confirmation of allocation notes, the advertisement agency agreement and any agreement or document in connection with any Offering, with, and to make payments to or remunerate by way of fees, commission, brokerage or the like, the book running lead managers, syndicate members, placement agents, bankers to any Offering, registrar to any Offering, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with any Offering, if any; and any such agreements or documents so executed and delivered and acts and things done by the Securities Committee shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing; and

x. To do all such acts, deeds, matters and things and execute all such other document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, etc., as may be necessary or authorized in relation to any Offering.

Number of Committee Meetings held and attendance records:

The table below sets out the number of committee meetings attended by each member of the committee:

Name of the Committee	Audit Committee ("AC")	Nomination and Remuneration Committee ("NRC")	Stakeholders' Relationship Committee ("SRC")	Corporate Social Responsibility Committee ("CSR")
No. of meetings held	6	4	3	1
Date of meetings	May 19, 2020, August 05, 2020 August 14, 2020 November 02, 2020, November 17, 2020 February 11, 2021 and reconvened on February 12, 2021	April 24, 2020, May 19, 2020, July 17, 2020 November 30, 2020	May 19, 2020 August 06, 2020 February 11, 2021	May 19, 2020
Name of Member				
Vivek Mehra	6	4	3	NA
Anuj Puri	6	NA	NA	NA
Dr. Punita Kumar Sinha	6	NA	3	NA
Jitendra Virwani	4	4	NA	NA
Dr. Ranjan Pai	6	4	NA	1
Asheesh Mohta*	3	NA	1	NA
Tuhin Parikh	NA	4	NA	1
Aditya Virwani	NA	NA	3	1
Robert Christopher Heady	1	NA	1	NA

Name of the Committee	Risk Management Committee ("RMC")	Debenture Committee ("DC")	Investment Committee ("IC")	Securities Committee ("SC")
No. of meetings held	3	5	4	5
Date of meetings	June 09, 2020, August 05, 2020, November 02, 2020	September 01, 2020, September 09, 2020, October 27, 2020 January 12, 2021. January 15, 2021	August 14, 2020 October 30, 2020 November 17, 2020 February 11, 2021	December 21, 2020 (9:45 p.m.) December 21, 2020, (11:30 p.m.), December 22, 2020 December 23, 2020, December 24, 2020
Name of Member				
Vivek Mehra	3	NA	NA	NA
Anuj Puri	3	NA	4	2
Dr. Punita Kumar Sinha	3	NA	NA	NA
Jitendra Virwani	2	NA	1	3
Dr. Ranjan Pai	3	NA	4	NA
Asheesh Mohta*	3	NA	NA	NA
Tuhin Parikh	NA	5**	1	5
Aditya Virwani	NA	4	NA	3
Robert Christopher Heady	-	NA	NA	NA

* Alternate director to Mr. Robert Christopher Heady

** Attended over Audio call

Remuneration of Directors

Remuneration to Independent Directors is paid as a combination of sitting fees for attending Board/Committee meetings and performance incentive.

Upon completion of an evaluation exercise and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors (excluding independent directors) may approve the performance remuneration payable to each independent director through a unanimous resolution.

The remuneration payable to the independent directors shall be within the overall limit of the fee payable to the Manager.

Policies of the Board of Directors of the Manager in relation to the Embassy REIT
The Manager has adopted the following policies in relation to the Embassy REIT:

- Code of Conduct and Ethics for Directors, Senior Management and other employees;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/3d/52/3d528648-4e22-40e7-b288-f8d18cea7eaa/code-of-conduct.pdf
- Code on unpublished price sensitive information and dealing in the securities of the Embassy REIT;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/22/e0/22e08db1-6d98-4707-8d0e-d9bf6fdefa74/insider-trading-code-reit.pdf
- Distribution Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/ae/9f/ae9f4970-b963-4437-8da8-e01204dca4a7/distribution-policy.pdf
- Policy on Determination of Materiality of Information for Periodic Disclosures;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/4f/d2/4fd2d04b-a4c0-471e-9aa9-a009e99b4845/materiality_of_information.pdf
- Whistle Blower Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/98/91/98914421-234c-4389-b632-d06a20236b22/whistle_blower_policy.pdf
- Policy on Related Party Transactions;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/92/3a/923a72c3-56fb-49f0-94a0-aef28cc1ba41/related_party_transactions.pdf
- Stakeholders Grievances and Redressal Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/62/6e/626e27e4-849a-41d2-9f0e-f3d9f2c0da71/stakeholder-grievance-and-redressal-policy.pdf
- Borrowing Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/4c/72/4c7290fc-e3d4-4878-b394-9b392419ac80/borrowing-policy.pdf
- Corporate Social Responsibility Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/d5/e3/d5e39d47-8f18-4448-8fbc-c851c6c5beb4/corporate_social_responsibility_policy.pdf
- Policy on Appointment of auditor and valuer;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/15/e2/15e2516c-af5a-4d70-99a8-12fbfb076b5a/policy-on-appointment-of-auditor-and-valuer.pdf
- Risk Management Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/70/17/70173443-1fa0-4046-ab75-98271b86fe0f/risk-management-policy.pdf
- Document Archival Policy;
- Board Evaluation Policy;
- Business Continuity Policy;
- Anti-Money Laundering Policy and Anti-Corruption Compliance Policy;

  https://eopwebsvr.blob.core.windows.net/media/filer_public/2b/4d/2b4db131-79ad-4e8f-bbe5-6f2c25c36aca/anti-money-laundering-policy-and-anti-corruption-compliance-policy.pdf
- Prevention of Sexual Harassment Policy;
- Short-term Investment Policy;
- Nomination and Remuneration Policy; and
- Data Privacy Policy

  https://eopwebsvr.blob.core.windows.net/media/filer_public/cd/86/cd86f43a-12da-4456-87aa-b0e207c98692/data_privacy_policy.pdf

UNITHOLDERS

The number of Unitholders of the Embassy REIT as on March 31, 2021 was 11,354. The detailed category wise break-down of the composition of the Unitholders as on March 31, 2021 is given below:

Category	Category of Unit holder	No. of Units Held	As a % of Total Out-standing Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held^
(A)	**Sponsor(s) / Manager and their associates/related parties and Sponsor Group**						
(1)	**Indian**	0	0.00				
(a)	Individuals / HUF	0	0.00				
(b)	Central/State Govt.	0	0.00				
(c)	Financial Institutions/ Banks	0	0.00				
(d)	Any Other Embassy Property Developments Private Limited – (Body Corporate) Sponsor	11,54,84,802	12.18	11,54,84,802#	100.00	11,54,84,802	100.00
	Sub- Total (A) (1)	**11,54,84,802**	**12.18**	**115,484,802#**	**100.00**	**11,54,84,802**	**100.00**
(2)	**Foreign**						
(a)	Individuals (Non-Resident Indians / Foreign Individuals)						
(b)	Foreign government	0	0.00				
(c)	Institutions	0	0.00				
(d)	Foreign Portfolio Investors	0	0.00				
(e)	Any Other:						
	a. BRE/ Mauritius Investments – Sponsor (Body Corporate)	8,37,30,208	8.83	7,74,31,534#	92.48	0	0.00
	b. Sponsor Group @ (Bodies Corporate)	27,38,66,980*	28.89	0	0.00	27,38,66,980	**100.00**
	Sub- Total (A) (2)	**35,75,97,188**	**37.72**	**77,431,534**	**92.48**	**27,38,66,980**	**100.00**
	Total unit holding of Sponsor & Sponsor Group (A) = (A)(1) + (A)(2)	**47,30,81,990**	**49.90**	**19,29,16,336**	**-**	**38,93,51,782**	**-**

Category	Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units
(1)	**Institutions**		
(a)	Mutual Funds	1,85,01,400	1.95
(b)	Financial Institutions/Banks	0.00	0.00
(c)	Central/State Govt.	0.00	0.00
(d)	Venture Capital Funds	0.00	0.00
(e)	Insurance Companies	1,47,45,200	1.56
(f)	Provident/pension funds	2,38,800	0.03
(g)	Foreign Portfolio Investors	27,91,43,800	29.45
(h)	Foreign Venture Capital Investors	0.00	0.00
(i)	Any Other:-		
	Alternative Investment Fund	40,65,800	0.43
	Sub- Total (B) (1)	**31,66,95,000**	**33.42**

Category	Category of Unit holder	No. of Units Held	As a % of Total Outstanding Units
(2)	**Non-Institutions**		
(a)	Central Government/State Governments(s)/President of India	-	0.00
(b)	Individuals	13,47,99,291	14.22
(c)	NBFCs registered with RBI	32,45,600	0.34
(d)	Any Other (specify)		0.00
	i. Trusts	20,75,400	0.22
	ii. Non-Resident Indians	21,10,400	0.22
	iii. Clearing Members	7,68,451	0.08
	iv. Body Corporates	1,51,17,611	1.60
	Sub- Total (B) (2)	**15,81,16,753**	16.68
	Total Public Unit holding (B) = (B)(1)+(B)(2)	**47,48,11,753**	**50.10**
	Total Units Outstanding (C) = (A) + (B)	**94,78,93,743**	**100.00**

Pursuant to Regulation 11(3)(a) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended ("REIT Regulations"), the sponsors and sponsor group are required to collectively hold a minimum of 25% of the total units of the REIT after initial offer on a post-issue basis for a period of three years. 115,484,802 units (i.e., 14.97% of the total post-IPO outstanding units) held by Embassy Property Developments Private Limited (Embassy Sponsor) and 77,431,534 units (i.e., 10.03% of total post-IPO outstanding units) held by BRE/ Mauritius Investments (Blackstone Sponsor) together constitute the minimum holding of 25% on a post-issue basis after the initial offer.

@ BRE/Mauritius Investments, the Blackstone Sponsor, along with certain other entities forming part of the Blackstone Sponsor Group, transferred Units held by them to the Embassy Office Parks Employee Welfare Trust in March 2021 in connection with the Employee Incentive Plan 2020 adopted by the Manager to the Embassy REIT ("Transfer"). Pursuant to the Transfer, certain entities (listed below) that formed part of the Blackstone Sponsor Group by virtue of inter-alia their unitholding in the Embassy REIT, ceased to hold any Units in the Embassy REIT.

Accordingly, the entities listed below have ceased to form part of the Blackstone Sponsor Group, under Regulation 2(1)(zta) of the REIT Regulations read with Regulation 4(2)(d)(ia) of the REIT Regulations:

1. SG Indian Holding (NQ) Co. III Pte. Ltd
2. BREP Asia SBS Oxygen Holding (NQ) Ltd
3. BREP Asia SBS Holding-NQ CO XI Ltd
4. BREP Asia SBS NTPL Holding (NQ) Ltd
5. BREP Asia SBS HCC Holding (NQ) Ltd
6. SG Indian Holding (NQ) Co. II Pte. Ltd
7. BREP Asia SBS GML Holding (NQ) Ltd
8. BREP VII SBS Oxygen Holding (NQ) Ltd
9. BREP VII SBS HCC Holding (NQ) Ltd
10. BREP VII SBS Holding-NQ CO XI Ltd
11. BREP VII SBS NTPL Holding (NQ) Ltd
12. BREP VII SBS GML Holding (NQ) Ltd

Meetings of the Unitholders

a. During the year ended March 31, 2021, the second annual meeting of the Unitholders of the Embassy REIT was held on Thursday August 27, 2020 at 11.10 AM IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The necessary quorum was present for the meeting through VC and OAVM.

   The following items were *inter alia* considered at the said annual meeting of the Unitholders:

   i. Consideration, approval and adoption of the audited condensed standalone financial statements and audited condensed consolidated financial statements of Embassy REIT as at, and for the financial year ended March 31, 2020 together with the report of the auditors thereon for the financial year ended March 31, 2020 and the report on performance of Embassy REIT.

   ii. Consideration, approval and adoption of the valuation report issued by Mr. Manish Gupta, Partner, iVAS Partners, the valuer, for the valuation of the portfolio as at March 31, 2020.

iii. Consideration and approval of the appointment of the valuer and value assessment service provider for the financial years 2020-21 to 2022-23.

iv. Approval through special resolution of the Unit-Based Employee Incentive Plan 2020 wherein units are proposed to be contributed as corpus to the Employee Welfare Trust (‘EWT’) by Blackstone Sponsor Group and Embassy Sponsor without any fresh issuance by Embassy REIT or any dilution to public Unitholders at this time.

v. Authorization for the EWT for secondary market acquisition of Units of Embassy REIT.

b. During the year ended March 31, 2021, an extraordinary meeting of the Unitholders of the Embassy REIT was held on Thursday, December 10, 2020 at 11.00 AM IST through VC and OAVM. The necessary quorum was present for the meeting through VC and OAVM

The following items were *inter alia* considered at the said extraordinary meeting of the Unitholders:

i. Consideration and approval of the ETV acquisition for an enterprise value of ₹ 97,824 million.

ii. Consideration and grant of authority to borrow up to 35% of the gross asset value of the Embassy REIT and matters related thereto.

iii. Consideration and approval for raising of funds through an institutional Placement(s) of units of Embassy REIT not exceeding ₹ 80,000 million to Institutional investors in one or more placements.

iv. Consideration and approval of a preferential issue of up to 65,579,400 units of Embassy REIT at a price of ₹ 356.70 per unit.

Investor Complaints
Details of investor complaints received and redressed during the year ended March 31, 2021 are as follows:

Opening Balance	Received during the year ended March 31, 2021	Resolved during the year ended March 31, 2021	Closing Balance
Nil	Nil	Nil	Nil

During the financial year ended March 31, 2021 , Embassy REIT received letters and e-mails from an individual in relation to transactions alleged to have taken place prior to the settlement of the Embassy REIT. The individual, who is not and has not been an investor of Embassy REIT, also filed an application with the Investor Services Cell, National Stock Exchange of India Limited and also wrote to SEBI in this regard. The Embassy REIT has appropriately responded to the individual, to SEBI and the Investor Services Cell, National Stock Exchange of India Limited and no further correspondence has been received in this regard.

Company Secretary and Compliance Officer
Mr. Ramesh Periasamy till August 06, 2020
Ms. Deepika Srivastava w.e.f. August 07, 2020
Royal Oaks, Embassy Golf Links Business Park,
Off Intermediate Ring Road,
Bengaluru, Karnataka – 560071.

Statutory Auditors
S. R. Batliboi & Associates LLP (ICAI Firm Registration No.: 101049W/ E300004) Chartered Accountants, having their office at 12th Floor, “UB City”, Canberra Block No. 24, Vittal Mallya Road, Bengaluru - 560001 have been appointed as the Statutory Auditors of the Embassy REIT for a term of five consecutive years from the financial year 2019 – 20.

Internal Auditors
PricewaterhouseCoopers Private Limited, Chartered Accountants, having their office at The Millenia, Tower D, 7th Floor, Murphy Road, Ulsoor, Bangalore – 560008 have been appointed as the Internal Auditors of the Embassy REIT for the financial year 2020 – 21.

Debenture Trustees for NCDs issued by the Embassy REIT

a. Catalyst Trusteeship Limited, as Debenture Trustee to the issue of Series I NCDs amounting to ₹ 3,650 Crores raised by way of Private Placement.

b. SBICAP Trustee Company Limited, as Debenture Trustee to the issue of Series II NCDs amounting to ₹ 1,500 Crores raised by way of Private Placement.

c. IDBI Trusteeship Services Limited, as Debenture Trustee to the issue of Series III NCDs amounting to ₹ 2,600 Crores raised by way of Private Placement.

Registrar and Transfer Agent

Name and Address	:	Kfin Technologies Private Limited (formerly Karvy Fintech Private Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India
Telephone	:	+91 40 6716 2222
Fax	:	+91 40 2343 1551
E-mail	:	hariprasad.an@karvy.com
Website	:	http://www.kfintech.com

Publications

The information required to be disclosed to the stock exchanges (including financial results, press releases and presentations made to the investors) have been duly submitted to the National Stock Exchange of India Limited and BSE Limited as well as uploaded on Embassy REIT's website, Further Embassy REIT has opted voluntarily to publish newspaper advertisements in relation to its the financial results.

Market Price Data:

High, Low (based on daily closing prices) and the number of REIT Units traded during each month for the year ended March 31, 2021 on the BSE and NSE:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)	Volume
Apr-19	352.00	300.00	802,400	349.20	308.00	8,860,800
May-19	357.50	320.10	221,200	356.00	320.50	11,560,400
Jun-19	380.00	345.05	3,325,915	382.45	345.00	6,366,800
Jul-19	384.00	356.10	251,600	383.96	354.50	7,788,000
Aug-19	400.00	355.00	134,800	395.00	355.00	5,514,000
Sep-19	435.00	377.00	1,230,400	416.00	370.00	11,810,800
Oct-19	450.00	396.17	2,650,800	443.40	396.60	7,180,400
Nov-19	462.00	389.30	2,293,000	462.00	390.12	14,886,400
Dec-19	451.85	412.11	781,400	450.99	413.05	7,211,200
Jan-20	434.00	360.50	1,689,200	428.72	351.00	5,443,800
Feb-20	457.80	365.00	288,600	458.84	390.00	3,253,800
Mar-20	518.00	301.00	1,362,000	512.00	301.35	8,664,400
Apr-20	385.00	319.00	16,218,800	381.00	319.29	7,066,000
May-20	365.77	322.56	644,200	370.00	322.42	6,609,800
Jun-20	397.70	335.10	71,386,400	397.40	334.61	13,378,000
Jul-20	369.00	332.00	559,400	369.79	333.55	14,155,600
Aug-20	387.00	345.10	1,236,000	387.00	355.00	6,929,000
Sep-20	371.99	353.05	3,836,600	373.85	352.85	13,371,800
Oct-20	368.25	340.00	1,801,400	368.40	340.00	5,891,200
Nov-20	351.40	330.30	1,678,600	352.70	329.01	9,310,000
Dec-20	394.70	333.65	16,194,000	395.00	333.60	19,425,600
Jan-21	362.89	340.50	3,745,000	364.00	345.00	12,858,800
Feb-21	364.00	318.51	1,119,000	362.00	318.65	15,341,000
Mar-21	342.05	319.00	1,508,600	346.85	319.00	17,957,000

Transfer of Units:

The Embassy REIT's Units are in dematerialized form and transfers of Embassy REIT's Units are effected through the depositories.

1. Business & Financial Summary

a. Manager's brief report on the activities of the REIT:

Embassy REIT was settled on March 30, 2017 at Bengaluru, Karnataka, India as an irrevocable trust under the provisions of the Indian Trusts Act, 1882 pursuant to a trust deed dated March 30, 2017 as amended on September 11, 2018. The Sponsors of Embassy REIT are Embassy Property Developments Private Limited ("Embassy Sponsor") and BRE/ Mauritius Investments ("Blackstone Sponsor"). For further details on the structure of Embassy REIT please refer to pages 14-15 of this report.

Embassy REIT owns a high-quality office portfolio comprising of eight best-in-class office parks and four prime city center office buildings totalling 42.4 msf as of March 31, 2021. For further details on the properties please refer to pages 60-95 of this report.

Embassy REIT was listed on the BSE and NSE on April 01, 2019 after an initial public offering that was oversubscribed by 2.6 times. Embassy REIT is registered under SEBI (Real Estate Investment Trusts) Regulations, 2014.

A brief overview and a quick glance at Embassy REIT activities for the financial year 2020-21 on Commercial offices, Development and Hospitality are set forth on pages 27-28 respectively.

The NAV of Embassy REIT as on March 31, 2021 was ₹ 387.54, basis the valuation report enclosed with this report on pages 323-358.

With respect to trading price, kindly refer to page 139 of this report.

b. Summary of the audited standalone and consolidated financial statements for the year

Please refer to pages 164-319 of this report.

2. Management discussion and analysis by the directors of the manager on activities of the REIT during the year, forecasts and future course of action

Please refer to pages 98-123 of this report.

3. Brief details of all the assets of the REIT including a break-up of real estate assets and other assets, location of the properties, area of the properties, current tenants (not less than top 10 tenants as per value of lease), lease maturity profile, details of under-construction properties, if any, etc.

a. Real estate assets and other assets

Please refer to pages 60-95 of this report.

b. Location of the properties

Please refer to pages 60-95 of this report.

c. Area of the properties

Please refer to pages 60-95 of this report.

d. Current tenants (top 10 tenants as per value of lease) and lease maturity profile

The top 10 tenants of each of the Asset SPVs as per the value of the lease are tabled below (in alphabetical order):

Name of the Asset SPV	Name of the Tenant
Vikhroli Corporate Park Private Limited - 247 Tech park	• Accelya Kale Solutions Limited
	• ATC Tires Private Limited.
	• DHL Global Forwarding Freight Shared Services (India) LLP
	• Future Generali India Life Insurance Co. Ltd
	• Gravitas Technology Private Limited
	• ICICI Lombard General Insurance Company Limited
	• Link Intime India Private Limited
	• Reliance Projects & Property Management Services Limited
	• Vistra International Expansion (India) Private Limited
	• WeWork India Management Private Limited
Embassy One-Four Seasons	• Korean Trade-Investment Promotion Agency
	• The State of The Netherlands
Indian Express Newspapers (Mumbai) Pvt Ltd	• Blackstone Advisors India Private Limited
	• DBS Bank India Limited.
	• Export Credit Guarantee Corporation of India
	• ENAM Holdings Private Limited
	• JBF Industries Limited
	• McKinsey & Company, Inc
	• NVP Venture Capital India Private Limited
	• Shardul Amarchand Mangaldas & Co.
	• The Indian Hotels Company Limited
	• Warburg Pincus India Private Limited

Name of the Asset SPV	Name of the Tenant
Earnest Towers Private Limited	• Executive Centre India Private Limited
	• FIFC Condominium
	• Google India Private Limited
	• Impresario Entertainment and Hospitality Private Limited
	• Kasa Foodworks
	• Massive Restaurants Private Limited
	• McKinsey & Company India LLP
	• Mirah Hospitality and Gourmet Solutions Private Limited
	• Oracle India Private Limited
	• Pernod Ricard India Private Limited
Galaxy Square Private Limited	• DXC Technology India Private Limited
	• Elixir Softech Private Limited
	• Esaote Asia Pacific Diagnostic Private Limited
	• Fiserv India Private Limited
	• HDFC Bank Limited
	• Jubilant Foodworks Limited
	• Mitel Communications Private Limited
	• Next Gen Services
	• Tata Consultancy Services Limited
	• Xylem Water Solutions India Private Limited
Oxygen Business Park Private Limited	• Bharti Airtel Limited
	• ExlService.com (India) Private Limited
	• Global Logic India Private Limited
	• Jubilant Foodworks Limited
	• MetLife Global Operations Support Center Private Limited
	• NTT Data Information Processing Services Private Limited
	• One World Retail
	• Optum Global Solutions (India) Private Limited
	• Sapient Consulting Private Limited
	• Vodafone Idea Limited

Name of the Asset SPV	Name of the Tenant
Quadron Business Park Private Limited	• Cognizant Technology Solutions India Private Limited
	• E-CLERX Services Limited
	• EIT Services India Limited
	• Glow Energy
	• Humane Business Intelligence Technology Solutions Private Limited
	• Luxoft India LLP Telstra Global Business Services LLP
	• Reliance Jio Infocomm Ltd
	• Storybook Ventures Pvt. Ltd.
	• Telstra Global Business Services LLP
	• Vodafone Idea Limited
Qubix Business Park Private Limited	• Accenture Services Private Limited
	• Aker Powergas Subsea Private Limited
	• Cisco Systems (India) Private Limited
	• Covance Scientific Services & Solutions Private Limited
	• Crisil Limited
	• HCL Technologies Limited
	• Larson & Toubro Infotech Limited
	• Persistent Systems Limited
	• Searce Logistics Analytics LLP
	• Tata Technologies Limited
Manyata Promoters Private Limited	• Alcatel-Lucent India Limited
	• ANSR Global Corporation Private Limited
	• Cerner HealthCare Solutions India Private Limited
	• Cognizant Technology Solutions India Private Limited
	• Global Technology and Consulting Major
	• L&T Technologies Services Limited
	• Lowe's Services India Private Limited
	• Nokia Solutions & Networks India Private Limited
	• Target Corporation India Private Limited
	• Wework India Management Private Limited

Name of the Asset SPV	Name of the Tenant
Embassy Pune Techzone Private Limited	• Flextronics Technologies (India) Private Limited
	• IBM India Private Limited
	• Infosys BPM Limited
	• Larsen &Toubro Infotech Limited
	• Rockwell Automation India Private Limited
	• Nice Interactive Solutions India Private Limited
	• Nitor Infotech Private Limited
	• Tech Mahindra Limited
	• State Street HCL Services (India) Private Limited
	• Volkswagen India Private limited
Vikas Telecom Private Limited	• Bundl Technologies Private Limited
	• Cisco Systems India Private Limited
	• CSG Systems International (India) Private Limited
	• Flipkart Internet Private Limited
	• Great West Global Business Services
	• Mathworks India Private Limited
	• JP Morgan Services India Private Limited
	• Quest Global Engineering Services Private Limited
	• Sony India Private Limited
	• Wells Fargo International Solutions Private Limited

Additionally, for the top 10 tenants of Embassy REIT, please refer to page 16 of this report.

For the lease maturity profile of each Asset SPV, please refer to pages 26-29 of this report.

e. Details of under-construction properties, if any, etc.
Please refer to page 27 of this report.

4. Brief summary of the full valuation report as at the end of the year

Please refer to pages 323-358 of this report.

5. Details of changes during the year pertaining to:

a. Addition and divestment of assets including the identity of the buyers or sellers, purchase/sale prices and brief details of valuation for such transactions

i. Embassy REIT completed the acquisition of the property maintenance services business in relation to Embassy Manyata Business Park, Bengaluru ("Embassy Manyata") and Embassy TechZone, Pune by Manyata Promoters Private Limited and Embassy Office Parks Private Limited ("Embassy TechZone") from Embassy Services Private Limited, an affiliate of Embassy Sponsor.

Embassy Manyata and Embassy TechZone are part of Embassy REIT's existing asset portfolio and the acquisition further integrates 20.3 msf of property maintenance business to the existing 9.9 msf properties already directly managed by Embassy REIT.

The consideration for the acquisition comprised non-convertible debentures of Manyata Promoters Private Limited and Embassy Office Parks Private Limited which were issued to Embassy Services Private Limited. Further, certain identified liabilities of Embassy Services Private Limited were assumed (and repaid). The acquisition cost of ₹ 4,740 million was funded through coupon bearing debt at the Embassy REIT level.

The acquisition consideration was at a 8.5% discount to the average of two independent valuation reports with valuation undertaken by Mr. Manish Gupta, with value assessment services provided by CBRE South Asia Private Limited, Mr. Shubhendu Saha, with independent review report provided by Cushman and Wakefield India Private Limited.

The business acquisition enables full integration and overall alignment of property maintenance for two existing Embassy REIT assets and helps further enhance service delivery to the occupants of Embassy Manyata and Embassy TechZone.

Brief details of valuation:

Embassy Manyata & Techzone CAM Business

iVas Partners	₹ 4,992 million
Mr. Shubhendu Saha	₹ 5,366 million

The acquisition cost of ₹ 4,740 million was funded through coupon bearing debt at the Embassy REIT level. The acquisition consideration was at 8.5% discount to average of two independent valuation reports.

ii. Embassy REIT completed the acquisition of Embassy TechVillage assets ("ETV") from the Embassy Sponsor, members of the Blackstone group and other selling shareholders for an enterprise value of ₹ 97,824 million ($1.3 billion). The ETV acquisition comprises c.6.1 msf of completed area, c.3.1 msf of under-construction area, of which 36% is pre-leased to JP Morgan, and two proposed 518-keys Hilton hotels within the overall ETV campus.

The transaction marks the first large-scale acquisition by a REIT in India and solidifies the Embassy REIT's position in India's best performing office sub-markets. With this acquisition, Embassy REIT's leasable area grew 28% to 42.4 msf.

Brief details of valuation:

	ETV Acquistion
IVas Partners	₹ 102,292 million
Mr. Shubhendu Saha	₹ 102,817 million

The aggregate enterprise valuation of ₹ 97,824 million was at a 4.6% discount to the average of two independent valuation reports with valuation undertaken by iVAS Partners, represented by Mr Manish Gupta, with value assessment services undertaken provided by CBRE South Asia Private Limited, and undertaken by Mr. Shubhendu Saha, with the assessment and review report issued by Cushman & Wakefield India Private Limited.

During the year ended March 31, 2021, Embassy REIT acquired ETV by acquiring all of the equity interest in Vikas Telecom Private Limited ("**VTPL**"), Embassy Office Ventures Private Limited ("**EOVPL**") and Sarla Infrastructure Private Limited ("**SIPL**") together referred to as ("**ETV Assets**") held by the Embassy Sponsor, BREP entities and certain other third-party shareholders. The acquisition of equity interest in EOVPL (which in turn holds 60% equity interest in VTPL) and SIPL has been completed with issue proceeds received of ₹ 36,852.02 million, by issue of 111,335,400 Units at a price of ₹ 331.00 per Unit through the Institutional Placement.

The acquisition of balance 40% equity interest in VTPL is completed through Preferential issue of 64,893,000 Units at a price of ₹ 356.70 per unit to the third party shareholders aggregating to ₹ 23,147.33 million.

b. Valuation of assets (as per the full valuation reports) and NAV

Please refer to pages 323 to 358 of this report for Gross Asset Valuation and pages 175 and 227 for NAV respectively.

c. Letting of assets, occupancy, lease maturity, key tenants, etc.

Please refer to pages 28-29 of this report with respect to the new leases for the financial year ended March 31, 2021. The occupancy of Embassy REIT as of March 31, 2021 was 88.9% as against the occupancy of 92.8% as of the start of this year. The WALE of Embassy REIT is set out at page 26.

The current list of key tenants is set out at page 16 of this Report.

d. Borrowings/ repayment of borrowings (standalone and consolidated)

Please refer to pages 198-201 of this report with respect to borrowings on a standalone basis as on March 31, 2021 and pages 271-277 of this report with respect to borrowings on a consolidated basis, as on March 31, 2021.

Please refer to pages 198-201 of this report with respect to repayment of borrowings on a standalone basis and pages 271-277 of this report with respect to repayment of borrowings on a consolidated basis. On a standalone basis as on March 31, 2021, the repayment of borrowings was NIL.

e. Sponsors, manager, trustee, valuer, directors of the Trustee/manager/sponsor, etc.

There were no change in the Sponsors*, Manager, and Trustee during the year ended March 31, 2021.

iVAS Partners, represented by Mr. Manish Gupta, has been appointed as the valuer of Embassy REIT for the financial years 2020-21, 2021-22, 2022-23 pursuant to a resolution approved by the Unitholders at their annual meeting held on August 27, 2020.

CBRE South Asia Private Limited has been appointed to provide value assessment services to Embassy REIT for the financial years 2020-21, 2021-22, 2022-23.

The below table indicates the change of Directors in Trustee/Manager/Sponsors for the year ended March 31, 2021

Entity	Nature of Change
Axis Trustee Services Limited ("**Trustee**")	No change in the composition of the board of directors
Embassy Office Parks Management Services Private Limited ("**Manager**")	No change in the composition of the board of directors
Embassy Property Developments Private Limited ("**Embassy Sponsor**")	No change in the composition of the board of directors
BRE/Mauritius Investments ("**Blackstone Sponsor**")	1. Resignation of Mr. Kimmo Tammela as a Director and appointment of Mr. Eugene Min w.e.f April 29, 2020;
	2. Resignation of Mr. Richard Arlove as a director and appointment of Mr. Keni Lufor w.e.f September 24, 2020;
	3. Resignation of Mr. Venkatesen Saminada Chetty as a director; and appointment of Mr. Devananda Naraidoo w.e.f January 06, 2021.

*Change in Blackstone Sponsor Group:

BRE/Mauritius Investments, a Sponsor of Embassy Group, along with other entities forming part of the Blackstone Sponsor Group, transferred Units held by them to the Embassy Office Parks Employee Welfare Trust in connection with the Employee Incentive Plan 2020 adopted by the Manager to Embassy REIT ("Transfer"). Pursuant to the Transfer, certain entities forming part of the Blackstone Sponsor Group by virtue of inter alia their Unitholding in the Embassy REIT, ceased to hold any Units in Embassy REIT.

As a consequence of the Transfer, the entities listed below shall no longer form part of the Blackstone Sponsor Group under Regulation 2(zta) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as they have ceased to hold any Units in the Embassy REIT:

- SG Indian Holding (NQ) Co. III Pte. Ltd
- BREP Asia SBS Oxygen Holding (NQ) Ltd
- BREP Asia SBS Holding-NQ CO XI Ltd
- BREP Asia SBS NTPL Holding (NQ) Ltd
- BREP Asia SBS HCC Holding (NQ) Ltd
- SG Indian Holding (NQ) Co. II Pte. Ltd
- BREP Asia SBS GML Holding (NQ) Ltd
- BREP VII SBS Oxygen Holding (NQ) Ltd
- BREP VII SBS HCC Holding (NQ) Ltd
- BREP VII SBS Holding-NQ CO XI Ltd
- BREP VII SBS NTPL Holding (NQ) Ltd
- BREP VII SBS GML Holding (NQ) Ltd

f. Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of REIT

No Change have been made to the trust deed and investment management agreement

g. Any other material change during the year

The composite scheme of arrangement involving Manyata Promoters Private Limited ("**MPPL**", an SPV of the REIT), Embassy Office Parks Private Limited ("**EOPPL**", a holding company of the REIT) and Embassy Pune Techzone Private Limited ("**EPTPL**") and their respective shareholders and creditors (the "**Scheme**"), pursuant to the receipt of requisite approvals from the Board of Approval for Special Economic Zones, has become operative on March 25, 2021, i.e. upon filing of the certified copy of the order dated February 11, 2021 of the National Company Law Tribunal, Mumbai approving the Scheme with the jurisdictional Registrar of Companies by each of MPPL, EOPPL and EPTPL, with the appointed date / effective date (as defined under the Scheme) of March 10, 2021.

Pursuant to the Scheme becoming effective from March 10, 2021: (i) MPPL has become a 100% directly-held holding company of the REIT, holding Embassy Manyata Business Park, 80% of the share capital of Embassy-Energy Private Limited, and 50% of the share capital of Golflinks Software Park Private Limited; (ii) EPTPL (which was a wholly-owned subsidiary of EOPPL) has become a 100% directly-held special purpose vehicle of the REIT, holding Embassy TechZone, Pune; and (iii) EOPPL stands dissolved without winding up.

6. Update on development of under-construction properties, if any

Please refer to page 27 of this report.

7. Details of outstanding borrowings and deferred payments of REIT including any credit rating(s), debt maturity profile, gearing ratios of the REIT on a consolidated and standalone basis as at the end of the year

Please refer to page 118 and pages 198-201 for standalone and pages 271-277 for consolidated of this report.

8. Debt maturity profile over each of the next 5 years and debt covenants, if any

Please refer debt maturity profile on page 118 and for debt covenants refer pages 198-201 for standalone and pages 271-277 for consolidated of this report.

9. The total operating expenses of the REIT, including all fees and charges paid to the manager and any other parties, if any during the year

Please refer to pages 283 and 300-302 of this report.

10. Past performance of the REIT with respect to unit price, distributions and yield for the last 5 years, as applicable and Unit price quoted on the designated stock exchanges at the beginning and end of the financial year, the highest and lowest unit price and the average daily volume traded during the financial year

Particulars	31-Mar-20		31-Mar-21	
Units Outstanding	771,665,343		947,893,743	
Unit Price Performance for the Year (₹)	**NSE**	**BSE**	**NSE**	**BSE**
Opening Price: April 1, 2019 / 2020	308.00	300.00	351.00	350.20
Closing Price: March 31, 2020 /2021	350.74	351.51	325.45	325.43
52 Week High	512.00	518.00	397.40	397.70
52 Week Low	301.35	300.00	318.65	318.51

Particulars	31-Mar-20		31-Mar-21	
Market Capitalization (₹ Billion)				
March 31, 2020 / 2021	270.65	271.25	308.49	308.47
Trading Volume for the year				
Units (Million)	98.54	15.03	142.29	119.93
₹ Billion	38.28	5.94	49.75	40.79
ADTV for the year				
Units	398,951	60,856	571,461	481,639
₹ Million	154.99	24.06	199.79	163.81

Source: NSE (Designated stock exchange) and BSE

Note: ADTV refers to Average Daily Trading Volume, computed using simple average

11. Related party transactions

a. Refer to page 171 and 223 of this report which contains details of all related party transactions entered into by the Embassy REIT and its Asset SPVs during the financial year ended March 31, 2021 (excluding transactions between Embassy REIT and its Asset SPVs which are eliminated on consolidation).

b. Refer to pages 205-209 of this report which contains details of all related party transactions entered into by Embassy REIT including monies lent by Embassy REIT to its holding companies and its Asset SPVs.

12. Details of fund-raising during the financial year ended March 31, 2021

The Debenture Committee of the Board of Directors of the Manager of Embassy REIT ("Debenture Committee"), in their meeting held on September 01, 2020, had approved the issue of rupee denominated, listed, rated, secured, redeemable, transferable, non-convertible debentures by Embassy REIT on a private placement basis for an aggregate amount of ₹ 15,000,000,000/- (Indian Rupees One Thousand Five Hundred Crores only) split into one or more tranches. Further, the Debenture Committee, at its meeting held on September 09, 2020, had approved the allotment of 7,500 rupee denominated, listed, rated, secured, redeemable, transferrable, non-convertible debentures of ₹ 10,00,000/- (Indian Rupees ten lakh) per debenture, aggregating to ₹ 750,00,00,000/- (Indian Rupees seven hundred and fifty crores only) on a private placement basis under Tranche A as per the terms and conditions as mentioned in the Information Memorandum for the said issue.

Subsequently, the Debenture Committee, in their meeting held on October 27, 2020, had approved the allotment of 7,500 rupee denominated, listed, rated, secured, redeemable, transferrable, non-convertible debentures ("NCDs") of ₹ 10,00,000/- (Indian Rupees ten lakh) per debenture, aggregating to ₹ 750,00,00,000/- (Indian Rupees seven hundred and fifty crores only) on a private placement basis under Tranche B as per the terms and conditions as mentioned in the Information Memorandum for the said issue.

The Debenture Committee, in their meeting held on January 12, 2021, had approved the issue of rupee denominated, listed, rated, secured, redeemable, transferable, non-convertible debentures by Embassy REIT on a private placement basis for an aggregate amount of ₹ 26,000,000,000/- (Rupees Two Thousand Six Hundred Crores only). Further, Debenture Committee, at its meeting held on January 15, 2021, had approved the allotment of 26,000 rupee denominated, listed, rated, secured, redeemable, transferrable, non-convertible debentures of ₹ 10,00,000/- (Indian Rupees ten lakh) per debenture, aggregating to ₹ 26,000,000,000/- (Indian Rupees Two Thousand Six Hundred crores only) on a private placement basis under Series III as per the terms and conditions as mentioned in the Information Memorandum for the said issue.

The above mentioned non-convertible debentures are listed on the Wholesale Debt Market (WDM) Segment of BSE Limited.

The Securities Committee of the Board of Directors of Embassy Office Parks Management Services Private Limited, the Manager of Embassy REIT, at its meeting held on December 22, 2020, had approved the issue and allotment of 111,335,400 units of Embassy REIT ("Units") to 129 successful eligible institutional investors, at the issue price of ₹ 331 per Unit, which includes a discount of ₹ 17.38 per Unit (i.e., 4.99%) on the floor price of ₹ 348.38 per Unit.

The Securities Committee of the Board of Directors of Embassy Office Parks Management Services Private Limited, the Manager of Embassy REIT, at its meeting held on December 24, 2020, had approved the issuance of 64,893,000 Units of the Embassy Office Parks REIT (the "Units") to Mr. Vasudev Garg, Mr. Chaitanya Garg and Ms. Radhika Garg (collectively, the "Allottees") on a preferential basis at a price of ₹ 356.70 per unit in accordance with the SEBI REIT Regulations and provisions of the circular no. SEBI/HO/DDHS/DDHS/CIR/P/2019/142 dated November 27, 2019 on guidelines for preferential issue of units and institutional placement of units by a listed real estate investment trust issued by the Securities and Exchange Board of India, as amended.

13. Brief details of material and price sensitive information

Not applicable

14. Brief details of material litigations and regulatory actions which are pending against the REIT, sponsor(s), manager or any of their associates and sponsor group(s) and the trustee if any, as at the end of the year

Legal and other information

This section discloses all outstanding material litigation and regulatory action against Embassy REIT, the Sponsors, the Manager, their respective Associates, the Blackstone Sponsor Group and the Trustee (the "Relevant Parties"). Details of all outstanding regulatory actions and criminal proceedings against the Relevant Parties have been disclosed. Only such outstanding civil/ commercial matters against the Relevant Parties have been disclosed where amounts involved are in excess of the materiality thresholds disclosed below. All property tax, direct tax and indirect tax matters against the Relevant Parties have been disclosed in a consolidated manner.

"Associates" of a person shall be as defined under the Companies Act, 2013, or under applicable accounting standards, and shall also include: (i) any person directly or indirectly controlled by the said person; (ii) any person who directly controls the said person;(iii) where the said person is a company or a body corporate, any person(s) who is designated as a promoter of the company or body corporate and any other company or body corporate with the same promoter; and (iv) where the said person is an individual, any relative of the individual. With respect to the Manager and the Sponsors, only entities which directly control the Sponsors or the Manager, as applicable, have been considered under (ii).

I. Material title litigation pertaining to the Portfolio

For the purpose of this section, details of all pending material title litigation pertaining to the Portfolio have been disclosed. Other than as disclosed below, there are no pending material title litigations pertaining to the Portfolio as of March 31, 2021:

A. Embassy Manyata

a. MPPL has filed a writ petition against the BBMP and others seeking to inter-alia, quash (i) a circular from 2014 re-fixing the improvement charges under the Karnataka Municipal Corporations Act, 1976, and the Karnataka Municipal Corporations (Recovery of Improvement Expenses) Rules, 2009, and (ii) a notice from 2015 demanding payment of betterment charges of ₹ 127.9 million. In 2016, the High Court of Karnataka has granted an interim stay on the impugned circular and notice. The matter is currently pending.

b. A third party suit was filed against MPPL and other defendants (who are co-owners in joint possession with the plaintiff) in 2020 before the City Civil Court, Bengaluru seeking (i) 1/8th share of property by way of partition, out of which MPPL is only concerned with one land parcel; (ii) a declaration that the panchayth parikath alias partition deed dated February 20, 1997 and sale deeds executed in favour of MPPL are null and void. The matter is currently pending.

c. A third party suit was filed against MPPL and other defendants in 2003 before the City Civil and Sessions Court, Bengaluru seeking 1/6th share of the property by way of partition and court on October 16, 2019 ordered that the plaintiff shall be entitled to the share of the compensation awarded by the government and separate possession of the property, it is to be noted that this order does not apply to those properties which are not owned by MPPL. Further, the matter was appealed by the respondent against the order dated October 16, 2019. The Matter was last heard on January 31, 2020 and the matter is yet to be listed for final hearing. Another respondent has also filed a miscellaneous petition before the City Civil Court on September 3, 2020 and the next date of hearing is scheduled for March 20, 2022.

d. A third-party suit was filed against MPPL and other defendants on September 24, 2020 before the Prl. City and Sessions Judge, Bengaluru seeking possession of the property admeasuring 1 acre and 12 guntas forming part of Embassy Manyata. MPPL has filed its response to the complaint filed by the third party and the matter is currently pending.

e. A third party writ petition was filed in 2003 against the State of Karnataka (Department of Industries and Commerce), Special Land Acquisition Officer, KIADB, MPPL and others, wherein the petitioner had questioned the acquisition proceedings initiated by the government at Nagavara Village by filing writ petition and thereon a writ appeal before the High Court of Karnataka in 2003 and 2004 respectively, both were rejected. Subsequently, a Special Leave Petition was also filed before Hon'ble Supreme Court which also came to be dismissed on September 3, 2004 and further a Review Petition was filed which was also dismissed on September 10,

2009. Currently, the same third party has filed this Writ Petition on September 19, 2019 before the High Court of Karnataka seeking (i) quashing of the awards proceedings initiated by respondents which has led to arbitrary determination of the compensation (ii) direct the state to pass an award and pay compensation under the provisions of The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation And Resettlement Act, 2013; and (iii) quash the acquisition of property situated in Embassy Manyata. The matter is currently pending.

f. MPPL had filed a suit against a third party for a relief that the third party be restrained for interfering with MPPL's possession and enjoyment of the land parcel admeasuring 4 guntas which forms part of Embassy Manyata before the Additional City Civil Judge, Bengaluru. The Additional City Civil Judge, Bengaluru passed a judgement and decree on December 8, 2017 in favour of MPPL. Aggrieved by the judgement and decree dated December 8, 2017, the third party has filed an appeal before the High Court of Karnataka against MPPL in 2018. The matter is currently pending.

g. An original suit was filed by third parties in 2007 against certain defendants before the City Civil Judge, Bangalore in relation to land parcels admeasuring 1 acre and 38 guntas situated at situated in Nagavara Village, Kasaba Hobli, Bangalore, North Taluk. MPPL impleaded itself as party to this suit. The plaintiffs claim that the land parcels are their ancestral properties and sought, inter-alia (i) half share of the land parcels by way of partition in favour of the plaintiffs and possession of such property; (ii) a declaration that the sale of the land parcels and the consequent khata and mutation in favour of the defendants (including MPPL) was illegal and is not binding on the plaintiffs; (iii) a direction to MPPL to deposit the amount of compensation paid by KIADB along with interest be deposited before the court and to release half of the compensation amount or alternative land to the plaintiffs; and (iv) permanent injunction against certain defendants (including MPPL) in relation to the land parcels. The matter is currently pending.

h. An original suit was filed by third parties in 2019 against certain defendants before the City Civil Judge, Bangalore in relation to land parcels admeasuring 15 guntas and 31 guntas situated at Nagavara Village, Kasaba Hobli, Bangalore, North Taluk. The plaintiffs claim that the land parcels are their ancestral properties and sought, inter-alia: (i) 1/6th share of the land parcel by way of partition to the plaintiffs and possession of such property; and (ii) a declaration that the sale of the schedule properties by the defendant was illegal and is not binding on the plaintiffs. MPPL is not a party to the suit, however, MPPL is concerned with certain land parcels in relation to which the suit is filed as they form a part of Embassy Manyata and is in the process of filing an application for impleadment. The matter is currently pending.

i. An original suit was filed by third parties in 2016 against certain defendants before the City Civil Judge, Bangalore in relation to land parcels admeasuring approximately 1 acre and 31 guntas situated at Nagavara Village, Kasaba Hobli, Bangalore, North Taluk including in respect of a land parcel located in Embassy Manyata seeking, inter-alia: (i) legitimate share in the land parcel by way of partition; and (ii) a declaration that the sale deed in relation to the land parcel executed by the defendants is null and void. The plaintiffs have sought that MPPL be impleaded as a defendant in 2018 to this matter. The matter is currently pending.

j. An original suit was filed by third parties in 2012 against certain defendants before the City Civil Judge, Bangalore in relation to land parcels admeasuring 1 acre and 14 guntas situated at Nagawara Village, Kasaba Hobli, Bangalore, North Taluk. The plaintiffs claim that the land parcels are their ancestral properties and sought, inter-alia: (i) partition of the land parcel and possession to the plaintiffs to the extent of their share; (ii) a declaration that the release deed in relation to the land parcels is not binding on the plaintiffs; and (iii) order for mesne profit. MPPL was not made party to the suit, however, it is concerned with certain land parcels in relation to which the suit is filed as they form a part of Embassy Manyata. Thus, MPPL filed an application for impleading it as a party. The matter is currently pending.

k. An original suit was filed by third parties in 2008 against certain defendants before the City Civil Judge, Bangalore in relation to land parcels admeasuring 26 guntas and 36 guntas situated at Thanisandra Village, K.R. PuramHobli, Bangalore East Taluk, among others. The plaintiffs claim that the land parcels are their ancestral properties and have seeking inter-alia (i) 1/4th share of several land parcels by way of partition to each of the two plaintiffs; and (ii) a declaration that the compromise entered between certain defendants is not binding of the plaintiffs. MPPL is not a party to the suit, however, MPPL is concerned with certain land parcels in relation to which the suit is filed as they form a part of Embassy Manyata and is in the process of filing an application for impleadment. The matter is currently pending.

l. An original suit was filed by a third party in 2009 against MPPL and others before the City Civil Judge, Bangalore in relation to land parcels admeasuring 1 acre 16 guntas and 15 guntas situated at Nagavara Village, Bangalore, North Taluk, among others. The plaintiffs claim that the land parcels are their joint family properties and sought, inter-alia: (i) 1/3rd share of the properties by way of partition to the plaintiffs and possession of such property; and (ii) a declaration that the sale deed executed in favour of defendants (including MPPL) was null and void and is not binding on the plaintiffs. The matter is currently pending.

m. An original suit was filed by third parties in 2010 against MPPL and certain others before the City Civil Judge, Bangalore in relation to land parcels admeasuring 1 acre and 18 guntas situated at Nagavara Village, Kasaba Hobli, Bangalore, North Taluk, among others. The plaintiffs claim that the land parcels are their joint family properties and sought, inter-alia: (i) 5/10th share in the land parcels by way of partition to the plaintiffs and possession of such property; (ii) a declaration that the transactions made by the defendants (including MPPL) are not binding on the plaintiffs; and (iii) order for mesne profit. The matter is currently pending.

n. An original suit was filed by a third party in 2019 before the City Civil Judge, Bangalore in relation to land parcels admeasuring 1 acre and 18 guntas situated at Rachenahalli Village K.R. Puram, Hobli, Bangalore, East Taluk, Bangalore. The plaintiff claims that the land parcels are its ancestral properties and has sought inter-alia (i) 1/6th share of the land parcels by way of partition and possession of such property; and (ii) a declaration that certain sale deeds executed are not binding upon plaintiff's share. MPPL is not a party to the suit, however, MPPL is concerned with certain land parcels in relation to which the suit is filed as they form a part of Embassy Manyata and we are in the process of filing impleadment. The matter is currently pending.

o. An original suit was filed by third parties in 2016 against MPPL and others before the City Civil Judge, Bangalore in relation to land parcels admeasuring 1 acre and 31 guntas situated at Nagawara Village, Kasaba Hobli, Bangalore, North Taluk and Kothanur Narayanapura (K.Narayanapura) village, Bengaluru, East Taluk, among others. The plaintiffs claim that the land parcels are their ancestral and hindu joint family properties and sought, inter-alia: (i) legitimate share of the land parcels by way of partition to the plaintiffs and possession of such property; (ii) a declaration that the sale deed executed by certain defendants is not binding on the plaintiffs; and (iii) permanent injunction restraining certain defendants (including MPPL) from alienating or encumbering the land parcels to any third parties, pending disposal of the suit. The matter is currently pending.

B. Hilton at Embassy Golflinks

A third party has filed a suit against GLSP, UPPL Mac Charles (India) Limited and others in 2003 before the City Civil Court, Bengaluru, seeking specific performance of an agreement for sale for 94,000 square feet of land forming part of the larger parcel of land admeasuring 5 acres and 23 guntas situated at Challaghatta village. The court dismissed the suit in 2008. The plaintiff has challenged such dismissal in 2009 before the High Court of Karnataka in an appeal. GLSP and UPPL have been arraigned as respondents in the appeal. The High Court of Karnataka has recorded the submission made by GLSP and UPPL indicating that no encumbrance will be created on the suit property of 94,000 sft and the matter is currently pending.

C. Express Towers

a. IENMPL has filed a writ petition against the Government of Maharashtra and the Collector, Mumbai in 2003 before the Bombay High Court, challenging the demand against IENMPL for payment of increased transfer charges in relation to a sub-lease. While transfer charges amounting to ₹ 0.12 million annually for 61 years as per GoI's letter were levied in 2001, the transfer charges were revised to ₹ 2.34 million in the same year by the Collector, Bombay. In 2004, the Bombay High Court passed an order staying the operation of demand for increased transfer charges, subject to IENMPL continuing to pay the original transfer charges. IENMPL has also undertaken that in the event of dismissal of petition they shall pay the demanded increased transfer charges. The matter is currently pending.

b. IENMPL had initiated legal proceedings against a occupier before the Court of Small Causes, Mumbai in 2007 for eviction and recovery of possession of 2,150 square feet in Express Towers and for mesne profits. On November 15, 2011, the court directed the occupier to pay ₹ 0.26 million per month towards mesne profits for the period between March 1, 2007 and February 2010, and ₹ 0.29 million per month March 1, 2010 onward. An appeal by the occupier against this order before the Court of Small Causes was dismissed on May 6, 2015. Aggrieved, the occupier filed a petition before the Bombay High Court. On August 28, 2017, the High Court passed an order directing the occupier to pay ₹ 225 per square foot per month from May 1, 2015 to continue the possession of the premises. The occupier continues to occupy the premises and pay rentals. The matter is currently pending.

c. A criminal public interest litigation has been instituted by a third party against the state of Maharashtra and others in 2017 which has alleged irregularities in the manner in which Express Towers was being used, and the manner in which the shareholders of IENMPL have acquired the asset. IENMPL impleaded itself as party to this public interest litigation. The Bombay High Court had directed the third party to file an amended petition to, inter alia, include IENMPL as a party,. The matter is currently pending.

D. Embassy Golflinks

a. Certain third parties have filed a suit for partition in 2005 against their family members and GLSP before the City Civil Court, Bengaluru, in respect of a property admeasuring 4 acres and 1 guntas, where GLSP is entitled to two acres and 21 guntas, forming part of Embassy Golflinks wherein the court passed a preliminary decree for partition. GLSP has filed an appeal in 2013 before the High Court of Karnataka challenging the decree. The High Court has passed interim orders in 2015 and stayed the decree. The matter came up for hearing on September 23, 2019 when GLSP filed a compromise petition and the matter was adjourned. The matter is currently pending.

b. A third party individual has filed a suit before Court of the City Civil Judge, Bengaluru in 2005, against GLSP and others for declaring a sale deed allegedly executed in 2004 by him in favour of GLSP and another pertaining to a portion of land situated at Embassy Golflinks, as null and void on account of fraud and misrepresentation. The plaintiff died at the evidence stage and his alleged heir was not permitted to come on record by as the court rejected his application by passing an order in 2015. Aggrieved by the order, the alleged heir filed a civil revision petition before the High Court of Karnataka in 2015 which was subsequently converted into a writ petition and the next date of hearing is yet to be fixed. The matter is currently pending.

c. Certain third parties have filed a suit in 2008 before the City Civil Court, Bengaluru in respect of a property admeasuring 1 acre and 21 guntas, forming part of Embassy Golflinks. The suit was dismissed in 2013 due to no representation on behalf of the plaintiffs. The plaintiffs filed a petition before the City Civil Judge, Bengaluru in 2013 to set aside the dismissal order and restore the suit, along with an application for condonation of delay. GLSP has filed objections to the petition.

d. Certain third parties have filed an application in 2007, before the Court of City Civil Judge, Bengaluru against GLSP and another third party seeking an injunction restraining them from alienating or creating any third party interest in a property admeasuring 2 acres and 14 guntas, forming part of Embassy Golflinks. The court passed an interim order in 2007 which has been subsequently vacated by the court and the matter is currently pending. The third party claimants have also filed a claim in 2009 against GLSP and others, before the High Court of Karnataka seeking appointment of an arbitrator and an arbitrator was appointed by an order in 2015. The claimants sought (i) performance of joint development agreements executed in 2004 and 2005, against GLSP and another individual, pertaining to the property before the arbitrator, and (ii) an injunction to restrain the respondents from alienating or creating any third-party interests in the building constructed on the property, before the arbitrator. The matter is currently pending.

e. GLSP has filed a petition in 2014 before the High Court of Karnataka inter-alia, against a show cause notice issued under the Public Premises (Eviction of Unauthorised Occupation) Act, 1971, in relation to eviction of GLSP from certain parcels of land admeasuring 92 square meters, 274.86 square meters and 2,079.79 square meters in Domlur Village, Bengaluru, which as per the show cause notice allegedly belongs to the Department of Defence and seeking a direction against the BBMP and others to complete the construction of the road on the aforementioned lands. The High Court in 2014 directed BBMP to continue with the construction of the road in terms of certain agreements signed between the Department of Defence and BBMP and also restrained the respondents from acting upon the impugned notice or taking coercive steps against GLSP. The respondents have obtained a stay on such order in 2016 by way of an appeal filed in 2015 before the High Court of Karnataka. The stay order also stated that GLSP could not be evicted without the leave of court. In 2019, the High Court of Karnataka allowed the appeals.

f. A third party has filed a suit before the City Civil Court, Senior Division, Rural District against GLSP and others alleging that the defendants and GLSP have colluded with each other to sell certain parcels of land belonging to the petitioner, admeasuring 12 guntas, 1 acre 9 guntas and 15 guntas respectively and forming part of Embassy Golflinks to GLSP. The petitioner has alleged that the sale deed executed in 2003 is not binding on the petitioner. The suit was dismissed in 2016 for default by the petitioner. The petitioner has thereafter filed an application seeking to restore the case and the summons are yet to be served on some of the respondents. The matter is currently pending.

g. GLSP received a notice from a third party individual alleging that certain third parties were the absolute owners of land in possession of GLSP admeasuring 2 acres and 8 guntas in Bengaluru. The IX Additional City Civil and Sessions Judge, pursuant to a preliminary decree in 2017, granted the petitioner half a share in the land. GLSP was not made a party to the above suit filed by the third party. GLSP has filed an appeal in the High Court of Karnataka to set aside the decree of the IX Additional City Civil and Sessions Judge and to remand the suit to the trial court by impleading GLSP as a defendant. Currently, the matter is in the admission stage and the High Court of Karnataka has requested that the lower court records to be produced before it.

E. Embassy Pune TechZone*

EPDPL has received a notice dated September 18, 2020 from the National Green Tribunal, Western Zone Bench, Pune indicating that a third party has filed an original application against EPDPL claiming that EPDPL has failed to obtain the relevant environmental clearances from the Environment Department, Ministry of Environmental and Forest and Climate Change, Government of India as per the Environmental Impact Assessment Notification dated September 14, 2006 for construction of the buildings. EOPPL has filed its response and the next date of hearing is scheduled for May 31, 2021.

F. Embassy TechVillage

a. A third party individual filed a suit in 2017 against the 'Embassy Group' before the City Civil Court, Bangalore seeking a decree of permanent injunction against 'Embassy Group' from interfering with the alleged rights of the plaintiff in relation to a land parcel forming part of ETV. VTPL filed two interim applications for: (i) dismissal of the suit contending that 'Embassy Group' is not a valid legal entity; and (ii) impleading itself as party. Pursuant to an order dated December 16, 2017, the Civil Court rejected both the above applications and rejected an interim application filed by the plaintiff seeking a temporary injunction against 'Embassy Group'. VTPL filed a civil revision petition and a writ petition before the High Court of Karnataka against the rejection of its applications. Pursuant to orders dated January 10, 2018, the High Court of Karnataka stayed the proceedings until the next date of hearing. The matters are currently pending.

The third party individual has also filed an appeal under the Karnataka Land Revenue Act, 1964 before the Assistant Commissioner, Bangalore, North Sub-Division challenging the endorsement dated October 29, 2015 issued by the Tahasildar, Bangalore East Taluk rejecting the claim of the plaintiff to a land parcel admeasuring 21 guntas. VTPL has impleaded itself as a party and filed a statement of objections. The matter is currently pending.

b. A third party individual has filed a suit before City Civil Court, Bangalore against the 'Managing Director, Embassy Group of Company' seeking a decree of permanent injunction against the defendants from interfering with the peaceful possession of a land parcel. While VTPL has not claimed title over the disputed land parcel, the plaintiffs have alleged that the land parcel is at the edge of the property owned by VTPL. VTPL has impleaded itself as a party and has contended, inter-alia, that the land parcel has been acquired by the BBMP for a road. The matter is currently pending.

c. Certain third parties have filed a suit before City Civil Court, Bengaluru against VTPL and its representatives seeking a decree of permanent injunction against the defendants from interfering with the peaceful possession of a land parcel. While VTPL has not claimed title over the disputed land parcel, the plaintiffs have alleged that the land parcel is at the edge of the property owned by VTPL. VTPL has impleaded itself as a party and has contended, inter-alia, that the land parcel has been acquired by the BBMP for a road. The matter is currently pending.

II. Material litigation and regulatory action pending against Embassy REIT (Asset SPVs and the Investment Entity)

With respect to the Asset SPVs and the Investment Entity, details of all pending regulatory actions and criminal matters against the Asset SPVs and the Investment Entity have been disclosed.

*The Hon'ble National Company Law Tribunal, Mumbai Bench, (the "**NCLT**"), vide its order dated February 11, 2021, sanctioned the Composite Scheme of Arrangement amongst EOPPL, EPTPL and MPPL ("Scheme"). The Scheme has been made operational by filing the order of the NCLT with the Registrar of Companies, Pune on, with effect from March 10, 2021. Pursuant to the Scheme becoming effective and operational, the TechZone Undertaking of EOPPL (i.e., business related to development, operations and maintenance of Embassy TechZone, Pune) has been transferred to EPTPL on a going concern basis.

For the purpose of pending civil/ commercial matters against Embassy REIT (Asset SPVs and Investment Entity), and Associates of Embassy REIT (excluding the Manager, the Sponsors, their respective Associates and the Blackstone Sponsor Group) matters exceeding ₹ 236.30 million (being 1% of the consolidated income as of March 31, 2021) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Embassy REIT has been disclosed.

Other than as disclosed below, there are no pending criminal litigation, regulatory actions or material civil/ commercial matters against any of the Asset SPVs or the Investment Entity or the Associates of Embassy REIT (excluding the Manager, the Sponsors, their respective Associates and the Blackstone Sponsor Group) as of March 31, 2021. Further, there is no litigation against Embassy REIT as of March 31, 2021.

A. MPPL

(a) Regulatory Proceedings

The Director, SEZ Section, GoI issued guidelines in 2009 which laid down that captive power plants in IT/ ITES SEZs were to be classified as separate units and were entitled to avail fiscal benefits under the SEZ Act including the benefit of exemption from the levy of excise duty under the Central Excise Act, 1994, on the goods supplied to them. However, in 2015, a new circular was issued which withdrew all such benefits and incentives extended to the captive power plants set up in a SEZ with effect from April 1, 2015. In 2016, new guidelines were issued which restored the benefits and exemptions given under the 2009 circular. However, the exemptions and benefits were prospective in nature and did not apply to SEZ developers, such as MPPL, for the period between the 2015 circular and the 2016 guidelines. By way of their letters in 2016, two diesel providers who were providing high speed diesel to MPPL, informed MPPL that amount payable due to excise duty on supply of diesel to MPPL was ₹ 31.60 million respectively, due to the changed guidelines. MPPL filed an application before the Development Commissioner, Manyata Embassy Business Park SEZ in 2016 seeking approval of its DG set unit as a SEZ unit with retrospective effect, which was not granted. Subsequently, MPPL filed an appeal before the Development Commissioner, Manyata Embassy Business Park SEZ seeking modification of the letter of approval granted by the Board of Approval, SEZ Section to classify MPPL's captive power plant as a SEZ unit, as it was not granted with retrospective effect, which was rejected. MPPL has filed a writ petition in 2017 before the High Court of Karnataka to set aside the said order and a stay order has been granted.

(b) Other Material Litigation

Certain third parties have filed a petition against MPPL and others before an arbitral tribunal in 2018, where such third parties have prayed for an award directing MPPL and others, in accordance with a memorandum of agreement entered into between the third parties and MPPL to pay, (i) ₹ 90 million along with interest at 18% per annum from September 3, 2008 to date of realisation (ii) ₹ 7.52 million as interest on delayed payment of ₹ 70 million calculated for specified periods mentioned therein, and (iii) ₹ 19.39 million as interest on delayed payment of ₹ 40 million calculated for specified periods mentioned therein. An order was passed on September 7, 2018 allowing part of the claim. Additionally, an execution petition was filed before the City Civil Court in 2019 by the award holder. Further, an appeal has been filed against the order in 2018 before the City Civil Court, Bengaluru. Both the matters have been shifted to Commercial Courts, Bengaluru as per notification dated August 17, 2020 issued by the City Civil Court, Bengaluru. The matter has been pending for hearing.

B. EEPL

Regulatory Proceedings

The Karnataka Electricity Regulatory Commission has issued orders in 2005, 2008 and 2014 granting exemption to all solar power generators in Karnataka that achieved commercial operation date between April 1, 2013 and March 31, 2018 from paying certain charges such as, inter alia, payment of wheeling and banking charges, cross subsidy surcharges, transmission losses and wheeling losses for a period of ten years from the date of commissioning. The Commission issued an order in 2018 withdrawing the aforementioned exemption available to Karnataka's power generators, including EEPL. Subsequently, EEPL and others have filed writ petitions in 2018 in the High Court of Karnataka against the State of Karnataka, the Karnataka Electricity Regulatory Commission, Bangalore Electricity Supply Company Limited, Gulbarga Electricity Supply Company Limited and Karnataka Power Transmission Corporation Limited. In the event of cancellation of the aforesaid exemption, EEPL would incur an estimated loss of approximately ₹ 1,053.50 million over a ten year period. The High Court of Karnataka by way of an order dated May 24, 2018 has directed interim stay on the Commission's order withdrawing the aforesaid exemptions. The Bangalore Electricity Supply Company Limited filed an interlocutory application on June 18, 2018, seeking vacating of the interim order dated May 24, 2018 passed by the

High Court of Karnataka, and Karnataka Electricity Regulatory Commission has filed common preliminary objections on September 27, 2018 and requested the High Court of Karnataka to dismiss the writ petition filed by EEPL and others. The High Court of Karnataka, by way of an order dated March 13, 2019, allowed the writ petitions filed by EEPL and others, and quashed the order dated May 14, 2018 issued by the Karnataka Electricity Regulatory Commission. EEPL has filed a caveat petition for receiving notifications in case any intra court writ appeal filed by any of the parties to the said petition, before the Division Bench of the High Court of Karnataka. Karnataka Electricity Regulatory Commission has filed a common writ appeal against the said order, against EEPL & Others. Electricity Supply Companies have also filed writ appeals against some of the petitioners, but no appeal has been filed against EEPL.

Other Material Litigation

a. EEPL has received a demand notice under the Insolvency and Bankruptcy Code, 2016 on February 28, 2019 from a third party subcontractor, engaged by IL&FS Development Company (IEDCL), the parent company of ISPL, which was itself engaged by ISPL as a contractor for Embassy Energy. The demand notice alleges that unpaid amounts (categorised as operational debts) aggregating up to ₹ 1,008.1 million are due to the sub-contractor directly from EEPL for the various works claimed to have been undertaken at the site of Embassy Energy, on the basis of certain correspondence with EEPL. The demand notice requires payment within 10 days of the letter, failing which the subcontractor may initiate a corporate insolvency resolution process against EEPL. EEPL has by its letter dated March 1, 2019, refuted all such claims inter alia on the basis that the payments are due from ISPL (and/ or its parent entity) to the sub-contractor and not from EEPL, and therefore the sub-contractor has no claim against EEPL. By its letters dated March 18, 2019, the subcontractor has responded to the letter from EEPL, denying all statements made by EEPL and reiterating that the unpaid amounts are due from EEPL, without prejudice to any action, including criminal, that may be taken under law including the Insolvency and Bankruptcy Code, 2016 against EEPL, IEDCL, ISPL and certain representatives of these entities, including Jitendra Virwani. EEPL has also written to ISPL in relation to deficiencies in services required to be contractually provided by ISPL. ISPL has responded to EEPL denying the allegations in such letters. The lenders of ISPL have also written to EEPL in relation to certain payments made by EEPL to ISPL under the deferred payment agreement dated March 3, 2017. EEPL has responded to the lenders stating that they are not party to the arrangements between EEPL and ISPL and should approach ISPL directly. The sub-contractor has thereafter filed an application under Section 9 of the Code before the Bengaluru bench of National Company Law Tribunal claiming debt of ₹ 997.59 million and interest thereon against EEPL. The third party sub-contractor vide a letter dated January 2, 2020 served the notice of hearing in the captioned matter for initiation of insolvency proceedings under Section 9 of the Insolvency and Bankruptcy Code, 2016 before the NCLT, Bengaluru pursuant to its order dated December 16, 2019. The petitioner has filed a claim as an operational creditor of IEDCL for an amount of ₹ 1,008.10 million dues to the sub-contractor. The matter is in the admission stage before the NCLT, Bengaluru and is pending.

   During the pendency of the suit, the entire prepayment amount of ₹ 7.77 billion has made by EEPL to ISPL and pursuant to the same all definitive agreements executed between parties, except the operations and management agreement shall be terminated.

b. In relation to Embassy Energy, ISPL has identified 465.77 acres of land for Embassy Energy. The approval obtained by EEPL from the Government of Karnataka for the establishment of Embassy Energy requires that the land is purchased and the solar project is established only after obtaining conversion of the use of the land for non-agricultural purposes. EEPL is required to obtain approval from the local authorities to purchase the land for the solar project under Section 109 of the Karnataka Land Reforms Act, 1961 which is deemed conversion of agricultural land and no further approvals are necessary. EEPL directly or through land aggregators has executed agreements for sale and powers of attorney with various land owners for 465.77 acres of land. Applications for approval under Section 109 have been made for 465.77 acres of land and such approvals have been received for 442.54 acres. EEPL has executed sale deeds in respect of 254.47 acres of land. Of the 254.47 acres of land for which sale deeds have been executed, payment of conversion fee is pending.

C. GLSP

Regulatory Proceedings

GLSP and its occupier have received a notice in 2017 from the Karnataka State Pollution Control Board stating that the sewage treatment plant at Embassy Golflinks was inspected by the relevant officials and was found to not be operating in accordance with the standards stipulated pursuant to an order passed by the National Green Tribunal and a public notice issued by the Karnataka State Pollution Control Board detailing revised standards required to be adopted for such plants in 2017. GLSP was called upon to show cause as to why action should not be initiated against it under the Water Act, 1974 and related legislations within 30 days from the date of the notice. Golflinks Embassy Business Park Management Services LLP has responded to the notice stating that it is in the process of complying with the observations and requesting for a period of five to seven months for compliance and to grant consent. As per the National Green Tribunal and a public notice issued by the Karnataka State Pollution Control Board, all the sewage treatment plants in Embassy Golflinks have been upgraded as per the National Green Tribunal guidelines and to meet the Karnataka State Pollution Control Board prescribed new standards.

GLSP has informed the KSPCB of completion of upgradation works pursuant to a letter dated September 10, 2020 and requested officials to conduct an inspection, if required.

D. IENMPL

Certain other matters

Since the 1970s, many correspondences have been exchanged by IENMPL, MCGM, and the Government of Maharashtra, in relation to unauthorised construction and approval for change of use of three floors of Express Towers since the execution of the lease deed (including notices relating to alleged unauthorised construction and unauthorised use) IENMPL last applied to the MCGM in1990 for such permission which was rejected. IENMPL thereafter wrote to the Government of Maharashtra requesting that they direct the MCGM to regularise the office use and occupation of plaza floors (as per the previous approval of the Government of Maharashtra). The Government of Maharashtra has observed that the local regulations do not contain a provision dealing with plaza floors and has since written to the local authorities in 2004 to formulate guiding principles for treatment of plaza floors, such amendments are yet to be notified.

E. Embassy Techvillage

Regulatory Proceedings

a. The Director, SEZ Section, GoI issued guidelines in 2009 which laid down that captive power plants in IT/ ITES SEZs were to be classified as separate units and were entitled to avail fiscal benefits under the Special Economic Zones Act, 2005 including the benefit of exemption from the levy of excise duty under the Central Excise Act, 1994, on the goods supplied to them. However, in 2015, a new circular was issued which withdrew all such benefits and incentives extended to the captive power plants set up in a SEZ with effect from April 1, 2015. In 2016, new guidelines were issued which restored the benefits and exemptions given under the 2009 circular. However, the exemptions and benefits were prospective in nature and did not apply to SEZ developers, such as VTPL for the period between the 2015 circular and the 2016 guidelines. By way of its letter dated March 3, 2016, the diesel supplier providing high speed diesel to VTPL, informed VTPL that amount payable due to excise duty on supply of diesel to VTPL was ₹ 4.31 million, due to the changed guidelines. VTPL filed an application before the Development Commissioner, Vikas Telecom SEZ in 2016 seeking approval of its DG set unit as a SEZ unit with retrospective effect, which was not granted. Subsequently, VTPL filed an appeal before the Board of Approval, SEZ Section in 2016 seeking modification of the letter of approval granted by the Board of Approval, SEZ Section to classify VTPL's captive power plant as a SEZ unit, as it was not granted with retrospective effect, which was rejected. VTPL has filed a writ petition in 2017 before the High Court of Karnataka to set aside the said order and a stay order was granted.

b. VTPL has received a demand note dated August 14, 2020 from the Bangalore Water Supply and Sewerage Board ("BWSSB") for a payment of total charges amounting to ₹ 99.44 million in relation to issuance of a no-objection certificate for a proposed project commercial building on land parcel. VTPL has filed a writ petition before the High Court of Karnataka against the State of Karnataka, Bangalore Water Supply and Sewerage Board and others challenging inter-alia, the government order dated February 12, 2016 and the demand note issued against VTPL and seeking to, inter-alia, (i) quash the demand notice dated August 14, 2020; and (ii) issue of no-objection certificate to VTPL. Pursuant to an order dated November 17, 2020, the High Court of Karnataka granted an ad-interim stay on the demand notice dated August 14, 2020 in relation to certain charges and instructed VTPL to pay the prescribed fee for issuance of no objection certificate. Accordingly, VTPL has made the requisite payment hereunder and received the NOC from BWSSB. The matter is currently pending.

c. VTPL has received a demand note dated September 29, 2020 from the Bangalore Water Supply and Sewerage Board for a payment of total charges amounting to ₹ 39.20 million in relation to issuance of a no-objection certificate for a proposed project office building on land parcel. VTPL has filed a writ petition before the Karnataka High Court against State of Karnataka, Bangalore Water Supply and Sewerage Board and others challenging inter-alia, the government order dated February 12, 2016 and the demand note against VTPL seeking to, inter-alia, (i) quash the demand notice dated September 29, 2020; and (ii) issue of no-objection certificate to VTPL. Pursuant to an order dated November 30, 2020, the High Court of Karnataka granted an ad-interin stay on the demand notice dated September 29, 2020 in relation to certain charges and instructed VTPL to pay the prescribed fee for issuance of no objection certificate. Accordingly, VTPL has made the requisite payment hereunder and received the NOC from BWSSB. The matter is currently pending.

(ii) Other Material Litigation

A third-party suit was filed against VTPL and other defendants in 2004 before the Additional City Civil & Sessions Judge, Bengaluru seeking partition of a land parcel admeasuring 1 acre and 9 guntas forming part of Embassy TechVillage. The court decreed on November 29, 2011 dismissing the suit filed by the plaintiffs. The appellant has filed an appeal in 2012 before the High Court of Karnataka to set aside the judgement and decree dated November 29, 2011. The matter is currently pending.

III. Material litigation and regulatory action pending against Embassy Sponsor

With respect to Embassy Sponsor, details of all pending regulatory actions and criminal matters against Embassy Sponsor have been disclosed. For the purpose of pending civil/ commercial matters against Embassy Sponsor matters exceeding ₹ 410.50 million (being 5% of the total consolidated revenue of Embassy Sponsor for the Financial Year 2021) have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Embassy REIT has been disclosed. Other than as disclosed below, there is no pending criminal litigation, regulatory actions or material civil/commercial matters against Embassy Sponsor as of March 31, 2021.

Criminal Litigation

A charge sheet has been filed by the Central Bureau of Investigation against various individuals and the companies including Embassy Realtors Private Limited (which subsequently merged with Embassy Sponsor) and its founder, Jitendra (Jitu) Virwani in 2014, who have been named as accused number 12 and 11 respectively. As part of allegations made against the various others accused, there have also been allegations of corruption and irregularities in 2004 with relation to certain land development and housing projects awarded by the Government of Andhra Pradesh and the Andhra Pradesh Housing Board to a consortium in which, Embassy Realtors Private Limited, was holding a minority stake. The offences alleged against Embassy Sponsor and Jitendra Virwani are under the Indian Penal Code, 1860, including, inter-alia, Sections 120 (b) & 420. Jitendra Virwani filed a criminal petition in the High Court of Telangana and Andhra Pradesh seeking an interim order of stay against the proceedings in the trial court; the High Court has exempted the personal appearance of Jitendra Virwani instead of staying the further proceedings. Subsequently, Embassy Sponsor has filed a criminal petition in the High Court of Telangana and Andhra Pradesh in 2016 seeking to inter-alia quash the proceedings pending before the Special Court for CBI cases at Hyderabad. An interim order of stay has been granted by the High Court in favour of Embassy Sponsor in this regard until the date of the next hearing. Embassy Sponsor and Jitendra Virwani were also named as respondents in proceedings initiated by the Directorate of Enforcement under the Prevention of Money Laundering Act, 2002 in relation to the same subject matter and an order for the provisional attachment of certain movable assets of Embassy Sponsor and Jitendra Virwani was passed in January 2018. The Adjudicating Authority has in June 2018 passed an order to the effect that such alleged assets were not involved in the money laundering and has revoked the attachment of such assets. The Directorate of Enforcement has filed an appeal before the Appellate Tribunal at New Delhi and the Appellate Tribunal has dismissed the Appeal filed by the Enforcement Directorate and confirmed the orders passed by the Adjudicating Authority. Aggrieved by the Orders passed by the Appellate Tribunal at New Delhi, the Enforcement Directorate has filed an appeal before the High Court of Telangana at Hyderabad and the said Appeal is pending before the High Court at Hyderabad.

Regulatory Proceedings

a. The Deputy Commissioner (Registration) and District Registrar, Bengaluru has by an order passed in 2017 directed Embassy Sponsor to make payment of stamp duty of ₹ 93.22 million and registration fee of ₹ 16.50 million pertaining to a sale agreement for residential properties in Bengaluru. Embassy Sponsor filed an appeal before the Karnataka Appellate Tribunal, Bengaluru ("KAT") in 2018 challenging the order which was dismissed in 2019. The KAT directed Embassy Sponsor to pay an amount of ₹ 100.97 million. Embassy Sponsor has filed a writ petition before the High Court of Karnataka challenging the orders passed by the KAT and High Court has granted an interim order of stay against the order of the KAT.

b. A third party individual has filed an application before the National Green Tribunal, Chennai in 2015 against the State of Karnataka, and several other builders including Embassy Sponsor, alleging that builders are polluting the Bellandur lake and surrounding environment by discharging effluents in the lake, around which they are developing residential and commercial projects. The matter is currently pending for hearing.

c. Embassy Sponsor has received a notice from the Competition Commission of India in 2018 inquiring into its acquisition of over 70% of the shareholding of Mac Charles (India) Limited as a combination. Embassy Sponsor has replied to the notice inter alia submitting that the transaction does not constitute a combination within the meaning of Section 5 of the Competition Act, 2002 since Mac Charles (India) Limited was eligible to avail the de minimus exemption for combinations under the provisions of the Competition Act, 2002. Embassy Sponsor has replied to the above notice and has not received any response thereafter.

d. The Maharashtra Pollution Control Board pursuant to a notice in 2011 has filed a criminal case in 2012 before the Chief Judicial Magistrate Court, Pune against Embassy Sponsor and another accused for violating environmental laws by carrying out construction at plot no. 3, Rajiv Gandhi Infotech Park, Pune without obtaining prior clearance. The court issued summons in 2012, against which Embassy Sponsor has filed a criminal writ petition in the Bombay High Court.

e. In 2015, Embassy Sponsor filed an application with the Bangalore Development Authority ("BDA") for the issue of a development plan in relation to certain property owned by MPPL. The BDA issued the development plan. Subsequently, the Embassy Sponsor as the co-developer of the property filed an application with the BDA for a modified development plan in connection with the use of TDR rights. In February 2020, the Karnataka state government issued amendments to the relevant regulations in relation to levy of fees, cess and surcharges for modified development plans. Subsequently, the BDA issued two demand notices dated September 24, 2020 to the Embassy Sponsor to pay ₹ 121 million towards various charges in connection with the modified development plan. The Embassy Sponsor has filed a writ petition against the State of Karnataka and others before the High Court of Karnataka, inter-alia, to set aside the demand notices issued by the BDA and declare the amendments as ultra vires. Subsequently, BDA issued a letter dated Mach 10, 2021 to Embassy Sponsor. On March 17, 2021, Embassy Sponsor has paid ₹ 0.04 million to the BDA towards issuance of modified development plan. The matter is currently pending.

IV. Material litigation and regulatory action pending against the Associates of Embassy Sponsor

With respect to the Associates of Embassy Sponsor, details of all pending regulatory actions and criminal matters against the Associates of Embassy Sponsor have been disclosed. For the purpose of pending civil/ commercial matters against Associates of Embassy Sponsor, (excluding the Asset SPVs and the Investment Entity) matters exceeding 5% of the total consolidated revenue of Embassy Sponsor as of March 31, 2021 have been considered material and proceedings where the amount is not determinable but the proceeding is considered material by the Manager from the perspective of Embassy REIT has been disclosed. Other than as disclosed below, there is no pending criminal litigation, regulatory actions or material civil/ commercial matters against the Associates of Embassy Sponsor as of March 31, 2021.

Regulatory Proceedings

a. Concord India Private Limited received a notice in 2008 from the Range Forest Officer, Bengaluru regarding initiation of proceedings in the High Court of Karnataka for the alleged unauthorised occupation of 78 acres forest land in a plantation reserved forest in Bengaluru. The company has filed a writ petition in 2008 to quash the notice pursuant to which the court ordered in 2012 that the occupied area was not forest land. The Range Forest Officer has filed a writ appeal in the High Court of Karnataka in 2012 against the order and the company has also filed a writ petition in the High Court of Karnataka in 2012 against the State of Karnataka challenging old notifications of the Karnataka State Government declaring the occupied area as an industrial area instead of as a de-reserved reserve forest area for non-forest activity. The said case has been disposed vide judgment dated July 23, 2019.

b Le Meridien Hotel, Bengaluru (owned by Mac Charles (India) Limited) has received a notice in 2013 from the Employees' Provident Fund Organisation to show cause why damages on belated remittance should not be levied. The hotel agreed to the delay in payment except for certain periods. The Assistant Provident Fund Commissioner in 2016 ordered the hotel to pay belated remittance of ₹ 0.11 million within stipulated time along with interest payable. The hotel has filed an appeal in 2016 before the Employees Provident Fund Appellate Tribunal, Bengaluru challenging the order and the tribunal granted interim stay. Further, the provident fund along with the payment of back wages was remitted.

c J.V. Holdings Private Limited has received a notice in 2014 from the RBI to show cause why action should not be initiated against it for doing business as an NBFC in violation of the Reserve Bank of India Act, 1934. The company filed its reply to the RBI and the RBI in 2016 directed it to either merge with another NBFC, wind up its business or register as an NBFC. The RBI also directed the company in 2017 to exit partnerships it is invested in to qualify as a core investment company. In 2018, the RBI has asked J.V. Holdings Private Limited to submit its response on the status of complying with the notice. The company has replied to the RBI stating that it has commenced provision of marketing services and that the proposed income from such business activity will be such that the company will not be an NBFC by March 31, 2019. The company has ceased undertaking non-banking financial business as on March 31, 2019 and has not received any further communication in this regard from RBI.

d. Udhyaman Investments Private Limited has received a notice in 2015 from the RBI to provide clarifications to determine whether it is an NBFC. The company clarified that it does not qualify as an NBFC. The company has not received any further communication in this regard from RBI.

e. Embassy Construction Private Limited ("ECPL") has received a demand note dated June 16, 2020 from the Bangalore Water Supply and Sewerage Board for a payment of total charges amounting to ₹ 20.57 million in relation to issuance of a no-objection certificate for a proposed project commercial building on land situated at Venkatala Village, Yelahanka Hobli, Bangalore North Taluk, Bangalore and ECPL has filed a writ petition before the Karnataka High Court against State of Karnataka, Bangalore Water Supply and Sewerage Board and others challenging inter-alia, the demand note against ECPL seeking to, inter-alia, (i) quash the demand notice; and (ii) issue of no-objection certificate to ECPL. The High Court of Karnataka granted an ad-interim stay dated November 13, 2020 on the demand notice issued by BWSSB in relation to certain charges and instructed ECPL to pay the prescribed fee for issuance of no objection certificate and directed BWSSB to issue NOC by accepting Admn Fees & Scrutiny Fees amounting to ₹ 3.2 million and the said demand notice will be subject to outcome of the Writ Petition. The matter is currently pending.

Other Material Litigation

A third party filed a petition before the Indian Council for Arbitration against Concord India Private Limited for resolution of a dispute in respect of a memorandum of understanding between the third party and Concord India Private Limited entered into in 1999 in respect of joint development of 78 acres of land situated at Kadugodi plantation. The petitioner has claimed that they are entitled to develop the land, whereas Concord India Private Limited has stated that the petitioner is not entitled to any relief since the memorandum of understanding was terminated. The arbitral tribunal passed an award in favour of Concord India Private Limited dismissing the petition filed by the petitioner. Aggrieved by the award passed by the arbitral tribunal, the petitioner filed a suit before the City Civil Court at Bengaluru in 2019 challenging the said award and the said suit is pending for consideration.

V. Material litigation and regulatory action pending against Blackstone Sponsor, its Associates and the Blackstone Sponsor Group

As of March 31, 2021, Blackstone Sponsor, its Associates and Blackstone Sponsor Group do not have any regulatory actions, criminal matters, or material civil/commercial litigation, i.e., in excess of USD 6.94 million (being 5% of the income of the Blackstone Sponsor for the calendar year ended December 31, 2020) pending against them.

VI. Material litigation and regulatory action pending against the Manager and its Associates

As of March 31, 2021, the Manager and its Associates (to the extent that such Associates are not Associates of the Sponsors) do not have any regulatory actions, criminal matters, or other material civil/commercial litigation pending against them. For the purposes of civil/commercial matters against the Manager and its Associates (to the extent that such Associates are not Associates of the Sponsors), matters involving amounts exceeding 5% of the revenue of the Manager for the Financial Year 2020 have been considered material.

VII. Material litigation and regulatory action pending against the Trustee

As of March 31, 2021, the Trustee does not have any regulatory actions, criminal matters, or material civil/commercial litigation, i.e., in excess of ₹ 9.19 million (Indian Rupees Nine Million and Nineteen Thousand Only) (being 5% of the income of the profit after tax of the Trustee for the Financial Year 2019-2020) pending against it.

VIII. Taxation Proceedings

Details of all direct tax, indirect tax and property tax matters against the Relevant Parties as of March 31, 2021 are as follows:

Nature of case	Number of cases	Amount involved (in ₹ million)
Embassy REIT (Asset SPVs and Investment Entity)		
Direct Tax	21	440.27
Indirect Tax	14	769.80
Property Tax	4	3,418.89
Embassy Sponsor – EPDPL		
Direct Tax	5	172.97
Indirect Tax	3	309.63
Property Tax	Nil	Nil
Key Persons (Board of Directors) of the Embassy Sponsor		
Direct Tax	3	669.56
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil
Blackstone Sponsor		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil
Key Persons (Board of Directors) of the Blackstone Sponsor		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil
Manager – EOPMSPL		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil
Blackstone Sponsor Group		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil
Associates of the Manager*		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil
Associates of the Embassy Sponsor		
Direct Tax	25	280.22
Indirect Tax	18	728.69
Property Tax	Nil	Nil
Associates of the Blackstone Sponsor#		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Property Tax	Nil	Nil

* Excludes Associates of the Sponsors

Excludes the Blackstone Sponsor Group

15. Risk factors

Risk Factors-Embassy Office Parks REIT

Risk related to our organisation and structure

1. The Portfolio has certain liabilities, which liabilities if realised may impact the trading price of the units, our profitability and our ability to make distributions.

2. We have incurred external debt at Embassy REIT level. Additionally, we may incur further debt and a significant amount of such future debt may be utilised in the operation and development of our business. Consequently, our cash flows and operating results could be adversely affected by required repayments or related interest and other risks of our debt financing. Our inability to service debt may impact distributions to Unitholders.

3. We do not provide any assurance or guarantee of any distributions to the Unitholders. We may not be able to make distributions to Unitholders and the level of distributions may decrease. Our historical distributions may not be indicative of future distributions.

4. The REIT Regulations impose restrictions on the investments made by us and require us to adhere to certain investment conditions, which may limit our ability to acquire and/or dispose of assets or explore new opportunities. The laws governing REITs in India are in their early stages and relatively untested.

5. The holding and financing structure of the Portfolio may not be tax efficient.

Risks Related to our business and industry

1. Our business is dependent on the Indian economy and financial stability in Indian markets, and any slowdown in the Indian economy or in Indian financial markets could have a material adverse effect on our business.

2. Our business, financial condition, cash flows and results of operations and the trading price of our units have been and may continue to be adversely impacted by the outbreak of and the resulting disruptions caused by the coronavirus disease 2019 (COVID-19) pandemic and any government action (lockdown etc.). During the financial year ended March 31, 2021, it has adversely impacted our tenants and our rental income for the whole year and may continue to do so for the next few months. It may adversely impact the ability of our SPVs to pay dividends or service debt payments (including to the REIT) and the ability of the REIT to service debt at its level and may adversely impact our NAV, NDCF and distributions to Unitholders. The spread of COVID-19 has led to disruption, uncertainty and volatility in the Indian and global markets, which may adversely affect our ability to access the equity and debt markets, cost of capital and liquidity.

3. We have a limited operating history and may not be able to operate our business successfully or generate sufficient cash flows to make or sustain distributions.

4. A significant portion of our revenues are derived from a limited number of large tenants, tenants in the technology sector and from a few integrated office parks. Any conditions that impact these tenants, the technology sector or parks may adversely affect our business, revenue from operations and financial condition.

5. Tenant leases across our Portfolio are subject to the risk of non-renewal, non-replacement or early termination. Further, vacant properties could be difficult to lease, which could adversely affect our revenues.

6. Our business and profitability are dependent on the performance of the commercial real estate market in India generally and any fluctuations in market conditions may have an adverse impact on our financial condition.

7. The Current Portfolio is undergoing certain internal restructuring, including a scheme of arrangement filed for the merger of EOVPL into VTPL and applications for reduction of share capital filed by VCPPL and ETPL. There can be no assurance that the approvals and consents for such restructuring will be received or that such restructuring will be completed in a timely manner or at all.

8. The Independent Auditor's Report on projections of revenue from operations, net operating income, earnings before interest, tax, depreciation and amortization, cash flow from operating activities and net distributable cash flows (if any) and the underlying assumptions contain restrictions with respect to the purpose of the report and, use of the report by investors in the United States.

9. As GLSP does not qualify as an Asset SPV under the REIT Regulations, it is not required to comply with the mandatory distribution requirements under the REIT Regulations.

10. The valuation reports obtained for our Portfolio are based on various assumptions and may not be indicative of the true value of our assets.

11. We may be required to record significant changes to the earning in the future when we review our Portfolio for potential impairment.

12. Our contingent liability could adversely affect our financial condition, results of operations and cash flows.

13. We rely on third party operators to successfully operate and manage certain Portfolio Assets. Our results of operations may be adversely affected if we fail to effectively oversee the functioning of third-party operators.

14. Compliance with, and changes in, applicable laws (including without limitation environmental laws and regulations) could adversely affect the development of our properties and our financial condition.

15. If we are unable to maintain relationships with other stakeholders in our Portfolio, our financial conditions and results of operation may be adversely affected.

16. We may incur losses as a result of unforeseen or catastrophic events, including the emergence of pandemics, terrorist attacks, extreme weather events, natural disasters

or other widespread health emergencies that could create economic and financial disruptions, and could lead to operational difficulties (including travel limitations) that could impair/ impact our ability to manage our businesses.

17. We are exposed to a variety of risks associated with safety, security and crisis management.

18. We may be unable to successfully grow our business in new markets in India, which may adversely affect our growth, business prospects, results of operations and financial condition.

19. We may be adversely affected if the Asset SPVs and Investment Entity are unable to obtain, maintain or renew all regulatory approvals that are required for their respective business.

20. Some of our Portfolio Assets are located on land leased from the MMRDA, MIDC, NOIDA and KIADB. The relevant Asset SPVs are required to comply with the terms and conditions provided in the respective lease agreements with such government bodies, failing which MMRDA, MIDC, NOIDA or KIADB, as the case may be, may, impose penalties, terminate the lease or take over the premises.

21. We have entered into material related party transactions, the terms of which may be unfavorable to us or could involve conflicts of interest. The Manager may face conflicts of interests in choosing our service providers, and certain service providers may provide services to the Manager, Embassy Sponsor or the Blackstone Sponsor Group on more favourable terms than those payable by us.

22. Our solar operations are dependent on the regulatory and policy environment affecting the renewable energy sector in India.

23. Our Asset SPVs and the Investment Entity are subject to ongoing compliance requirements under various laws, and there have been certain past instances of non-compliance.

24. Some of our Portfolio Assets are located on land notified as SEZs and the Asset SPVs are required to comply with the SEZ Act and the rules made thereunder.

25. The title, leasehold rights and development rights or other interests over land where the Portfolio are located may be subject to legal uncertainties and defects, which may interfere with our ownership and/or leasehold rights of the Portfolio and result in us incurring costs to remedy and cure such defects.

26. There can be no assurance that we will be able to successfully complete future acquisitions or efficiently manage the assets we have acquired or may acquire in the future. Further, any of our acquisitions in the future may be subject to acquisition related risks.

27. There may be conflicts of interests between the Manager, Embassy Sponsor, the Blackstone Sponsor Group, the Blackstone Sponsor, the Trustee and/or their respective associates/ affiliates.

28. We may not be able to successfully meet working capital or capital expenditure requirements of our Portfolio Assets due to the unavailability of funding on acceptable terms.

29. We may invest in under construction real estate projects which may be adversely affected by delay in completion and cost overruns.

30. The audit report of our Statutory Auditors on the Consolidated Financial Statements may contain certain qualifications and matters of emphasis.

31. Our Portfolio Assets and the Investment Entity may be subject to increases in direct expenses and other operating expenses. Renovation work, repair and maintenance or physical damage to the Portfolio Assets and / or the assets of the Investment Entity may disrupt our operations and collection of rental income or otherwise result in an adverse impact on our financial condition and results of operation.

32. We may be subject to certain restrictive covenants under our financing agreements that could limit our flexibility in managing our business or to use cash or other assets. The terms of such financing may limit our ability to make distributions to the Unitholders.

33. Recent disruptions in the financial markets and current economic conditions could adversely affect our ability to service existing indebtedness. We may require additional debt financing in order to continue to grow our business, which may not be available on acceptable terms, or at all.

34. Except in relation to a portion of the Embassy TechVillage campus which has not been acquired by Embassy REIT, The Blackstone Sponsor has not entered into a deed of right of first offer in respect of any assets operated by the Blackstone Sponsor Group or other entities of the Blackstone Sponsor Group which could lead to potential conflicts of interest.

35. The ROFO Deed entered into with Embassy Sponsor, in respect of certain identified existing assets and the potential future asset pipeline, is subject to various terms and conditions. Further, the Embassy Sponsor may undertake corporate restructuring exercises, including mergers and amalgamations with third-party entities, which may impact the potential future asset pipeline under the ROFO Deed.

36. The brand “Embassy” is owned by Embassy Shelters Private Limited and licensed to us. Our license to use the “Embassy” trademark and logo may be terminated under certain circumstances and our ability to use the trademark and logo may be impaired. Further, for certain other Asset SPVs, we do not have registered trademarks in the name of the relevant SPVs.

37. We operate in a highly competitive environment and increased competitive pressure could adversely affect our business and the ability of the Manager to execute our growth strategy.

38. We may experience a decline in realised rent rates from time to time, which may adversely affect our business, results of operations, cash flows and distributions.

39. We may not able to maintain adequate insurance to cover all losses we may incur in our business operations.

40. There is outstanding litigation and regulatory actions involving Embassy Sponsor and its Associate that may adversely affect our business.

41. Our business may be adversely affected by the illiquidity of real estate investments.

42. Lease deeds with some of our tenants are not adequately stamped or registered, and consequently, we may be unable to successfully litigate over the said agreements in the future and penalties may be imposed on us.

43. Security and IT risks may disrupt our business, result in losses or limit our growth.

44. Foreign Account Tax Compliance withholding may affect payments on the Units for investors.

45. We expect to be classified as a passive foreign investment company for U.S. federal income tax purposes, which could result in materially adverse U.S. federal income tax consequences to U.S. investors in our Units.

Risks related to our relationships with the Sponsors and the Manager

1. We and parties associated with us are required to maintain the eligibility conditions specified under Regulation 4 of the REIT Regulations as well as the Certificate of Registration on an ongoing basis. We may not be able to ensure such ongoing compliance by Embassy Sponsor, the Blackstone Sponsor, the Manager, the Blackstone Sponsor Group and the Trustee, which could result in the cancellation of our registration.

2. Our Sponsors will be able to exercise significant influence over certain of our activities and the interests of the Sponsors may conflict with the interests of other Unitholders or the interests of the Sponsors may conflict with each other.

3. Conflicts of interest may arise out of common business objectives shared by the Manager, Embassy Sponsor, the Blackstone Sponsor, the Blackstone Sponsor Group and us.

4. Certain principals and employees may be involved in and have a greater financial interest in the performance of other real estate investments, projects and businesses of Embassy Group or Blackstone and such activities may create conflicts of interest in making investment decisions on our behalf.

5. We depend on the Manager and its personnel for our success. We may not find a suitable replacement for the Manager if the Investment Management Agreement is terminated or if key personnel cease to be employed by the Manager or otherwise become unavailable to us.

6. We depend on the Manager to manage our business and assets, and our results of operations, financial condition and ability to make distributions may be harmed if the Manager fails to perform satisfactorily, for which our recourse may be limited. In addition, the Manager may also provide property management services to entities outside the Embassy REIT Assets in the future subject to applicable law.

Risks related to India

1. Due to the REIT Regulations, it may be difficult for public Unitholders to remove the Trustee as Embassy Sponsor and the Blackstone Sponsor Group collectively hold a majority of the Units.

2. Our performance is linked to the stability of policies and the political situation in India.

3. Any downgrading of India’s sovereign debt rating by a domestic or international rating

agency could materially and adversely affect our ability to obtain financing and, in turn, our business and financial performance.

4. Significant differences exist between Ind AS and other accounting principles, such as IFRS, Indian GAAP and U.S. GAAP which may be material to your assessment of our financial condition, results of operations and cash flows.

6. It may not be possible for Unitholders to enforce foreign judgments.

5. Tax laws are subject to changes and differing interpretations, which may materially and adversely affect our operations and growth prospects.

6. Investors may be subject to Indian taxes arising out of capital gains on the sale of Units.

7. Land is subject to compulsory acquisition by the government and compensation in lieu of such acquisition may be inadequate.

8. We may be subject to the Competition Act, which may require us to receive approvals from the Competition Commission of India (CCI) prior to undertaking certain transactions.

9. Our ability to raise funding is dependent on our ability to raise capital through a fresh issue of Units and or our ability to raise debt on acceptable terms. Further, debt securities issued by us may not qualify as eligible securities that can be held by certain types of investors, and certain lenders may be unable to extend loans to us due to regulatory and other restrictions, which may make it more difficult for us to raise funds and may increase the cost of borrowings.

Risks related to the ownership of the Units

1. Trusts like Embassy REIT may be dissolved, and the proceeds from the dissolution thereof may be less than the amount invested by the Unitholders.

2. We are subject to ongoing reporting requirements as a listed entity. These reporting requirements and other obligations of real estate investment trusts post-listing are still evolving. Accordingly, the level of ongoing disclosures made to and the protections granted to Unitholders may be limited as compared to those made to or available to the shareholders of a company that has listed its equity shares upon a recognised stock exchange in India.

3. Fluctuations in the exchange rate of the Indian Rupee with respect to other currencies will affect the foreign currency equivalent of the value of the Units and any distributions.

4. Unitholders are unable to request for the redemption of their Units.

5. The Units may experience price and volume fluctuations and there may not be an active or liquid market for the Units.

6. There can be no assurance on the trading price of the Units and the price of the Units may decline.

7. Any future issuance of Units by us or sale of Units by Embassy Sponsor, Blackstone Sponsor Group or any of other significant Unitholders may materially and adversely affect the trading price of the Units. The Embassy Sponsor and certain members of the Blackstone Sponsor Group have pledged a portion of their Units. We cannot assure you that we will not issue further Units or that the Unitholders, including the Embassy Sponsor, the Blackstone Sponsor Group, and other significant Unitholders, will not dispose of, pledge or otherwise encumber their Units.

8. Our rights and the rights of the Unitholders to recover claims against the Manager or the Trustee are limited.

9. NAV per Unit may be diluted if further issues are priced below the current NAV per Unit.

10. Compliance with the European Union Directive on Alternative Investment Fund Managers may increase administrative and regulatory burdens on the Manager and us.

16. Information of the contact person of the REIT

Ms. Deepika Srivastava
Company Secretary & Compliance Officer
Royal Oaks, Embassy Golflinks Business Park,
Off Intermediate Ring Road, Bengaluru – 560 071
Ph: T: +91 80 3322 2222 F: +91 80 3322 2223

17. Compliance under FEMA:

Embassy REIT has complied with the conditions prescribed for downstream investment in accordance with the applicable provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

18. Summary of full valuation report capturing key aspects of the report

Please refer to pages 323-358 of this report.

19. Auditor's report

Please refer to pages 164-169 and 216-221 of this report.

Financial Statements


ASSY GOLF LINKS BUSINESS PARK

Independent Auditor's Report

To the Unitholders' of Embassy Office Parks REIT

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Embassy Office Parks REIT (the "REIT"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Unitholders' equity for the year then ended and the Statement of Net Assets at fair value as at March 31, 2021 and the Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows of the REIT for the year then ended and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations, of the state of affairs of the REIT as at March 31, 2021, its profit including other comprehensive income, its cash flows, its statement of changes in Unitholders' equity for the year ended March 31, 2021, its net assets at fair value as at March 31, 2021, its total returns at fair value and the net distributable cash flows of the REIT for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the REIT in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India and we have fulfilled our ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Assessing impairment of Investments and loans made by the REIT in subsidiaries and joint venture entity (as described in note 3, 4 and 7 of the standalone Ind AS financial statements)	
As at March 31, 2021, the carrying values of REIT's investment in subsidiaries and joint venture entity amounted to ₹ 241,739.54 million. Further the REIT has granted loans to its subsidiaries amounting to ₹ 100,473.92 million. Management reviews regularly whether there are any indicators of impairment of such investments/ loans by reference to the requirements under Ind AS. Management performs its impairment assessment by comparing the carrying value of these investments/ loans made to their recoverable amount to determine whether an impairment needs to be recognized. For the purpose of the above impairment testing, value in use has been determined by forecasting and discounting future cash flows. Significant judgements are required to determine the key assumptions used in determination of value in use. Considering the impairment assessment involves significant assumptions and judgement, we regard this as a key audit matter.	Our audit procedures included, among others, the following: - We assessed the REIT's valuation methodology applied in determining the recoverable amount. - We involved valuation specialists to: (a) Assess the valuation reports issued by the independent valuer engaged by the management and compared key property related data used as input with actual data. (b) Assess the key assumptions included in the cash flow forecasts by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. (c) Discussed changes in key drivers as compared to actual performance with management in order to evaluate whether the inputs and assumptions used in the valuation models by management and independent valuer were reasonable, including considerations due to current economic and market conditions including effects of COVID- 19 pandemic. - We compared the recoverable amount of the investment to the carrying value in books as at March 31, 2021. - As regards loans granted, we obtained and considered management evaluation of recoverability of loans and advances granted to its subsidiaries and joint venture entity. - We read/assessed the disclosures in the standalone Ind AS financial statements for compliance with the relevant accounting standards requirements.
Classification of Unitholders' funds as equity (as described in note 10(a)(i) of the standalone Ind AS financial statements)	
The REIT is required to distribute to its Unitholders not less than ninety percent of its net distributable cash flows for each financial year. Accordingly, a portion of the Unitholders' funds contains a contractual obligation of the REIT to pay cash distributions to its Unitholders. The Unitholders' funds could have been classified as compound financial instrument which contains both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars No. CIR/IMD/DF/141/2016 dated December 26, 2016 and No. CIR/IMD/DF/146/2016 dated December 29, 2016 ("SEBI Circulars") issued under the REIT Regulations, the Unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated December 26, 2016 dealing with the minimum disclosures for key financial statements. Based on the above, the classification of Unitholders' funds as equity involved considerable management judgement. Accordingly, it is considered as a key audit matter.	Our audit procedures included evaluating the requirements for classification of financial liability and equity under Ind AS 32 and evaluating the provisions of SEBI Circulars for classification/ presentation of Unitholders' funds in the standalone Ind AS financial statements of the REIT. We assessed the disclosures in the standalone Ind AS financial statements for compliance with the relevant requirements of REIT regulations.

Key audit matters	How our audit addressed the key audit matter
Computation and disclosures of Net Assets and Total Returns at Fair Value (as described in note 2.2(c) and in Statement of Net assets at fair value and Statement of total returns at fair value of the standalone Ind AS financial statements)	
As per the provisions of REIT Regulations, the REIT is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets. For this purpose, fair value is determined by forecasting and discounting future cash flows. The determination of fair value involves judgement due to inherent uncertainty in the underlying assumptions and it is highly sensitive to changes in some of the inputs used e.g. the discounting rate (WACC), capitalization rates, rental growth rates etc,. Accordingly, the aforementioned computation and disclosures are determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	Our audit procedures include the following- - Read the requirements of SEBI REIT regulations for disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value. - Assessed the appropriateness of independent valuer's and management's valuation methodology applied in determining the fair values. - Tested controls implemented by management to determine inputs for fair valuation as well as assumptions used in the fair valuation. - We involved valuation specialists to: (a) Assess the valuation reports issued by the independent valuer engaged by the management and compared key property related data used as input with actual data. (b) Assess the key assumptions included in the cash flow forecasts by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. (c) Discussed changes in key drivers as compared to actual performance with management in order to evaluate whether the inputs and assumptions used in the valuation models by management and independent valuer were reasonable, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. - Tested the arithmetical accuracy of computation in the Statement of Net Assets and Total Returns at Fair Value. - Read/Assessed the disclosures in the standalone financial statements for compliance with the relevant requirements of REIT Regulations.

Key audit matters	How our audit addressed the key audit matter
Related party transactions and disclosures (as described in note 25 of the standalone Ind AS financial statements)	
The REIT has undertaken transactions with its related parties in the normal course of business. These include making new or additional investments; lending of loans to SPVs, interest and dividend income on such loans/ investments, fees for services provided by related parties to REIT etc as disclosed in Note 25 of the standalone Ind AS financial statements. We identified the recording of all possible related party transactions and its disclosure as set out in respective notes to the standalone Ind AS financial statements as a key audit matter due to the significance of transactions with related parties during the year ended March 31, 2021 and regulatory compliance thereon.	Our audit procedures, included the following: - Obtained, read and assessed the REIT's policies, processes and procedures in respect of identifying related parties, evaluation of arm's length, obtaining necessary approvals, recording and disclosure of related party transactions, including compliance of transactions and disclosures in accordance with REIT regulations. - We tested, on a sample basis, related party transactions with the underlying contracts and other supporting documents for appropriate authorization and approval for such transactions. - We read minutes of Unitholder meetings, Board and its relevant committee meetings and minutes of meetings of those charged with governance of the Manager in connection with transactions with related parties effected during the year and REIT's assessment of related party transactions being in the ordinary course of business at arm's length and in accordance with the REIT regulations. - Assessed and tested the disclosures made in accordance with the requirements of Ind AS and REIT regulations.

Other Information

The Management of Embassy Office Parks Management Services Private Limited ("the Manager"), acting in its capacity as the manager of Embassy Office Parks REIT is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Management of the Manager ('the Management') is responsible for the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position as at March 31, 2021, financial performance including other comprehensive income, cash flows, the movement of the unit holders' equity for the year ended March 31, 2021, its net assets at fair value as at March 31, 2021, its total returns at fair value and the net distributable cash flows of the REIT for the year ended March 31, 2021, in accordance with the requirements of the REIT regulations; Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations. This responsibility also includes the design, implementation andmaintenance of adequate controls for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Independent Auditor's Report

In preparing the standalone Ind AS financial statements, the Management is responsible for assessing the ability of the REIT to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the REIT or to cease operations, or has no realistic alternative but to do so.

The Management is also responsible for overseeing the financial reporting process of the REIT.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the REIT to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the REIT to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purposes of our audit;

(b) The Balance Sheet and the Statement of Profit and Loss including the Statement of Other Comprehensive Income dealt with by this Report are in agreement with the books of account of the REIT; and

(c) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT regulations.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per **Adarsh Ranka**
Partner
Membership Number: 209567
UDIN: 21209567AAAACF7210

Place: Bengaluru, India
Date: April 29, 2021

Standalone Balance Sheet

(all amounts in ₹ million unless otherwise stated)

	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Financial assets			
- Investments	3	241,739.54	186,862.18
- Loans	4	98,998.92	65,143.57
Total non-current assets		**340,738.46**	**252,005.75**
Current assets			
Financial assets			
- Investments	5	-	3,933.45
- Cash and cash equivalents	6	7,171.26	2,845.45
- Loans	7	1,475.00	620.00
- Other financial assets	8	-	3.15
Other current assets	9	6.66	47.42
Total current assets		**8,652.92**	**7,449.47**
Total assets		**349,391.38**	**259,455.22**
EQUITY AND LIABILITIES			
EQUITY			
Unit capital	10	288,262.11	229,120.96
Other equity	11	(22,682.89)	(8,784.65)
Total equity		**265,579.22**	**220,336.31**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
- Borrowings	12	83,319.10	39,018.84
Total non-current liabilities		**83,319.10**	**39,018.84**
Current liabilities			
Financial liabilities			
- Trade payables	13		
- total outstanding dues of micro and small enterprises		1.65	-
- total outstanding dues of creditors other than micro and small enterprises		0.95	6.68
- Other financial liabilities	14	460.16	88.48
Other current liabilities	15	26.60	4.37
Current tax liabilities (net)	16	3.70	0.54
Total current liabilities		**493.06**	**100.07**
Total equity and liabilities		**349,391.38**	**259,455.22**
Significant accounting policies	2		

The accompanying notes referred to above are an integral part of Standalone financial statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Standalone Statement of Profit and Loss

(all amounts in ₹ million unless otherwise stated)

	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
Income and gains			
Dividend		2,781.76	289.97
Interest	17	9,427.24	8,229.01
Other income	18	47.51	155.34
Total Income		**12,256.51**	**8,674.32**
Expenses			
Valuation expenses		8.45	9.74
Audit fees	22	8.39	7.64
Investment management fees	36	212.23	214.81
Trustee fees		2.95	2.96
Legal and professional fees		58.97	98.09
Other expenses	19	66.56	18.15
Total Expenses		**357.55**	**351.39**
Earnings before finance costs, impairment loss and tax		**11,898.96**	**8,322.93**
Finance costs	20	4,698.65	2,850.33
Impairment loss	3	2,688.11	587.46
Profit before tax		**4,512.20**	**4,885.14**
Tax expense:	21		
Current tax		37.78	71.17
		37.78	**71.17**
Profit for the year		**4,474.42**	**4,813.97**
Items of other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurements of defined benefit liability, net of tax		-	-
Total comprehensive income for the year		**4,474.42**	**4,813.97**
Earning per unit	23		
Basic		5.46	6.24
Diluted		5.46	6.24
Significant accounting policies	2		

The accompanying notes referred to above are an integral part of Standalone financial statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Standalone Statement of Cash Flows

(all amounts in ₹ million unless otherwise stated)

	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash flow from operating activities			
Profit before tax		**4,512.20**	**4,885.14**
Adjustments:			
Interest income		(9,427.24)	(8,229.01)
Net changes in fair value of financial assets		-	(1.72)
Dividend		(2,781.76)	(289.97)
Profit on sale of investments		(47.51)	(152.36)
Impairment loss		2,688.11	587.46
Finance costs		4,698.65	2,850.33
Operating cash flow before working capital changes		**(357.55)**	**(350.13)**
Changes in:			
Other current assets		40.76	(47.42)
Other current and non-current liabilities and provisions		22.23	4.37
Other current financial liabilities		(3.30)	(37.75)
Other financial assets		3.15	(3.15)
Trade payables		(4.08)	6.68
Cash used in operations		**(298.79)**	**(427.40)**
Income taxes paid, net		(34.65)	(70.63)
Net cash used in operating activities		**(333.44)**	**(498.03)**
Cash flow from investing activities			
Loans given to subsidiaries		(43,590.31)	(76,285.60)
Loans repaid by subsidiaries		11,186.11	15,596.61
Investment in subsidiary		(34,068.14)	(3,450.00)
Investment in debentures issued by joint venture		-	(2,500.00)
Redemption of debentures issued by joint venture		724.38	1,775.62
Interest received		7,120.09	7,837.35
Dividend received		2,781.76	289.97
Redemption / (Investments) in mutual funds, (net)		3,256.58	(3,054.99)
Net cash used in investing activities		**(52,589.53)**	**(59,791.04)**
Cash flow from financing activities			
Proceeds from issue of units		36,852.02	-
Expenses incurred towards issue of units		(834.93)	(2,378.64)
Proceeds from Issue of Non-convertible debentures (net of issue expenses)		40,459.37	36,168.51
Distribution to unitholders		(18,370.92)	(13,503.88)
Security deposits repaid		1.00	30.00
Interest paid		(857.76)	-
Net cash generated from financing activities		**57,248.78**	**20,315.99**
Net increase/ (decrease) in cash and cash equivalents		**4,325.81**	**(39,973.08)**
Cash and cash equivalents at the beginning of the year		2,845.45	42,818.53
Cash and cash equivalents at the end of the year		**7,171.26**	**2,845.45**

Standalone Statement of Cash Flows

(all amounts in ₹ million unless otherwise stated)

	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash and cash equivalents comprise:			
Cash on hand		-	-
Balances with banks			
- in current accounts		7,169.26	2,845.19
- in escrow accounts		2.00	0.26
Cash and Cash equivalents at the end of the Year	6	**7,171.26**	**2,845.45**
Note: The Trust has issued 64,893,000 units through preferential allotment in exchange for acquisition of 40% stake in VTPL during the year ended March 31, 2021. The same has not been reflected in Standalone Statement of Cash Flows since it was a non-cash transaction.			
Significant accounting policies	2		

The accompanying notes referred to above are an integral part of Standalone financial statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Standalone Statement of changes in Unit holder's Equity

(all amounts in ₹ million unless otherwise stated)

A. Unit Capital

Particulars	Amount
Balance as at April 1, 2019	229,039.26
Add: Reversal of issue expenses no longer payable	81.70
Balance as at March 31, 2020	**229,120.96**
Balance as at April 1, 2020	**229,120.96**
Units issued during the year (refer note 10)	59,999.35
Less: Issue expenses (refer note 10)	(858.20)
Balance as at March 31, 2021	**288,262.11**

B. Other equity

Particulars	Retained Earnings
Balance as on April 1, 2019	(94.47)
Add: Total comprehensive income for the the year ended March 31, 2020	4,813.97
Less: Distribution to Unitholders during the year ended March 31, 2020 * ^	(13,504.15)
Balance as at March 31, 2020	**(8,784.65)**
Balance as at April 1, 2020	**(8,784.65)**
Add: Total comprehensive income for the the year ended March 31, 2021	4,474.42
Less: Distribution to Unitholders during the year ended March 31, 2021 * ^	(18,372.66)
Balance as at March 31, 2021	**(22,682.89)**

* The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Embassy Office Parks REIT under the REIT Regulations which includes repayment of loans by SPVs to REIT.

^ The distribution for years ended March 31, 2021 and March 31, 2020 does not include the distribution relating to the last quarters, for the year ended March 31, 2021 (which will be paid subsequently) and year ended March 31, 2020 (which was paid subsequently), respectively.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
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Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

A) Statement of Net Assets at fair value

S. No	Particulars	Unit of measurement	As at March 31, 2021		As at March 31, 2020	
			Book value	Fair value	Book value	Fair value
A	Assets	₹ in millions	349,391.38	438,653.91	259,455.22	316,123.50
B	Liabilities	₹ in millions	83,812.16	83,812.16	39,118.91	39,118.91
C	Net Assets (A-B)	₹ in millions	**265,579.22**	**354,841.75**	**220,336.31**	**277,004.59**
D	No. of units	Numbers	947,893,743	947,893,743	771,665,343	771,665,343
E	NAV (C/D)	₹	**280.18**	**374.35**	**285.53**	**358.97**

Notes:

1) Measurement of fair values

The fair value of investments in SPVs are computed basis the fair value of the underlying Investment property, Investment property under development, Property, plant and equipment and capital work-in-progress as at March 31, 2021 and as at March 31, 2020 along with book values of other assets and liabilities accounted in the respective SPV financial statements as at March 31, 2021 and as at March 31, 2020. The fair value of the properties has been determined by independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued.

Valuation technique

The fair value measurement for all the investment property, investment property under development, property plant and equipment and capital work-in-progress has been categorized as a Level 3 fair value based on the inputs to the valuation technique used.

The valuers have followed a Discounted Cash Flow method. The valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, average room rent, lease incentive costs and blended tariff rates. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (primary vs secondary), tenant credit quality and lease terms.

Given the COVID-19 related uncertainties, the independent valuers have, as a precautionary measure, referenced material valuation uncertainty in arriving at their valuation as at March 31, 2021.

2) Break up of Net asset value

Particulars	As at March 31, 2021	As at March 31, 2020
Fair value of investments in SPVs	431,475.99	309,294.01
Add: Other assets	7,177.92	6,829.49
Less : Liabilities	(83,812.16)	(39,118.91)
Net Assets	**354,841.75**	**277,004.59**

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

3) The Trust holds investment in SPVs which in turn hold the properties. Hence, the breakup of property wise fair values has been disclosed in the Consolidated financial Statements.

B) Statement of Total Returns at fair value

S. No	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A	Total comprehensive income	4,474.42	4,813.97
B	Add : Income of SPVs and changes in fair value not recognised in total comprehensive income of Standalone financial statements	17,478.77	6,803.33
C (A+B)	**Total Return**	**21,953.19**	**11,617.30**

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sl No	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
1	Cash flows received from SPVs and investment entity in the form of:		
	• Interest	7,077.90	7,823.93
	• Dividends (net of applicable taxes)	2,781.76	289.97
	• Repayment of Shareholder Debt	9,740.49	11,012.23
	• Proceeds from buy-backs/ capital reduction (net of applicable taxes)	-	-
2	Add: Proceeds from sale of investments, assets or sale of shares of SPVs adjusted for the following:		
	• Applicable capital gains and other taxes	-	-
	• Related debts settled or due to be settled from sale proceeds	-	-
	• Directly attributable transaction costs	-	-
	• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of the REIT Regulations	-	-
3	Add: Proceeds from sale of investments, assets or sale of shares of SPVs not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-
4	Add: Any other income accruing to the Trust and not captured herein	89.70	167.05
5	Less: Any other expense accruing at the Trust level, and not captured herein	(93.56)	(23.40)
6	Less: Any fees, including but not limited to:		
	• Trustee fees	(2.95)	(2.96)
	• REIT Management Fees	(212.23)	(214.81)
	• Valuer fees	(8.45)	(9.74)
	• Legal and professional fees	(64.53)	(102.89)
	• Trademark license fees	(1.42)	(1.42)
	• Secondment fees	(1.42)	(1.42)
7	Less: Debt servicing		
	• Interest on external debt	(914.44)	-
	• Repayment of external debt	-	-
8	Less: Income tax (net of refund) and other taxes paid (as applicable)	(34.65)	(70.62)
	Net Distributable Cash Flows	**18,356.20**	**18,865.92**

Notes:

1 The Board of Directors of the Manager to the Trust, in their meeting held on April 29, 2021, have declared distribution to Unitholders of ₹ 5.60 per unit which aggregates to ₹ 5,308.20 million for the quarter ended March 31, 2021. The distributions of ₹ 5.60 per unit comprises ₹ 1.24 per unit in the form of interest payment, ₹ 2.21 per unit in the form of dividend and the balance ₹ 2.15 per unit in the form of amortization of SPV debt. Along with distribution of ₹ 13,055.89 million/ ₹ 15.88 per unit for the nine months ended December 31, 2020, the cumulative distribution for the year ended March 31, 2021 aggregates to ₹ 18,364.09 million/ ₹ 21.48 per unit.

2 Repayment of short-term construction debt given to SPVs and interest accrued but not due on borrowings as at the year end are not considered for the purpose of distributions.

3 Repayment of external debt, to the extent it is by way of refinancing, is not considered for the purpose of computation of NDCF.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Notes
to the Standalone Financial Statements

1. Trust Information

Embassy Property Developments Private Limited ('EPDPL') and BRE/Mauritius Investments ('BMI') collectively known as (the 'Sponsors' or the 'Co-Sponsors') have set up the Embassy Office Parks REIT (or the "Embassy REIT" or the "Trust") on March 30, 2017 at Bengaluru, Karnataka, India as an irrevocable trust under the provisions of the Indian Trusts Act, 1882 pursuant to a Trust Deed dated March 30, 2017 as amended on September 11, 2018. The Embassy REIT was registered with SEBI on August 3, 2017 as a real estate investment trust (REIT) under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 having registration number IN/REIT/17-18/0001. Pursuant to a letter dated August 21, 2018, SEBI took on record the addition of the Blackstone Sponsor to the sponsors of the Embassy REIT. The Trustee to Embassy Office Parks REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Embassy Office Parks REIT is Embassy Office Parks Management Services Private Limited (the 'Manager' or 'EOPMSPL').

The objectives of Embassy REIT are to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Embassy REIT is to own and invest in rent or income generating real estate and related assets in India with the objective of producing stable and sustainable distributions to Unitholders.

Embassy Office Parks REIT acquired the SPVs by acquiring all the equity interest held by the Embassy Sponsor, Blackstone Sponsor and Blackstone Sponsor Group and certain other shareholders on March 22, 2019. In exchange for these equity interests, the above shareholders have been allotted 613,332,143 Units of Embassy Office Parks REIT valued at ₹ 300 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on April 1, 2019. The Trust went public as per its plan for Initial Public Offer of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the applicants on March 27, 2019 and were subsequently listed on the BSE and NSE on April 1, 2019.

Accordingly, the equity interest in each of the below Vehicles (SPVs incorporated in India) (directly or indirectly, through their holding companies) have been transferred from the respective shareholders to the Trust.

1. Embassy Office Parks Private Limited ('EOPPL')
2. Manyata Promoters Private Limited ('MPPL')
3. Umbel Properties Private Limited ('UPPL')
4. Embassy Energy Private Limited ('EEPL')
5. Earnest Towers Private Limited ('ETPL')
6. Indian Express Newspapers (Mumbai) Private Limited ('IENMPL')
7. Vikhroli Corporate Park Private Limited ('VCPPL')
8. Qubix Business Park Private Limited ('QBPPL')
9. Quadron Business Park Private Limited ('QBPL')
10. Oxygen Business Park Private Limited ('Oxygen')
11. Galaxy Square Private Limited ('GSPL')

Notes
to the Standalone Financial Statements

Details of SPVs are provided below

Name of the SPV	Activities	Shareholding (in percentage)
EOPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Tech Zone), located at Pune along with being an intermediate Embassy Office Parks holding company (HoldCo.) (upto March 10, 2021, refer note 39)	Embassy Office Parks REIT : Nil, (100% upto March 10, 2021, refer note 39)
MPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Manyata), located at Bangalore along with being an intermediate (HoldCo.) (from March 10, 2021, refer note 39) for the Trust.	EOPPL : Nil, (35.77% upto March 10, 2021) Embassy Office Parks REIT : 100%, (64.23% upto March 10, 2021, refer note 39)
UPPL	Development, rental and maintenance of serviced residences (Hilton residences) located at Bangalore.	Embassy Office Parks REIT : 100%
EEPL	Generation and supply of solar power to the office spaces of SPVs of the Embassy Office Parks REIT located in Bangalore.	EOPPL: Nil (80% upto March 10, 2021 refer note 39) MPPL: 80% (from March 10, 2021 refer note 39) Embassy Office Parks REIT : 20%
GSPL	Development and leasing of office space and related interiors and maintenance of such assets (Galaxy Business Park), located in Noida.	Embassy Office Parks REIT : 100%
QBPL	Development and leasing of office space and related interiors and maintenance of such assets (Quadron Business Park), located in Pune and (Embassy one) located in Bangalore Development, rental and maintenance of serviced residences (Hotel Four Seasons at Embassy One), located in Bangalore	Embassy Office Parks REIT : 100%
ETPL	Development and leasing of office space and related interiors and maintenance of such assets (First International Financial Centre), located in Mumbai.	Embassy Office Parks REIT : 100%
QBPPL	Development and leasing of office space and related interiors and maintenance of such assets (Qubix Business Park), located in Pune.	Embassy Office Parks REIT : 100%
OBPPL	Development and leasing of office space and related interiors and maintenance of such assets (The Oxygen Park), located in Noida.	Embassy Office Parks REIT : 100%
VCPPL	Development and leasing of office space and related interiors and maintenance of such assets (247 Park), located in Mumbai.	Embassy Office Parks REIT : 100%
IENMPL	Development and leasing of office space and related interiors and maintenance of such assets (Express Towers Building), located in Mumbai.	Embassy Office Parks REIT : 100%

The Trust, further has incorporated/ acquired subsidiaries post Initial Public Offer (IPO). Accordingly Embassy Pune Techzone Private Limited (EPTPL) has been incorporated on December 6, 2019 by the Trust and equity interest in each of the below entities (SPVs incorporated in India) (directly or indirectly, acquired post IPO through their holding companies) have been transferred from the respective shareholders to the Trust.

1. Vikas Telecom Private Limited ('VTPL')
2. Sarla Infrastructure Private Limited ('SIPL')
3. Embassy Office Ventures Private Limited ('EOVPL')

Notes
to the Standalone Financial Statements

Details of SPVs are provided below.

Name of the SPV	Activities	Shareholding (in percentage)
EPTPL	Development and leasing of office space and related interiors and maintenance of such assets "Embassy Tech Zone", located at Pune	Embassy Office Parks REIT : 100 % (from March 10, 2021), EOPPL : 100% (upto March 10, 2021, refer note 39)
VTPL *	Development and leasing of office space and related interiors and maintenance of such assets "Embassy TechVillage" (ETV), located in Bangalore.	EOVPL : 60% Embassy Office Parks REIT : 40%
SIPL *	Development and leasing of office space and related interiors and maintenance of such assets (ETV, Block 9), located in Bangalore.	Embassy Office Parks REIT : 100%
EOVPL *	Holding Company of VTPL and Common area maintenance services of ETV, located in Bangalore.	Embassy Office Parks REIT : 100%

* Together referred to as ETV SPVs.

The Trust holds economic interest in a joint venture (Golflinks Software Park Private Limited (GLSP), entity incorporated in India) through a SPV as detailed below.

Name of the joint venture	Activities	Shareholding (in percentage)
GLSP	Development and leasing of office space and related interiors (Embassy Golflinks Business Park), located at Bangalore	EOPPL: 50% (upto March 10, 2021), MPPL: 50% (from March 10, 2021), refer note 39, Kelachandra Holdings LLP (50%)

2. Significant accounting policies

2.1 Basis of preparation of Standalone financial statements

The Standalone financial statements of the Trust comprises the Standalone Balance Sheet and Statement of Net Assets at fair value as at March 31, 2021, the Standalone Statement of Profit and Loss, including other comprehensive income, the Standalone Statement of Cash Flow, the Statement of Net Distributable Cashflows, the Standalone Statement of Changes in Unitholder's Equity, Statement of Total Returns at fair value and a summary of significant accounting policies and other explanatory information for the year ended March 31, 2021. The Standalone financial statements were approved for issue in accordance with resolution passed by the Board of Directors of the Manager on behalf of the Trust on April 29, 2021.

The Standalone financial statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations"); Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India, to the extent not inconsistent with the REIT regulations. Also refer Note 10(a) (i) on classification of Unitholders fund. The Standalone financial statements are presented in Indian Rupees in Millions, except when otherwise indicated.

Statement of compliance to Ind-AS

These Standalone financial statements for the year ended March 31, 2021 are the separate financial statements of the Embassy Office Parks REIT and have been prepared in accordance with Indian Accounting Standards as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent not inconsistent with REIT regulations.

Changes in accounting policies and disclosures

New and amended standards

The accounting policies adopted and methods of computation followed are consistent with those of the previous financial year, except for items disclosed below. There were several new and amendments to standards and interpretations which are applicable for the first time for the year ended March 31, 2021, but either not relevant or do not have an impact on the Standalone financial statements of the Trust. The Trust has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provides a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity". The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the Standalone financial statements of, nor is there expected to be any future impact to the Trust.

Several other amendments apply for the first time for the year ending March 31, 2021, but does not have an impact on the financial statements of the Trust.

2.2. Summary of significant accounting policies

a) Functional and presentation currency

The Standalone financial statements are presented in Indian Rupees, which is the Embassy Office Parks REIT's functional currency and the currency of the primary economic environment in which the Embassy Office Parks REIT operates. All financial information presented in Indian Rupees has been rounded off to nearest million except unit and per unit data.

b) Basis of measurement

The Standalone financial statements are prepared on the historical cost basis, except for the following:
- Certain financial assets and liabilities (refer accounting policy regarding financial instrument): measured at fair values.

c) Use of judgments and estimates

The preparation of Standalone financial statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Standalone financial statements is included in the following notes:

i) Classification of lease arrangements as finance lease or operating lease – Note 2.2 (m)

ii) Classification of Unitholders' funds – Note 10 (a) (i)

Information about assumptions and estimation uncertainties that have a significant risk resulting in a material adjustment are included in the following notes-

i) Valuation of financial instruments – Refer Note 2.2 (h)

ii) Recognition of deferred tax asset on carried forward losses and recognition of minimum alternate tax credit: availability of future taxable profit against which tax losses carried forward can be used- Note 2.2(q)(ii).

iii) Estimation of uncertainties relating to the global health pandemic from COVID-19

The Trust has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of its investments in SPVs including loans and other receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Trust, as at the date of approval of these financial statements has used internal and external sources of information including reports from International Property Consultants and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Trust. The Trust has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets as reflected in the balance sheet as at March 31, 2021 will be recovered. The impact of COVID-19 on the Trust's financial statements may differ from that estimated as at the date of approval of these Standalone financial statements.

iv) Impairment of investments and loans in subsidiaries
Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The recoverable amounts for the investments in subsidiaries are based on value in use of the underlying properties. The value in use calculation is based on discounted cash flow model. The key assumptions used to determine the recoverable amount are disclosed and further explained in Note 3.

v) Fair valuation and disclosures
SEBI Circulars issued under the REIT Regulations require disclosures relating to net assets at fair value and total returns at fair value (Refer Statement of net assets at fair value and Statement of total returns at fair value for details).

d) Current versus non-current classification

The Embassy Office Parks REIT presents assets and liabilities in the Standalone Balance Sheet based on current/ non-current classification: An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Embassy Office Parks REIT classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Embassy Office Parks REIT has identified twelve months as its operating cycle.

e) Measurement of fair values

A number of the Embassy Office Parks REIT accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Embassy Office Parks REIT. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Embassy Office Parks REIT uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Embassy Office Parks REIT has an established control framework with respect to the measurement of fair values. The Embassy Office Parks REIT engages with external valuers for measurement of fair values in the absence of quoted prices in active markets.

While measuring the fair value of an asset or liability, the Embassy Office Parks REIT uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows.

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Embassy Office Parks REIT uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The REIT recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

f) Impairment of non-financial assets

The Embassy Office Parks REIT assesses, at each reporting date, whether there is an indication that a non-financial asset other than inventories and deferred tax assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Embassy Office Parks REIT estimates the asset's recoverable amount.

An impairment loss is recognised in the Standalone Statement of Profit and Loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable unit. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis. A CGU is the smallest identifiable asset REIT that generates cash flows that are largely independent from other assets and REITs. Impairment losses are recognised in the Standalone Statement of Profit and Loss, unless it reverses previous revaluation credited to equity, in which case it is charged to equity.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets, such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

g) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Embassy Office Parks REIT's entities at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences arising on foreign exchange transactions settled and from translations during the year are recognised in the Standalone Statement of Profit and Loss of the year except exchange differences arising from the translation of the items which are recognised in OCI.

h) Financial instruments

i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Embassy Office Parks REIT becomes a party to the contractual provisions of the instrument.

Notes
to the Standalone Financial Statements

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement
Financial assets
On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- Fair value through other comprehensive income (FVOCI)– debt instrument;
- Fair value through other comprehensive income (FVOCI)– equity instrument; or
- Fair value through profit or loss (FVTPL) Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Embassy Office Parks REIT changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of the principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of the principal and interest on the principal amount outstanding.

On initial recognition of an equity instrument that is not held for trading, the Embassy Office Parks REIT may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Embassy Office Parks REIT may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment
The Embassy Office Parks REIT makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to the Management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether Management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Embassy Office Parks REIT's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g.whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Embassy Office Parks REIT's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Embassy Office Parks REIT considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Embassy Office Parks REIT considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Embassy Office Parks REIT's claim to cash flows from specified assets (e.g. non – recourse features).

A prepayment feature is consistent with the solely payment of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt instruments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity instruments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative, or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

iii) Derecognition

Financial assets

The Embassy Office Parks REIT derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Embassy Office Parks REIT neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Embassy Office Parks REIT enters into transactions whereby it transfers assets recognised in its Standalone Balance Sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities
The Embassy Office Parks REIT derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Embassy Office Parks REIT also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit and loss.

iv) Offsetting
Financial assets and financial liabilities are offset and the net amount presented in the Standalone Balance Sheet when, and only when, the Embassy Office Parks REIT currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

i) Compound financial instruments
The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not measured subsequently.

Interest related to the financial liability is recognised in profit or loss (unless it qualifies for inclusion in cost of asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

j) Impairment of financial assets
Financial assets
The Embassy Office Parks REIT recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and
- financial assets measured at FVTOCI- debt investments

At each reporting date, the Embassy Office Parks REIT assesses whether financial assets carried at amortised cost and debt securities at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer
- a breach of contract such as a default or being past due for 180 days or more
- the restructuring of a loan or advance by the Embassy Office Parks REIT on terms that the Embassy Office Parks REIT would not consider otherwise
- it is probable that the borrower will enter bankruptcy or other financial reorganisation or
- the disappearance of an active market for a security because of financial difficulties The Embassy Office Parks REIT measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Embassy Office Parks REIT is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Embassy Office Parks REIT considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Embassy Office Parks REIT's historical experience and informed credit assessment and including forward-looking information.

The Embassy Office Parks REIT assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Embassy Office Parks REIT considers a financial asset to be default when:

- the borrower is unlikely to pay its credit obligations to the Embassy Office Parks REIT in full, without recourse by the Embassy Office Parks REIT to actions such as realising security (if any is held); or

- the financial asset is 180 days or more past due without any security

Measurement of expected credit losses: Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Embassy Office Parks REIT and the cash flows that the Embassy Office Parks REIT expects to receive).

Presentation of allowance for expected credit losses in the balance sheet: Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is charged to profit and loss account and is recognised in OCI.

Write-off: The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Embassy Office Parks REIT determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Embassy Office Parks REIT's procedures for recovery of amounts due.

Majority of the financial assets of the Embassy Office Parks REIT pertain to loans to subsidiaries and other receivables. Considering the nature of business, the Embassy Office Parks REIT does not foresee any credit risk on its loans and other receivables which may cause an impairment. Also, Embassy Office Parks REIT does not have any past history of significant impairment of other receivables.

k) Embedded derivatives

When the Embassy Office Parks REIT becomes a party to a hybrid contract with a host that is not an asset within the scope of Ind AS 109 Financial Instruments, it identifies whether there is an embedded derivative. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

l) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortisation, where appropriate.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

When guarantees in relation to loans or other payables of subsidiaries or associates are provided for no compensation, the fair values are accounted as contributions and recognised as part of the cost of investment.

m) Leases

Embassy Office Parks REIT as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Embassy Office Parks REIT recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Embassy Office Parks REIT. Generally, the Embassy Office Parks REIT uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Embassy Office Parks REIT, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The Embassy Office Parks REIT recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Embassy Office Parks REIT recognises any remaining amount of the re-measurement in statement of profit and loss.

The Embassy Office Parks REIT has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Embassy Office Parks REIT recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Embassy Office Parks REIT as a lessor

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii. Assets held under leases

Leases in which the Embassy Office Parks REIT does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Embassy Office Parks REIT to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Embassy Office Parks REIT's net investment in the leases.

iii. Initial direct costs

Initial direct costs such as brokerage expenses incurred specifically to earn revenues from an operating lease are capitalised to the carrying amount of leased asset and recognised over the lease term on the same basis as rental income.

n) **Revenue recognition**
Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when recovery of the consideration is probable and the amount of revenue can be measured reliably.

Recognition of dividend income, interest income
Dividend income is recognised in profit or loss on the date on which the Embassy Office Parks REIT's right to receive payment is established.

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

o) **Investments in subsidiaries and joint ventures**
The Trust accounts for its investments in subsidiaries and joint ventures at cost less accumulated impairment losses (if any) in its Standalone financial statements. Investments accounted for at cost are accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

p) **Borrowing costs**
Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Interest expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortised cost of the financial liability. In calculating interest expense, the effective interest rate is applied to the amortised cost of the liability.

q) **Taxation**
Income tax comprises current and deferred tax. Income tax expense is recognised in the Standalone Statement of Profit and Loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

(i) Current tax:
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax:
Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- Taxable temporary differences arising on initial recognition of goodwill.

Notes
to the Standalone Financial Statements

Deferred income tax asset are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Embassy Office Parks REIT recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Embassy Office Parks REIT expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Tax impact of timing difference which arise during the tax holiday period are recognised only to the extent of those differences which are reversed after the tax holiday period.

r) Provisions and contingencies

The Embassy Office Parks REIT recognises a provision when there is a present obligation (legal or constructive) as a result of a past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

If the effect of the time value of money is material, provisions are discounted.

s) Operating segments

The objectives of Embassy REIT are to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Embassy REIT is to own and invest in rent or income generating real estate and related assets in India.

The Board of Directors of the Investment Manager allocate the resources and assess the performance of the Trust, thus are the Chief Operating Decision Maker (CODM). In accordance with the requirements of Ind AS 108 - "Segment Reporting", the CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed. As Embassy Office Parks REIT operates only in India, no separate geographical segment is disclosed.

t) Errors and estimates

The Embassy Office Parks REIT revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the financial statements. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

u) **Cash and cash equivalents**
Cash and cash equivalents in the Standalone Balance Sheet comprises of cash at banks and on hand, deposits held at call with bank or financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

v) **Cash distributions to unitholders**
The Embassy Office Parks REIT recognizes a liability to make cash distributions to unitholders when the distribution is authorized, and a legal obligation has been created. As per the REIT Regulations, a distribution is authorized when it is approved by the Board of Directors of the Manager. A corresponding amount is recognized directly in equity.

w) **Statement of Cash flows**
Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Embassy Office Parks REIT are segregated.

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Embassy Office Parks REIT's cash management.

x) **Earnings per unit**
The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the unitholders of the REIT by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per share or increase loss per units are included.

y) **Earnings before finance costs, impairment loss and income tax**
The Embassy Office Parks REIT has elected to present earnings before finance cost, impairment loss and income tax as a separate line item on the face of the Standalone Statement of Profit and Loss. The Embassy Office Parks REIT measures earnings before finance cost, impairment loss and income tax on the basis of profit/ (loss) from continuing operations. In its measurement, the Embassy Office Parks REIT does not include finance costs, impairment loss, and tax expense.

z) **Distribution Policy**
Under the provisions of the REIT Regulations, Embassy Office Parks REIT is required to distribute to the Unitholders not less than ninety percent of the net distributable cash flows ('NDCF') of Embassy Office Parks REIT and the current policy of the Manager is to comply with such requirement. The NDCF is calculated in accordance with the REIT Regulations and in the manner provided in the NDCF framework defined by the Manager.

In terms of the REIT Regulations and NDCF framework which prescribes for the minimum amount of NDCF to be distributed to Embassy Office Parks REIT:

- not less than 90% of the NDCF of the SPVs are required to be distributed to the Embassy Office Parks REIT, in proportion to its shareholding in the SPV, subject to applicable provisions of the Companies Act, 2013.

- 100% of the cash flows received by the Holding Company from the underlying SPVs are required to be distributed to the Embassy Office Parks REIT, and not less than 90% of the NDCF generated by the Holding Company on its own shall be distributed to the Embassy Office Parks REIT, subject to applicable provisions of the Companies Act, 2013.

Notes
to the Standalone Financial Statements

- The aforesaid net distributable cash flows are made available to Embassy Office Parks REIT in the form of (i) interest paid on Shareholder Debt provided by Embassy Office Parks REIT to the SPVs/Holding Company, (ii) Principal repayment of Shareholder Debt, (iii) dividend declared by the SPVs/Holding Company and received by Embassy Office Parks REIT and (iv) Proceeds from sale of any Embassy REIT assets.

Since Embassy Office Parks REIT endeavours to pay quarterly distributions, any shortfall as regards minimum quarterly distribution by the SPVs and Holding Company to Embassy Office Parks REIT, post interest paid on Shareholder Debt, interim dividend payments and Principal repayment of Shareholder Debt, would be done by declaring dividend, to the extent permitted under the Companies Act, 2013. Repayment of short-term construction debt given to SPVs are not considered for the purpose of distributions.

aa) Statement of net assets at fair value

The disclosure of Statement of Net Assets at Fair value comprises of the fair values of the properties held by Asset SPVs and the HoldCo as well as book values of the total liabilities and other assets of the Trust. The fair value of the property held by Asset SPVs and HoldCo are reviewed semi-annually by the independent property valuer taking into consideration market conditions existing at the reporting date, and other generally accepted market practices. The independent valuer is leading independent appraiser with a recognised and relevant professional qualification and experience.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

3. Non-current investments

Particulars	As at March 31, 2021	As at March 31, 2020
Trade, unquoted investments in subsidiaries (at cost) (refer note below and note 25)		
- 405,940,204 (March 31, 2020: 405,940,204) equity shares of Umbel Properties Private Limited of ₹ 10 each, fully paid up	2,841.67	2,841.67
Less: Provision for impairment (refer note (a) below)	(1,235.48)	(587.46)
- 2,129,635 (March 31, 2020: 2,129,635) equity shares of Quadron Business Park Private Limited of ₹ 10 each, fully paid up	13,689.26	13,689.26
Less: Provision for impairment (refer note (a) below)	(1,974.66)	-
- 1,999 (March 31, 2020: 1,999) equity shares of Embassy Energy Private Limited of ₹ 10 each, fully paid up	732.79	732.79
Less: Provision for impairment (refer note (a) below)	(65.43)	-
	13,988.15	**16,676.26**
- Nil (March 31, 2020: 8,703,248) equity shares of Embassy Office Parks Private Limited of ₹ 10 each, fully paid up (refer note (b) below and note 39)	-	62,768.25
- 8,703,248 (March 31, 2020: Nil) equity shares of Embassy Pune Techzone Private Limited of ₹ 10 each, fully paid up (refer note (b) below and note 39)	12,083.50	-
- 1,461,989 (March 31, 2020: 727,538) equity shares of Manyata Promoters Private Limited of ₹ 100 each, fully paid up (refer note (b) below and note 39)	99,475.27	48,790.52
- 271,611 (March 31, 2020: 271,611) equity shares of Qubix Business Park Private Limited of ₹ 10 each, fully paid up	5,595.08	5,595.08
- 1,884,747 (March 31, 2020: 1,884,747) equity shares of Oxygen Business Park Private Limited of ₹ 10 each, fully paid up	12,308.89	12,308.89
- 185,604,589 (March 31, 2020: 185,604,589) equity shares of Earnest Towers Private Limited of ₹ 10 each, fully paid up	12,138.78	12,138.78
- 6,134,015 (March 31, 2020: 6,134,015) equity shares of Vikhroli Corporate Park Private Limited of ₹ 10 each, fully paid up	10,710.94	10,710.94
- 254,583 (March 31, 2020: 124,561) equity shares of Indian Express Newspapers (Mumbai) Private Limited of ₹ 100 each, fully paid up (refer note (c) below)	13,210.96	6,463.79
- Nil (March 31, 2020: 130,022) Class A equity shares of Indian Express Newspapers (Mumbai) Private Limited of ₹ 100 each, fully paid up (refer note (c) below)	-	6,747.17
- 107,958 (March 31, 2020: 107,958) equity shares of Galaxy Square Private Limited of ₹ 100 each, fully paid up	4,662.50	4,662.50
- 2,637,348 (March 31, 2020: Nil) Class A equity shares of Vikas Telecom Private Limited of ₹ 10 each, fully paid up	23,147.33	-
- 4,847,584 (March 31, 2020: Nil) Ordinary equity shares of Embassy Office Ventures Private Limited of ₹ 10 each, fully paid up	10,972.41	-
- 8,682,000 (March 31, 2020: Nil) Class A equity shares of Embassy Office Ventures Private Limited of ₹ 10 each, fully paid up	16,575.71	-
- 3,300 (March 31, 2020: Nil) equity shares of Sarla Infrastructure Private Limited of ₹ 1,000 each, fully paid up	6,870.02	-
	227,751.39	**170,185.92**
	241,739.54	**186,862.18**
Aggregate amount of impairment recognised	**3,275.57**	**587.46**

(a) The recoverable amounts of the investments in subsidiaries have been computed based on value in use calculation of the underlying properties, computed semi-annually in March and September of each financial year. The value in use calculation is determined by iVAS Partners, independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by CBRE South Asia Private Limited based on discounted cash flow method. As at March 31, 2021, an amount of ₹ 3,275.57 million (March 31, 2020: ₹ 587.46 million) has been provided as impairment on investment in subsidiaries namely Umbel Properties Private Limited, Quadron Business Park Private Limited and Embassy Energy Private Limited based on independent valuation report as on March 31, 2021. The impairment charge arose in these entities mainly due to slower ramp up of hotel room occupancy, slower than anticipated lease up coupled with the current economic conditions due to Covid-19 pandemic. The impairment charge arose in Embassy One due to slower than anticipated lease-up. In determining the value in use, the cash flows were discounted at the rate of 12.38% for investment in Hospitality operations (UPPL and QBPL) and 13.50% for investment in solar power plant (EEPL).

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

The financial projections basis which the future cash flows have been estimated consider the increase in economic uncertainties due to COVID-19, revisiting the key operating assumptions as well as growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis.

(b) The Board of Directors of the Manager in their meeting held on May 19, 2020 approved the composite scheme of arrangement (the "Scheme") involving MPPL, EOPPL and EPTPL. The above scheme has been approved by National Company Law Tribunal (NCLT), Mumbai bench with an effective date of March 10, 2021. Upon completion of the scheme, MPPL has become a 100% HoldCo of the Trust, holding Embassy Manyata, Bengaluru, 80% of the share capital of EEPL, 50% of the share capital of GLSP, while EPTPL has become a 100% directly-held SPV of the Trust, holding Embassy TechZone, an existing asset of the Trust. Due to the above the existing shares of EOPPL held by the Trust has been cancelled. Further, MPPL and EPTPL have to issue 734,451 equity shares and 8,703,248 equity shares respectively to the Trust, in accordance with the Scheme.

Since Trust continues to hold the same economic interest through equity shareholding both before and after the composite scheme of arrangement, the carrying amount of Embassy Office Parks REIT's investment in Embassy Office Parks Private Limited is split into investment in EPTPL and MPPL based on relative fair values of such business/investments.

(c) During the year ended March 31, 2021, the rights of 130,022 Class A equity shares of ₹ 100 each, of Indian Express Newspapers (Mumbai) Private Limited have been varied and the said shares are converted to Equity shares. Accordingly the carrying amount of investment in Class A equity shares have been reclassified under Equity shares.

Details of % shareholding in the subsidiaries, held by Trust is as under:

Name of Subsidiary	As at March 31, 2021	As at March 31, 2020
Embassy Office Parks Private Limited (refer note 39)	-	100.00%
Embassy Pune Techzone Private Limited (refer note i below)	100.00%	-
Manyata Promoters Private Limited (refer note ii below)	100.00%	64.23%
Umbel Properties Private Limited	100.00%	100.00%
Embassy Energy Private Limited (refer note iii below)	19.99%	19.99%
Earnest Towers Private Limited	100.00%	100.00%
Indian Express Newspapers (Mumbai) Private Limited	100.00%	100.00%
Vikhroli Corporate Park Private Limited	100.00%	100.00%
Qubix Business Park Private Limited	100.00%	100.00%
Quadron Business Park Private Limited	100.00%	100.00%
Oxygen Business Park Private Limited	100.00%	100.00%
Galaxy Square Private Limited	100.00%	100.00%
Vikas Telecom Private Limited (refer note iv below)	40.00%	-
Embassy Office Ventures Private Limited	100.00%	-
Sarla Infrastructure Private Limited	100.00%	-

(i) Embassy Pune Techzone Private Limited was a wholly owned subsidiary of Embassy Office Parks Private Limited upto March 10, 2021 (refer note 39).

(ii) As at March 31, 2020, 35.77% of ownership interest in Manyata Promoters Private Limited was owned by Embassy Office Parks Private Limited. Therefore, the Trust directly or indirectly owned 100% interest in Manyata Promoters Private Limited. Also refer note 39.

(iii) Remaining 80.01% of ownership interest in Embassy Energy Private Limited is owned by Manyata Promoters Private Limited from March 10, 2021 (Embassy Office Parks Private Limited till March 10, 2021). Therefore, the Trust directly or indirectly owns 100% interest in Embassy Energy Private Limited. Also refer note 39.

(iv) Remaining 60% of ownership interest in Vikas Telecom Private Limited is owned by Embassy Office Ventures Private Limited. Therefore, the Trust directly or indirectly owns 100% interest in Vikas Telecom Private Limited.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

4. Non-current loans

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Loan to subsidiaries (refer note 25)	98,998.92	65,142.57
Security deposits		
- others	-	1.00
	98,998.92	**65,143.57**

Terms attached to loan to subsidiaries

Security: Unsecured

Interest : 12.50% per annum. The Lender may reset the rate of interest applicable to all or any tranche of the loan amount on: (i) any drawdown date; and (ii) any interest payment date prior to the repayment date, by giving a notice of not less than 5 (five) days to the borrower, provided that pursuant to any such reset, the interest rate shall continue to be not less than 12.50% per annum and not more than 14.00% per annum for any disbursements of the loan amount out of the proceeds of Listing.

Repayment:

(a) Bullet repayment on the date falling at the end of 15 (fifteen) years from the first drawdown date.

(b) Early repayment option (wholly or partially) is available to the borrower (SPVs).

5. Current investments

Particulars	As at March 31, 2021	As at March 31, 2020
Non-trade, Unquoted, Investment in mutual funds, at fair value		
HDFC Liquid Fund-Growth	-	1,010.72
HDFC Overnight Fund-Growth	-	255.01
ICICI Prudential Liquid Fund-Growth	-	1,350.77
IDFC Cash Fund - Growth	-	390.15
Axis Liquid Fund - Growth	-	202.42
Trade, unquoted investments measured at amortised cost		
- Investment in Debentures of a joint venture entity (refer note 25)	-	724.38
Nil (March 31, 2020 : 2,500) 8.5% debentures		
	-	**3,933.45**
Investment measured at amortised cost	-	724.38
Investment measured at fair value through profit or loss	-	3,209.07
Investments measured at fair value through other comprehensive income	-	-
Aggregate amount of impairment recognised	-	-

Terms attached to Investment in debentures of a joint venture entity

1. Nil (March 31, 2020 : 2,500) unlisted, unrated, secured redeemable, non-convertible debentures of Golflinks Software Park Private Limited. Outstanding as on March 31, 2021 : Nil (March 31, 2020 : ₹ 724.38 million).

2. Interest Rate : 8.50% p.a. on monthly outstanding balance.

3. Security : The debentures are secured by first ranking exclusive security interest over Torrey Pines building.

4. Redemption : Debentures shall be redeemed in 16 monthly instalment (principal and interest) of ₹ 160.00 million each and 17th instalment of ₹ 98.99 million in accordance with redemption schedule. Early redemption of the debentures shall be permitted from internal accruals of the issuer or any other sources, at the option of the issuer and without any prepayment penalty.

5. Investment in debentures has been fully redeemed in the month of August 2020.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

6. Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks		
- in current accounts *	7,169.26	2,845.19
- in escrow accounts		
- Balances with banks for unclaimed distributions	2.00	0.26
	7,171.26	**2,845.45**

* Balance in current accounts includes cheques on hand received from SPVs in respect of interest/principal repayments of loans as at March 31, 2021 amounting to ₹ 763.77 million (March 31, 2020 : ₹ 2,121.94 million).

7. Current loans

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Loan to subsidiaries (refer note 25)	1,475.00	620.00
	1,475.00	**620.00**

Terms attached to loan to subsidiaries

Security: Unsecured

Interest : 12.50% per annum. The Lender may reset the rate of interest applicable to all or any tranche of the loan amount on: (i) any drawdown date; and (ii) any interest payment date prior to the repayment date, by giving a notice of not less than 5 (five) days to the borrower.

Repayment: Bullet repayment and to be payable within 364 days from the date of disbursement. Early repayment option (wholly or partially) is available to the borrower (SPVs).

8. Other financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Other receivables		
- from others	-	3.15
	-	**3.15**

9. Other current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advance for supply of goods and rendering of services	0.72	0.44
Balances with government authorities	0.33	8.82
Prepayments	5.61	38.16
	6.66	**47.42**

10. Unit capital

Unit Capital	No in Million	Amount
As at April 1, 2019	771.67	229,039.26
Add: Reversal of issue expenses no longer payable *	-	81.70
As at March 31, 2020	**771.67**	**229,120.96**
As at April 1, 2020	**771.67**	**229,120.96**
Add: Units issued during the year (refer note c)	176.23	59,999.35
Less: Issue expenses **	-	(858.20)
Balance as at March 31, 2021	**947.90**	**288,262.11**

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

* Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the Units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation. During the previous year ended March 31, 2020, provision for issue expenses no longer payable, has been reversed amounting to ₹ 81.70 million.

** During the year ended March 31, 2021 estimated issue expenses pertaining to further issue of units (Institutional placement and Preferential allotment) have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation. The issue expenses includes payments to auditor of ₹ 51.55 million (excluding applicable taxes).

(a) Terms/rights attached to Units

(i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Board of Directors of the Manager approves distributions to Unitholders. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Embassy Office Parks REIT is required to distribute to Unitholders not less than ninety percent of the net distributable cash flows of Embassy Office Parks REIT for each financial year. Accordingly, a portion of the Unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. The Unitholders funds could have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated December 29, 2016 and No. CIR/IMD/DF/141/2016 dated December 26, 2016) issued under the REIT Regulations, the Unitholders funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated December 26, 2016 dealing with the minimum disclosures for key financial statements. Consistent with Unitholders' funds being classified as equity, the distributions to Unitholders is presented in Statement of Changes in Unitholders' Equity and not as finance costs. In line with the above, the dividend payable to unitholders is recognised as liability when the same is approved by the Manager.

(b) Unitholders holding more than 5 percent Units in the Trust

Name of the Unitholder	As at March 31, 2021		As at March 31, 2020	
	No of Units	% holding	No of Units	% holding
Embassy Property Developments Private Limited	115,484,802	12.18%	115,484,802	14.97%
SG Indian Holding (Nq) Co I Pte Limited	88,333,166	9.32%	104,094,966	13.49%
BRE Mauritius Investments	83,730,208	8.83%	93,610,755	12.13%
Veeranna Reddy	29,372,782	*	65,472,582	8.48%
Bre/Mauritius Investments II	39,700,450	*	45,630,850	5.91%
India Alternate Property Limited	31,193,186	*	39,446,986	5.11%

* The percentage holding is less than 5% as at March 31, 2021. As at March 31, 2020, the percentage holding was more than 5%.

(c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of incorporation till the balance sheet date. The Trust has issued an aggregate of 613,332,143 Units of ₹ 300 each for consideration other than cash from the date of incorporation till March 31, 2020.

Further, during the year ended March 31, 2021, the Trust has issued 111,335,400 Units at a price of ₹ 331.00 per Unit through an Institutional Placement. The Trust has also made Preferential allotment of 64,893,000 Units at ₹ 356.70 per Unit to acquire 40% equity interest of VTPL held by third party shareholders.

11. Other equity

Particulars	As at March 31, 2021	As at March 31, 2020
Retained earnings *	(22,682.89)	(8,784.65)
	(22,682.89)	**(8,784.65)**

*Refer Standalone Statement of changes in Unitholder's Equity for detailed movement in other equity balances.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

Retained earnings
The cumulative gain or loss arising from the operations which is retained and accumulated under the heading of retained earnings. At the end of the year, the profit after tax is transferred from the statement of profit and loss to the retained earnings account.

12. Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Secured		
36,500 (March 31, 2020 : 36,500) Embassy REIT Series I, Non-Convertible debentures (NCD) 2019, face value of ₹ 1,000,000 each (net of issue expenses, at amortised cost) (refer note A below)		
- Tranche I	35,503.64	32,351.18
- Tranche II	7,276.40	6,667.66
15,000 (March 31, 2020 : Nil) Embassy REIT Series II, Non-Convertible debentures (NCD) 2020, face value of ₹ 1,000,000 each (net of issue expenses, at amortised cost) (refer note B below)		
- Tranche A	7,382.15	-
- Tranche B	7,437.51	-
26,000 (March 31, 2020 : Nil) Embassy REIT Series III, Non-Convertible debentures (NCD) 2021, face value of ₹ 1,000,000 each (net of issue expenses, at amortised cost) (refer note C below)	25,719.40	-
	83,319.10	**39,018.84**

Note:

A. 36,500 (March 31, 2020 : 36,500) Embassy REIT Series I NCD 2019, face value of ₹ 1,000,000 each

In May 2019, the Trust issued 30,000 listed, AAA/Stable, secured, redeemable and non-convertible Embassy REIT Series I NCD 2019 (Tranche I), debentures having face value of ₹ 1 million each amounting to ₹ 30,000.00 million with an Internal Rate of Return (IRR) of 9.4% and will mature on June 2, 2022. In November 2019, the Trust further issued 6,500 such debentures (Tranche II) with an Internal Rate of Return (IRR) of 9.05% and with same terms and conditions as Tranche I.

The Tranche I and Tranche II NCD described above were listed on the Bombay Stock Exchange on May 15, 2019 and November 28, 2019 respectively.

Security terms:
The debentures are secured against each of the following in favor of the Security Trustee (holding for the benefit of the Debenture Trustee and ranking pari passu inter se the Debenture Holders) :

1. A sole and exclusive first ranking charge created by MPPL on (a) land measuring 112.475 acres at Bengaluru together with blocks and various commercial buildings; (b) 1.022 acres (Phase 1) and 1.631 (Phase IV) acres of undivided right, title and interest in the commercial complex known as “Mfar Manyata Tech Park”. The above charge excludes L1 - Office block, consisting of 477,949 sq.ft of super built up area along with the undivided share of the lands and future development / construction on Blocks designated as F1 and L4 that MPPL may undertake in the Project "Embassy Manyata Business Park" along with the remaining undivided share of such land.

2. A sole and exclusive first ranking pledge created by the REIT over their total shareholding in the SPVs namely QBPPL, ETPL, VCPPL, GSPL and MPPL together known as "secured SPVs".

3. A sole and exclusive first ranking charge by way of hypothecation created by the REIT over identified bank accounts and receivables.

4. A sole and exclusive first ranking charge by way of hypothecation created by each secured SPV over identified bank accounts and receivables of each secured SPV.

5. A negative pledge on all assets of each secured SPV except MPPL.

(all amounts in ₹ million unless otherwise stated)

Redemption terms:

1. These debentures are redeemable by way of bullet payment on June 2, 2022.

2. Tranche I debentures have a redemption premium of 9.4% IRR compounded annually and Tranche II debentures have a redemption premium of 9.05% IRR compounded annually.

3. In case of downgrading of credit rating , the IRR shall increase by 0.25% - 1.25% over and above the applicable IRR calculated from the date of change of rating. In case of any subsequent upgrading of credit rating, the IRR shall restore/decrease by 0.25% - 1.00% over and above the applicable IRR calculated from the date of change of rating.

4. The issuer shall have the option of redeeming all or part of the debentures on a pro-rata basis at any time on a specified call option date (between May 2021 to May 2022) by delivering a Call Option Notice to the debenture holders prior to the relevant call option date, subject to certain agreed minimum aggregate nominal value of debentures being redeemed.

B. 15,000 (March 31, 2020 : Nil) Embassy REIT Series II NCD 2020, face value of ₹ 1,000,000 each

In September 2020, the Trust issued 7,500 listed, AAA rated, secured, redeemable and non-convertible Embassy REIT Series II NCD 2020 (Tranche A), debentures having face value of ₹ 1 million each amounting to ₹ 7,500.00 million with an coupon rate of 7.25% p.a. payable quarterly. In October 2020, the Trust further issued 7,500 such debentures (Tranche B), with an coupon rate of 6.70% p.a. payable quarterly and with same terms and conditions as Tranche A.

The Tranche A and Tranche B NCD described above were listed on the Bombay Stock Exchange on September 17, 2020 and November 05, 2020 respectively.

Security terms:

The NCD's are secured against each of the following in favor of the Security Trustee (holding for the benefit of the Debenture Trustee and ranking pari passu inter se the Debenture Holders):

1. A sole and exclusive first ranking charge by way of mortgage created by EOPPL on the constructed buildings and related parcels identified as Block 2, Block 3, Food court, Block 6, Block I, Block 11 and Block 5, having an aggregate leasable area of 2,00,674 square meters and forming part of the development known as Embassy Tech Zone together with portion of land admeasuring 96,630 square meters on which the aforesaid buildings are constructed out of the aggregate area of land measuring 67.45 acres equivalent to 2,72,979 sq. mtrs.

2. A sole and exclusive first ranking pledge created by the Embassy REIT over the shareholding in the SPVs namely IENMPL and EOPPL together known as "secured SPVs" along with shareholder loans given to these SPVs.

3. A sole and exclusive first ranking charge by way of hypothecation created by Embassy REIT over identified bank accounts and receivables.

4. A sole and exclusive first ranking charge by way of hypothecation created by EOPPL over identified bank accounts and receivables.

5. A corporate guarantee issued by each of EOPPL and IENMPL.

6. Pursuant to the Composite Scheme of Arrangement (the Scheme) approved by National Company Law Tribunal (NCLT), the pledge of EOPPL shares and the hypothecation created over EOPPL bank accounts and receivables is in process of being recreated in the name of EPTPL in accordance with the terms of Debenture Trust Deed (refer note 39).

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

Redemption terms:
1. Interest is payable on the last day of each financial quarter in a year until the Scheduled Redemption Date.

2. These debentures will be redeemed on the expiry of 37 months from the Date of Allotment for the Debentures at par on October 9, 2023.

3. In case of downgrading of credit rating , the coupon rate shall increase by 0.25% - 1.25% over and above the applicable coupon rate calculated from the date of change of rating. In case of any subsequent upgrading of credit rating, the IRR shall restore/decrease by 0.25% - 1.00% over and above the coupon rate calculated from the date of change of rating.

4. The issuer shall have the option of redeeming all or part of the debentures on a pro-rata basis at any time on a specified call option date (between March 2023 to September 2023) by delivering a Call Option Notice to the debenture holders prior to the relevant call option date, subject to certain agreed minimum aggregate nominal value of debentures being redeemed.

C. 26,000 (March 31, 2020 : Nil) Embassy REIT Series III NCD 2021, face value of ₹ 1,000,000 each

In January 2021, the Trust issued 26,000 listed, AAA rated, secured, redeemable, transferable and non-convertible Embassy REIT Series III NCD 2021 debentures having face value of ₹ 1 million each amounting to ₹ 26,000.00 million with an coupon rate of 6.40% p.a. payable quarterly.

The debentures described above were listed on the Bombay Stock Exchange on January 19, 2021.

Security terms
The NCD's are secured against each of the following in favor of the Security Trustee (holding for the benefit of the Debenture Trustee and ranking pari passu inter se the Debenture Holders):

1. A first ranking charge by way of mortgage created by VTPL on the constructed buildings and related parcels identified as Block 1A, Block 2 and Block 7B, having an aggregate leasable area of 3,43,772 square meters and forming part of the development known as Embassy TechVillage together with portion of land admeasuring 101,859 square meters on which the aforesaid buildings are constructed.

2. A first ranking pari passu pledge created by the Embassy REIT, EOPPL and EOVPL over their shareholding in the SPVs namely VTPL and EEPL together known as "Secured SPVs".

3. A sole and exclusive first ranking charge by way of hypothecation created by Embassy REIT over identified bank accounts and receivables.

4. A sole and exclusive first ranking charge by way of hypothecation created by VTPL over identified bank accounts and receivables.

5. A corporate guarantee issued by each of VTPL and EEPL.

6. Pursuant to the Composite Scheme of Arrangement (the Scheme) approved by National Company Law Tribunal (NCLT), the pledge of EEPL shares is in the process of being recreated by MPPL in accordance with the terms of Debenture Trust Deed due to change in ownership of EEPL shares from EOPPL to MPPL (refer note 39).

Redemption terms:
1. Interest is payable on the last day of each financial quarter in a year until the Scheduled Redemption Date.

2. These debentures will be redeemed on the expiry of 37 months from the Date of Allotment for the Debentures at par on February 15, 2024.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

3. In case of downgrading of credit rating, the coupon rate shall increase by 0.25% - 1.00% over and above the applicable coupon rate calculated from the date of change of rating. In case of any subsequent upgrading of credit rating, the coupon rate shall restore/decrease by 0.25% - 1.00% over and above the coupon rate calculated from the date of change of rating.

4. The issuer shall have the option of redeeming all or part of the debentures on a pro-rata basis at any time on a specified call option date (between July 2023 to January 2024) by delivering a Call Option Notice to the debenture holders prior to the relevant call option date, subject to certain agreed minimum aggregate nominal value of debentures being redeemed.

Disclosure required under SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated April 13, 2018

5. Details of non-convertible debentures are as follows:-

Particulars	Secured/ Unsecured	Previous due date		Next due date	
		Principal	Interest	Principal	Interest
Embassy REIT Series I NCD 2019 (Tranche I and II)	Secured	-	-	June 02, 2022	June 02, 2022
Embassy REIT Series II NCD 2020 (Tranche A and B)	Secured	-	March 31, 2021	October 09, 2023	June 30, 2021
Embassy REIT Series III NCD 2021	Secured	-	March 31, 2021	February 15, 2024	June 30, 2021

6. Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to Embassy REIT Series I NCD 2019 and Embassy REIT Series II NCD 2020 and Embassy REIT Series III NCD 2021.

C. Other requirements as per Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs)

Particulars	As at March 31, 2021	As at March 31, 2020
Asset cover ratio (refer a below)	17.88%	11.76%
Debt-equity ratio (refer b below)	0.31	0.18
Debt-service coverage ratio (refer c below)	2.53	2.92
Interest-service coverage ratio (refer d below)	2.53	2.92
Net worth (refer e below)	265,579.22	220,336.31

Formulae for computation of ratios are as follows basis standalone financial statements:-

a) Asset cover ratio * = Total borrowings / Gross asset value of the Trust as computed by independent valuers

b) Debt equity ratio * = Total borrowings/ Unitholders' Equity

c) Debt Service Coverage Ratio = Earnings before Depreciation, Finance costs, Impairment loss and Tax/ (Finance costs + Principal Repayments made during the year)

d) Interest Service Coverage Ratio = Earnings before Depreciation, Finance costs, Impairment loss and Tax/ Finance costs (net of capitalisation)

e) Net worth = Unit capital + Other equity

* Total borrowings = Long-term borrowings + Short-term borrowings + current maturities of long-term borrowings and Unitholder's Equity = Unit Capital + Other equity.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

13. Trade payables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade payable		
- Total outstanding dues to micro and small enterprises (refer note (ii) below)	1.65	-
- Total outstanding dues other than micro and small enterprises		
- to related party (refer note 25)	0.86	4.66
- to others	0.09	2.02
	2.60	**6.68**

Notes :

(i) All the trade payables are current in nature. The Trust's exposure to currency and liquidity risks related to trade payables are disclosed in note 26.

(ii) Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006" ("MSMED Act, 2006").

Particulars	As at March 31, 2021	As at March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	1.65	-
The amount of interest paid by the Company in terms of section 16 of MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

14. Other financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Unclaimed distribution	2.00	0.26
Contingent consideration (refer note 25 and 28)	350.00	-
Other liabilities		
- to related party (refer note 25)	50.30	55.46
- to others	57.86	32.76
	460.16	**88.48**

15. Other current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory dues	26.60	4.37
	26.60	**4.37**

16. Current tax liabilities (net)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for income-tax, net of advance tax	3.70	0.54
	3.70	**0.54**

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

17. Interest income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest income		
- on fixed deposits	42.19	13.43
- on debentures (refer note 25)	14.61	144.38
- on loan to subsidiaries (refer note 25)	9,370.44	8,071.20
	9,427.24	**8,229.01**

18. Other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit on sale of investments	47.51	152.36
Net changes in fair value of financial assets	-	1.72
Miscellaneous	-	1.26
	47.51	**155.34**

19. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Bank charges	0.15	0.26
Rates and taxes	21.17	1.48
Travelling and conveyance	-	0.17
Marketing and advertisement expenses *	41.12	15.56
Miscellaneous expenses	4.12	0.68
	66.56	**18.15**

* Also refer note 25

20. Finance costs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expense		
- on Non convertible debentures		
- Embassy REIT Series II and Series III NCD	914.44	-
Accrual of premium on redemption of debentures (Embassy REIT Series I NCD)	3,784.21	2,850.33
	4,698.65	**2,850.33**

21. Tax expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax	37.78	71.17
	37.78	**71.17**

Reconciliation of tax expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before tax	4,512.20	4,885.14
Domestic tax rate	42.74%	42.74%
Tax using the Trust's domestic tax rate	1,928.69	2,088.10
Effect of exempt incomes	(5,200.58)	(3,635.61)
Effect of non-deductible expenses	3,310.23	1,619.65
Others	(0.56)	(0.97)
Tax expense	**37.78**	**71.17**

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

22. Auditor's remuneration *

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
As auditor		
- statutory audit	3.10	3.10
- limited review	4.10	4.10
Reimbursement of expenses (including goods and services tax)	1.19	0.44
	8.39	**7.64**

* Excludes payments to auditor of ₹ 51.55 million (excluding applicable taxes) relating to issue expenses reduced from Unitholders capital.

23. Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the year attributable to Unitholders by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit attributable to unitholders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

The following reflects the profit and unit data used in the basic and diluted EPU computation

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit after tax for calculating basic and diluted EPU	4,474.42	4,813.97
Weighted average number of Units (No. in million)*	819.59	771.67
Earnings Per Unit		
- Basic (Rupees/unit)	5.46	6.24
- Diluted (Rupees/unit) **	5.46	6.24

* The weighted average number of units have been computed basis 111.34 million units issued by way of institutional placement and 64.89 million units issued by way of preferential allotment on December 22, 2020 and December 24, 2020 respectively.

** The Trust does not have any outstanding dilutive units.

24. Commitments and contingencies

a. Contingent liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Guarantee given to a Bank for loan obtained by a SPV	8,400.00	8,400.00

Note :

Trust has given an irrevocable and unconditional Corporate guarantee dated December 27, 2019, in favor of Catalyst Trusteeship Limited (Trustee) towards the term loan facility of ₹ 8,400 million by State Bank of India (Lender) to Manyata Promoters Private Limited (Borrower), an Embassy REIT SPV; to forthwith pay the Lender the outstanding amount of loan on demand by the Lender, upon the failure to make any payments/ repayments of the outstanding amounts (or any part thereof) on the respective due dates by Borrower.

b. Statement of capital and other commitments

i) There are no capital commitments as at March 31, 2021 and March 31, 2020.

ii) The Trust has committed to provide financial support to some of its subsidiaries to ensure that these entities operate on going concern basis and are able to meet their debts and liabilities as they fall due.

(all amounts in ₹ million unless otherwise stated)

25. Related party disclosures

I. List of related parties as at March 31, 2021

A Parties to Embassy Office Parks REIT

Embassy Property Developments Private Limited - Co-Sponsor
BRE/ Mauritius Investments - Co-Sponsor
Embassy Office Parks Management Services Private Limited - Manager
Axis Trustee Services Limited - Trustee

The co-sponsor groups consist of the below entities

Embassy Property Developments Private Limited - Co-Sponsor

Embassy One Developers Private Limited
D M Estates Private Limited
Embassy Services Private Limited
Golflinks Properties Private Limited

BRE/ Mauritius Investments - Co-Sponsor

SG Indian Holding (NQ) Co. I Pte. Limited
SG Indian Holding (NQ) Co. II Pte. Limited
SG Indian Holding (NQ) Co. III Pte. Limited
BRE/Mauritius Investments II
BREP NTPL Holding (NQ) Pte Limited
BREP VII NTPL Holding (NQ) Pte Limited
BREP Asia SBS NTPL Holding (NQ) Limited
BREP VII SBS NTPL Holding (NQ) Limited
BREP GML Holding (NQ) Pte Limited
BREP VII GML Holding (NQ) Pte Limited
BREP Asia SBS GML Holding (NQ) Limited
BREP VII SBS GML Holding (NQ) Limited
BREP Asia SG Oxygen Holding (NQ) Pte Limited
BREP VII SG Oxygen Holding (NQ) Pte Limited
BREP Asia SBS Oxygen Holding (NQ) Limited
BREP VII SBS Oxygen Holding (NQ) Limited
BREP Asia HCC Holding (NQ) Pte Limited
BREP VII HCC Holding (NQ) Pte Limited
BREP Asia SBS HCC Holding (NQ) Limited
BREP VII SBS HCC Holding (NQ) Limited
India Alternate Property Limited
BREP Asia SG Indian Holding (NQ) Co II Pte. Limited
BREP VII SG Indian Holding (NQ) Co II Pte. Limited
BREP Asia SBS Holding NQ CO XI Limited
BREP VII SBS Holding NQ CO XI Limited

Directors and Key managerial personnel's of the Manager (Embassy Office Parks Management Services Private Limited)

Directors

Jitendra Virwani
Tuhin Parikh
Vivek Mehra
Ranjan Ramdas Pai
Anuj Puri
Punita Kumar Sinha
Robert Christopher Heady
Aditya Virwani
Asheesh Mohta - Director (from June 28, 2019, alternate to Robert Christopher Heady)

Key management personnel

Michael David Holland - CEO
Rajesh Kaimal - CFO (upto May 19, 2020)
Aravind Maiya - CFO (from May 19, 2020)
Ramesh Periasamy - Compliance Officer and Company Secretary (upto August 6, 2020)
Deepika Srivastava- Compliance Officer and Company Secretary (from August 7, 2020)

(i) Subsidiaries (SPV)

Embassy Office Parks Private Limited (refer note 39)
Manyata Promoters Private Limited
Umbel Properties Private Limited
Embassy Energy Private Limited
Earnest Towers Private Limited
Indian Express Newspapers (Mumbai) Private Limited

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

Vikhroli Corporate Park Private Limited
Qubix Business Park Private Limited
Quadron Business Park Private Limited
Oxygen Business Park Private Limited
Galaxy Square Private Limited
Embassy Pune Techzone Private Limited (from December 06, 2019)
Vikas Telecom Private Limited (from December 24, 2020)
Embassy Office Ventures Private Limited (from December 24, 2020)
Sarla Infrastructure Private Limited (from December 24, 2020)

(ii) Joint Venture
Golflinks Software Park Private Limited

B Other related parties with whom the transactions have taken place during the year

Embassy Shelters Private Limited
Mac Charles (India) Limited
Lounge Hospitality LLP
BREP Asia SG Indian Holding (NQ) Co I Pte. Ltd *
BREP VII SG Indian Holding (NQ) Co I Pte. Ltd *
BREP Asia SBS Holding-NQ Co IV Ltd. (Cayman) *
BREP VII SBS Holding-NQ IV Co Ltd (Cayman) *
*together known as BREP entities.

C Transactions during the year

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Unsecured loans given to		
Quadron Business Park Private Limited	270.00	7,509.00
Embassy Pune Techzone Private Limited *	905.50	5,858.30
Manyata Promoters Private Limited	8,819.38	28,423.10
Qubix Business Park Private Limited	-	3,179.90
Oxygen Business Park Private Limited	3,396.43	4,030.30
Earnest Towers Private Limited	500.00	1,029.30
Vikhroli Corporate Park Private Limited	161.00	4,766.70
Galaxy Square Private Limited	-	2,549.80
Umbel Properties Private Limited	30.00	1,795.20
Indian Express Newspapers (Mumbai) Private Limited	13.00	3,764.00
Embassy Energy Private Limited	225.00	6,400.00
Sarla Infrastructure Private Limited	1,745.00	-
Vikas Telecom Private Limited	24,500.00	-
Short term construction loan given		
Manyata Promoters Private Limited	1,755.00	3,050.00
Oxygen Business Park Private Limited	-	3,310.00
Embassy Pune Techzone Private Limited *	800.00	620.00
Sarla Infrastructure Private Limited	470.00	-
Investment in debentures		
Golflinks Software Park Private Limited	-	2,500.00
Redemption of investment in debentures		
Golflinks Software Park Private Limited	724.38	1,775.62
Unsecured loans repaid by		
Embassy Pune Techzone Private Limited *	1,135.96	1,674.34
Manyata Promoters Private Limited	4,316.41	4,843.37
Qubix Business Park Private Limited	277.01	299.91
Oxygen Business Park Private Limited	-	247.68

(all amounts in ₹ million unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Earnest Towers Private Limited	738.02	739.62
Vikhroli Corporate Park Private Limited	487.71	268.88
Galaxy Square Private Limited	280.11	284.91
Umbel Properties Private Limited	-	69.40
Indian Express Newspapers (Mumbai) Private Limited	244.57	429.97
Embassy Energy Private Limited	304.90	378.53
Sarla Infrastructure Private Limited	223.33	-
Vikas Telecom Private Limited	1,008.09	-
Short term construction loan repaid by		
Manyata Promoters Private Limited	1,700.00	3,050.00
Oxygen Business Park Private Limited	-	3,310.00
Sarla Infrastructure Private Limited	470.00	-
Acquisition of ETV SPVs from		
Embassy Property Developments Private Limited	6,870.02	-
BREP Asia SG Indian Holding (NQ) Co I Pte. Ltd	8,736.46	-
BREP VII SG Indian Holding (NQ) Co I Pte. Ltd	2,182.64	-
BREP Asia SBS Holding NQ Co IV Ltd. (Cayman)	41.46	-
BREP VII SBS Holding NQ IV Co Ltd (Cayman)	11.84	-
Investment in Class A equity share capital of		
Embassy Office Ventures Private Limited	16,575.71	-
Secondment fees		
Embassy Office Parks Management Services Private Limited	1.42	1.42
Investment management fees		
Embassy Office Parks Management Services Private Limited	212.23	214.81
Trademark license fees		
Embassy Shelters Private Limited	1.42	1.42
Trustee fee expenses		
Axis Trustee Services Limited	2.95	2.96
Marketing and advertisement expenses		
Mac Charles (India) Limited	-	0.48
Lounge Hospitality LLP	-	0.06
Travelling and conveyance		
Quadron Business Park Private Limited	-	0.02
Interest income		
Quadron Business Park Private Limited	1,538.29	1,506.91
Embassy Pune Techzone Private Limited *	642.19	698.56
Manyata Promoters Private Limited	3,213.69	3,098.72
Qubix Business Park Private Limited	345.25	383.45
Oxygen Business Park Private Limited	708.95	510.82
Earnest Towers Private Limited	32.26	66.13
Vikhroli Corporate Park Private Limited	554.38	582.18
Galaxy Square Private Limited	268.39	305.21
Umbel Properties Private Limited	215.75	220.77
Indian Express Newspapers (Mumbai) Private Limited	409.30	414.35
Embassy Energy Private Limited	750.33	284.10
Sarla Infrastructure Private Limited	62.63	-
Vikas Telecom Private Limited	629.03	-
Interest received on debentures		
Golflinks Software Park Private Limited	14.61	144.38
Dividend Received		
Embassy Energy Private Limited	-	6.00
Indian Express Newspapers (Mumbai) Private Limited	439.00	95.72

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Oxygen Business Park Private Limited	292.76	188.25
Manyata Promoters Private Limited	2,050.00	-
Expenses incurred by related party on behalf of the Trust		
Embassy Office Parks Management Services Private Limited	1.97	56.26
Embassy Pune Techzone Private Limited *	1.04	-
Expenses incurred by the Trust on behalf of related party		
Vikas Telecom Private Limited	339.15	-
Manyata Promoters Private Limited	0.82	-
Others	2.11	-
Change in investments pursuant the composite scheme of arrangement (refer note 39)		
Embassy Pune Techzone Private Limited *	12,083.50	-
Manyata Promoters Private Limited	50,684.75	-
Guarantee given to lender's trustee for loan obtained by SPV		
Manyata Promoters Private Limited	-	8,400.00
Guarantee given by SPV on behalf of REIT		
Indian Express Newspapers (Mumbai) Private Limited and Embassy Pune Techzone Private Limited *	15,000.00	-
Vikas Telecom Private Limited and Embassy Energy Private Limited	26,000.00	-

* refer note 39

D Closing balances

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured loan receivable (non-current)		
Quadron Business Park Private Limited	14,071.94	12,582.58
Embassy Pune Techzone Private Limited **	3,953.47	4,183.96
Manyata Promoters Private Limited	28,951.41	23,579.73
Qubix Business Park Private Limited	2,602.98	2,879.99
Oxygen Business Park Private Limited	7,182.40	3,782.62
Earnest Towers Private Limited	51.66	289.68
Vikhroli Corporate Park Private Limited	4,171.11	4,497.82
Galaxy Square Private Limited	1,984.78	2,264.89
Umbel Properties Private Limited	1,971.55	1,725.80
Indian Express Newspapers (Mumbai) Private Limited	3,102.46	3,334.03
Embassy Energy Private Limited	5,941.57	6,021.47
Sarla Infrastructure Private Limited	1,521.67	-
Vikas Telecom Private Limited	23,491.92	-
Short term construction loan		
Manyata Promoters Private Limited	55.00	-
Embassy Pune Techzone Private Limited **	1,420.00	620.00
Investment in Debentures (current)		
Golflinks Software Park Private Limited	-	724.38
Investment in equity shares of subsidiary		
Embassy Office Parks Private Limited **	-	62,768.25
Embassy Pune Techzone Private Limited **	12,083.50	-
Manyata Promoters Private Limited	99,475.27	48,790.52
Quadron Business Park Private Limited *	11,714.60	13,689.26
Oxygen Business Park Private Limited	12,308.89	12,308.89
Earnest Towers Private Limited	12,138.78	12,138.78
Vikhroli Corporate Park Private Limited	10,710.94	10,710.94
Qubix Business Park Private Limited	5,595.08	5,595.08
Galaxy Square Private Limited	4,662.50	4,662.50

(all amounts in ₹ million unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Umbel Properties Private Limited *	1,606.19	2,254.21
Indian Express Newspapers (Mumbai) Private Limited	13,210.96	13,210.96
Embassy Energy Private Limited *	667.36	732.79
Vikas Telecom Private Limited	23,147.33	-
Embassy Office Ventures Private Limited	27,548.12	-
Sarla Infrastructure Private Limited	6,870.02	-
Contingent consideration payable		
Embassy Property Developments Private Limited (refer note 28)	350.00	-
Other financial liabilities		
Embassy Office Parks Management Services Private Limited	50.30	55.46
Trade Payables		
Embassy Office Parks Management Services Private Limited	0.86	4.66
Guarantee given to lender's trustee for loan obtained by SPV		
Manyata Promoters Private Limited	8,400.00	8,400.00
Guarantee given by SPV on behalf of REIT		
Indian Express Newspapers (Mumbai) Private Limited and Embassy Pune Techzone Private Limited **	15,000.00	-
Vikas Telecom Private Limited and Embassy Energy Private Limited	26,000.00	-

** Net of provision for impairment of ₹ 3,275.57 million (March 31, 2020 : ₹ 587.46 million).*

*** refer note 39*

26. Financial instruments

a) The carrying value and fair value of financial instruments by categories are as below:

Particulars	Carrying value March 31, 2021	Fair Value March 31, 2021	Carrying value March 31, 2020	Fair Value March 31, 2020
Financial assets				
Fair value through profit and loss				
Investments in mutual funds	-	-	3,209.07	3,209.07
Amortised cost				
Investments	-	-	724.38	-
Loans	100,473.92	-	65,763.57	-
Cash and cash equivalents	7,171.26	-	2,845.45	-
Other financial assets	-	-	3.15	-
Total assets	**107,645.18**	**-**	**72,545.62**	**3,209.07**
Financial liabilities				
Amortised cost				
Borrowings	83,319.10	84,630.97	39,018.84	38,984.00
Other financial liabilities	460.16	-	88.48	-
Trade payables	2.60	-	6.68	-
Total liabilities	**83,781.86**	**84,630.97**	**39,114.00**	**38,984.00**

The fair value of cash and cash equivalents, trade payables, loans and other financial assets and liabilities approximate their carrying amounts.

b) Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

a) recognised and measured at fair value

b) measured at amortised cost and for which fair values are disclosed in the Standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the trust has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price.The mutual funds are valued using the closing NAV.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

c) Financial instruments

Quantitative disclosures of fair value measurement hierarchy for assets as at :

Particulars	Date of valuation	Total	Level 1	Level 2	Level 3
Financial assets measured at fair value:					
FVTPL financial investments:					
Investment in mutual funds	March 31, 2021	-	-	-	-
Investment in mutual funds	March 31, 2020	3,209.07	3,209.07	-	-

d) Transfers between Level 1, Level 2 and Level 3

There were no transfers between Level 1, Level 2 or Level 3 during the year ended March 31, 2021 and year ended March 31, 2020.

Determination of fair values

Fair values of financial assets and liabilities have been determined for measurement and/ or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

i) The fair value of mutual funds are based on price quotations at reporting date.

ii) The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.

iii) The fair values of borrowings at fixed rates are considered to be equivalent to present value of the future contracted cashflows discounted at the current market rate.

e) Financial risk management

The Trust has exposure to following risks arising from financial instruments:

- Credit risk (refer note (b) below)
- Liquidity risk (refer note (c) below)
- Market risk (refer note (d) below)

a. Risk management framework

The Board of Directors of the Manager of the Trust has overall responsibility for the establishment and oversight of the Trust's risk management framework. The Trust's risk management policies are established to identify and analyse the risks faced by the Turst, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities.

The Board of Directors of the Manager of the Trust, monitors compliance with the Trust's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Trust. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

b. Credit risk

Credit risk is the risk of financial loss to the Trust if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Trust's receivables from loans given to its SPVs and cash and cash equivalents. The carrying amount of financial assets represents the maximum credit exposure.

(all amounts in ₹ million unless otherwise stated)

The Trust establishes an allowance account for impairment that represents its estimate of losses in respect of its financial assets. The main component of this allowance is estimated losses that relate to specific tenants or counterparties.The allowance account is used to provide for impairment losses. Subsequently when the Trust is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

Cash at bank and fixed deposits are placed with financial institutions which are regulated and have low risk.

As at the reporting date, there is no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying value of each financial asset on the Balance Sheet.

c. Liquidity Risk

Liquidity risk is the risk that the trust will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The trust's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the trust's reputation.

Management monitors rolling forecasts of the trust's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out by the Management of the trust in accordance with practice and limits set by the trust. In addition, the trust's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet those, monitoring balance sheet liquidity ratios and maintaining debt refinancing plans.

Maturities of financial liabilities

The following are the Trust's remaining contractual maturities of financial liabilities as the reporting date. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Trust may be required to pay and includes contractual interest payments and excludes the impact of netting agreements. The Trust believes that the working capital is sufficient to meet its current requirements, accordingly no liquidity risk is perceived.

Particulars	Carrying value	Contractual cash flows				Total
		0 - 12 months	1-2 years	3-5 years	More than 5 years	
March 31, 2021						
Borrowings	83,319.10	2,710.25	50,407.95	43,013.76	-	96,131.96
Trade payables	2.60	2.60	-	-	-	2.60
Other financial liabilities - current	460.16	460.16	-	-	-	460.16
Total	**83,781.86**	**3,173.01**	**50,407.95**	**43,013.76**	**-**	**96,594.72**

Particulars	Carrying value	Contractual cash flows				Total
		0 - 12 months	1-2 years	3-5 years	More than 5 years	
March 31, 2020						
Borrowings	39,018.84	-	-	47,697.70	-	47,697.70
Trade payables	6.68	6.68	-	-	-	6.68
Other financial liabilities - current	88.48	88.48	-	-	-	88.48
Total	**39,114.00**	**95.16**	**-**	**47,697.70**	**-**	**47,792.86**

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

d. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices which will affect the Trust's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

i. Currency risk

The Trust operates only in India and hence does not have any exposure to currency risk.

ii. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Trust is not exposed to any interest rate risk since all its debts are at fixed interest rates.

iii. Price risk

Price risk if the risk of fluctuations in the value of assets and liabilities as a result of changes in market prices of investments. The Trust has no material exposure to equity securities price risk and is not exposed to commodity risk. The Trust's exposure to price risk arises from investments held by the Trust in mutual funds and classified in the balance sheet as fair value through statement of profit or loss. The fair value of these investments is marked to an active market which factors the uncertainties arising out of COVID-19. The financial assets carried at fair value by the Trust are mainly investments in liquid and overnight debt mutual funds and accordingly no material volatility is expected.

Mutual funds price risk sensitivity analysis

The Trust's exposure to price risk arises from investments held by the Trust in short term debt mutual funds and classified in the balance sheet as fair value through statement of profit and loss. The impact on the statement of profit and loss due to price sensitivity would be as follows for the investments as at the year end:

Particulars	March 31, 2021	March 31, 2020
Increase by 1% (100 basis points)	-	32.09
Decrease by 1% (100 basis points)	-	(32.09)

27. Capital management

The Trust's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Trust's capital structure mainly constitutes equity in the form of unit capital and debt. The projects of SPVs are initially funded through construction financing arrangements. On completion, these loans are restructured into lease-rental discounting arrangements or debentures. The Trust's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

The Trust monitors Capital using ratio of 'Net debt' to 'Gross asset value(GAV) of all SPVs. For this purpose, Net debt is defined as Long-term borrowings + Short-term borrowings + current maturities of long-term borrowings. The Trust's adjusted Net debt to GAV ratio as at March 31, 2021 and March 31, 2020 are as follows:

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

Particulars	March 31, 2021	March 31, 2020
Net debt	83,319.10	39,018.84
GAV	466,051.25	331,685.00
Net debt to GAV	**17.88%**	**11.76%**

28. During the year ended March 31, 2021, the Trust acquired VTPL, EOVPL and SIPL by acquiring all of the equity interest held by the Embassy Sponsor, BREP entities and certain other third party shareholders. The acquisition of equity interest in EOVPL (which in turn holds 60% equity interest in VTPL) and SIPL has been completed with issue proceeds received of ₹ 36,852.02 million, by issue of 111,335,400 Units at a price of ₹ 331.00 per Unit through the Institutional Placement. The acquisition of balance 40% equity interest in VTPL is completed through Preferential issue of 64,893,000 Units at a price of ₹ 356.70 per unit to the third party shareholders aggregating to ₹ 23,147.33 million.

The investments in VTPL, EOVPL and SIPL are accounted for at cost less accumulated impairment losses. Below is the details of purchase consideration paid to acquire the SPVs.

Entity	March 31, 2020
VTPL	23,147.33
EOVPL	27,548.12
SIPL *	6,870.02

* The Purchase consideration for acquisition of SIPL includes contingent consideration of ₹ 350.00 million which shall be payable to the Embassy Sponsor upon satisfaction of certain conditions and as per timeline agreed between the parties.

29. Details of utilisation of proceeds of Institutional placement as on March 31, 2021 are follows:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilisation upto March 31, 2021	Unutilised amount as at March 31, 2021
Funding of consideration for the acquisition of the ETV SPVs, including subscription to Class A equity shares in EOVPL, payment of consideration to the BREP Entities and the Embassy Sponsor	34,068.14	34,068.14	-
Debt funding to the ETV SPVs for partial or full repayment or pre-payment of bank/financial institution debt and settlement of certain liabilities	1,550.00	1,550.00	-
Issue expenses	750.00	750.00	-
General purposes	483.88	84.93	398.95
Total	**36,852.02**	**36,453.07**	**398.95**

30. Details of utilisation of proceeds of issue of Embassy REIT Series II NCD 2020 (Tranche A and Tranche B) as on March 31, 2021 are follows:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilisation upto March 31, 2021	Unutilised amount as at March 31, 2021
Granting shareholder debt including refinance of existing debt, construction and development at underlying SPVs	13,621.31	13,621.31	-
General purposes including issue expenses	1,378.69	1,378.69	-
Total	**15,000.00**	**15,000.00**	**-**

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

31. Details of utilisation of proceeds of issue of Embassy REIT Series III NCD 2021 as on March 31, 2021 are follows:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilisation upto March 31, 2021	Unutilised amount as at March 31, 2021
Granting shareholder debt including refinance of existing debt, construction and development at underlying SPVs	24,500.00	24,500.00	-
General purposes including issue expenses	1,500.00	613.52	886.48
Total	**26,000.00**	**25,113.52**	**886.48**

32. Reconciliation of movements of financial liabilities to cash flows arising from financing activities

Particulars	For year ended March 31, 2021	For year ended March 31, 2020
Opening balance	39,018.84	-
Changes from financing cash flows		
Proceeds from Issue of Non-convertible debentures (Net of issue expenses)	40,459.37	36,168.51
Other changes		
Accrual of interest on debentures	4,698.65	2,850.33
Interest paid	(857.76)	-
Closing balance	**83,319.10**	**39,018.84**

33. Segment Reporting

The Trust does not have any Operating segments as at March 31, 2021 and March 31, 2020 and hence, disclosure under Ind AS 108, Operating segments has not been provided in the Standalone financial statements.

34. The Trust does not have any unhedged foreign currency exposure as at March 31, 2021.

35. The trust outsources its manpower and technology assistance requirements and does not have any employee on its roles and hence does not incur any employee related benefits/costs.

36. Investment management fees

Pursuant to the Investment management agreement dated June 12, 2017, as amended, the Manager is entitled to fees @ 1% of REIT Distributions which shall be payable either in cash or in Units or a combination of both, at the discretion of the Manager. The fees has been determined for undertaking management of the Trust and its investments. Investment management fees accrued for the year ended March 31, 2021 amounts to ₹ 212.23 million (March 31, 2020 ₹ 214.81 million). There are no changes during the year ended March 31, 2021 in the methodology for computation of fees paid to the Manager.

37. Secondment fees

Pursuant to the Secondment agreement dated March 11, 2019, the Manager is entitled to fees of ₹ 0.10 million per month in respect certain employees of the Manager being deployed to the Trust in connection with the operation and management of the assets of the Trust. Secondment fees for the year ended March 31, 2021 amounts to ₹ 1.42 million (March 31, 2020 ₹ 1.42 million). There are no changes during the year ended March 31, 2021 in the methodology for computation of secondment fees paid to the Manager.

Notes
to the Standalone Financial Statements

(all amounts in ₹ million unless otherwise stated)

38. Distributions

The Board of Directors of the Manager to the Trust, in their meeting held on April 29, 2021, have declared distribution to Unitholders of ₹ 5.60 per unit which aggregates to ₹ 5,308.20 million for the quarter ended March 31, 2021. The distributions of ₹ 5.60 per unit comprises ₹ 1.24 per unit in the form of interest payment, ₹ 2.21 per unit in the form of dividend and the balance ₹ 2.15 per unit in the form of amortization of SPV debt. Along with distribution of ₹ 13,055.89 million/ ₹ 15.88 per unit for the nine months ended December 31, 2020, the cumulative distribution for the year ended March 31, 2021 aggregates to ₹ 18,364.09 million/ ₹ 21.48 per unit.

39. The Board of Directors of the Manager in their meeting held on May 19, 2020 approved a composite scheme of arrangement (the "Scheme") involving MPPL, EOPPL and EPTPL. The Scheme provides for:

a) The demerger, transfer and vesting of the Techzone business of EOPPL comprising Embassy TechZone Business Park (more specifically defined as the 'TechZone Undertaking' in the Scheme) into EPTPL on a going concern basis, in consideration for which the Trust (as shareholder of EOPPL) will be issued shares in EPTPL; followed by -

b) Amalgamation of EOPPL into MPPL, on a going concern basis.

The above scheme has been approved by National Company Law Tribunal (NCLT), Mumbai bench with an effective date of March 10, 2021. Further the Scheme was approved by the Board of Approval of Special Economic Zones ("BoA") in its meeting held on March 18, 2021 and the necessary form with ROC was filed on March 25, 2021, for all the three entities. Upon completion of the Scheme, MPPL has become a 100% HoldCo of the Trust, holding Embassy Manyata, Bengaluru, 80% of the share capital of EEPL, 50% of the share capital of GLSP, while EPTPL has become a 100% directly-held SPV of the Trust, holding Embassy TechZone, an existing asset of the Trust.

The accompanying notes referred to above are an integral part of Standalone financial statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Independent Auditor's Report

To the Unitholders' of Embassy Office Parks REIT

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Embassy Office Parks REIT (hereinafter referred to as "the REIT"), its subsidiaries and a Joint venture (together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31, 2021, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Unitholders' Equity for the year then ended and the consolidated Statement of Net Assets at fair value as at March 31, 2021 and the consolidated Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') of the REIT and each of its subsidiaries for the year then ended and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 (the "REIT regulations") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations, of the consolidated state of affairs of the Group as at March 31, 2021, its consolidated profit including other comprehensive income, its consolidated cash flows, its consolidated statement of changes in Unitholders' equity for the year ended March 31, 2021, its consolidated net assets at fair value as at March 31, 2021, its consolidated total returns at fair value and the NDCFs of the REIT and each of its subsidiaries for the year ended March 31, 2021.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the REIT Regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Emphasis of Matter

We draw attention to note 46(iv) to the consolidated Ind AS financial statements which refers to the uncertainty in relation to two pending cases, as regards Property tax dues aggregating to ₹ 3,418.89 million as at March 31, 2021, payable by Manyata Promoters Private Limited, before judicial forums basis, previously raised demand notices by the local regulatory authority. Based on legal opinions obtained and pending outcome of such legal matter no provision has been made in these consolidated Ind AS financial statements.

Our opinion is not modified in respect to the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures performed by us and by other auditors of components not audited by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Assessing impairment of Goodwill, Intangible assets with indefinite useful life, Investment property and Property, plant and equipment (as described in note 2.2 (c), 6 and 7 of the consolidated Ind AS financial statements)	
Goodwill and other Intangible assets with indefinite useful life, acquired in a business combination, are significant items on the balance sheet and management performs impairment testing for such goodwill and intangible assets, annually. Further, the Group's carrying value of Investment properties is ₹ 281,314.55 million (including properties under construction - ₹ 8,968.79 million) and carrying value of Property, plant and equipment is ₹ 26,806.82 million (including capital work in progress – ₹ 4,739.47 million) as at March 31, 2021, which is also subject to impairment testing. During the current year, impairment indicators were identified by the management for certain Cash Generating Units. In performing such impairment assessments, management compared the carrying value of each of the identifiable cash generating units ("CGUs") to which goodwill and other Intangible assets with indefinite useful life had been allocated with their respective 'value in use' computed based on discounted cash flow method, to determine if any impairment loss should be recognized. Similarly, for ensuring that its investment properties and property, plant and equipment are carried at no more than their recoverable amount, the recoverable amount, i.e. value in use, is determined by forecasting and discounting future cash flows. Considering the impairment assessment involves significant assumptions and judgement, we regard this as a key audit matter.	Our audit procedures included the following: - Assessed the management's valuation methodology in determining the recoverable amounts. - Evaluated management's identification of CGU's, the carrying value of each CGU and the methodology followed by management for the impairment assessment in compliance with the applicable accounting standards. - We involved valuation specialists to: (a) Assess the valuation reports issued by the independent valuer engaged by the management and compared key property related data used as input with actual data. (b) Assess the key assumptions included in the cash flow forecasts by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. (c) Discussed changes in key drivers as compared to actual performance with management in order to evaluate whether the inputs and assumptions used in the valuation models by management and independent valuer were reasonable, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. - We read/assessed the disclosures in the consolidated Ind AS financial statements for compliance with the relevant accounting standards requirements.
Classification of Unitholders' funds as equity (as described in note 21(a)(i) of the consolidated Ind AS financial statements)	
The REIT is required to distribute to its Unitholders not less than ninety percent of its net distributable cash flows for each financial year. Accordingly, a portion of the unitholders' funds contains a contractual obligation of the REIT to pay cash distributions to its Unitholders. The Unitholders' funds could have been classified as compound financial instrument which contains both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars No. CIR/IMD/DF/141/2016 dated December 26, 2016 and No. CIR/IMD/DF/146/2016 dated December 29, 2016 ("SEBI Circulars") issued under the REIT Regulations, the Unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated December 26, 2016 dealing with the minimum disclosures for key financial statements. Based on the above, the classification of Unitholders' funds as equity involved considerable management judgement. Accordingly, it is considered as a key audit matter.	Our audit procedures included evaluating the requirements for classification of financial liability and equity under Ind AS 32 and evaluating the provisions of SEBI Circulars for classification/ presentation of Unitholders' funds in the consolidated Ind AS financial statements of the REIT. We assessed the disclosures in the consolidated Ind AS financial statements for compliance with the relevant requirements of REIT regulations.

Independent Auditor's Report

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Accounting for Business Combinations
(as described in note 47 (A) and note 47 (B) of the consolidated Ind AS financial statements)</td></tr>
<tr><td>During the year ended March 31, 2021, the Group completed certain acquisitions that resulted in the Group acquiring control over the entities Vikas Telecom Private Limited, Embassy Office Ventures Private Limited and Sarla Infrastructure Private Limited and acquisition of Common Area Maintenance services business as disclosed in Note 47 (A) and Note 47 (B) of the consolidated Ind AS financial statements.

Management made judgements whether the acquisitions are in the nature of business or assets, identification of assets and liabilities acquired, assessment of fair value of assets and liabilities on the date of acquisition, allocation of consideration or cost of acquisition to the assets and liabilities acquired.

Considering, significance of the transaction, judgements involved around assessment of acquisition as a business acquisition or an asset acquisition, assessment of fair values of assets and liabilities and allocation of consideration thereon involves significant assumptions and judgement, the same has been considered as key audit matter.</td><td>Our audit procedures included, among others, the following:

- Evaluated the management judgements relating to assessment whether the acquisition is a business under Ind AS 103 or an asset acquisition.

- Read and evaluated the key terms of the underlying agreements applicable to the acquisitions along with the necessary board and Unitholder approval, as applicable, for the acquisition.

- Involved valuation specialists to review the assumptions used by the independent valuer engaged by the management in arriving at the fair value of assets and liabilities acquired.

- Obtained and read the valuation reports issued by the independent valuer engaged by the management for measuring, the assets acquired, and liabilities assumed, at fair value including the allocation of purchase price.

- Assessed the related disclosures in the consolidated financial statements regarding the acquisition.</td></tr>
<tr><td colspan="2">Computation and disclosures of Net Assets and Total Returns at Fair Value
(as described in note 2.2(c) and in Statement of Net assets at fair value and Statement of total returns at fair value of the consolidated Ind AS financial statements)</td></tr>
<tr><td>As per the provisions of REIT Regulations, the REIT is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets. For this purpose, fair value is determined by forecasting and discounting future cash flows. The determination of fair value involves judgement due to inherent uncertainty in the underlying assumptions and it is highly sensitive to changes in some of the inputs used e.g. the discounting rate (WACC), capitalization rates, rental growth rates etc,.

Accordingly, the aforementioned computation and disclosures are determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.</td><td>Our audit procedures include the following:

- Read the requirements of SEBI REIT regulations for disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value.

- Assessed the appropriateness of independent valuer's and management's valuation methodology applied in determining the fair values.

- Tested controls implemented by management to determine inputs for fair valuation as well as assumptions used in the fair valuation.

- We involved valuation specialists to:

(a) Assess the valuation reports issued by the independent valuer engaged by the management and compared key property related data used as input with actual data.

(b) Assess the key assumptions included in the cash flow forecasts by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic.

(c) Discussed changes in key drivers as compared to actual performance with management in order to evaluate whether the inputs and assumptions used in the valuation models by management and independent valuer were reasonable, including considerations due to current economic and market conditions including effects of COVID-19 pandemic.

- Tested the arithmetical accuracy of computation in the Statement of Net Assets and Total Returns at Fair Value.

- Read/Assessed the disclosures in the consolidated financial statements for compliance with the relevant requirements of REIT Regulations.</td></tr>
</table>

Key audit matters	How our audit addressed the key audit matter
Related party transactions and disclosures (as described in note 51 of the consolidated Ind AS financial statements)	
The Group has undertaken transactions with its related parties in the normal course of business. These include making acquisition of property, business acquisitions, capital advances, fees for certain services provided by related parties to Group; fees for certain services provided by Group to related parties, etc.as disclosed in Note 51 of the consolidated Ind AS financial statements. We identified the recording of all possible related party transactions and its disclosure as set out in respective notes to the consolidated Ind AS financial statements as a key audit matter due to the significance of transactions with related parties during the year ended March 31, 2021 and regulatory compliance thereon.	Our audit procedures included the following: - Obtained, read and assessed the Group's policies, processes and procedures in respect of identifying related parties, evaluation of arm's length, obtaining necessary approvals, recording and disclosure of related party transactions, including compliance of transactions and disclosures in accordance with REIT regulations. - We tested, on a sample basis, related party transactions with the underlying contracts and other supporting documents for appropriate authorization and approval for such transactions. - We read minutes of Unitholder meetings, Board and its relevant committee meetings and minutes of meetings of those charged with governance of the Manager and SPVs in connection with transactions with related parties effected during the year and Group's assessment of related party transactions being in the ordinary course of business at arm's length and in accordance with REIT regulations. - Assessed and tested the disclosures made in accordance with the requirements of Ind AS and REIT regulations.

Other Information

The Management of Embassy Office Parks Management Services Private Limited ("the Manager"), acting in its capacity as the manager of Embassy Office Parks REIT is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Management of the Manager ('the Management') is responsible for the preparation and presentation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position as at March 31, 2021, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in Unitholders' equity for the year ended March 31, 2021, its consolidated net assets at fair value as at March 31, 2021, its consolidated total returns at fair value of the REIT and the net distributable cash flows of the REIT and each of its subsidiaries for the year ended March 31, 2021 in accordance with the requirements of the REIT regulations; Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India, to the extent not inconsistent with REIT regulations. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Management, as aforesaid.

Independent Auditor’s Report

In preparing the consolidated Ind AS financial statements, the Board of Directors of the Manager and the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Management and respective Board of Directors of the Companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the REIT and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and

(all amounts in ₹ million unless otherwise stated)

to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of 3 subsidiaries, whose Ind AS financial statements include total assets of ₹ 61,102.67 million as at March 31, 2021, and total revenues of ₹ 2,207.24 million and net cash outflows of ₹ 1,472.45 million for the quarter ended March 31, 2021. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

Based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries, we report that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements; and

(c) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), to the extent not inconsistent with REIT regulations.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-
per **Adarsh Ranka**
Partner
Membership Number: 209567
UDIN: 21209567AAAACG6141

Place: Bengaluru, India
Date: April 29, 2021

Consolidated Balance Sheet

(all amounts in ₹ million unless otherwise stated)

	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	22,067.35	20,698.93
Capital work-in-progress	4	4,739.47	2,334.07
Investment property	5	272,345.76	194,076.48
Investment property under development	8	8,968.79	1,773.39
Goodwill	6	63,946.24	50,289.37
Other intangible assets	7	15,924.64	5,001.36
Equity accounted investee	9	24,118.57	24,091.36
Financial assets			
- Loans	11	835.18	668.71
- Other financial assets	12	4,004.62	1,188.54
Deferred tax assets (net)	25	48.84	-
Non-current tax assets (net)	13	1,095.27	1,554.70
Other non-current assets	14	18,383.62	16,475.64
Total non-current assets		**436,478.35**	**318,152.55**
Current assets			
Inventories	15	10.80	12.82
Financial assets			
- Investments	10	-	12,273.59
- Trade receivables	16	473.16	242.25
- Loans	17	1.03	51.49
- Cash and cash equivalents	18A	9,174.78	3,249.16
- Other bank balances	18B	253.75	169.79
- Other financial assets	19	4,056.35	399.46
Other current assets	20	395.34	351.22
Total current assets		**14,365.21**	**16,749.78**
Total assets		**450,843.56**	**334,902.33**
EQUITY AND LIABILITIES			
EQUITY			
Unit capital	21	288,262.11	229,120.96
Other equity	22	(17,331.44)	(5,943.12)
Total equity		**270,930.67**	**223,177.84**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
- Borrowings	23	106,023.33	56,170.51
- Other financial liabilities	24	4,749.57	3,118.65
Provisions	26	5.79	5.25
Deferred tax liabilities (net)	25	53,296.43	40,407.38
Other non-current liabilities	27	685.26	386.70
Total non-current liabilities		**164,760.38**	**100,088.49**
Current liabilities			
Financial liabilities			
- Trade payables	28		
- total outstanding dues of micro and small enterprises		48.27	2.48
- total outstanding dues of creditors other than micro and small enterprises		392.62	252.27
- Other financial liabilities	29	12,737.83	10,562.79
Provisions	30	1.89	2.37
Other current liabilities	31	1,872.13	781.58
Current tax liabilities (net)	32	99.77	34.51
Total current liabilities		**15,152.51**	**11,636.00**
Total equity and liabilities		**450,843.56**	**334,902.33**
Significant accounting policies	2		

The accompanying notes referred to above are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Consolidated Statement of Profit and Loss

(all amounts in ₹ million unless otherwise stated)

	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
Income and gains			
Revenue from operations	33	23,603.20	21,449.22
Interest	34	971.20	477.35
Other income	35	214.06	513.00
Total Income		**24,788.46**	**22,439.57**
Expenses			
Cost of materials consumed	36	35.55	118.94
Employee benefits expense	37	225.48	377.17
Operating and maintenance expenses	38	413.81	627.46
Repairs and maintenance	40	1,794.20	1,215.38
Valuation expenses		8.45	9.74
Audit fees		49.26	43.20
Insurance expenses		81.90	66.74
Investment management fees	45	748.14	700.94
Trustee fees		2.95	2.96
Legal and professional fees		291.18	383.94
Other expenses	39	1,444.33	1,246.33
Total Expenses		**5,095.25**	**4,792.80**
Earnings before finance costs, depreciation, amortisation, impairment loss and tax		**19,693.21**	**17,646.77**
Finance costs	41	6,452.89	3,803.54
Depreciation expense	42	4,940.15	5,120.00
Amortisation expense	42	766.82	161.24
Impairment loss	3, 6	988.96	1,775.98
Profit before share of profit of equity accounted investee and tax		**6,544.39**	**6,786.01**
Share of profit after tax of equity accounted investee		994.48	1,169.33
Profit before tax		**7,538.87**	**7,955.34**
Tax expense:			
Current tax	43	1,649.06	1,361.39
Deferred tax charge/(credit)	43	(452.77)	(11.27)
Minimum alternate tax credit entitlement (MAT)	43	(640.95)	(1,050.12)
		555.34	**300.00**
Profit for the year		**6,983.53**	**7,655.34**
Items of other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
- Remeasurements of defined benefit liability, net of tax		0.81	0.16
Total comprehensive income attributable to Unitholders for the year		**6,984.34**	**7,655.50**
Earnings per unit	44		
Basic, attributable to the Unitholders of the Trust		8.52	9.92
Diluted, attributable to the Unitholders of the Trust		8.52	9.92
Significant accounting policies	2		

The accompanying notes referred to above are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Consolidated Statement of Cashflow

(all amounts in ₹ million unless otherwise stated)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash flow from operating activities		
Profit before share of profit of equity accounted investees and tax	**6,544.39**	**6,786.01**
Adjustments:		
Non-cash and other adjustments		
Depreciation expense	4,940.15	5,120.00
Amortisation expense	766.82	161.24
Impairment loss recognised	988.96	1,775.98
Assets no longer required, written off	1.16	11.16
Loss of sale of fixed assets	61.89	-
Allowance for credit loss	20.83	0.85
Liabilities no longer required written back	(4.68)	(13.29)
Profit on sale of mutual funds	(154.11)	(359.96)
Finance costs	6,452.89	3,803.54
Interest income	(871.21)	(451.04)
Fair value loss/(gain) on investment measured at FVTPL	3.00	6.71
Operating profits before working capital changes	**18,750.09**	**16,841.20**
Working capital adjustments		
- Inventories	2.02	(7.40)
- Trade receivables	(167.57)	126.60
- Loans and other financial assets (current and non-current)	(229.51)	731.70
- Other assets (current and non-current)	134.17	52.94
- Trade payables	177.28	(153.83)
- Other financial liabilities (current and non-current)	(216.60)	977.70
- Other liabilities and provisions (current and non-current)	811.60	(183.01)
Cash generated from operating activities before taxes	**19,261.48**	**18,385.90**
Taxes (paid)/ refunds received (net)	(556.54)	(1,429.28)
Cash generated from operating activities	**18,704.94**	**16,956.62**
Cash flow from investing activities		
(Investments)/ redemption of deposits with banks (net)	552.31	2,760.20
(Investments)/ redemption in mutual funds (net)	11,700.32	(9,251.09)
Investment in debentures	-	(2,500.00)
Repayment of investment in debentures	724.38	1,775.62
Payment for purchase of Investment Property, Property, Plant and Equipment and Intangibles including Capital Work-in-progress and Investment Property under Development	(7,677.69)	(11,839.41)
Payment for acquisition of ETV business	(32,804.45)	-
Payment for acquisition of CAM business in EOPPL and MPPL	(4,730.21)	-
Payment for acquisition of business	-	(3,450.00)
Dividend received	915.00	535.00
Interest received	907.03	485.66
Net cash flow used in investing activities	**(30,413.31)**	**(21,484.02)**

Consolidated Statement of Cashflow

(all amounts in ₹ million unless otherwise stated)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash flow from financing activities		
Interest paid	(3,698.75)	(1,562.48)
Repayments of borrowings	(40,451.82)	(73,462.66)
Proceeds from borrowings, (net of issue expenses)	44,303.50	48,947.26
Proceeds from issue of units	36,852.02	-
Transaction costs related to issue of units	(834.93)	(2,378.63)
Cash used in distribution to Unitholders (including taxes on account of distribution by SPVs)	(18,370.92)	(13,526.72)
Payment of lease liabilities	(28.70)	(20.37)
Security deposits received	1.00	30.00
Net cash (used in) / generated from financing activities	**17,771.40**	**(41,973.60)**
Net increase/ (decrease) in cash and cash equivalents	**6,063.03**	**(46,501.00)**
Cash and cash equivalents at the beginning of the year	**3,111.75**	**49,612.75**
Cash and cash equivalents at the end of the year	**9,174.78**	**3,111.75**
Components of cash and cash equivalents (refer note 18A and 29)		
Cash in hand	0.69	1.12
Balances with banks		
- in current accounts	9,068.79	3,225.16
- in escrow accounts	105.30	2.88
- in fixed deposits	-	20.00
Book overdraft	-	(137.41)
	9,174.78	**3,111.75**

Significant accounting policies (refer note 2)

The Trust has issued 64,893,000 units through preferential allotment in exchange for acquisition of 40% stake in VTPL during the year ended March 31, 2021. The same has not been reflected in Consolidated Statement of Cash Flows since it was a non-cash transaction.

The accompanying notes referred to above are an integral part of these Consolidated Financial Statements.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
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Place: Boston
Date: April 29, 2021

Consolidated Statement of Changes in Unitholders' Equity

(all amounts in ₹ million unless otherwise stated)

A. Unit Capital

Particulars	No in Million	Amount
Balance as at April 1, 2019	**771.67**	**229,039.26**
Add: Reversal of issue expenses no more payable	-	81.70
Balance as at March 31, 2020	**771.67**	**229,120.96**
Balance as at April 1, 2020	**771.67**	**229,120.96**
Units issued during the year (refer note 21)	176.23	59,999.35
Less: issue expenses (refer note 21)	-	(858.20)
Balance as at March 31, 2021	**947.90**	**288,262.11**

B. Other equity

Particulars	Retained Earnings
Balance as on April 1, 2019	**(94.47)**
Add: Profit for the year ended March 31, 2020	7,655.34
Add: Other Comprehensive Income for the year ended March 31, 2020	0.16
Less: Distribution to Unitholders during the year ended March 31, 2020*	(13,504.15)
Balance as at March 31, 2020	**(5,943.12)**
Balance as at April 1, 2020	**(5,943.12)**
Add: Profit for the year ended March 31, 2021	6,983.53
Add: Other Comprehensive Income for the year ended March 31, 2021	0.81
Less: Distribution to Unitholders during the year ended March 31, 2021*^	(18,372.66)
Balance as at March 31, 2021	**(17,331.44)**

* The distributions made by Trust to its Unitholders are based on the Net Distributable Cash flows (NDCF) of Embassy Office Parks REIT under the REIT Regulations which includes repayment of debt by SPVs to Embassy REIT.

^ The distribution for years ended March 31, 2021 and March 31, 2020 does not include the distribution relating to the last quarters, for the year ended March 31, 2021 (which will be paid subsequently) and year ended March 31, 2020 (which was paid subsequently), respectively.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

A) Statement of Net Assets at fair value

S. No	Particulars	Unit of measurement	As at March 31, 2021		As at March 31, 2020	
			Book value	Fair value	Book value	Fair value
A	Assets	₹ in millions	450,843.56	547,870.38	334,902.33	401,354.66
B	Liabilities	₹ in millions	179,912.89	180,520.80	111,724.49	112,254.26
C	Net Assets (A-B)	₹ in millions	**270,930.67**	**367,349.58**	**223,177.84**	**289,100.40**
D	No. of units	Numbers	947,893,743	947,893,743	771,665,343	771,665,343
E	NAV (C/D)	₹	**285.82**	**387.54**	**289.22**	**374.64**

Notes:

1) Measurement of fair values

The fair value of investment property, investment property under development (including capital advances), property, plant and equipment (relating to the hotel property in UPPL and QBPL, and the solar power plant in EEPL); capital work-in-progress (relating to the proposed hotel to be developed in MPPL and ETV); intangibles and the investment in GLSP as at March 31, 2021 and March 31, 2020 has been determined by iVAS Partners, independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by CBRE.

Valuation technique

The fair value measurement for all the investment property, investment property under development, property plant and equipment, intangibles and capital work-in-progress has been categorized as a Level 3 fair value based on the inputs to the valuation technique used.

The valuers have followed a Discounted Cash Flow method. The valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate, average room rent, lease incentive costs and blended tariff rates. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.

Given the COVID-19 related uncertainties, the independent valuers have, as a precautionary measure, referenced material valuation uncertainty in arriving at their valuation as at March 31, 2021 and March 31, 2020.

2) Property wise break up of Fair value of Assets as at March 31, 2021 is as follows:

Particulars	Fair value of investment property, investment property under development, property, plant and equipment and capital work-in-progress, intangibles *	Other assets at book value (***) (Note i)	Total assets	Total liabilities to be considered (Note ii)	Asset wise NAV	Book value of assets
100% owned assets						
MPPL	177,919.67	2,603.26	180,522.93	17,834.79	162,688.14	127,895.25
EPTPL (refer note 60)	22,826.71	683.03	23,509.74	1,558.85	21,950.89	20,945.88
UPPL	3,995.09	95.81	4,090.90	511.71	3,579.19	4,373.13
EEPL	9,302.43	209.30	9,511.73	233.26	9,278.47	9,497.45
GSPL	9,028.07	93.46	9,121.53	407.84	8,713.69	5,991.18
ETPL	13,889.21	747.96	14,637.17	445.50	14,191.67	10,691.63
OBPPL	23,693.70	278.31	23,972.01	1,490.32	22,481.69	15,173.26
QBPPL	10,413.56	210.21	10,623.77	230.24	10,393.53	8,952.98

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Particulars	Fair value of investment property, investment property under development, property, plant and equipment and capital work-in-progress, intangibles *	Other assets at book value (***) (Note i)	Total assets	Total liabilities to be considered (Note ii)	Asset wise NAV	Book value of assets
QBPL	24,540.65	1,820.61	26,361.26	574.77	25,786.49	22,001.73
VCPPL	16,913.95	157.30	17,071.25	621.69	16,449.56	12,961.31
IENMPL	18,402.62	137.83	18,540.45	959.47	17,580.98	14,418.34
ETV Assets	107,073.00	5,316.67	112,389.67	20,466.09	91,923.58	102,762.99
Trust	-	71,059.86	71,059.86	135,186.27	(64,126.41)	71,059.86
Total	**437,998.66**	**83,413.61**	**521,412.27**	**180,520.80**	**340,891.47**	**426,724.99**
Investment in GLSP **	26,458.11	-	26,458.11	-	26,458.11	24,118.57
	464,456.77	**83,413.61**	**547,870.38**	**180,520.80**	**367,349.58**	**450,843.56**

Property wise break up of Fair value of Assets as at March 31, 2020 is as follows:

Particulars	Fair value of investment property, investment property under development, property, plant and equipment and capital work-in-progress, intangibles *	Other assets at book value (***) (Note i)	Total assets	Total liabilities to be considered (Note ii)	Asset wise NAV	Book value of assets
100% owned assets						
MPPL	153,906.00	1,843.65	155,749.65	17,124.79	138,624.86	120,534.72
EOPPL	21,032.00	793.58	21,825.58	1,477.83	20,347.75	19,871.20
UPPL	4,436.00	234.28	4,670.28	698.92	3,971.36	4,952.51
EEPL	10,289.00	7,692.82	17,981.82	7,646.18	10,335.64	17,047.79
GSPL	8,695.60	171.71	8,867.31	390.26	8,477.05	6,156.07
ETPL	13,911.00	278.71	14,189.71	406.46	13,783.25	10,442.18
OBPPL	21,416.00	1,071.11	22,487.11	4,947.58	17,539.53	15,634.42
QBPPL	10,085.00	258.29	10,343.29	280.74	10,062.55	9,091.54
QBPL	26,408.00	2,153.75	28,561.75	751.29	27,810.46	22,783.48
VCPPL	16,624.00	236.10	16,860.10	740.97	16,119.13	13,128.86
IENMPL	17,866.00	234.98	18,100.98	956.27	17,144.71	14,528.77
EPTPL	-	0.07	0.07	-	0.07	0.07
Trust	-	56,639.36	56,639.36	76,832.97	(20,193.61)	56,639.36
Total	**304,668.60**	**71,608.41**	**376,277.01**	**112,254.26**	**264,022.75**	**310,810.97**
Investment in GLSP **	25,077.65	-	25,077.65	-	25,077.65	24,091.36
	329,746.25	**71,608.41**	**401,354.66**	**112,254.26**	**289,100.40**	**334,902.33**

* Fair values of investment property, investment property under development, property, plant and equipment, intangibles capital work in progress and investment in GLSP as at March 31, 2021 and March 31, 2020 as disclosed above are solely based on the fair valuation report of iVAS Partners, independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by CBRE. For the purpose of fair valuation of assets, the Embassy Office Parks Group has fair valued its investment property, investment property under development (including capital advances), property, plant and equipment (relating to the hotel property in UPPL and QBPL, and the solar power plant in EEPL); capital work-in-progress (relating to the proposed hotel to be developed in MPPL and ETV); intangibles and the investment in GLSP.

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

** Fair value of equity investments in GLSP has been done based on equity valuation method proportionate to stake held in GLSP.

*** Other assets at book value include Goodwill of ₹ 63,946.24 million on book value basis (net off impairment loss, refer note 6). The Goodwill of ₹ 63,946.24 million (March 31, 2020: ₹ 50,289.37 million) mainly arises on account of requirement to value individual assets and liabilities acquired on business combination at fair values using an approach as more fully described in note 47 as well as the requirement to recognise deferred tax liability of ₹ 53,207.28 million (March 31, 2020: ₹ 38,783.20 million), calculated as a difference between the tax effect of the fair value of the acquired assets and liabilities and their tax bases.

Note:

i. Other assets includes cash and cash equivalents and other working capital balances which are not factored in the discounted cashflow method used in determining the fair value of investment property, investment property under development, property, plant and equipment, capital work-in-progress and intangibles.

ii. Total liabilities includes all liabilities except lease liability.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

B) Statement of Total Returns at Fair value

S. No	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A	Total comprehensive income	6,984.34	7,655.50
B	Add : Changes in fair value not recognised in total comprehensive income (refer notes below)	14,968.85	3,961.80
C (A+B)	**Total Return**	**21,953.19**	**11,617.30**

Notes:

1 In the above statement, changes in fair value for the year ended March 31, 2021 and March 31, 2020 has been computed based on the difference in fair values of investment property, investment property under development, property, plant and equipment (relating to the hotel property in UPPL and QBPL, and the solar power plant in EEPL); capital work-in-progress (relating to the proposed hotel to be developed in MPPL and ETV); intangibles and investment in GLSP as at March 31, 2021 as compared with the values as at March 31, 2020, net of cash spent on construction during the period. The fair values of the afore-mentioned assets as at March 31, 2021 and March 31, 2020 are solely based on the valuation report of iVAS Partners, independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by CBRE.

2 ETV assets were acquired on December 24, 2020 and accordingly the statement of total returns at fair value does not include any difference in fair values of Investment Property, Investment property under development, Property, Plant and Equipment, Capital Work-in-progress and intangibles for ETV assets.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
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Jitendra Virwani
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DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Disclosure pursuant to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016
(i) Embassy Office Parks REIT - Standalone

Sl No	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
1	Cash flows received from SPVs and investment entity in the form of:		
	• Interest	7,077.90	7,823.93
	• Dividends (net of applicable taxes)	2,781.76	289.97
	• Repayment of Shareholder Debt	9,740.49	11,012.23
	• Proceeds from buy-backs/ capital reduction (net of applicable taxes)	-	-
2	Add: Proceeds from sale of investments, assets or sale of shares of SPVs adjusted for the following:		
	• Applicable capital gains and other taxes	-	-
	• Related debts settled or due to be settled from sale proceeds	-	-
	• Directly attributable transaction costs	-	-
	• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of the REIT Regulations	-	-
3	Add: Proceeds from sale of investments, assets or sale of shares of SPVs not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of the REIT Regulations, if such proceeds are not intended to be invested subsequently	-	-
4	Add: Any other income of the Trust and not captured herein	89.70	167.05
5	Less: Any other expense accruing at the Trust level and not captured herein	(93.56)	(23.40)
6	Less: Any fees, including but not limited to:		
	• Trustee fees	(2.95)	(2.96)
	• REIT Management Fees	(212.23)	(214.81)
	• Valuer fees	(8.45)	(9.74)
	• Legal and professional fees	(64.53)	(102.89)
	• Trademark license fees	(1.42)	(1.42)
	• Secondment fees	(1.42)	(1.42)
7	Less: Debt servicing		
	• Interest on external debt	(914.44)	-
	• Repayment of external debt	-	-
8	Less: Income tax (net of refund) and other taxes paid (as applicable)	(34.65)	(70.62)
	Net Distributable Cash Flows	**18,356.20**	**18,865.92**

Notes:

1 The Board of Directors of the Manager to the Trust, in their meeting held on April 29, 2021, have declared distribution to Unitholders of ₹ 5.60 per unit which aggregates to ₹ 5,308.20 million for the quarter ended March 31, 2021. The distributions of ₹ 5.60 per unit comprises ₹ 1.24 per unit in the form of interest payment, ₹ 2.21 per unit in the form of dividend and the balance ₹ 2.15 per unit in the form of amortization of SPV debt. Along with distribution of ₹ 13,055.89 million/ ₹ 15.88 per unit for the period ended December 31, 2020, the cumulative distribution for the year ended March 31, 2021 aggregates to ₹ 18,364.09 million/ ₹ 21.48 per unit.

2 Repayment of short-term construction debt given to SPVs and interest accrued but not due on borrowings as at the year end are not considered for the purpose of distributions.

3 Repayment of external debt, to the extent it is by way of refinancing, is not considered for the purpose of computation of NDCF.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV and Hold Co

For the year ended March 31, 2021 pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sl No	Particulars	EOPPL**	MPPL	EEPL	UPPL	ETPL	GSPL	IENMPL	OBPPL	QBPL	QBPPL	VCPPL	EPTPL**	VTPL	EOVPL	SIPL	Total
1	**Profit/(loss) after tax as per statement of profit and loss (standalone) (A)**	**662.70**	**3,738.25**	**(20.07)**	**(417.47)**	**437.67**	**165.52**	**423.64**	**(64.43)**	**(1,701.99)**	**274.38**	**223.65**	**-**	**(197.66)**	**(285.02)**	**54.63**	**3,293.80**
	Adjustment:																
2	Add/(Less): Non-cash adjustments and taxes, including but not limited to:																
	• Depreciation, amortisation and impairment	435.89	1,850.58	351.75	226.36	201.49	89.17	247.19	278.10	930.94	57.42	150.30	-	297.52	230.00	-	5,346.71
	• Assets written off or liabilities written back	22.18	(21.88)	-	-	5.83	2.73	(4.34)	3.61	3.10	1.80	1.09	-	(5.30)	-	-	8.82
	• Current tax charge as per statement of profit and loss	209.33	754.85	-	(1.82)	190.95	104.24	130.80	1.37	-	53.07	76.87	-	91.59	-	-	1,611.25
	• Deferred tax	108.98	372.34	3.15	(149.32)	(14.12)	1.03	14.65	(7.11)	(250.70)	29.65	(30.36)	-	198.86	-	(82.90)	194.15
	• MAT adjustments as per statement of profit and loss	(55.73)	(440.29)	-	-	-	-	-	-	-	(53.34)	-	-	(91.59)	-	-	(640.95)
	• Ind AS adjustments not considered in any other item above	19.94	(131.67)	-	-	44.65	11.80	(69.20)	(35.12)	0.78	(17.41)	104.02	-	217.32	-	(23.30)	121.81
3	Add: Interest on shareholders debt charged to statement of profit and loss	520.21	3,211.78	750.33	215.74	32.18	268.39	409.30	681.52	1,538.29	345.24	554.38	-	610.03	-	22.25	9,159.64
4	Add/(Less): Loss/(gain) on sale of investments, assets or shares of SPVs or Investment Entity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Add: Proceeds from sale of investments, assets or sale of shares of SPVs or Investment Entity adjusted for the following																
	• Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	• Directly attributable transaction costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of the REIT Regulations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Add: Proceeds from sale of investments, assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of the REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, etc.	(32.98)	(103.95)	19.22	(26.21)	(26.82)	19.30	23.63	94.66	(288.46)	(17.01)	(66.03)	0.01	320.28	69.06	315.02	299.72

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Sl No	Particulars	EOPPL**	MPPL	EEPL	UPPL	ETPL	GSPL	IENMPL	OBPPL	QBPL	QBPPL	VCPPL	EPTPL**	VTPL	EOVPL	SIPL	Total
8	Less: Maintenance capex not charged in the statement of profit and loss, to the extent not funded by debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9	Less: External debt principal repayment *	-	(24.08)	(60.25)	-	-	-	-	(21.20)	-	-	-	-	(27.21)	-	-	(132.74)
10	Add: Cash flow received from SPV and Investment Entity towards (applicable for Holdco only, to the extent not covered above):																
	• Repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	• Proceeds from buy-backs/ capital reduction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11	Less: Income tax (net of refund) and other taxes paid (as applicable)	(113.16)	(477.92)	4.77	(2.29)	(106.00)	(109.19)	(72.05)	74.09	86.64	(52.01)	26.96	-	221.40	(3.38)	0.24	(521.90)
	Total Adjustments (B)	**1,114.66**	**4,989.76**	**1,068.97**	**262.46**	**328.16**	**387.47**	**679.98**	**1,069.92**	**2,020.59**	**347.41**	**817.23**	**0.01**	**1,832.90**	**295.68**	**231.31**	**15,446.51**
	Net distributable Cash Flows C = (A+B)	**1,777.36**	**8,728.01**	**1,048.90**	**(155.01)**	**765.83**	**552.99**	**1,103.62**	**1,005.49**	**318.60**	**621.79**	**1,040.88**	**0.01**	**1,635.24**	**10.66**	**285.94**	**18,740.31**

* Repayment of borrowings at SPV level out of Initial Public Offering and Non-convertible debenture proceeds have not been considered for NDCF computation. Further, repayment of short-term construction debt given to SPVs and interest accrued but not due on borrowings as at the year end are not considered for the purpose of distributions. Repayment of external debt, to the extent it is by way of refinancing, is not considered for the purpose of computation of NDCF.

** EOPPL filed a composite scheme of arrangement (the "Scheme") pursuant to which EOPPL has demerged it's commercial office business to EPTPL and merged the remaining business with MPPL. The effective date for the Scheme is March 10, 2021. For the purpose of NDCF disclosure, management has presented the entire NDCF pertaining to demerged undertaking upto March 31, 2021 under EOPPL.

- Interest on external debt paid and capitalised to development work in progress, to the extent funded by debt, are not considered for NDCF computation.
- Distribution of up to 90% of the above NDCF is required as per the REIT Regulations subject to compliance with the requirements of Companies Act, 2013.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Net Distributable Cash Flows (NDCF) pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(ii) Calculation of net distributable cash flows at each Asset SPV and Hold Co

For the year ended 31 March 2020 pursuant to guidance under Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

Sl No	Particulars	EOPPL	MPPL	EEPL	UPPL	ETPL	GSPL	IENMPL	OBPPL	QBPL	QBPPL	VCPPL	EPTPL	VTPL	EOVPL	SIPL	Total
1	**Profit/(loss) after tax as per statement of profit and loss (standalone) (A)**	**758.86**	**3,375.36**	**44.27**	**(151.15)**	**462.44**	**124.74**	**200.83**	**153.83**	**(2,101.31)**	**239.58**	**181.64**	**-**	**-**	**-**	**-**	**3,289.09**
	Adjustment:																
2	Add/(Less): Non-cash adjustments and taxes, including but not limited to:																
	• Depreciation, amortisation and impairment	354.71	1,390.13	345.24	231.93	201.05	87.74	451.53	222.31	1,596.55	57.29	147.21	-	-	-	-	5,085.69
	• Assets written off or liabilities written back	6.35	(6.43)	-	(2.91)	-	-	(0.39)	(2.72)	-	-	-	-	-	-	-	(6.10)
	• Current tax charge as per statement of profit and loss	122.95	661.16	9.95	2.36	122.52	89.72	147.63	43.49	-	47.32	20.29	-	-	-	-	1,267.39
	• Deferred tax	103.42	484.73	15.26	(44.30)	33.98	(3.48)	6.52	83.02	(218.17)	20.54	65.03	-	-	-	-	546.55
	• MAT adjustments as per statement of profit and loss	(109.25)	(781.68)	(9.95)	-	(116.07)	-	-	(43.49)	48.11	(37.79)	-	-	-	-	-	(1,050.12)
	• Ind AS adjustments not considered in any other item above	(89.45)	32.82	(1.28)	-	(40.30)	15.25	(31.95)	14.82	6.05	10.73	(134.66)	-	-	-	-	(217.97)
3	Add: Interest on shareholders debt charged to statement of profit and loss	685.73	2,420.32	284.09	220.76	66.13	305.21	414.38	483.41	1,506.86	383.46	582.17	-	-	-	-	7,352.52
4	Add/(Less): Loss/(gain) on sale of investments, assets or shares of SPVs or Investment Entity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Add: Proceeds from sale of investments, assets or sale of shares of SPVs or Investment Entity adjusted for the following																
	• Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	• Directly attributable transaction costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	• Proceeds reinvested or planned to be reinvested as per Regulation 18(16)(d) of the REIT Regulations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Add: Proceeds from sale of investments, assets or sale of shares of SPVs or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(16)(d) of the REIT Regulations, if such proceeds are not intended to be invested subsequently.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Add/(Less): Other adjustments, including but not limited to net changes in security deposits, working capital, etc.	665.19	1,246.17	120.12	40.51	181.36	61.26	(112.37)	108.70	175.69	15.67	(29.24)	-	-	-	-	2,473.06

Additional disclosures as required by Paragraph 6 to SEBI circular No. CIR/IMD/DF/146/2016

(all amounts in ₹ million unless otherwise stated)

Sl No	Particulars	EOPPL	MPPL	EEPL	UPPL	ETPL	GSPL	IENMPL	OBPPL	QBPL	QBPPL	VCPPL	EPTPL	VTPL	EOVPL	SIPL	Total
8	Less: Maintenance capex not charged in the statement of profit and loss, to the extent not funded by debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9	Less: External debt principal repayment *	-	(271.51)	(93.48)	-	-	-	-	(50.90)	-	-	-	-	-	-	-	(415.89)
10	Add: Cash flow received from SPV and Investment Entity towards (applicable for Holdco only, to the extent not covered above):																
	• Repayment of the debt in case of investments by way of debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	• Proceeds from buy-backs/ capital reduction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11	Less: Income tax (net of refund) and other taxes paid (as applicable)	(126.99)	(610.55)	(21.58)	(7.38)	(102.51)	(84.09)	(136.03)	(82.16)	(132.69)	(53.20)	(24.09)	-	-	-	-	(1,381.27)
	Total Adjustments (B)	**1,612.66**	**4,565.16**	**648.37**	**440.97**	**346.16**	**471.61**	**739.32**	**776.48**	**2,982.39**	**444.02**	**626.71**	**-**	**-**	**-**	**-**	**13,653.85**
	Net distributable Cash Flows C = (A+B)	**2,371.52**	**7,940.52**	**692.64**	**289.82**	**808.60**	**596.35**	**940.15**	**930.31**	**881.08**	**683.60**	**808.35**	**-**	**-**	**-**	**-**	**16,942.95**

* Repayment of borrowings at SPV level out of Initial Public Offering and Non-convertible debenture proceeds have not been considered for NDCF computation. Further, repayment of short-term construction debt given to SPVs and interest accrued but not due on borrowings as at the year end are not considered for the purpose of distributions. Repayment of external debt, to the extent it is by way of refinancing, is not considered for the purpose of computation of NDCF.

- Interest on external debt paid and capitalised to development work in progress, to the extent funded by debt, are not considered for NDCF computation.
- Distribution of up to 90% of the above NDCF is required as per the REIT Regulations subject to compliance with the requirements of Companies Act, 2013.

As per our report of even date attached

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Notes
to the Consolidated Financial Statements

1. Organisation structure

The Consolidated Financial Statements comprise financial statements of Embassy Office Parks REIT (the 'Trust' or the 'Embassy REIT' or the 'REIT'), its subsidiaries namely Embassy Office Parks Private Limited ('EOPPL'), Manyata Promoters Private Limited ('MPPL'), Umbel Properties Private Limited ('UPPL'), Embassy Energy Private Limited ('EEPL'), Galaxy Square Private Limited ('GSPL'), Quadron Business Park Private Limited ('QBPL'), Qubix Business Park Private Limited ('QBPPL'), Oxygen Business Park Private Limited ('OBPPL'), Earnest Towers Private Limited ('ETPL'), Vikhroli Corporate Park Private Limited ('VCPPL'), Indian Express Newspapers (Mumbai) Private Limited ('IENMPL'), Embassy Pune Techzone Private Limited ('EPTPL'), Vikas Telecom Private Limited ('VTPL'), Embassy Office Ventures Private Limited ('EOVPL') and Sarla Infrastructure Private Limited ('SIPL') (individually referred to as 'Special Purpose Vehicle' or 'SPV' and together referred to as 'Embassy Office Parks Group') and a Joint Venture namely Golflinks Software Park Private Limited ('GLSP') (also referred to as the Investment Entity). The SPVs are Companies domiciled in India.

The objectives of Embassy REIT are to undertake activities in accordance with the provisions of the SEBI REIT Regulations and the Trust Deed. The principal activity of Embassy REIT is to own and invest in rent or income generating real estate and related assets in India with the objective of producing stable and sustainable distributions to Unitholders.

Embassy Property Developments Private Limited ('EPDPL') and BRE/Mauritius Investments ('BMI') (collectively known as the 'Sponsors' or the 'Co-Sponsors') have set up the Embassy Office Parks REIT as an irrevocable trust, pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and the Trust has been registered with SEBI as a Real Estate Investment Trust on August 3, 2017 under Regulation 6 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014. The Trustee to Embassy Office Parks REIT is Axis Trustee Services Limited (the 'Trustee') and the Manager for Embassy Office Parks REIT is Embassy Office Parks Management Services Private Limited (the 'Manager' or 'EOPMSPL').

Embassy Office Parks REIT acquired the following SPVs by acquiring all the equity interest held by the Embassy Sponsor, Blackstone Sponsor, Blackstone Sponsor Group and certain other shareholders on March 22, 2019. In exchange for these equity interests, the above shareholders have been allotted 613,332,143 Units of Embassy Office Parks REIT valued at ₹ 300 each. These Units were subsequently listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on April 1, 2019.

The Trust went public as per its plan for Initial Public Offer (IPO) of Units after obtaining the required approvals from the relevant authorities. The Units were allotted to the applicants on March 27, 2019 and were subsequently listed on the BSE and NSE on April 1, 2019.

Accordingly, the equity interest in each of the following SPVs (directly or indirectly, through their holding companies) have been transferred from the respective shareholders to the Trust.

Notes
to the Consolidated Financial Statements

Details of the SPVs is provided below:

Name of the SPV	Activities	Shareholding (in percentage)
EOPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Tech Zone), located at Pune along with being an intermediate Embassy Office Parks holding company (Hold Co.) (upto March 10, 2021, refer note 60) for the Embassy Office Parks Group.	Embassy Office Parks REIT : Nil (100% upto March 10, 2021, refer note 60)
MPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Manyata), located at Bangalore along with being an intermediate (Hold Co.) (from March 10, 2021, refer note 60) for the Embassy Office Parks Group.	EOPPL: Nil from March 10, 2021 (March 31, 2020: 35.77%) Embassy Office Parks REIT : 100% from March 10, 2021 (March 31, 2020 : 64.23%) (refer note 60)
UPPL	Development, rental and maintenance of serviced residences (Hilton hotel).	Embassy Office Parks REIT : 100%
EEPL	Generation and supply of solar power mainly to the office spaces of Embassy Office Parks Group located in Bangalore.	EOPPL: 80% (upto March 10, 2021 refer note 60) MPPL: 80% (from March 10, 2021 refer note 60) Embassy Office Parks REIT : 20%
GSPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Galaxy), located in Noida.	Embassy Office Parks REIT : 100%
QBPL	Development and leasing of office space and related interiors and maintenance of such assets (Quadron Business Park), located in Pune and (Embassy one) located in Bangalore. Development, rental and maintenance of serviced residences (Hotel Four Seasons at Embassy One), located in Bangalore.	Embassy Office Parks REIT : 100%
QBPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Qubix), located in Pune.	Embassy Office Parks REIT : 100%
OBPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Oxygen), located in Noida.	Embassy Office Parks REIT : 100%
ETPL	Development and leasing of office space and related interiors and maintenance of such assets (First International Financial Centre), located in Mumbai.	Embassy Office Parks REIT : 100%
VCPPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy 247), located in Mumbai.	Embassy Office Parks REIT : 100%
IENMPL	Development and leasing of office space and related interiors and maintenance of such assets (Express Towers), located in Mumbai.	Embassy Office Parks REIT : 100%

The Trust, further has incorporated/ acquired subsidiaries post IPO. Accordingly EPTPL has been incorporated on December 6, 2019 by the Trust and equity interest in EOVPL, VTPL and SIPL (SPVs incorporated in India) (directly or indirectly, acquired post IPO through their holding companies) have been transferred from the respective shareholders to the Trust [refer note 47B]:-

Details of SPVs are provided below:

Name of the SPV	Activities	Shareholding (in percentage)
EPTPL	Development and leasing of office space and related interiors and maintenance of such assets (Embassy Tech Zone), located at Pune (from March 10, 2021) (refer note 60)	EOPPL: Nil from March 10, 2021 (March 31, 2020: 100%) Embassy Office Parks REIT : 100% from March 10, 2021 (refer note 60)
EOVPL*	Hold Co of VTPL and Common area maintenance services of Embassy Tech Village (ETV), located in Bangalore.	Embassy Office Parks REIT : 100%
VTPL*	Development and leasing of commercial space and related interiors and maintenance of such assets (ETV), located in Bangalore.	EOVPL : 60% Embassy Office Parks REIT : 40%
SIPL*	Development and leasing of commercial space and related interiors and maintenance of such assets (ETV Block 9), located in Bangalore.	Embassy Office Parks REIT : 100%

* together known as Embassy Tech Village assets (ETV assets).

Notes
to the Consolidated Financial Statements

The Trust also holds economic interest in a joint venture (Golflinks Software Park Private Limited (GLSP), entity incorporated in India) through a SPV as detailed below.

Name of the SPV	Activities	Shareholding (in percentage)
GLSP	Development and leasing of office space and related interiors (Embassy Golflinks Business Park), located at Bangalore.	EOPPL: 50% (upto March 10, 2021, refer note 60) MPPL: 50% (from March 10, 2021, refer note 60) Kelachandra Holdings LLP (50%)

2. Significant accounting policies

2.1 Basis of preparation of consolidated financial statements

The Consolidated Financial Statements of the Embassy Office Parks Group comprises the Consolidated Balance Sheet and the Consolidated Statement of Net Assets at fair value as at March 31, 2021, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Unitholders' Equity, the Statement of Net Distributable Cashflows of Embassy REIT and each of the SPVs, the Consolidated Statement of Total Returns at fair value and a summary of significant accounting policies and other explanatory information for the year ended March 31, 2021. The Consolidated Financial Statements were approved for issue in accordance with resolution passed by the Board of Directors of the Manager on behalf of the Trust on April 29, 2021. The Consolidated Financial Statements have been prepared in accordance with the requirements of SEBI (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time ("REIT Regulations") read with SEBI Circular No. CIR/IMD/DF/146/2016 dated December 29, 2016 ("SEBI Circular"); Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 ('Ind AS'), read with relevant rules issued thereunder and other accounting principles generally accepted in India, to the extent not inconsistent with SEBI Circular.

The Consolidated Financial Statements are presented in Indian Rupees in Millions, except when otherwise indicated.

Statement of compliance to Ind-AS

These Consolidated Financial Statements for the year ended March 31, 2021 are the financial statements of the Embassy Office Parks Group and have been prepared in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 ('Ind AS'), to the extent not inconsistent with REIT regulations.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all the SPVs and the Trust used for the purpose of consolidation are drawn up to the same reporting date i.e. year ended March 31, 2021.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of VTPL, EOVPL and SIPL used for the purpose of consolidation are drawn up to the same reporting date i.e. year ended on March 31, 2021. ETV assets were acquired on December 24, 2020 by the Embassy REIT. The ETV assets have been consolidated from December 31, 2020, a date close to the acquisition date, as there are no significant transactions or events that have occurred between December 24, 2020 and December 31, 2020 and the effect thereof is not considered to be material to Consolidated Financial Statements as at March 31, 2021.

Basis of Consolidation

(i) Subsidiaries

The Embassy Office Parks Group consolidates entities which it owns or controls. The Consolidated Financial Statements comprise the financial statements of the Embassy Office Parks REIT and its subsidiary SPVs as disclosed in Note 1. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The procedure for preparing Consolidated Financial Statements of the Embassy Office Parks Group are stated below:

a) The Consolidated Financial Statements have been prepared using the principles of consolidation as per Ind AS 110 – Consolidated Financial Statements, to the extent applicable.

b) Goodwill is recognised in the Consolidated Financial Statements at the excess of cost of investment over share of fair value of net assets acquired on the date of acquisition.

c) The Consolidated financial statements of the Embassy Office Parks Group are consolidated on a line-by-line basis and intragroup balances and transactions for assets and liabilities, equity, income, expenses and cash flows between entities of the Embassy Office Parks Group are eliminated in full upon consolidation.

d) Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the equity attributable to shareholders of the Company. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

(ii) Interests in joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The results of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting as described below.

Under the equity method of accounting, the investments are initially recognised at cost on the date of acquisition and adjusted thereafter to recognize the Embassy Office Parks Group's share of the post-acquisition profits or losses of the investee in profit and loss, and Embassy Office Parks Group's share of other comprehensive income of the investee in other comprehensive income.

Goodwill is calculated at excess of cost of investment over share of fair value of net assets acquired on the date of acquisition and is disclosed as an additional information in the Notes to the Consolidated Financial Statements.

Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment.

When Embassy Office Parks Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, Embassy Office Parks Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between Embassy Office Parks Group and joint ventures are eliminated to the extent of Embassy Office Parks Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees are consistent with the policies adopted by the Embassy Office Parks Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the Embassy Office Parks Group's policy.

Basis of Business Combination

The Embassy Office Parks Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

The Embassy Office Parks Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs. When the Embassy Office Parks Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

When the acquisition of subsidiaries does not represent a business combination, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values and no goodwill or deferred tax is recognised.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss, except for changes in fair value which are measurement period adjustments, wherein the change is adjusted with the asset/liability recognised at the acquisition date with corresponding adjustment to goodwill. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates subsequent its settlement is accounted for within equity.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in Unitholders' equity.

Changes in accounting policies and disclosures

New and amended standards

The accounting policies adopted and methods of computation followed are consistent with those of the previous financial year, except for items disclosed below. There were several new and amendments to standards and interpretations which are applicable for the first time for the year ended March 31, 2021, but either not relevant or do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to Ind AS 103: Definition of a Business

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. The other key amendments include, adding an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business and narrowing the definitions of business and outputs by focusing on goods or services provided to customers and by removing the reference to an ability to reduce costs. These amendments had no impact on the consolidated financial statements of the Group, but may impact future periods should the Group enter into any business combinations.

Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provides a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Group.

Several other amendments apply for the first time for the year ending March 31, 2021, but does not have an impact on the consolidated financial statements of the Group.

2.2 Significant accounting policies

a) Functional and presentation currency

The Consolidated Financial Statements are presented in Indian Rupees, which is the Embassy Office Parks Group's functional currency and the currency of the primary economic environment in which the Embassy Office Parks Group operates. All financial information presented in Indian Rupees has been rounded off to nearest million except unit and per unit data.

b Basis of measurement

The Consolidated Financial Statements are prepared on the historical cost basis, except for the following:

- Certain financial assets and liabilities (refer accounting policy regarding financial instrument): measured at fair values;

- Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan;

- The assets and liabilities of the SPVs on the date of acquisition have been accounted using their Fair value and the goodwill / capital reserve amount has been calculated accordingly; and

- Contingent consideration: measured at fair value.

c) Use of judgments and estimates

The preparation of Consolidated Financial Statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Consolidated Financial Statements is included in the following notes:

i) Business combinations

The Embassy Office Parks Group acquires subsidiaries that own real estate. At the time of acquisition, the Group considers whether each acquisition represents the acquisition of a business or the acquisition of an asset. The Group accounts for an acquisition as a business combination where an integrated set of activities and assets, including property, is acquired. More specifically, consideration is given to the extent to which substantive processes are acquired and, in particular, the extent of services provided by the subsidiary.

In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Estimating the acquisition date fair value of the identifiable assets acquired, useful life thereof and liabilities assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by the management. Changes in these judgments, estimates and assumptions can materially affect the results of operations.

ii) Impairment of goodwill and intangible assets with infinite useful life

For the purpose of impairment testing, goodwill and intangible assets with infinite useful life acquired in a business combination is, from the acquisition date, allocated to each of the Embassy Office Parks Group's cash-generating units that are expected to benefit from the combination. In performing such impairment assessments, management compared the carrying value of each of the identifiable cash generating units ("CGUs") to which goodwill and such intangible assets had been allocated with their respective 'value in use' computed based on discounted cash flow method, to determine if any impairment loss should be recognized. The discounted cash flow method involves estimating future cash flows, growth rates and discount rates which require significant management judgement - Note 2.2 (j)

iii) Classification of lease arrangements as finance lease or operating lease - Note 2.2 (r)

iv) Classification of assets as investment property or as property, plant and equipment - Notes 2.2 (f) and (g)

v) Significant judgement involved in the purchase price allocation of the assets acquired and liabilities assumed on account of Business Combination and deferred tax accounting on the resultant fair value accounting– Note on Basis of Business Combination and Note 2.2 (v) (ii)

vi) Judgements in preparing Consolidated Financial Statements - Note 2.1

vii) Classification of Unitholders' funds - Note 21 (a) (i)

Information about assumptions and estimation uncertainties that have a significant risk resulting in a material adjustment during year ended March 31, 2021 is included in the following notes:

i) Fair valuation and disclosures and impairment of non-financial assets being investment properties and property plant and equipment - The fair value of investment properties and property, plant and equipment are reviewed regularly by management with reference to independent property valuations and market conditions existing at half yearly basis. The independent valuers are independent appraisers with a recognised and relevant professional qualification and with recent experience in the location and category of the investment property being valued. Judgment is also applied in determining the extent and frequency of independent appraisals. SEBI Circulars issued under the REIT Regulations require disclosures relating to net assets at fair value and total returns at fair value (Refer Statement of net assets at fair value and Statement of total returns at fair value for details).

Refer note 2.2 (j) as regards estimates and assumptions involved in impairment assessment of non-financial assets being investment properties and property plant and equipment.

ii) Useful lives of Investment Property and Property, Plant and Equipment–Notes 2.2(f) and (g)

iii) Valuation of financial instruments – Note 2.2 (l)

iv) Recognition of deferred tax asset on carried forward losses and recognition of minimum alternate tax credit: availability of future taxable profit against which tax losses carried forward can be used- Note 2.2(v)(ii). Further, significant judgements are involved in determining the provision for income taxes, including recognition of minimum alternate tax credit, in SPVs entitled for tax deduction under Section 80IAB of the Income Tax Act, 1961, wherein the tax deduction is dependent upon necessary details available for exempt and non-exempt income.

v) Uncertainty relating to the global health pandemic on COVID-19: The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on revenue recognition, the carrying amounts of goodwill, investment property (including under development), property, plant and equipment, capital work in progress, equity accounted investee, intangible assets and receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information including reports from International Property Consultants and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Group, and have compared the actual performance with the projections and expects the carrying amount of these assets as reflected in the balance sheet as at March 31, 2021 will be recovered. The management has also estimated the future cash flows with the possible effects that may result from the

COVID-19 pandemic and does not foresee any adverse impact on realising its assets and in meeting its liabilities as and when they fall due. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these consolidated financial statements.

d) **Current versus non-current classification**

The Embassy Office Parks Group presents assets and liabilities in the Consolidated Balance Sheet based on current/ non-current classification:

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Embassy Office Parks Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Embassy Office Parks Group has identified twelve months as its operating cycle.

e) **Measurement of fair values**

A number of the Embassy Office Parks Group accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the Asset or liability.

The principal or the most advantageous market must be accessible by the Embassy Office Parks Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Embassy Office Parks Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Embassy Office Parks Group has an established control framework with respect to the measurement of fair values. The Embassy Office Parks Group engages with external valuers for measurement of fair values in the absence of quoted prices in active markets.

While measuring the fair value of an asset or liability, the Embassy Office Parks Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows-

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Embassy Office Parks Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair

Notes
to the Consolidated Financial Statements

value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Embassy Office Parks Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

f) Investment property

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Embassy Office Parks Group and the cost of the item can be measured reliably. The cost of the assets not ready for their intended use before such date, are disclosed as investment property under development. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of such replaced position is derecognised.

Investment properties are depreciated on straight-line method over their estimated useful lives. However, where the management's estimate of the remaining useful life of the assets on a review subsequent to the time of acquisition is different, then depreciation is provided over the remaining useful life based on the revised useful life. The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively.

Pursuant to this policy, Management's estimates of useful life of the following major assets under straight-line method are as follows:

Asset category	Estimated useful life (in years)
Buildings	60 years
Plant and Machinery	15 years
Furniture and Fixtures	12 years
Electrical Equipment	15 years
Leasehold land*	30 - 99 years based on the primary lease period

Pro-rata depreciation is provided on properties purchased or sold during the year.

***Upfront premium paid under lease-cum-sale agreements to acquire land where the Embassy Office Parks Group has an option to purchase the land at the end of/ during the lease term are not amortised over the lease period.**

Investment property acquired on Business Combination is depreciated over the remaining useful life from the date of acquisition as certified by the technical valuer.

Investment properties are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Note: Plant and machinery, furniture and fixtures and electrical equipment which are physically attached to the building are considered as part of the investment property.

g) Property, plant and equipment and intangible assets

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation. The cost of property, plant and equipment includes freight, duties, taxes and other incidental expenses related to the acquisition or construction of the respective assets. The cost of such assets not ready for their intended use are disclosed as capital work-in-progress.

Intangible assets are recorded at their acquisition cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Depreciation is provided on the straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment and intangibles as follows:

Notes
to the Consolidated Financial Statements

Asset category	Estimated useful life (in years)
Buildings	60 years
Plant and Machinery	15 years
Furniture and Fixtures	12 years
Electrical Equipment	15 years
Office Equipment	5 years
Computers	3 years
Computer Software	3 years
Operating Supplies	2-5 years
Vehicles	8 years

Upfront premium paid under lease-cum-sale agreements to acquire land where the Embassy Office Parks Group has an option to purchase the land at the end of/ during the lease term are not amortised over the lease period.

The useful lives of intangible assets are assessed as either finite or indefinite.

Right to use trademark: The earnings potential of trade name/ trademark can at times be substantial. A trademark is recognized on a reporting company's balance sheet as an intangible asset separate from goodwill because it satisfies either of the following two tests:

- It arises from legal rights (a trademark is essentially a bundle of rights)
- It is capable of being sold, transferred, and licensed separately from other assets of the acquiring company

The recognition of an acquired trademark is performed as part of a purchase price allocation, whereby a portion of the price paid by the acquirer for all of the acquired assets is assigned to the trademark using an acceptable valuation methodology.

The life of the Right to use trademark is considered indefinite because there is no foreseeable limit nor any specific covenant that limits the time period over which the asset is expected to generate net cash inflows for the SPVs.

Intangible assets comprising of Right to use trademark with indefinite useful lives are not amortised, but are tested for impairment annually, at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Power purchase agreement is one of the essential contracts required for a small power generating company with limited production capacity and marketability. Since sales with the customer take the form of a contract, the power purchase agreement meets the contractual criteria for recognition. This agreement provides ongoing and repeat business for the company and provides a platform for the company to reach profitability.

The initial useful life of the power purchase agreements is estimated to be 25 years based on the contract period and hence are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period and adjusted prospectively.

CAM service rights are contract-based intangible assets, which represent the value of contractual rights that arise from contractual arrangements. An entity establishes relationships with its customers through certain contracts, these customer relationships arise from contractual rights. CAM service rights are recognised at their fair value as at the date of acquisition, these are subsequently amortised on a straight-line basis, over their estimated contractual lives.

Property, plant and equipment and Intangibles acquired on Business Combination, except right-to-use trademark, is depreciated over the remaining useful life from the date of acquisition as certified by the technical valuer.

When parts of an item of plant and equipment have different useful lives, they are treated as separate components and depreciated over their respective estimated useful lives.

The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively.

Pro-rata depreciation is provided on all property, plant and equipment and intangible assets purchased or sold during the year.

Property, plant and equipment are subsequently measured at cost net of accumulated depreciation and accumulated impairment losses, if any.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

h) Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in the Consolidated Statement of Profit and Loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

i) Inventory

Stores and operating supplies

Inventories which comprises food and beverages and operating supplies are valued at lower of cost or net realisable value. Cost of inventories comprises purchase price, costs of conversion and other incidental costs incurred in bringing the inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs to sell.

j) Impairment of non-financial assets

The Embassy Office Parks Group assesses, at each reporting date, whether there is an indication that a non-financial asset other than inventories and deferred tax assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Embassy Office Parks Group estimates the asset's recoverable amount.

An impairment loss is recognised in the Consolidated Statement of Profit and Loss if the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable unit. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro-rata basis. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are recognised in the Consolidated Statement of Profit and Loss, unless it reverses previous revaluation credited to equity, in which case it is charged to equity.

Goodwill arising from a business combination is allocated to CGUs or group of CGUs that are expected to benefit from the synergies of the combination. Goodwill is tested for impairment on an annual basis and more often, if there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets, such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

k) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Embassy Office Parks Group's entities at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences arising on foreign exchange transactions settled and from translations during the year are recognised in the Consolidated Statement of Profit and Loss of the year except exchange differences arising from the translation of the items which are recognised in OCI.

l) Financial instruments

i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Embassy Office Parks Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- Fair value through other comprehensive income (FVOCI) – debt instrument;
- Fair value through other comprehensive income (FVOCI) – equity instrument; or
- Fair value through profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Embassy Office Parks Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of the principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of the principal and interest on the principal amount outstanding.

On initial recognition of an equity instrument that is not held for trading, the Embassy Office Parks Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Embassy Office Parks Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Embassy Office Parks Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to the Management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Embassy Office Parks Group's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Embassy Office Parks Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Embassy Office Parks Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Embassy Office Parks Group considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable interest rate features;

- prepayment and extension features; and

- terms that limit the Embassy Office Parks Group's claim to cash flows from specified assets (e.g. non – recourse features)

A prepayment feature is consistent with the solely payment of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt instruments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit and loss.
Equity instruments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses
Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

iii) **Derecognition**
Financial assets
The Embassy Office Parks Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Embassy Office Parks Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Embassy Office Parks Group enters into transactions whereby it transfers assets recognised in its Consolidated Balance Sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities
The Embassy Office Parks Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Embassy Office Parks Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit and loss.

iv) **Offsetting**
Financial assets and financial liabilities are offset and the net amount presented in the Consolidated Balance Sheet only when the Embassy Office Parks Group has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

m) Compound financial instruments
The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not measured subsequently.

Interest related to the financial liability is recognised in profit and loss (unless it qualifies for inclusion in cost of asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

n) Rental support
Rental supports that are an integral part of an acquisition transaction is treated as a deduction in the acquisition cost of such investment property. Where, the right to receive the rental support is spread over a period of time, the right to receive the rental support is reduced from the acquisition cost and is recognised as a financial asset at fair value and subsequently measured at amortised cost based on effective interest rate method.

o) Impairment of financial assets

Financial assets
The Embassy Office Parks Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and

- financial assets measured at FVTOCI- debt investments

At each reporting date, the Embassy Office Parks Group assesses whether financial assets carried at amortised cost and debt securities at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer; or
- a breach of contract such as a default or being past due for 180 days or more; or
- the restructuring of a loan or advance by the Embassy Office Parks Group on terms that in the material assessment of the Embassy Office Parks Group it would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties

The Embassy Office Parks Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Embassy Office Parks Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Embassy Office Parks Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Embassy Office Parks Group's historical experience and informed credit assessment and including forward-looking information.

The Embassy Office Parks Group assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Embassy Office Parks Group considers a financial asset to be default when:

- the borrower is unlikely to pay its credit obligations to the Embassy Office Parks Group in full, without recourse by the Embassy Office Parks Group to actions such as realising security (if any is held); or
- the financial asset is 180 days or more past due without any security

Measurement of expected credit losses: Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Embassy Office Parks Group and the cash flows that the Embassy Office Parks Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet: Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is charged to profit and loss account and is recognised in OCI.

Write-off: The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Embassy Office Parks Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Embassy Office Parks Group's procedures for recovery of amounts due.

Majority of the financial assets of the Embassy Office Parks Group pertain to trade and other receivables. Considering the nature of business, the Embassy Office Parks Group does not foresee any credit risk on its trade and other receivables which may cause an impairment. As per the agreement with tenants, the receivables are covered by clause of payment security mechanism which ensures receipt of all trade receivables. Also, the Embassy Office Parks Group does not have any past history of significant impairment of trade and other receivables.

p) Embedded derivatives

When the Embassy Office Parks Group becomes a party to a hybrid contract with a host that is not an asset within the scope of Ind AS 109 Financial Instruments, it identifies whether there is an embedded derivative. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

q) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortisation, where appropriate.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

When guarantees in relation to debt or other payables of subsidiaries or associates are provided for with no compensation, the fair values are accounted as contributions and recognised as part of the cost of investment.

r) Leases

Embassy Office Parks Group as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Embassy Office Parks Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Embassy Office Parks Group. Generally, the Embassy Office Parks Group uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Embassy Office Parks Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The Embassy Office Parks Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Embassy Office Parks Group recognises any remaining amount of the re-measurement in profit and loss.

The Embassy Office Parks Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Embassy Office Parks Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Notes
to the Consolidated Financial Statements

Embassy Office Parks Group as a lessor

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for other elements on the basis of their relative fair values.

ii. Assets held under leases

Leases in which the Embassy Office Parks Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term. The lease term is the non-cancellable period together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Embassy Office Parks Group is reasonably certain that the tenant will exercise that option. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Embassy Office Parks Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Embassy Office Parks Group's net investment in the leases.

iii. Initial direct costs

Initial direct costs such as brokerage expenses incurred specifically to earn revenues from an operating lease are capitalised to the carrying amount of leased asset and recognised over the lease term on the same basis as rental income.

s) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is recognised when recovery of the consideration is probable and the amount of revenue can be measured reliably.

i) Rental income from investment properties

Rental income from property leased under operating lease is recognised in the statement of profit and loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. The lease term is the non-cancellable period together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Embassy Office Parks Group is reasonably certain that the tenant will exercise that option. Contingent rents are recognised as revenue in the period in which they are earned on a receipt basis.

ii) Income from finance lease

For assets let out under finance lease, the Group recognises a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

iii) Revenue from Room Rentals

Revenue from room rentals are based on the occupancy charged on the basis of room rates which are contracted (exclusive of applicable taxes).

iv) Revenue from contract with customers

a) Revenue from maintenance services is recognised as and when the services are rendered based on the terms of the contracts with the lessees.

b) **Revenue from Food, beverages and banquets**
Revenue from food and beverages are recorded as and when food is served. Revenue generated from the banquet services offered are charged on the basis of cover charges per person which is billed (exclusive of applicable taxes) based on guaranteed covers if actual cover is less than contracted.

c) **Other operating income**
Other operating income, including service charges on rooms and Food & Beverage

Notes
to the Consolidated Financial Statements

(F&B) revenues and other hospitality-related operating income is recognised when the services are rendered and the same become chargeable. Revenue from other services is recognised on accrual basis as per the terms of the agreement.

v) Recognition of dividend and interest income

Dividend income is recognised in profit and loss on the date on which the Embassy Office Parks Group's right to receive payment is established.

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

t) Employee benefits

Defined contribution plan
A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Embassy Office Parks Group makes specified monthly contributions towards government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit and loss in the periods during which the related services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Gratuity
A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Embassy Office Parks Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Embassy Office Parks Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Embassy Office Parks Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Embassy Office Parks Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Compensated absences
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Embassy Office Parks Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Assets or liabilities related to employee benefit arrangements acquired on Business Combination are recognised and measured in accordance with Ind AS 19 Employee Benefits.

u) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Interest expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to the amortised cost of the financial liability. In calculating interest expense, the effective interest rate is applied to the amortised cost of the liability.

Capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average borrowing costs (WABC). Capitalisation of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

v) Taxation

Income tax comprises current and deferred tax. Income tax expense is recognised in the Consolidated Statement of Profit and Loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

(i) Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period/year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- Temporary differences arising on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- Temporary differences related to investments in subsidiaries, associates, and joint arrangements to the extent that the Embassy Office Parks Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on initial recognition of goodwill.

Deferred income tax asset are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Embassy Office Parks Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Embassy Office Parks Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Tax impact of timing difference which arise during the tax holiday period are recognised only to the extent of those differences which are reversed after the tax holiday period.

Deferred tax assets or liabilities acquired on Business Combination are recognised and measured in accordance with Ind AS 12 Income taxes.

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax, 1961 is recognised as current tax in the Consolidated Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Embassy Office Parks Group will pay normal income tax during the period for which MAT credit can be carried forward for set-off against normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

w) Provisions and contingencies

The Embassy Office Parks Group recognises a provision when there is a present obligation (legal or constructive) as a result of a past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

If the effect of the time value of money is material, provisions are discounted.

x) Operating segments

An operating segment is a component of the Embassy Office Parks Group that engages in business activities from which it may earn revenues and incur expenses. All operating segments' operating results are reviewed regularly by a representative of the Embassy Office Parks Group, the Embassy Office Parks Group's Chief Operating Decision Maker ('CODM'), to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Net Operating Income ('NOI') is the key metric reported to the CODM for the purposes of assessment of the segment results. The same is defined as follows:

- **Commercial Offices segment:**
  NOI for commercial offices is defined as Revenue from operations (which includes (i) facility rentals, (ii) maintenance services income, (iii) income from finance lease, and (iv) other operating income for Commercial Offices) less Direct operating expenses (which includes (i) Operating and maintenance expenses including common area maintenance expenses (ii) property taxes, (iii) rent, and (iv) insurance).

- **Hospitality segment:**
  NOI for hospitality segment is defined as Revenue from operations (which includes (i) room rentals, (ii) sale of food and beverages, (iii) other operating income for hospitality less Direct operating expenses (which includes (i) cost of materials consumed, (ii) employee benefits expenses, (iii) Operating and maintenance expenses excluding property management fees, and (iv) Other expenses).

- **Other segment:**
  NOI for other segments is defined as Revenue from operations (which includes income from generation of renewable energy) less Direct operating expenses (which includes (i) Operating and maintenance and (ii) Other expenses).

Certain income (such as interest, dividend and other income) and certain expenses (such as Other expenses excluding Direct operating expenses, depreciation, amortization, impairment and finance cost) are not specifically allocable to segments and accordingly these expenses are adjusted against the total income of the Embassy Office Parks Group.

Notes
to the Consolidated Financial Statements

y) **Errors and estimates**

The Embassy Office Parks Group revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Consolidated Financial Statements. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change. Discovery of errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities and equity of the earliest prior period in which the error is discovered. The opening balances of the earliest period presented are also restated.

z) **Cash and cash equivalents**

Cash and cash equivalents in the Consolidated Balance Sheet comprises of cash at banks and on hand, deposits held at call with bank or financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

aa) **Distribution Policy:**

Under the provisions of the REIT Regulations, Embassy Office Parks REIT is required to distribute to the Unitholders not less than ninety percent of the net distributable cash flows ('NDCF') of Embassy Office Parks REIT and the current policy of the Manager is to comply with such requirement. The NDCF is calculated in accordance with the REIT Regulations and in the manner provided in the NDCF framework defined by the Manager.

In terms of the REIT Regulations and NDCF framework which prescribes for the minimum amount of NDCF to be distributed to Embassy Office Parks REIT:

- not less than 90% of the NDCF of the SPVs are required to be distributed to the Embassy Office Parks REIT, in proportion to its shareholding in the SPV, subject to applicable provisions of the Companies Act, 2013.

- 100% of the cash flows received by the Holding Company from the underlying SPVs are required to be distributed to the Embassy Office Parks REIT, and not less than 90% of the NDCF generated by the Holding Company on its own shall be distributed to the Embassy Office Parks REIT, subject to applicable provisions of the Companies Act, 2013.

- The aforesaid net distributable cash flows are made available to Embassy Office Parks REIT in the form of (i) Interest paid on Shareholder Debt provided by Embassy Office Parks REIT to the SPVs/Holding Company, (ii) Principal repayment of Shareholder Debt, (iii) Dividend declared by the SPVs/Holding Company and received by Embassy Office Parks REIT and (iv) Proceeds from sale of any Embassy REIT assets.

Since Embassy Office Parks REIT endeavours to quarterly distributions, any shortfall as regards minimum quarterly distribution by the SPVs and Holding Company to Embassy Office Parks REIT, post interest paid on Shareholder Debt, Interim Dividend payments and Principal repayment of Shareholder Debt, would be done by declaring dividend, to the extent permitted under the Companies Act, 2013. Repayment of short-term construction debt given to SPVs are not considered for the purpose of distributions.

ab) **Cash distribution to Unitholders**

The Group recognises a liability to make cash distributions to Unitholders when the distribution is authorised and a legal obligation has been created. As per the REIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Manager. A corresponding amount is recognised directly in equity.

ac) **Consolidated Statement of Cash flows**

Consolidated Cash flows are reported using the indirect method, whereby Profit/ (loss) before share of profit of equity accounted investees and tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Embassy Office Parks Group are segregated.

For the purpose of the Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Embassy Office Parks Group's cash management.

ad) **Earnings per unit**

The basic earnings per unit is computed by dividing the net profit/ (loss) attributable to the Unitholders of the Trust by the weighted average number of units outstanding during the reporting period. The number of units used in computing diluted earnings/ (loss) per unit comprises the weighted average units considered for deriving basic earnings/ (loss) per unit and also the weighted average number of units which could have been issued on the conversion of all dilutive potential units.

Dilutive potential units are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per unit, only potential equity units that are dilutive and which either reduces earnings per share or increase loss per units are included.

ae) Earnings before finance costs, depreciation, amortisation, impairment loss and tax

The Embassy Office Parks Group has elected to present earnings before finance cost, depreciation, amortisation, impairment loss and tax as a separate line item on the face of the Consolidated Statement of Profit and Loss. The Embassy Office Parks Group measures earnings before finance cost, depreciation, amortisation, impairment loss and tax excluding share of profit of equity accounted investees on the basis of profit/ (loss) from continuing operations. In its measurement, the Embassy Office Parks Group does not include depreciation and amortisation expense, impairment loss, finance costs, share of profit of equity accounted investees and tax expense.

af) Statement of net assets at fair value

The disclosure of Statement of Net Assets at Fair value comprises of the fair values of the properties held by Asset SPVs and the HoldCo as well as book values of the total liabilities and other assets of all SPVs consolidated. The fair value of the property held by Asset SPVs and HoldCo are reviewed semi-annually by the independent property valuer taking into consideration market conditions existing at the reporting date, and other generally accepted market practices. The independent valuer is leading independent appraiser with a recognised and relevant professional qualification and experience.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

3. Property, plant and equipment
Reconciliation of carrying amounts for the year ended March 31, 2021

Particulars	Land-freehold (refer note ii)	Buildings	Plant and machinery	Furniture and fixtures	Electrical equipment	Office equipment	Computers	Operating supplies	Vehicles	Total
Gross block (cost or deemed cost)										
As at April 1, 2019	**6,087.66**	**7,057.90**	**7,137.51**	**485.32**	**448.83**	**17.26**	**11.51**	**11.62**	**37.89**	**21,295.50**
Additions for the year	452.41	9.98	4.77	0.72	0.11	1.20	6.38	0.02	2.52	478.11
Deletion	-	-	-	(0.06)	-	-	-	(0.81)	-	(0.87)
As at March 31, 2020	**6,540.07**	**7,067.88**	**7,142.28**	**485.98**	**448.94**	**18.46**	**17.89**	**10.83**	**40.41**	**21,772.74**
As at April 1, 2020	**6,540.07**	**7,067.88**	**7,142.28**	**485.98**	**448.94**	**18.46**	**17.89**	**10.83**	**40.41**	**21,772.74**
Additions due to business combination*	2,110.78	-	-	-	-	0.50	2.37	-	4.90	2,118.55
Additions for the year (refer note ii)	213.30	-	221.59	0.23	8.96	0.62	0.11	-	-	444.81
Reclassifications	(18.15)	-	18.15	-	-	-	-	-	-	-
As at March 31, 2021	**8,846.00**	**7,067.88**	**7,382.02**	**486.21**	**457.90**	**19.58**	**20.37**	**10.83**	**45.31**	**24,336.10**
Accumulated depreciation and impairment										
As at April 1, 2019	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	129.88	403.48	79.09	57.38	11.08	10.96	10.83	4.98	707.68
Impairment loss (refer note iii)	84.00	235.36	27.34	5.38	12.35	0.25	0.01	-	1.44	366.13
As at March 31, 2020	**84.00**	**365.24**	**430.82**	**84.47**	**69.73**	**11.33**	**10.97**	**10.83**	**6.42**	**1,073.81**
As at April 1, 2020	**84.00**	**365.24**	**430.82**	**84.47**	**69.73**	**11.33**	**10.97**	**10.83**	**6.42**	**1,073.81**
Charge for the year	-	125.92	436.47	78.32	26.96	1.73	0.85	-	4.64	674.89
Impairment loss (refer note iii)	72.94	339.36	59.23	20.55	24.26	2.08	0.46	-	1.17	520.05
At March 31, 2021	**156.94**	**830.52**	**926.52**	**183.34**	**120.95**	**15.14**	**12.28**	**10.83**	**12.23**	**2,268.75**
Carrying amount (net)										
As at March 31, 2020	**6,456.07**	**6,702.64**	**6,711.46**	**401.51**	**379.21**	**7.13**	**6.92**	**-**	**33.99**	**20,698.93**
As at March 31, 2021	**8,689.06**	**6,237.36**	**6,455.50**	**302.87**	**336.95**	**4.44**	**8.09**	**-**	**33.08**	**22,067.35**

*Above assets have been acquired as part of business combination. Refer note 2.1 Basis for consolidation and note 47.

Notes:

i. Post acquisition of the SPVs, the Embassy Office Parks Group has revisited the useful life of the property, plant and equipment and aligned the same across the Embassy Office Parks Group. The Embassy Office Parks Group has also aligned its method of depreciation to straight-line method across its SPVs.

ii. The solar plant has been constructed on 465.77 acres of land, the title for 254.47 acres is registered in name of the group and balance 211.30 acres is in the process of registration and is scheduled to be completion by September 30, 2021. During the current year ₹ 213.30 million is capitalised towards land costs and other related expenses pertaining to registration of 211.30 acres and subsequent to March 31, 2021, the Group has registered 110.25 acres of the 211.30 acres

iii. Refer note 6 for disclosure on impairment.

iv. Accumulated Depreciation as at March 31, 2021 includes impairment loss of ₹ 886.18 million (March 31, 2020: ₹ 366.13 million).

v. Refer Note 23 for information on charge created by the group on its property, plant and equipment.

vi. Refer Note 46 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(all amounts in ₹ million unless otherwise stated)

4. Capital work-in-progress

Particulars	As at March 31, 2021	As at March 31, 2020
MPPL-Hilton Hotel (Front Parcel)*	4,509.34	2,334.07
VTPL-Hilton Hotel**	230.13	-
	4,739.47	**2,334.07**

*forms part of MPPL CGU
**forms part of ETV assets CGU

Note:

Borrowing cost capitalised

MPPL-Hilton Hotel (Front Parcel) and VTPL-Hilton Hotel are currently under development. The amount of borrowing cost capitalised during the year ended March 31, 2021 is ₹ 249.34 million (March 31, 2020: ₹ 183.28 million). The rate used to determine the amount of borrowing costs eligible for capitalisation at a capitalisation rate which is the SPV specific "Weighted Average Borrowing Cost (WABC)".

5. Investment property

Reconciliation of carrying amounts for the year ended March 31, 2021

Particulars	Land-freehold	Land-leasehold (Refer notes)	Buildings	Plant and machinery	Furniture and fixtures	Electrical equipment	Office equipment	Vehicle	Computer	Total
Gross block (cost or deemed cost)										
As at April 1, 2019	**63,847.70**	**38,361.49**	**75,824.71**	**8,224.86**	**1,315.90**	**1,922.06**	**44.33**	**5.23**	**2.69**	**189,548.97**
Additions for the year	1,050.92	312.10	5,858.46	1,227.42	180.31	348.61	2.10	0.08	8.57	8,988.57
Disposals	-	-	-	(39.66)	(5.65)	-	(3.01)	-	(0.42)	(48.74)
Adjustments (refer note i and vi)	10,284.81	(10,446.41)	-	161.60	-	-	-	-	-	-
As at March 31, 2020	**75,183.43**	**28,227.18**	**81,683.17**	**9,574.22**	**1,490.56**	**2,270.67**	**43.42**	**5.31**	**10.84**	**198,488.80**
As at April 1, 2020	**75,183.43**	**28,227.18**	**81,683.17**	**9,574.22**	**1,490.56**	**2,270.67**	**43.42**	**5.31**	**10.84**	**198,488.80**
Additions due to business combination*	51,352.70	135.51	25,300.30	3,311.28	259.41	1,115.14	0.64	-	-	81,474.98
Additions for the year	33.10	7.95	800.75	230.42	59.74	52.42	19.68	-	1.16	1,205.22
Disposals	(21.74)	-	(23.25)	(19.93)	(50.68)	(13.23)	-	-	-	(128.83)
As at March 31, 2021	**126,547.49**	**28,370.64**	**107,760.97**	**13,095.99**	**1,759.03**	**3,425.00**	**63.74**	**5.31**	**12.00**	**281,040.17**
Accumulated depreciation and impairment										
As at April 1, 2019	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	483.74	2,106.20	947.20	360.10	487.10	22.82	3.48	1.68	4,412.32
As at March 31, 2020	**-**	**483.74**	**2,106.20**	**947.20**	**360.10**	**487.10**	**22.82**	**3.48**	**1.68**	**4,412.32**
As at April 1, 2020	**-**	**483.74**	**2,106.20**	**947.20**	**360.10**	**487.10**	**22.82**	**3.48**	**1.68**	**4,412.32**
Charge for the year	-	360.92	2,239.82	1,086.54	240.15	331.07	4.76	0.55	1.45	4,265.26
Impairment loss (refer note xv)	12.80	-	15.78	2.83	0.03	0.25	0.01	0.01	-	31.71
Disposals	-	-	-	(2.71)	(8.89)	(3.28)	-	-	-	(14.88)
At March 31, 2021	**12.80**	**844.66**	**4,361.80**	**2,033.86**	**591.39**	**815.14**	**27.59**	**4.04**	**3.13**	**8,694.41**
Carrying amount (net)										
As at March 31, 2020	**75,183.43**	**27,743.44**	**79,576.97**	**8,627.02**	**1,130.46**	**1,783.57**	**20.60**	**1.83**	**9.16**	**194,076.48**
As at March 31, 2021	**126,534.69**	**27,525.98**	**103,399.17**	**11,062.13**	**1,167.64**	**2,609.86**	**36.15**	**1.27**	**8.87**	**272,345.76**

*Above assets have been acquired as part of business combination. Refer note 2.1 Basis for consolidation and note 47.

Notes

to the Consolidated Financial Statements

i **MPPL:** During the previous year ended March 31, 2020, cost of freehold land of ₹ 161.60 million has been transferred to Karnataka Power Transmission Corporation Limited (KPTCL) along with the 220 KVA substation constructed at Embassy Manyata. Since these are enabling assets to the overall Park, the cost of land has been transferred to plant and machinery and being depreciated over the useful life of the substation.

ii. **EOPPL:** The leasehold land for Embassy Techzone is taken from Maharashtra Industrial Development Corporation ('MIDC') on a lease for a period of 95 years. The lease expires in July 2100.

iii. **OBPPL:** The leasehold land for Embassy Oxygen is taken from New Okhla Industrial Development Authority ('NOIDA') on lease for a lease period of 90 years. The lease expires in September 2097.

iv. **ETPL:** The leasehold land for First International Financial Centre is taken from Mumbai Mahanagar Regional Development Authority ('MMRDA') on a lease for a period of 80 years. The lease expires in June 2088.

v. **GSPL:** The leasehold land for Embassy Galaxy is taken from NOIDA on a lease for a period of 90 years. The lease expires in June 2095.

vi. **IENMPL:** The leasehold land for Express Towers is taken from the Government of Maharashtra on a lease of 99 years (from 1963-64). The lease expires in August 2063. However, pursuant to the Maharashtra State notification in March 2019, IENMPL made an application to the office of the Collector, Mumbai City, seeking conversion of the land on which the building known as "Express Towers" stands, from occupancy class II land that is leasehold land into occupancy class I land, that is, freehold land, by a letter dated April 1, 2019. Pursuant to various orders passed by the office of the Collector, IENMPL has made an aggregate payment of ₹ 909.46 million towards regularization and conversion of the land. Subsequently, the Collector, Mumbai pursuant to its order dated August 23, 2019, after regularising the usage of the said Property, approved the conversion of such land from occupancy class II and leasehold land into occupancy class I land that is freehold land, under the Maharashtra Land Revenue (Conversion of Occupancy Class II and Leasehold Lands into Occupancy Class I Lands) Rules, 2019. Out of the aforementioned ₹ 909.46 million, a sum of ₹ 756.41 million had been capitalized as a part of land and the balance had been capitalized towards building during the previous year ended March 31, 2020. Further, an amount of ₹ 10,446.41 million, being the carrying cost of such land, has been reclassified from leasehold to freehold land during the previous year ended March 31, 2020.

vii. **QBPL:** The leasehold land for Embassy Quadron is taken from MIDC for a lease term of 95 years. The lease expires in October 2100. As per the lease agreement the Company can renew the lease for a further period of 95 years.

viii. **VTPL:** VTPL had earlier entered into lease-cum sale agreement for the land located in Embassy Tech Village with Karnataka Industrial Area Development Board (KIADB) for a period of 20 years commencing from June 16, 2006. As per the lease agreement KIADB shall sell the land to VTPL at any time during the tenure of the lease or on expiry of the lease period, if VTPL has performed all the conditions contained in the agreement and committed no breach thereof. VTPL had converted the leasehold land measuring 81.385 acres into a freehold land as per the sale deed entered with Karnataka Industrial Areas Development Board ('KIADB) on February 12, 2018. Further, 35 guntas leasehold land is yet to be registered and is classified as a leasehold land and no depreciation has been charged on the same.

ix. Post acquisition of the SPVs, Group has revisited the useful life of the investment properties and aligned the same across the group. The Group has also aligned its method of depreciation to straight-line method across its SPVs.

x. Investment property comprises of commercial buildings and other assets forming part of the buildings, that is leased to third parties. The license agreement entered into with tenants may or may not contain an initial non-cancellable period. Subsequent renewals of these license agreements are negotiated with the tenants and historically the average renewal period ranges between three and five years.

xi. The investment property have been leased out to lessees / held for lease on operating lease basis.

xii. The plant and machinery and furniture and fixtures are physically attached to the buildings and form an integral part thereof, hence they are considered as investment property.

xiii. Additions to investment property and investment property under development include borrowing cost amounting to ₹ 184.43 million (March 31, 2020: ₹ 440.22 million) at a capitalisation rate which is the

(all amounts in ₹ million unless otherwise stated)

SPV specific Weighted Average Borrowing Cost (WABC).

xiv. In accordance with Ind AS 116- Leases, investment property includes Right-of-Use (ROU) asset of ₹ 301.38 million (March 31, 2020: ₹ 308.15 million) which is recorded under Land Leasehold. The corresponding lease liability amounting to ₹ 334.87 million (March 31, 2020: ₹ 322.93 million) is recorded under other financial liabilities.

xv. Accumulated Depreciation as at March 31, 2021 includes impairment loss of ₹ 31.71 million (March 31, 2020: Nil).

xvi. Refer note 6 for disclosure on impairment.

xvi. Amount recognised in statement of profit and loss for investment properties:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Rental income	21,823.48	18,709.58
Less: Direct operating expenses arising from investment property that generated rental income during the period	(1,760.36)	(1,372.51)
Less: Direct operating expenses arising from investment property that did not generate rental income during the period	(817.47)	(709.46)
Less: Depreciation and amortisation expense	(4,877.39)	(4,412.33)
Profit arising from investment properties before indirect expenses	**14,368.26**	**12,215.28**

xvii. Refer Note 23 for information on charge created by the group on its investment property.

xviii. Refer Note 46 for disclosure of contractual commitments for purchase, construction or development of investment property.

xvix. Refer Note 53 for disclosure of assets acquired under lease.

xx. **Fair value disclosures:**

Particulars	Amount
Fair value as at March 31, 2020	278,469.60
Fair value as at March 31, 2021	352,882.01

The fair value of investment property as at March 31, 2021 and March 31, 2020 has been determined by iVAS Partners, independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by CBRE.

The fair value measurement for all of the investment property has been categorized as a Level 3 fair value based on the inputs to the valuation technique used. The valuers have followed a Discounted Cash Flow method. The valuation model considers the present value of net cash flows to be generated from the respective properties, taking into account the expected rental growth rate, vacancy period, occupancy rate and lease incentive costs. The expected net cash flows are discounted using the risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

6. Goodwill (refer note 2.1 b, note 47B)

As at March 31, 2021

SPV	Goodwill as at April 1, 2020	Consideration transferred for business combination during the year	Fair value of net assets of business combination during the year	Goodwill on acquisitions during the year	Impairment loss for the year	Net carrying value as at March 31, 2021
MPPL	11,016.16	-	-	-	-	11,016.16
EPTPL (refer note 60)	11,913.28	-	-	-	-	11,913.28
EEPL	267.84	-	-	-	-	267.84
UPPL	202.73	-	-	-	70.84	131.89
ETPL	2,899.23	-	-	-	-	2,899.23
GSPL	1,962.11	-	-	-	-	1,962.11
IENMPL	6,071.57	-	-	-	-	6,071.57
OBPPL	6,529.49	-	-	-	-	6,529.49
QBPPL	1,596.82	-	-	-	-	1,596.82
QBPL	3,565.02	-	-	-	366.36	3,198.66
VCPPL	4,265.12	-	-	-	-	4,265.12
ETV assets (refer note 47B)	-	57,565.47	43,471.40	14,094.07	-	14,094.07
Total	**50,289.37**	**57,565.47**	**43,471.40**	**14,094.07**	**437.20**	**63,946.24**

As at March 31, 2020

SPV	Consideration transferred for business combination	Fair value of net assets	Goodwill on acquisition as at April 1, 2019	Impairment loss for the year	Net carrying value as at March 31, 2020
MPPL	48,790.52	37,774.36	11,016.16	-	11,016.16
EOPPL	62,768.25	50,854.97	11,913.28	-	11,913.28
EEPL	732.79	464.95	267.84	-	267.84
UPPL	2,841.67	2,151.80	689.87	487.14	202.73
ETPL	12,138.78	9,239.55	2,899.23	-	2,899.23
GSPL	4,662.50	2,700.39	1,962.11	-	1,962.11
IENMPL	13,210.97	7,139.40	6,071.57	-	6,071.57
OBPPL	12,308.89	5,779.40	6,529.49	-	6,529.49
QBPPL	5,595.08	3,998.26	1,596.82	-	1,596.82
QBPL	13,689.26	9,201.53	4,487.73	922.71	3,565.02
VCPPL	10,710.94	6,445.82	4,265.12	-	4,265.12
Total	**187,449.65**	**135,750.43**	**51,699.22**	**1,409.85**	**50,289.37**

Impairment testing for goodwill

Goodwill acquired through business combinations has been allocated to the Cash Generating Units ('CGU') as below for impairment testing: (Each SPV has been considered to be an independent CGU except QBPL). Goodwill pertaining to QBPL has been further allocated to commercial CGU forming part of commercial segment and hotel CGU forming part of hospitality segment. Goodwill pertaining to ETV assets has been considered as a single CGU as all the ETV assets have a similar risk and return profile).

(all amounts in ₹ million unless otherwise stated)

As at March 31, 2021 and March 31, 2020

CGU	As at March 31, 2021			As at March 31, 2020		
	Carrying amount of the CGU prior to impairment *	Recoverable amount	Impairment Loss	Carrying amount of the CGU prior to impairment *	Recoverable amount	Impairment Loss
MPPL	131,978.44	189,313.22	-	100,935.07	138,624.85	-
EOPPL	17,475.97	21,950.89	-	40,521.30	45,425.40	-
EEPL	9,077.50	9,278.47	-	9,210.13	10,335.64	-
UPPL	3,644.40	3,573.56	70.84	4,458.50	3,971.36	487.14
ETPL	13,214.69	14,191.67	-	12,962.48	13,783.25	-
GSPL	6,703.68	8,713.69	-	6,955.55	8,477.05	-
IENMPL	16,626.87	17,580.98	-	16,721.28	17,144.71	-
OBPPL	19,034.16	22,481.69	-	16,260.58	17,539.53	-
QBPPL	8,589.42	10,393.53	-	8,648.52	10,062.55	-
QBPL - Embassy Quadron	12,425.62	14,090.00	-	11,893.29	15,239.23	-
QBPL - Embassy One	4,698.33	4,331.97	366.36	4,855.30	4,897.23	-
QBPL - Hotel	7,294.64	7,364.53	-	8,962.84	7,674.00	1,288.84
VCPPL	15,482.80	16,449.56	-	15,533.12	16,119.13	-
ETV assets	81,935.45	91,923.58	-	-	-	-
Total	**348,181.97**	**431,637.34**	**437.20**	**257,917.96**	**309,293.93**	**1,775.98**

* The carrying amount also includes carrying value of intangibles with indefinite useful life amounting to ₹ 3,641.88 million as at March 31, 2021 (March 31, 2020: ₹ 1,781.88 million). Accordingly, the disclosures given in this note also covers the impairment testing relating to intangibles with indefinite useful lives.

During the year, management has estimated the recoverable amount of the CGUs based on a valuation determined by iVAS Partners, independent external property valuers appointed under Regulation 21 of REIT regulations, having appropriately recognised professional qualifications and recent experience in the location and category of the properties being valued in conjunction with value assessment services undertaken by CBRE. The fair value measurement is a level 3 measurement on the fair value hierarchy. The valuation was done in accordance with discounted cash flow method.

As a result of the valuation, an impairment of ₹ 437.20 million (March 31, 2020: ₹ 1,409.85 million) is recognized in the Statement of Profit and Loss against Goodwill, an impairment of ₹ 520.05 million (March 31, 2020: ₹ 366.13 million) is recognized in the Statement of Profit and Loss against property, plant and equipment and an impairment of ₹ 31.71 million (March 31, 2020: ₹ Nil) is recognized in the Statement of Profit and Loss against investment property totalling to ₹ 988.96 million (March 31, 2020: ₹ 1,775.98 million) as impairment loss. Impairment charge majorly relates to the hospitality segment and more specifically UPPL (Hilton Hotel), and hospitality segment of QBPL (Four Seasons Hotel) as well as Embassy One (Commercial segment) forming part of QBPL. The impairment charge arose in these CGUs due to slower ramp up of room occupancy, slower than anticipated lease-up coupled with the current economic conditions due to Covid-19 pandemic. The annual impairment test performed considers the current economic conditions and revised business plans to determine the higher of the "value in use" and the" fair value less cost to sell" in accordance with Ind AS 36.

The financial projections basis which the future cash flows have been estimated consider the increase in economic uncertainties due to COVID-19, revisiting the key operating assumptions as well as growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

The recoverable amount was based on value in use calculation and was determined at the level of the CGUs. These calculations use cash flow projections over a defined period. Discount rate is based on the Weighted Average Cost of Capital (WACC) of the entity. In determining value in use for the CGUs, the key assumptions used are as follows:

CGU	As at March 31, 2021			As at March 31, 2020		
	Discount rate - completed projects	Discount rate - under construction projects	Capitalization rate	Discount rate - completed projects	Discount rate - under construction projects	Capitalization rate
Commercial						
MPPL	11.70%	13.00%	8.00%	12.03%	13.00%	8.00%
EOPPL	11.70%	13.00%	8.25%	12.03%	13.00%	8.25%
ETPL	11.70%	NA	7.75%	12.03%	NA	7.75%
GSPL	11.70%	NA	8.25%	12.03%	NA	8.25%
IENMPL	11.70%	NA	7.50%	12.03%	NA	7.50%
OBPPL	11.70%	13.00%	8.25%	12.03%	13.00%	8.25%
QBPPL	11.70%	NA	8.25%	12.03%	NA	8.25%
QBPL - Embassy Quadron	11.70%	NA	8.25%	12.03%	NA	8.25%
QBPL - Embassy One	11.70%	NA	7.50%	12.03%	NA	7.50%
VCPPL	11.70%	NA	8.00%	12.03%	NA	8.00%
ETV Assets	11.70%	13.00%	8.00%	NA	NA	NA
Hospitality						
UPPL	12.38%	NA	14.0x of EBITDA	12.63%	NA	14.0x of EBITDA
QBPL - Hotel	12.38%	NA	14.0x of EBITDA	12.63%	NA	14.0x of EBITDA
MPPL - Hotel	NA	13.60%	14.0x of EBITDA	NA	13.60%	14.0x of EBITDA
ETV - Hotel	NA	13.60%	14.0x of EBITDA	NA	NA	NA
Others						
EEPL	13.50%	NA	NA	13.50%	NA	NA

The recoverable amount of the CGUs exceeds the carrying amount of the CGUs by ₹ 83,892.57 million (March 31, 2020: ₹ 53,151.95 million). Following change in discount rate and capitalization rate (taken individually, assuming all other assumptions remain the same) would cause the recoverable amount of the identified CGUs to be equal to the carrying amount of the CGU.

CGU	As at March 31, 2021			As at March 31, 2020		
	Discount rate - completed projects	Discount rate - under construction projects	Capitalization rate	Discount rate - completed projects	Discount rate - under construction projects	Capitalization rate
Commercial						
MPPL	14.39%	16.20%	13.75%	16.88%	17.85%	18.00%
EOPPL	12.63%	14.15%	9.95%	13.60%	14.58%	9.75%
ETPL	12.61%	NA	8.00%	13.15%	NA	9.00%
GSPL	14.97%	NA	9.75%	15.00%	NA	12.75%
IENMPL	12.06%	NA	8.00%	12.45%	NA	7.90%
OBPPL	13.51%	15.20%	8.75%	13.28%	14.25%	9.75%
QBPPL	13.65%	NA	9.75%	14.60%	NA	11.75%
QBPL - Embassy Quadron	13.45%	NA	8.75%	16.10%	NA	15.75%
QBPL - Embassy One**	NA	NA	NA	13.60%	NA	9.25%

(all amounts in ₹ million unless otherwise stated)

CGU	As at March 31, 2021			As at March 31, 2020		
	Discount rate - completed projects	Discount rate - under construction projects	Capitalization rate	Discount rate - completed projects	Discount rate - under construction projects	Capitalization rate
VCPPL	11.93%	NA	8.75%	12.70%	NA	8.70%
ETV Assets	12.26%	13.60%	9.00%	NA	NA	NA
Hospitality						
UPPL **	NA	NA	NA	NA	NA	NA
QBPL - Hotel **	NA	NA	NA	NA	NA	NA
MPPL - Hotel	NA	15.91%	NA	NA	18.45%	NA
ETV - Hotel	NA	13.22%	NA	NA	NA	NA
Others						
EEPL	14.71%	NA	NA	26.00%	NA	NA

** Sensitivity analysis is not disclosed since the carrying value and the recoverable amount are equal.

7. Other intangible assets

Reconciliation of carrying amounts for the year ended March 31, 2021

Particulars	CAM service rights	Power Purchase Agreement	Right to use trade mark	Computer software	Total
Gross Block					
As at April 1, 2019	**-**	**3,348.00**	**1,647.91**	**22.87**	**5,018.78**
Addition during the year	-	-	133.97	9.85	**143.82**
As at March 31, 2020	**-**	**3,348.00**	**1,781.88**	**32.72**	**5,162.60**
As at April 1, 2020	**-**	**3,348.00**	**1,781.88**	**32.72**	**5,162.60**
Additions due to business combination*	9,826.91	-	1,860.00	1.66	**11,688.57**
Addition during the year	-	-	-	1.53	**1.53**
As at March 31, 2021	**9,826.91**	**3,348.00**	**3,641.88**	**35.91**	**16,852.70**
Accumulated amortisation					
As at April 1, 2019	**-**	**-**	**-**	**-**	**-**
Amortisation for the year	-	145.56	-	15.68	**161.24**
As at March 31, 2020	**-**	**145.56**	**-**	**15.68**	**161.24**
As at April 1, 2020	**-**	**145.56**	**-**	**15.68**	**161.24**
Amortisation for the year	612.13	145.57	-	9.12	**766.82**
As at March 31, 2021	**612.13**	**291.13**	**-**	**24.80**	**928.06**
Carrying amount (net)					
As at March 31, 2020	**-**	**3,202.44**	**1,781.88**	**17.04**	**5,001.36**
As at March 31, 2021	**9,214.78**	**3,056.87**	**3,641.88**	**11.11**	**15,924.64**

* Refer note 2.1 Basis for consolidation and note 47.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

8. Investment property under development (IPUD)

IPUD mainly comprises upcoming buildings and other infrastructure upgrades in various properties. The details are as follows:

SPV	Nature	As at March 31, 2021	As at March 31, 2020
Base build			
SIPL	Block 9	3,794.98	-
VTPL	Block 8	429.47	-
EOPPL	Hudson and Ganges blocks	816.34	301.32
OBPL	Tower 1	619.44	164.66
Infrastructure Upgrades			
MPPL	Flyover	1,311.14	629.48
MPPL	Master plan upgrade	1,091.40	393.68
VTPL	Master plan upgrade	48.15	-
EOPPL	Master plan upgrade	500.46	228.13
QBPL	Master plan upgrade	311.96	37.50
Others	Others	45.45	18.62
		8,968.79	**1,773.39**

9. Equity accounted investee

Particulars	As at March 31, 2021	As at March 31, 2020
Investment in joint venture		
Golflinks Software Park Private Limited	24,118.57	24,091.36
	24,118.57	**24,091.36**
Goodwill on acquisition included as a part of carrying cost	10,449.36	10,449.36

	As at March 31, 2021	As at March 31, 2020
Percentage ownership interest	50%	50%
Fair value of net assets on Purchase Price Allocation	26,247.74	26,247.74
Embassy Office Parks Group's share of net assets (50%)	13,123.87	13,123.87
Carrying amount of interest (including goodwill)	24,118.57	24,091.36

10. Current investments

Particulars	As at March 31, 2021	As at March 31, 2020
Unquoted, at amortised cost		
Investment in debentures of joint venture (refer note 51) and (i) below Nil (March 31, 2020: 2,500) 8.5% debentures	-	724.38
Investments measured at fair value through profit and loss		
Quoted, Investment in mutual funds		
HDFC Liquid Fund - Growth Option	-	1,950.71
IDFC Cash Fund - Growth Option	-	390.14
ICICI Prudential Liquid Fund - Growth Option	-	1,350.76
Axis Liquid Fund - Growth Option	-	1,914.03
SBI Liquid Fund - Growth Option	-	1,629.14
Tata Liquid Fund - Growth Option	-	1,233.24
HDFC Overnight Fund - Growth Option	-	255.01
IDFC Overnight Fund - Growth Option	-	1,810.13
Axis Liquid Fund Overnight Fund - Growth Option	-	165.94
ICICI Prudential Overnight Fund - Growth Option	-	850.11
	-	**12,273.59**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

i) Nil (March 31, 2020: 2,500) unlisted, unrated, secured redeemable, non-convertible debentures of Golflinks Software Parks Private Limited with face value of ₹ 1,000,000 each. Outstanding as on March 31, 2021 is ₹ Nil (March 31, 2020: ₹ 724.38 million).

Terms:

- Interest Rate : 8.50% p.a. on monthly outstanding balance.
- Security : The debentures are secured by first ranking exclusive security interest over Torrey Pines building.
- Redemption : Debentures shall be redeemed in 16 monthly instalments (principal and interest) of ₹ 160.00 million each and 17th instalment of ₹ 98.99 million in accordance with redemption schedule. Early redemption of the debentures shall be permitted from internal accruals of the issuer or any other sources, at the option of the issuer and without any prepayment penalty.
- Investment in debentures has been fully redeemed in the month of August 2020 and hence, there was no outstanding in respect of investment in such debentures as at March 31, 2021.

Particulars	As at March 31, 2021	As at March 31, 2020
Aggregate amount of unquoted investments	-	724.38
Aggregate amount of quoted investments	-	11,549.21
Investment measured at amortised cost	-	724.38
Investment measured at fair value through profit and loss	-	11,549.21

11. Non-current loans

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Security deposits		
- related party (refer note 51)	4.30	10.50
- others	830.88	658.21
	835.18	**668.71**

12. Other non-current financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Fixed deposits with banks*	846.16	673.02
Unbilled revenue (refer note 51)	832.37	506.91
Receivable under finance lease	1,246.09	8.61
Receivable for sale of co-developer rights from a related party (refer note 51)	1,080.00	-
	4,004.62	**1,188.54**
*Includes fixed deposits held as lien against debt taken and margin money for bank guarantee	846.16	670.06

13. Non-current tax assets (net)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance tax, net of provision for tax	1,095.27	1,554.70
	1,095.27	**1,554.70**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

14. Other non-current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advance paid for co-development of property, incl development rights on land (refer note 51 and 58) *	13,863.03	13,998.26
Other capital advances		
- related party (refer note 51)	274.23	222.56
- others	3,294.28	1,333.74
Balances with government authorities	189.97	164.03
Paid under protest to government authorities (refer note 46)	702.44	676.26
Prepayments	59.67	80.79
	18,383.62	**16,475.64**

* Advance paid for co-development of property, includes borrowing cost capitalised during the period amounting to ₹ Nil (March 31, 2020: ₹ 344.42 million) at a capitalisation rate which is the SPV specific Weighted Average Borrowing Cost (WABC).

15. Inventories (valued at lower of cost and net realisable value)

Particulars	As at March 31, 2021	As at March 31, 2020
Stock of consumables	10.80	12.82
	10.80	**12.82**

16. Trade receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured		
Considered good *	473.16	242.25
Credit impaired	56.21	16.02
Less: Allowances for impairment losses	(56.21)	(16.02)
	473.16	**242.25**

*Includes trade receivables from related parties amounting to ₹ 327.53 million (March 31, 2020: 57.03 million) (refer note 51).

17. Current loans

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Security deposits		
- related party (refer note 51)	-	50.00
- others	1.03	1.49
	1.03	**51.49**

18A. Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Cash on hand	0.69	1.12
Balances with banks		
- in current accounts*	9,068.79	3,225.16
- in escrow accounts		
- Balances with banks for unclaimed distributions	2.00	0.26
- Others^	103.30	2.62
- in deposit accounts with original maturity of less than three months	-	20.00
	9,174.78	**3,249.16**

* Balance in current accounts includes cheques on hand as at March 31, 2021 amounting to ₹ 763.77 million (March 31, 2020: ₹ 2,121.94 million).

^ Includes unspent Corporate Social Responsibility (CSR) balances amounting to ₹ 38.56 million which has been deposited in separate escrow accounts.

(all amounts in ₹ million unless otherwise stated)

18B. Other bank balances

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks		
- in fixed deposit accounts with original maturity greater than three months and maturity less than twelve months from the reporting date*	253.75	169.79
	253.75	**169.79**
*Deposit for availing letter of credit facilities	253.75	169.79

19. Other current financial assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Interest accrued but not due		
- on fixed deposits	0.50	7.53
- on statutory deposits	21.49	40.39
- on others	4.61	4.35
Unbilled revenue (refer note 51)	443.03	256.91
Unbilled maintenance charges	224.61	59.45
Receivable under finance lease	427.74	16.88
Receivable for rental support from a related party (refer note 51)	1,108.78	-
Receivable for sale of co-developer rights from a related party (refer note 51)	1,632.97	-
Other receivables		
- related parties (refer note 51)	185.99	7.94
- others	6.63	6.01
	4,056.35	**399.46**

20. Other current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advance for supply of goods and rendering of services		
- to related parties (refer note 51)	2.67	2.78
- to others	21.68	51.32
Balances with government authorities	237.71	149.93
Prepayments	123.18	134.21
Other advances	10.10	12.98
	395.34	**351.22**

21. Unit capital

Unit Capital	No in Million	Amount
As at April 1, 2019	**771.67**	**229,039.26**
Add: Reversal of issue expenses no longer payable (refer note below)	-	81.70
Closing balance as at March 31, 2020	**771.67**	**229,120.96**
As at April 1, 2020	**771.67**	**229,120.96**
Units issued during the year	176.23	59,999.35
Less: Issue expenses (refer note below)	-	(858.20)
Closing balance as at March 31, 2021	**947.90**	**288,262.11**

Note: Issue expenses pertaining to the Initial Public Offering (IPO) and listing of the Units on the National Stock Exchange and Bombay Stock Exchange have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation. During the previous year ended March 31, 2020, provision for issue expenses no longer payable, has been reversed amounting to ₹ 81.70 million. During the year ended March 31, 2021 estimated issue expenses pertaining to further issue of units (Institutional Placement and Preferential Allotment) have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation. The issue expenses includes payments to auditor of ₹ 51.55 million (excluding applicable taxes).

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

(a) Terms/rights attached to Units

(i) The Trust has only one class of Units. Each Unit represents an undivided beneficial interest in the Trust. Each holder of Units is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every six months in each financial year in accordance with the REIT Regulations. The Board of Directors of the Manager approves distributions. The distribution will be in proportion to the number of Units held by the Unitholders. The Trust declares and pays distributions in Indian Rupees.

Under the provisions of the REIT Regulations, Embassy Office Parks REIT is required to distribute to Unitholders not less than 90% of the net distributable cash flows of Embassy Office Parks REIT for each financial year. Accordingly, a portion of the Unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. The Unitholders' funds could have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No. CIR/IMD/DF/146/2016 dated December 29, 2016 and No. CIR/IMD/DF/141/2016 dated December 26, 2016) issued under the REIT Regulations, the Unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated December 26, 2016 dealing with the minimum disclosures for key financial statements. Consistent with Unitholders' funds being classified as equity, the distributions to Unitholders is presented in Statement of Changes in Unitholders' Equity and not as finance cost. In line with the above, the dividend payable to Unitholders is recognised as liability when the same is approved by the Manager.

(b) Unitholders holding more than 5 percent Units in the Trust

Name of the Unitholder	As at March 31, 2021		As at March 31, 2020	
	No of Units	% holding	No of Units	% holding
Embassy Property Developments Pvt Ltd.	115,484,802	12.18%	115,484,802	14.97%
SG Indian Holding (Nq) Co I Pte Ltd.	88,333,166	9.32%	104,094,966	13.49%
BRE Mauritius Investments	83,730,208	8.83%	93,610,755	12.13%
Veeranna Reddy	29,372,782	*	65,472,582	8.48%
BRE/ Mauritius Investments II	39,700,450	*	45,630,850	5.91%
India Alternate Property Limited	31,193,186	*	39,446,986	5.11%

* The percentage holding is less than 5% as at March 31, 2021. As at March 31, 2020, the percentage holding was more than 5%.

(c) The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of incorporation till the balance sheet date. Further, the Trust has issued an aggregate of 613,332,143 Units of ₹ 300 each for consideration other than cash from the date of incorporation till March 31, 2020.

Further, during the year ended March 31, 2021, the Trust has issued 111,335,400 Units at a price of ₹ 331.00 per Unit through an Institutional Placement. The Trust also made Preferential allotment of 64,893,000 Units at ₹ 356.70 per Unit to acquire ETV assets held by third party shareholders.

22. Other equity*

Particulars	As at March 31, 2021	As at March 31, 2020
Reserves and Surplus		
Retained earnings	(17,331.44)	(5,943.12)
	(17,331.44)	**(5,943.12)**

*Refer Consolidated Statement of Changes in Unitholders' Equity for detailed movement in other equity balances.

Retained earnings

The cumulative gain or loss arising from the operations which is retained by the Embassy Office Parks REIT is recognized and accumulated under the heading of retained earnings. At the end of the period, the profit/(loss) after tax is transferred from the Statement of Profit and Loss to the retained earnings account.

(all amounts in ₹ million unless otherwise stated)

23. Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Secured		
Non-convertible debentures		
- Embassy REIT Series I NCD 2019 - Tranche I (refer note i and iv below)	35,503.62	32,351.16
- Embassy REIT Series I NCD 2019 - Tranche II (refer note i and iv below)	7,276.40	6,667.66
- Embassy REIT Series II NCD 2020 - Tranche A (refer note ii and iv below)	7,382.15	-
- Embassy REIT Series II NCD 2020 - Tranche B (refer note ii and iv below)	7,437.51	-
- Embassy REIT Series III NCD 2021 (refer note iii and iv below)	25,719.40	-
Terms loans		
- from banks (refer note vi)	22,701.75	10,978.43
- vehicle loans	2.50	30.60
Deferred payment liability (refer note v)	-	6,142.66
	106,023.33	**56,170.51**

Note:

(i) In May 2019, the Trust issued 30,000 listed, AAA rated, secured, redeemable and non-convertible Embassy REIT Series I NCD 2019 (Tranche I), debentures having face value of ₹ 1 million each amounting to ₹ 30,000.00 million with an Internal Rate of Return (IRR) of 9.4% and will mature on June 2, 2022. In November 2019, the Trust further issued 6,500 such debentures (Tranche II) with an Internal Rate of Return (IRR) of 9.05% and with same terms and conditions as Tranche I.

The Tranche I and Tranche II NCD described above were listed on the Bombay Stock Exchange on May 15, 2019 and November 28, 2019 respectively.

Security terms:

The NCD's are secured against each of the following in favor of the Security Trustee (holding for the benefit of the Debenture Trustee and ranking pari passu inter se the Debenture Holders):

1. A sole and exclusive first ranking charge created by MPPL on (a) land measuring 112.475 acres at Bengaluru together with blocks and various commercial buildings; (b) 1.022 acres (Phase 1) and 1.631 (Phase IV) acres of undivided right, title and interest in the commercial complex known as “Mfar Manyata Tech Park”. The above charge excludes L1 - Office block, consisting of 4,77,949 sq.ft of super built up area along with the undivided share of the lands and future development / construction on Blocks designated as F1 and L4 that MPPL may undertake in the Project "Embassy Manyata Business Park" along with the remaining undivided share of such land.

2. A sole and exclusive first ranking pledge created by the Embassy REIT and EOPPL over their total shareholding in the SPVs namely QBPPL, ETPL, VCPPL, GSPL and MPPL together known as "secured SPVs".

3. A sole and exclusive first ranking charge by way of hypothecation created by the Embassy REIT over identified bank accounts and receivables of the Trust.

4. A sole and exclusive first ranking charge by way of hypothecation created by each secured SPV over identified bank accounts and receivables of each secured SPV.

5. A negative pledge on all assets of each secured SPV except MPPL.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Redemption terms:

1. These debentures are redeemable by way of bullet payment on June 2, 2022.

2. Tranche I debentures have a redemption premium of 9.4% IRR compounded annually and Tranche II debentures have a redemption premium of 9.05% IRR compounded annually.

3. In case of downgrading of credit rating, the IRR shall increase by 0.25% - 1.25% over and above the applicable IRR calculated from the date of change of rating. In case of any subsequent upgrading of credit rating, the IRR shall restore/decrease by 0.25% - 1.00% over and above the applicable IRR calculated from the date of change of rating.

4. The issuer shall have the option of redeeming all or part of the debentures on a pro-rata basis at any time on a specified call option date (between May 2021 to May 2022) by delivering a Call Option Notice to the debenture holders prior to the relevant call option date, subject to certain agreed minimum aggregate nominal value of debentures being redeemed.

(ii) In September 2020, the Trust issued 7,500 listed, AAA rated, secured, redeemable and non-convertible Embassy REIT Series II NCD 2020 (Tranche A), debentures having face value of ₹ 1 million each amounting to ₹ 7,500.00 million with an coupon rate of 7.25% p.a. payable quarterly. In October 2020, the Trust further issued 7,500 such debentures (Tranche B), with an coupon rate of 6.70% p.a. payable quarterly and with same terms and conditions as Tranche A.

The Tranche A and Tranche B NCD described above were listed on the Bombay Stock Exchange on September 17, 2020 and November 05, 2020 respectively.

Security terms:

The NCD's are secured against each of the following in favour of the Security Trustee (holding for the benefit of the Debenture Trustee and ranking pari passu inter se the Debenture Holders):

1. A sole and exclusive first ranking charge by way of mortgage created by EOPPL on the constructed buildings and related parcels identified as Block 2, Block 3, Food court, Block 6, Block I, Block 11 and Block 5, having an aggregate leasable area of 2,00,674 square meters and forming part of the development known as Embassy Tech Zone together with portion of land admeasuring 96,630 square meters on which the aforesaid buildings are constructed out of the aggregate area of land measuring 67.45 acres equivalent to 2,72,979 sq. mtrs.

2. A sole and exclusive first ranking pledge created by the Embassy REIT over the shareholding in the SPVs namely IENMPL and EOPPL together known as "secured SPVs" along with shareholder loans given to these SPVs.

3. A sole and exclusive first ranking charge by way of hypothecation created by Embassy REIT over identified bank accounts and receivables.

4. A sole and exclusive first ranking charge by way of hypothecation created by EOPPL over identified bank accounts and receivables.

5. A corporate guarantee issued by each of EOPPL and IENMPL.

6. Pursuant to the Composite Scheme of Arrangement (the Scheme) approved by National Company Law Tribunal (NCLT), the pledge of EOPPL shares and the hypothecation created over EOPPL bank accounts and receivables is in process of being recreated in the name of EPTPL in accordance with the terms of Debenture Trust Deed (refer note 60).

Notes

to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Redemption terms:

1. Interest is payable on the last day of each financial quarter in a year until the Scheduled Redemption Date.

2. These debentures will be redeemed on the expiry of 37 months from the Date of Allotment for the Debentures at par on October 9, 2023.

3. In case of downgrading of credit rating, the coupon rate shall increase by 0.25% - 1.25% over and above the applicable coupon rate calculated from the date of change of rating. In case of any subsequent upgrading of credit rating, the IRR shall restore/decrease by 0.25% - 1.00% over and above the coupon rate calculated from the date of change of rating.

4. The issuer shall have the option of redeeming all or part of the debentures on a pro-rata basis at any time on a specified call option date (between March 2023 to Sep 2023) by delivering a Call Option Notice to the debenture holders prior to the relevant call option date, subject to certain agreed minimum aggregate nominal value of debentures being redeemed.

(iii) In January 2021, the Trust issued 26,000 listed, AAA rated, secured, redeemable, transferable and non-convertible Embassy REIT Series III NCD 2021 debentures having face value of ₹ 1 million each amounting to ₹ 26,000.00 million with an coupon rate of 6.40% p.a. payable quarterly.

The debentures described above were listed on the Bombay Stock Exchange on January 19, 2021.

Security terms :

The NCD's are secured against each of the following in favor of the Security Trustee (holding for the benefit of the Debenture Trustee and ranking pari passu inter se the Debenture Holders):

1. A first ranking charge by way of mortgage created by VTPL on the constructed buildings and related parcels identified as Block 1A, Block 2 and Block 7B, having an aggregate leasable area of 3,43,772 square meters and forming part of the development known as Embassy TechVillage together with portion of land admeasuring 101,859 square meters on which the aforesaid buildings are constructed.

2. A first ranking pari passu pledge created by the Embassy REIT, MPPL and EOVPL over their shareholding in the SPVs namely EEPL and VTPL respectively together known as "Secured SPVs".

3. A sole and exclusive first ranking charge by way of hypothecation created by Embassy REIT over identified bank accounts and receivables.

4. A sole and exclusive first ranking charge by way of hypothecation created by VTPL over identified bank accounts and receivables.

5. A corporate guarantee issued by each of VTPL and EEPL.

6. Pursuant to the Composite Scheme of Arrangement (the Scheme) approved by National Company Law Tribunal (NCLT), the pledge of EEPL shares is in process of being recreated by MPPL in accordance with the terms of Debenture Trust Deed due to change in ownership of EEPL shares from EOPPL to MPPL (refer note 60).

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Redemption terms:

1. Interest is payable on the last day of each financial quarter in a year until the Scheduled Redemption Date.

2. These debentures will be redeemed on the expiry of 37 months from the Date of Allotment for the Debentures at par on February 15, 2024.

3. In case of downgrading of credit rating , the coupon rate shall increase by 0.25% - 1.00% over and above the applicable coupon rate calculated from the date of change of rating. In case of any subsequent upgrading of credit rating, the coupon rate shall restore/decrease by 0.25% - 1.00% over and above the coupon rate calculated from the date of change of rating.

4. The issuer shall have the option of redeeming all or part of the debentures on a pro-rata basis at any time on a specified call option date (between July 2023 to January 2024) by delivering a Call Option Notice to the debenture holders prior to the relevant call option date, subject to certain agreed minimum aggregate nominal value of debentures being redeemed.

(iv) Disclosure required under SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2018/71 dated April 13, 2018

1. Details of non-convertible debentures are as follows:-

Particulars	Secured/ Unsecured	Previous due date		next due date	
		Principal	Interest	Principal	Interest
Embassy REIT Series I NCD 2019	Secured	-	-	June 2, 2022	June 2, 2022
Embassy REIT Series II NCD 2020	Secured	-	March 31, 2021	October 9, 2023	June 30, 2021
Embassy REIT Series III NCD 2021	Secured	-	March 31, 2021	February 15, 2024	June 30, 2021

2. Rating agency CRISIL has assigned a rating of "CRISIL AAA/Stable" to all the above NCDs.

3. Other requirements as per Guidelines for issuance of debt securities by Real Estate Investment Trusts (REITs)

Particulars	As at March 31, 2021	As at March 31, 2020
Asset cover ratio (refer a below)	22.79%	17.32%
Debt -equity ratio (refer b below)	0.39	0.26
Debt-service coverage ratio (refer c below)	3.19	4.55
Interest-service coverage ratio (refer d below)	3.26	5.10
Net worth (refer e below)	270,930.67	223,177.84

Formulae for computation of ratios are as follows basis consolidated financial statements:-

a) Asset cover ratio = Total borrowings*/ Gross asset value as computed by independent valuers

b) Debt equity ratio = Total borrowings*/ Unitholders' Equity*

c) Debt Service Coverage Ratio = Earnings before Finance costs, Depreciation, Amortisation, Impairment Loss and Tax / [Finance cost (net of capitalisation and excluding interest on lease deposit and interest on lease liability) + Principal repayments made during the year]

d) Interest Service Coverage Ratio = Earnings before Finance costs, Depreciation, Amortisation, Impairment Loss and Tax / Finance cost (net of capitalisation and excluding interest on lease deposit and interest on lease liability)

e) Net worth = Unit capital + Other equity

* Total borrowings = Long-term borrowings + Short-term borrowings + current maturities of long-term borrowings
Unitholder's Equity = Unit Capital + Other equity

(all amounts in ₹ million unless otherwise stated)

(v) Deferred payment liability

EEPL SPV had entered into a deferred payment agreement with IL&FS Solar Power Limited for ₹ 6,853.90 million (as at March 31, 2021: ₹ Nil, March 31, 2020: ₹ 7,278.74 million), for the purpose of financing the construction and development of a solar photovoltaic electricity generation facility with a minimum capacity of 100 MW AC. The debt carried interest at an IRR of 12.72% with a fixed EMI.

Security terms

1. Exclusive first charge by way of deposit of title deeds on the project land in accordance with the mortgage documentation.

2. Charge over the entire moveable properties (both present and future) of the Embassy Energy SPV, in relation to the project (including without limitation all tangible and intangible assets).

3. The above deferred payment liability was also secured by a guarantee given by EOPPL, Holding Co., to Embassy Office Parks REIT.

Redemption terms:

The liability was repayable in 180 months equal instalments starting from April 2018 and was to be settled by February 2033. Pursuant to mutual agreement with IL&FS Solar Power Limited, only 50% of EMI was payable to them till the registration of agreed 465.77 acres of land is completed in favor of Embassy Energy SPV.

Subsequently, in accordance with the deferred payment agreement, the Group issued a prepayment offer to IL&FS Solar Power Limited ('lender') in December 2019 in respect of outstanding debt as at that date. Based on the terms and the revised prepayment offer agreed to between the parties, the liability has been repaid in full during the year ended March 31, 2021 along with the outstanding interest. The parties have also executed an agreement to record the agreed terms in connection with such prepayment and also to record the termination of all agreements entered into between the parties in connection with the acquisition, development and commissioning of the solar plant.

(vi) (a) Lender 1 [balance as at March 31, 2021: Nil (March 31, 2020: ₹ 3,361.58 million)]

1. First ranking mortgage of undivided share of land and building thereon (L1) situated at Embassy Manyata, Bengaluru.

2. First charge over the entire lease rental receivables from tenant pertaining to building (L1) situated at Embassy Manyata, Bengaluru.

3. Reserve account to be maintained equal to three months repayment obligations with the lender.

Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Repayable in 36 monthly instalments. The debt carries interest of MCLR + 0.35%	-	3,361.58

The loan has been prepaid in the month of September 2020.

(b) Lender 2 [balance as at March 31, 2021: ₹ 1,725.80 (March 31, 2020: ₹ Nil)]

1. First ranking mortgage over leasehold rights of 6.63 acres of Block M3 land and building being constructed thereon situated at Embassy Manyata Bengaluru.

2. First ranking mortgage over 1.77 acres of Block F1 land and any future construction thereon situated at Embassy Manyata Business Park.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

3. Debt service reserve account to be maintained equal to three months interest on outstanding loan.

Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Repayable as bullet payment at the end of 36 months from first disbursement i.e., by March 2024. The loan carries an interest rate of 6M MCLR plus spread of 0.90% pa, currently 8.15%	1,725.80	-

(c) Lender 3 [balance as at March 31, 2021: ₹ 5,180.28 million (March 31, 2020: ₹ 4,381.10 million)]

1. First ranking exclusive mortgage of undivided share of land admeasuring 8.26 acres (Front Parcel) situated at Embassy Manyata, Bengaluru.

2. First charge over entire cash flows, receivable, book debts, and revenues from the projects to be constructed at the land admeasuring 8.26 acres (Front Parcel) situated at Embassy Manyata, Bengaluru.

3. First charge on the Trust and Retention Account and other accounts established and maintained pursuant to Trust and Retention Account Agreement.

4. A corporate guarantee issued by the Trust.

Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Repayable by way of single bullet repayment in 18 months from date of commercial operations but not later than September 30, 2023. The debt carries interest of MCLR + 1.25%, currently 8.20% p.a.	5,180.28	4,381.10

(d) Lender 4 [balance as at March 31, 2021: Nil (March 31, 2020: ₹ 3,389.99 million)]

1. First charge over the entire cash flows of Tower 2 and Tower 3 of Embassy Oxygen, Noida, Uttar Pradesh till full liquidation of the borrowings / credit facilities along with interest and charges.

2. Equitable mortgage over underlying Tower 2 & Tower 3 building of Embassy Oxygen situated at Plot No. 7, Sector 144, Noida Uttar Pradesh India.

Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Repayable in 120 monthly instalments, bullet repayment for remainder at the end of 10th year. The debt carries interest of MCLR + 0.15%	-	3,389.99

The loan has been prepaid in the month of September 2020.

(e) Lender 5 and 6 [balance as at March 31, 2021: 14,648.63 million (March 31, 2020: Nil)]

1. First pari passu charge on Mortgage of parcel 5 land measuring 14.56 acres and buildings with 2.43 million square feet of office and amenity buildings at Embassy Tech Village, Bengaluru.

2. First charge by way of hypothecation of the receivables of the above Buildings of Embassy Tech Village, Bengaluru.

3. Fixed deposit equal to the amount specified in sanction letter as debt service reserve account to be kept with lien marked in favour of bank during the tenure of the loan.

Name of the lender	Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Lender 5	Repayable in structured monthly instalments with no moratorium, interest rate of lender's 3M MCLR + Nil, currently 7.15% pa	7,198.66	-
Lender 6	Repayable in structured monthly instalments with no moratorium, interest rate of 3 months T-Bill rate + applicable spread, currently 7.05% p.a.	7,449.97	-

(all amounts in ₹ million unless otherwise stated)

(f) Lender 7 [balance as at March 31, 2021: ₹ 94.01 million (March 31, 2020: ₹ Nil)]

Exclusive mortgage of undivided share of land of 3.24 acres and building being constructed thereon (Tower 1) situated at Embassy Oxygen, Noida.

Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Repayable in 4 quarterly instalments after moratorium of 4 quarters from date of drawdown. The debt carries interest of MCLR + Nil, currently 7.3% p.a.	94.01	-

(g) Lender 8 [balance as at March 31, 2021: ₹ 1,178.21 million (March 31, 2020: ₹ Nil)]

1. Exclusive mortgage of land admeasuring 8.00 acres and building constructed thereon situated at Block 9, Embassy TechVillage, Bengaluru.
2. Exclusive charge on the receivables, cash flows, moveable assets of SIPL in relation to the Project.
3. Exclusive charge on the Escrow Account established and maintained pursuant to Escrow Agreement and Current account of SIPL.

Repayment and interest terms	As at March 31, 2021	As at March 31, 2020
Repayable by way of single bullet repayment on February 3, 2023. The debt carries interest of 6M MCLR + 0.55%, currently 7.9% p.a	1,178.21	-

(vii) Changes in liabilities arising from financing activities

Particluars	As at March 31, 2021	As at March 31, 2020
Opening financial liability	57,783.76	79,110.54
Cashflows:		
Add: Acquired on business combination	42,140.75	-
Add: Proceeds from borrowings (net off issue expenses)	44,303.50	48,947.26
Less: Repayments of borrowings	(40,451.82)	(73,462.66)
Less: Interest paid	(3,698.75)	(1,562.48)
Less: Finance lease payments	(28.70)	(20.37)
Non-cash adjustments:		
Add: Lease liability w.r.t. right-to-use for land during the year	-	312.10
Add: Finance cost (including capitalised interest)	6,509.04	4,459.37
Closing financial liability	**106,557.78**	**57,783.76**

24. Other non-current financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Lease deposits (refer note 51)	4,155.40	2,360.50
Lease liability (refer note 53)	314.52	302.58
Capital creditors for purchase of fixed assets	279.65	455.57
	4,749.57	**3,118.65**

25. Deferred tax

Deferred tax Assets (net)

Particulars	As at March 31, 2021	As at March 31, 2020
Minimum Alternate Tax credit entitlement	5.05	-
Deferred tax assets (net) (refer note 54)	43.79	-
	48.84	**-**

Deferred tax liabilities (net)

Particulars	As at March 31, 2021	As at March 31, 2020
Minimum Alternate Tax credit entitlement	(4,586.33)	(4,015.29)
Deferred tax liabilities (net) (refer note 54)	57,882.76	44,422.67
	53,296.43	**40,407.38**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

26. Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits *		
- gratuity	5.79	5.25
	5.79	**5.25**

* refer note 52.

27. Other non-current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred lease rental	666.38	378.21
Advances from customers	18.88	8.49
	685.26	**386.70**

28. Trade payables

Particulars	As at March 31, 2021	As at March 31, 2020
Trade payable		
- total outstanding dues to micro and small enterprises (refer note 51)	48.27	2.48
- total outstanding dues of creditors other than micro and small enterprises		
- to related parties (refer note 51)	139.46	115.94
- to others	253.16	136.33
	440.89	**254.75**

29. Other current financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long-term debt		
- from banks	139.58	154.25
- deferred payment liability	-	1,136.08
- debentures (refer note (i) below, 47 and 51)	60.00	-
Security deposits		
- related party (refer note 51)	80.00	185.00
Lease deposits (refer note 51)	8,406.20	7,137.07
Book overdraft	-	137.41
Capital creditors for purchase of fixed assets		
- to related party (refer note 51)	60.47	14.73
- to others	2,423.50	975.66
Lease liability (refer note 53)	20.35	20.35
Unclaimed dividend	2.00	0.26
Contigent consideration (refer note 47B and 51)	350.00	-
Other liabilities		
- to related party (refer note 51)	240.96	172.62
- to others	954.77	629.36
	12,737.83	**10,562.79**

(all amounts in ₹ million unless otherwise stated)

(i) In October 2020, pursuant to the Business Transfer Agreement with Embassy Services Private Limited (refer note 47), EOPPL has issued 100,000 unlisted, unrated, unsecured, redeemable and non-convertible debentures to ESPL having face value of ₹ 100 each amounting to ₹ 10.00 million with no interest rate attached. Further, MPPL has also issued 500,000 unlisted, unrated, unsecured, redeemable and non-convertible debentures to ESPL having face value of ₹ 100 each amounting to ₹ 50.00 million with same terms and conditions as EOPPL debentures.

Security terms

The NCD's rank pari passu with all other unsecured and unsubordinated debt of EOPPL and MPPL.

Redemption terms:

These debentures will be redeemed on the expiry of the tenure of 13 months in a single instalment for an aggregate redemption amount equal to the face value of all the NCDs (matures on November 2021).

30. Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits *		
- gratuity	0.03	0.03
- compensated absences	1.86	2.34
	1.89	**2.37**

* refer note 52.

31. Other current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Unearned income	65.50	44.09
Advances received from customers (refer note 51)*	520.53	291.43
Advance compensation received from related party (refer note 51)	559.19	-
Statutory dues	237.95	193.92
Deferred lease rentals	488.96	252.14
	1,872.13	**781.58**

*Includes advances received from related parties amounting to ₹ 139.12 million (March 31, 2020: ₹ 1.92 million).

32. Current tax liabilities (net)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for income-tax, net of advance tax	99.77	34.51
	99.77	**34.51**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

33. Revenue from operations

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Facility rentals	18,475.61	16,689.99
Income from finance lease	51.33	2.28
Room rentals	99.08	647.40
Revenue from contracts with customers		
Maintenance services	2,547.77	1,777.43
Sale of food and beverages	118.86	391.89
Income from generation of renewable energy	1,548.26	1,566.25
Other operating income		
- hospitality	13.51	103.40
- others (refer note 58)	748.78	270.58
	23,603.20	**21,449.22**

Note:

Contract balances

Particulars	As at March 31, 2021	As at March 31, 2020
Trade receivables	473.16	242.25
Unbilled maintenance	224.61	59.45

Revenue recognised over a period of time	For the year ended March 31, 2021	For the year ended March 31, 2020
Maintenance services	2,547.77	1,777.43

34. Interest income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
- on debentures (refer note 51)	7.29	73.72
- on fixed deposits	195.18	139.80
- on security deposits	4.82	46.86
- on other statutory deposits	15.42	21.77
- on income-tax refund	99.99	26.31
- others	648.50	168.89
	971.20	**477.35**

35. Other income

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Net changes in fair value of financial assets	-	18.45
Liabilities no longer required written back	4.68	13.29
Profit on sale of mutual funds	154.11	359.96
Profit on sale of fixed assets	12.72	-
Miscellaneous	42.55	121.30
	214.06	**513.00**

36. Cost of materials consumed

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Purchases	37.57	126.34
Add: Increase/(decrease) in inventory	(2.02)	(7.40)
	35.55	**118.94**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

37. Employee benefits expense *

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages	189.07	295.88
Contribution to provident and other funds	12.82	15.08
Defined benefits plans cost (refer note 50)	2.25	2.54
Staff welfare	21.34	63.67
	225.48	**377.17**

* majorly refers to employee benefits expense of the hospitality segment.

38. Operating and maintenance expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Power and fuel (net)	407.10	609.16
Operating consumables	6.71	18.30
	413.81	**627.46**

39. Other expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Property tax (net)	766.67	704.01
Rates and taxes*	306.39	37.90
Marketing and advertising expenses	84.90	77.31
Assets and other balances written off	1.16	11.16
Loss of sale of fixed assets	61.89	-
Allowances for credit loss	20.83	0.85
Reversal of impairment on investments	-	(156.98)
Investments written off	-	156.98
Bad debts written off	2.73	-
Bank charges	8.20	19.42
Brokerage and commission	3.27	24.10
Net changes in fair value of financial assets	3.00	25.16
Travel and conveyance	9.12	25.78
Corporate Social Responsibility (CSR) expenses	93.72	85.91
Miscellaneous expenses	82.45	234.73
	1,444.33	**1,246.33**

*Includes provision for stamp duty amounting to ₹ 229.44 million in relation to the composite scheme of arrangement involving MPPL, EOPPL and EPTPL. Also refer note 60.

40. Repairs and maintenance

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Repairs and maintenance		
- common area maintenance (refer note 47A)	1,282.00	735.75
- buildings	126.56	76.19
- machinery	282.05	253.51
- others	103.59	149.93
	1,794.20	**1,215.38**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

41. Finance costs (net of capitalisation)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expense		
- on borrowings from banks and financial institutions	1,016.44	310.15
- on deferred payment liability	477.76	840.19
- on lease deposits	377.62	312.09
- on lease liabilities	40.64	31.20
- on Non convertible debentures		
- Embassy REIT Series II and Series III NCD	914.43	-
Accrual of premium on redemption of debentures (Embassy REIT Series I NCD)	3,626.00	2,309.91
	6,452.89	**3,803.54**

Gross interest expense is ₹ 6,886.66 million (March 31, 2020: ₹ 4,771.46 million) and interest capitalised is ₹ 433.77 million (March 31, 2020: ₹ 967.92 million) for the year ended March 31, 2021.

42. Depreciation and amortisation

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of property, plant and equipment	674.89	707.68
Depreciation of investment property	4,265.26	4,412.32
Amortisation of intangible assets	766.82	161.24
	5,706.97	**5,281.24**

43. Tax expense*

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax**	1,649.06	1,361.39
Deferred tax charge/ (credit)	(452.77)	(11.27)
Minimum Alternate Tax credit entitlement (MAT)***	(640.95)	(1,050.12)
	555.34	**300.00**

*refer note 54.

** includes dividend distribution tax of ₹ Nil (March 31, 2020: ₹ 22.83 million) payable by SPVs on dividend distributed to Group for the year ended March 31, 2021. Also includes current tax adjustments relating to earlier years of ₹ Nil (March 31, 2020: ₹ 42.32 million) for the year ended March 31, 2021.

*** including MAT credit entitlement relating to earlier years of ₹ Nil (March 31, 2020: ₹ 373.69 million).

44. Earnings Per Unit (EPU)

Basic EPU amounts are calculated by dividing the profit for the year attributable to Unitholders by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit attributable to Unitholders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

(all amounts in ₹ million unless otherwise stated)

The following reflects the profit and unit data used in the basic and diluted EPU computation

	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit after tax for calculating basic and diluted EPU	6,983.53	7,655.34
Weighted average number of Units (No. in millions)*	819.60	771.67
Earnings Per Unit		
- Basic (Rupees/unit)	8.52	9.92
- Diluted (Rupees/unit)**	8.52	9.92

* The weighted average number of units have been computed prorata basis 111.34 million units issued by way of institutional placement and 64.89 million units issued by way of preferential allotment on December 22, 2020 and December 24, 2020 respectively.

** The Trust does not have any outstanding dilutive units

45. Management Fees

Property Management Fee

Pursuant to the Investment Management Agreement dated June 12, 2017 as amended, Manager is entitled to fees @ 3% of the collection of Facility Rentals per annum of the relevant property in respect to operations, maintenance, administration and management of the Holdco or the SPV, as applicable. The fees has been determined to meet the ongoing costs of the Manager to undertake the services provided to the Embassy REIT and its SPVs. Property Management fees for the year ended March 31, 2021 amounts to ₹ 535.92 million (March 31, 2020: ₹ 486.13 million). There are no changes during the year in the methodology for computation of fees paid to Manager.

REIT Management Fees

Pursuant to the Investment Management Agreement dated June 12, 2017, as amended, Manager is entitled to fees @ 1% of REIT Distributions which shall be payable either in cash or in Units or a combination of both, at the discretion of the Manager. The fees has been determined for undertaking management of the REIT and its investments. REIT Management fees accrued for the year ended March 31, 2021 amounts to ₹ 212.23 million (March 31, 2020: ₹ 214.81 million). There are no changes during the year in the methodology for computation of fees paid to Manager.

Secondment fees

Pursuant to the Secondment Agreement dated 11 March 2019, Manager is entitled to fees of ₹ 0.10 million per month in respect certain employees of Manager being deployed to the Embassy office Parks REIT in connection with the operation and management of the assets of the Embassy REIT. Secondment Fees for the year ended March 31, 2021 amounts to ₹ 1.42 million (March 31, 2020: ₹ 1.42 million). There are no changes during the year in the methodology for computation of secondment fees paid to Manager.

46. Commitments and contingencies

Particulars	As at March 31, 2021	As at March 31, 2020
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for (refer note i)	11,968.87	11,088.92
Contingent liabilities		
Claims not acknowledged as debt in respect of Income Tax matters (refer note ii)	440.27	447.56
Claims not acknowledged as debt in respect of Indirect Tax matters (refer note iii)	769.80	730.10
Claims not acknowledged as debt in respect of Property Tax matters (refer note iv)	3,418.89	3,313.08
Others (refer notes v and vi)		

Based on management's best estimate and basis expert opinion obtained by the Group, no provisions have been made for above claims during the year. The Group will continue to monitor developments to identify significant uncertainties and change in estimates, if any, in future period.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Notes:

i) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for

SPV	As at March 31, 2021	As at March 31, 2020
MPPL	7,194.03	9,519.23
VTPL	1,099.60	-
OBPPL	848.10	51.78
EOPPL	1,391.46	1,423.43
SIPL	1,256.41	-
Others	179.27	94.48
	11,968.87	**11,088.92**

ii) Claims not acknowledged as debt in respect of Income Tax matters

SPV	As at March 31, 2021	As at March 31, 2020
MPPL	8.22	8.50
EOPPL	246.44	246.44
QBPL	77.60	77.60
QBPPL	3.76	3.76
OBPPL	69.83	72.82
IENMPL	9.25	38.44
VTPL	25.17	-
	440.27	**447.56**

MPPL:

(a) The SPV has received Section 153A assessment orders for AY 2009-10 to 2015-16 making additions under section 14A of Income Tax Act read with rule 8D of the Income-tax Rules in computing taxable income under the Income tax Act. The SPV has received demand orders to pay a sum of ₹ 8.22 million for the assessment period. Appeals were filed before CIT(A) challenging the assessment orders. As at March 31, 2021 the CIT(A) has dismissed the appeals for AY 09-10, 11-12 and 12-13 upholding the assessment additions made. SPV has challenged the CIT(A) orders and filed appeals before Income-tax Appellate Tribunal ['ITAT']. Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the applications for settling these litigations and await the final settlement from the Designated Authority of Income Tax. Pending settlement of these applications, the SPV has disclosed ₹ 8.22 million (March 31, 2020: ₹ 8.22 million) as contingent liability.

(b) The SPV was originally assessed u/s. 143(3) for AY 2009-10 apart from the assessment u/s. 153A as disclosed above in (a) for disallowance under section 14A of Income Tax Act read with rule 8D of the Income-tax Rules in computing the taxable income under the Income tax Act. The SPV has received outstanding demand orders to pay a sum of ₹ 0.28 million. During the current quarter, the appeal against order of ITAT filed before the Hon'ble High Court of Karnataka has been allowed in favour of the company. Accordingly, the SPV has disclosed Nil (March 31, 2020: ₹ 0.28 million) as contingent liability.

EOPPL:

a) The SPV was assessed u/s. 143(3) of the Income Tax Act for AY 2016-17 and received assessment order dated December 31, 2018 with additions made u/s.14A of the Income Tax Act with a tax demand of ₹ 172.28 million. The SPV has filed an appeal against the assessment order at the CIT (A) and has paid ₹ 14.06 million under protest with balance demand stayed. Accordingly, the SPV has disclosed ₹ 172.28 million (March 31, 2020: ₹ 172.28 million) as contingent liability.

b) The SPV was assessed u/s. 143(3) of the Income Tax Act for AY 2017-18 and received assessment order dated December 24, 2019 with additions made u/s.14A of the Income Tax Act read with rule 8D of the Income-tax Rules and addition to the income based on reconciliation differences between Form 26AS and the books of accounts. Aggrieved by the assessment order, the SPV has filed an appeal with CIT(A). Accordingly, the SPV has disclosed ₹ 74.17 million (March 31, 2020: ₹ 74.17 million) as contingent liability.

(all amounts in ₹ million unless otherwise stated)

QBPL:

a) The SPV was assessed under section 143(3) of the Income Tax Act and has received a demand notice of ₹ 71.71 million for AY 2010-11, on account of denial of benefit under section 80IAB for certain incomes as claimed by the SPV. The CIT(A) has passed necessary order upholding the stand of the Assessing Officer. The SPV thereafter filed an appeal with ITAT against the said order of CIT(A). The ITAT has disposed the appeal in favour of the SPV. Subsequent to this, Income tax Department has moved to Hon'ble High Court of Mumbai against the ITAT order. Accordingly, the SPV has disclosed the above demand of ₹ 71.71 million (March 31, 2020: ₹ 71.71 million) as a contingent liability.

b) The SPV was assessed for AY 2014-15 u/s. 143(3) of the Income Tax Act with disallowance of loan processing fees which was accepted by the SPV. No appeal was preferred and as a result a penalty order u/s. 271(1)(c) of the Act with demand of ₹ 5.89 million was received. While the said demand has been paid, the SPV has contested this demand and filed an appeal with CIT(A) against the said order. Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation and the final settlement from the Designated Authority of Income Tax is awaited. Pending settlement of the application, the SPV has disclosed the above demand of ₹ 5.89 million (March 31, 2020: ₹ 5.89 million) as a contingent liability.

QBPPL:

The SPV had received an assessment order u/s. 143(3) of the Income Tax Act for AY 2015-16 with 14A disallowance, certain expense disallowances and short grant of TDS credit resulting in demand of ₹ 3.76 million. An appeal against the assessment order was filed before CIT(A) and the same is in the process of hearing. Penalty proceedings have been initiated. Accordingly, the SPV has disclosed the above demand of ₹ 3.76 million (March 31, 2020: ₹ 3.76 million) as a contingent liability.

OBPPL:

a) The SPV had received an assessment order u/s. 143(3) of the Income Tax Act for AY 2011-12 and received a tax demand notice of ₹ 69.83 million for Assessment Year 2011-12 wherein the Assessing Officer had disallowed the profit earned by the SPV on transfer of the land at a value which was in excess of its fair value and claimed as deduction under Section 80IAB. The SPV contested the said demand and had filed an appeal with the CIT(A) against the said order. The CIT(A) had disposed the appeal in favour of the SPV. Income Tax Department filed an appeal with ITAT against the order of CIT(A) which is currently pending for disposal. Accordingly, the SPV has disclosed the above demand of ₹ 69.83 million (March 31, 2020: ₹ 69.83 million) as a contingent liability.

b) The SPV has received an assessment order u/s. 143(3) of the Income Tax Act for AY 2017-18 wherein the Assessing Officer has not given credit of withholding taxes in respect of merged entities. Subsequently, the SPV filed both an application for rectification for apparent error on record with the Assessing Officer and an appeal against the assessment order with CIT(A). During the current year, the Assessing Officer has allowed the TDS credit through rectification order issued in favour of the SPV and accordingly, the SPV has disclosed ₹ Nil (March 31, 2020: ₹ 2.99 million) as contingent liability.

IENMPL:

(a) The SPV was reassessed u/s 147 read with section 143(3) of Income-tax Act, 1961 for the AY 2010-11 and addition on account of unexplained cash deposits was made u/s.69A of the Act, resulting in tax demand of ₹ 2.98 million. The SPV filed an appeal before CIT(A). Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV had filed the application for settling this litigation. Subsequent to the reporting date, the final settlement order from the Designated Authority has been received and the disputed tax demand has been paid and accordingly these claims are settled. The SPV has therefore disclosed ₹ Nil (March 31, 2020: ₹ 2.98 million) as contingent liability.

(b) The SPV received an assessment order u/s 143(3) of Income-tax Act, 1961 for the AY 2011-12 and certain additions were made and accepted by the SPV. No appeal was preferred and as a result a penalty order u/s. 271(1)(c) of the Act with demand of ₹ 12.14 million was received. The SPV had filed an appeal before CIT(A). Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation. Subsequent to the reporting date, the final settlement order from the Designated Authority has been received wherein 25% of the disputed tax demand of ₹ 3.03 million has been paid and accordingly these claims are settled. The SPV has therefore disclosed ₹ Nil (March 31, 2020: ₹ 12.14 million) as contingent liability.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

(c) The SPV received an assessment order u/s 143(3) of Income-tax Act, 1961 for the AY 2012-13 and certain additions were made and accepted by the SPV. No appeal was preferred and as a result a penalty order u/s. 271(1)(c) of the Act with demand of ₹ 14.07 million was received. The SPV has filed an appeal before CIT(A). Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation. Subsequent to the reporting date, the final settlement order from the Designated Authority has been received wherein 25% of the disputed tax demand of ₹ 3.52 million has been adjusted with the tax paid under protest ₹ 2.81 million and balance ₹ 0.70 million was paid and accordingly these claims are settled. The SPV has therefore disclosed ₹ Nil (March 31, 2020: ₹ 14.07 million) as contingent liability.

(d) The SPV received a tax demand notice of ₹ 9.25 million for Assessment Year 2014-15 wherein the Assessing Officer had disallowed municipal tax paid claimed against Income from House property and additions made u/s.14A of the Income tax Act read with Rule 8D of the Income Tax Rules. The SPV contested the said demand and has filed an appeal with the CIT(A) against the said order. Accordingly, the SPV has disclosed ₹ 9.25 million (March 31, 2020: ₹ 9.25 million) as contingent liability.

VTPL:

(a) The SPV was reassessed u/s. 153C read with 143(3) of the Income Tax Act, 1961 for the AY 2003-04 and 2004-05. Certain additions u/s. 68 were made and tax demand of ₹ 25.17 million was raised. The SPV filed an appeal against the demand order before CIT(A) which was upheld in favour of SPV quashing the demand raised. Aggrieved by the CIT(A) order, Income Tax Department filed an appeal before ITAT, Delhi which was dismissed and resultantly the income tax department filed an appeal before Hon'ble High Court of Karnataka which was also dismissed for want of jurisdiction. The Income tax department has now preferred an appeal before the Hon'ble High Court of Delhi. Accordingly, the SPV has disclosed ₹ 25.17 million (March 31, 2020: Nil) as contingent liability.

(b) The SPV was reassessed u/s. 147 read with section 143(3) of the Income Tax Act, 1961 for AY 2012-13 with additions made u/s. 69C and tax demand of ₹ 1.87 million was raised for the relevant year. The SPV has preferred an appeal against the assessment order before the CIT(A). Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation. Subsequent to the reporting date, the final settlement order from the Designated Authority has been received wherein the tax demand has been adjusted against accumulated loss and accordingly these claims are settled. The SPV has therefore disclosed ₹ Nil (March 31, 2020: Nil) as contingent liability.

(c) The SPV was assessed u/s. 143(3) of the Income Tax Act, 1961 for AY 2017-18 with additions made u/s. 69C and u/s. 14A and a tax demand of ₹ 9.23 million was raised and adjusted with tax refunds due for the relevant year. The SPV has preferred an appeal against the assessment order before the CIT(A). Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation. Subsequent to the reporting date, the final settlement order from the Designated Authority has been received wherein the tax demand has been adjusted against accumulated loss and accordingly these claims are settled. The SPV has therefore disclosed ₹ Nil (March 31, 2020: Nil) as contingent liability.

iii) Claims not acknowledged as debt in respect of Indirect Tax matters

SPV	As at March 31, 2021	As at March 31, 2020
MPPL	605.50	573.90
ETPL	64.73	64.73
GSPL	23.99	23.99
VCPPL	40.66	40.66
UPPL	30.61	26.82
VTPL	4.31	-
	769.80	**730.10**

(all amounts in ₹ million unless otherwise stated)

MPPL:

(a) The SPV had received Order-in-original dated December 23, 2015 with a demand to pay a sum of ₹ 522.04 million (including interest and penalty) from the Commissioner of Central Excise Bangalore-V Commissionerate towards incorrectly availed Cenvat credit during the period April 1, 2006 to March 31, 2012. Appeal has been filed before CESTAT dated April 18, 2016. The appeal is still pending before CESTAT and the amount of ₹ 522.04 million (March 31, 2020: ₹ 522.04 million) is disclosed as contingent liability.

(b) The SPV had received an order dated May 26, 2011 from Assistant Commissioner of Commercial Taxes for rejecting the refund of ₹ 51.86 million towards incorrectly availed VAT input credit during the period April 1, 2009 to March 31, 2010. Appeal was filed before Karnataka Appellate Tribunal (briefly "KAT") which allowed the refund in part. The SPV approached Hon'ble High Court of Karnataka which quashed the order passed by KAT and granted full refund. The State of Karnataka has filed an appeal in the Supreme Court against the High Court order. Accordingly, a sum of ₹ 51.86 million (March 31, 2020: ₹ 51.86 million) has been disclosed as contingent liability.

(c) The Customs department issued demand notice to the Oil Suppliers of the SPV with a demand of ₹ 31.60 million for the period April 1, 2015 to February 15, 2016 denying duty benefit on the procurement of diesel. The Oil Suppliers have subsequently raised the demand on the SPV. Consequently, SPV preferred an appeal before the SEZ commissioner which was rejected by the Commissioner and aggrieved by the order, SPV filed a Writ Petition before the Hon'ble High Court of Karnataka and obtained an Interim stay order from the Court on February 9, 2017 which is still in force.

ETPL:

(a) The SPV has received an Order from Joint Commissioner, Service Tax - I, Kolkata for the period 2012-13 in respect of non-registration and non-payment of service tax under the category of 'Builder's Special Services' and not 'Construction of Immovable Property' service with regard to installation of parking equipment which is taxable as a service leading to ineligibility of abatement of ₹ 10.01 million, irregular availment of credit of ₹ 6.87 million and non-payment of service tax of ₹ 0.96 million (along with penalty of equal amount). Against the aforesaid Order, the SPV has filed an appeal before the Commissioner of Central Excise (Appeals - I), Kolkata which directed the SPV to make a pre-deposit of ₹ 1.33 million to stay the recovery of the balance amount. The same has been paid by the SPV under protest and such appeal is currently pending for disposal. Accordingly, the demand and penalty amount of ₹ 35.68 million (March 31, 2020: ₹ 35.68 million) has been disclosed as a contingent liability.

(b) SPV has received an Order from Joint Commissioner, Service Tax - I, Kolkata in January 2020, demanding ₹ 14.52 million in respect of denial of input tax credit during construction period for the financial years 2014-15 to 2016-17 (along with penalty of equal amount). Against the aforesaid Order, the SPV has filed an appeal before the Commissioner of Central Excise (Appeals - I), Kolkata which directed the SPV to make a pre-deposit of ₹ 1.09 million to stay the recovery of the balance amount. The same was paid by the SPV under protest. Accordingly, the SPV has disclosed the demand and penalty amount of ₹ 29.05 million (March 31, 2020: ₹ 29.05 million) as contingent liability.

GSPL:

The SPV had received an Order-in-Original passed by the Commissioner, Customs, Central Excise and Service Tax Commissionerate, Noida for the period FY 2007-08 to 2010-11 demanding ₹ 11.99 million (along-with penalty of equal amount) in respect of inclusion of notional interest accrued on security deposit in the taxable value. Against the aforesaid Order, the SPV had filed an appeal before the Hon'ble Customs, Excise and Service Tax Appellate Tribunal which directed the SPV to make a pre-deposit of ₹ 0.90 million to stay the recovery of the balance amount. The same was paid by the SPV under protest. During the previous year FY 17-18, the SPV had received a favourable order and the said demand was annulled and the pre-deposit has been refunded; however, the Commissioner Excise has filed an appeal against the Order to Hon'ble High Court of Allahabad. Accordingly, the SPV has disclosed the demand and penalty amount of ₹ 23.99 million (March 31, 2020: ₹ 23.99 million) as contingent liability.

VCPPL:

The SPV has received an order issued by the Commissioner, Customs, Central Excise and Service Tax Commissionerate, Bombay demanding ₹ 29.91 million along-with penalty of ₹ 10.75 million in respect of inclusion of notional interest accrued on security deposit in the taxable value for the period FY 2012-2013 to 2014-2015. Against the aforesaid Order, the SPV had filed an appeal before the Hon'ble Customs, Excise and Service Tax Appellate Tribunal which directed the SPV to make a pre-deposit of ₹ 2.24 million to stay the recovery of the balance amount. The same was paid

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

by the SPV under protest and such appeal is currently pending for disposal. Accordingly, the said demand of ₹ 40.66 million (March 31, 2020: ₹ 40.66 million) has been disclosed as contingent liability.

UPPL:

a) The SPV had received show cause notices dated July 3, 2015 for demand due to irregular cenvat credit availed for ₹ 23.04 million relating to period from April 1, 2011 to March 31, 2016. Responses have been filed and is pending before the Commissioner of Service Tax. Accordingly, the aforementioned demand of ₹ 23.04 million (March 31, 2020: ₹ 23.04 million) is disclosed as contingent liability.

b) The SPV had received show cause notices dated April 9, 2019 for demand of ₹ 3.78 million relating to period from April 1, 2014 to June 30, 2017 with respect to payment of salary and bonus to certain employees of the SPV which has not been considered as Management fees. The Deputy Commissioner of Service Tax has disposed off the submissions made in the current quarter and passed an order demanding the tax dues along with interest and penalty aggregating to ₹ 7.57 million. Aggrieved by the order, the SPV has preferred and appeal before the Commissioner of Appeals with pre-deposit of ₹ 0.28 million. Accordingly, the aforementioned demand of ₹ 7.57 million (March 31, 2020: ₹ 3.78 million) is disclosed as contingent liability.

VTPL:

The Customs department issued demand notice to the Oil Suppliers of the SPV with a demand of ₹ 4.31 million for the period April 1, 2015 to February 15, 2016 denying duty benefit on the procurement of diesel. The Oil Suppliers have subsequently raised the demand on the SPV. Consequently, SPV preferred an appeal before the SEZ commissioner which was rejected by the Commissioner and aggrieved by the order, SPV filed a Writ Petition before the Hon'ble High Court of Karnataka and obtained an Interim stay order from the Court on February 9, 2017 which is still in force.

iv) Claims not acknowledged as debt in respect of Property Tax matters

SPV	As at March 31, 2021	As at March 31, 2020
MPPL	3,418.89	3,313.08
	3,418.89	**3,313.08**

MPPL:

(a) The SPV has received a demand order dated October 5, 2015 to pay a sum of ₹ 2,739.49 million (including penalty and interest upto June 2016) towards the difference in property tax payable by the SPV, which difference arose on account of classification of the property under different schedules for the purpose of computing property taxes, for the period 2008-09 to 2015-16. The SPV is contesting that the concerned property being an industrial estate that has been developed as special economic zone must be classified as category XIV as per the notification issued under Karnataka Municipal Corporation Act, 1976 ('the Act') and Bruhat Bengaluru Mahanagar Palike Property Tax Rules, 2009 ('Rules'). Whereas, the Assistant Revenue Officer has been considering the concerned property under category VIII as per the notification issued under the Act and Rules. The SPV filed a writ petition against the demand order which has been dismissed by the Hon'ble High Court of Karnataka. The said court upheld the demand made by BBMP. Against the order passed by single judge for the dismissal of writ petition, MPPL has based on external legal opinion filed an appeal before the aforementioned court and the same has been admitted by the court on June 27, 2016. The Hon'ble High Court restrained BBMP from taking any coercive action against the SPV and also directed BBMP to allow the SPV to make payment of property tax for the assessment year 2016-17. The matter is currently pending and as of the date of these financial statements, no further developments have taken place. Accordingly, this has been disclosed as a contingent liability. The SPV paid ₹ 646.69 million (March 31, 2020: ₹ 646.69 million) under protest against the above demand.

(b) The SPV has also received demand notices dated October 9, 2017 to pay a sum of ₹ 760.07 million including penalty as of that date towards the differential property tax based on the total survey report for certain blocks for the period 2008-09 to 2017-18. An appeal had been filed before the Joint Commissioner, BBMP, Bytarayanapura, Bangalore ("Joint Commissioner") objecting the total survey report and property tax assessment notice arising therefrom. New demand notices dated January 17, 2019 were issued to pay a sum of ₹ 860.39 million (including penalty) towards the differential property tax for the period 2008-09 to 2017-18 and interest upto the date of payment

(all amounts in ₹ million unless otherwise stated)

as per the demand notices. The SPV submitted a letter to the Joint Commissioner dated March 29, 2019 referring to the appeals preferred by the SPV and had paid a sum of ₹ 286.80 million towards property tax demanded under protest. An order was passed by the Joint Commissioner dismissing the appeal preferred by the SPV. Against the order passed by the Joint Commissioner, MPPL has, based on external legal opinion, filed a writ petition before the Hon'ble High Court of Karnataka on August 3, 2020 on various grounds, inter alia, that the rates BBMP has relied on to calculate property tax in the said demand notices dated October 9, 2017 has been already challenged in a writ appeal filed by the SPV and pending before Hon'ble High Court of Karnataka as mentioned in note iv(a) above. Additionally new notices dated July 24, 2019 and March 18, 2021 were issued to pay a sum of ₹ 78.56 million (including penalty) and ₹ 27.25 million (including penalty) towards the differential property tax for the year 2018-19 and 2019-20 respectively and the SPV has paid ₹ 35.26 million (including ₹ 9.08 million paid subsequent to the year ended March 31, 2021) towards property tax demanded under protest. Accordingly, a net contingent liability of ₹ 679.40 million (March 31, 2020: ₹ 573.59 million) has been disclosed in these financial statements.

v) Others: tax matters pertaining to equity accounted investee company

(a) GLSP (50% equity accounted investee - joint venture) Income Tax matters:

a) GLSP has received a Tribunal order for AY 2007-08 to 2013-14 upholding the taxability of interest income basis information in the Annual Information Return (for AY 2007-08 only), upholding the disallowance on interest paid towards loans allegedly used for onward lending to certain parties and remanding the issue of disallowance on interest paid towards such loans. There are currently no tax dues outstanding for each of the years under consideration as past year tax losses have been adjusted against the aforesaid disallowances. The total disallowance amount under dispute for all years put together is ₹ 907.40 million. GLSP has filed an appeal before the Hon'ble High Court of Karnataka on these matters. GLSP has obtained external legal opinion on this matter and accordingly disclosed the same as a contingent liability. Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation and the final settlement from the Designated Authority of Income Tax is awaited.

b) GLSP has received a Tribunal order for AY 2005-06 to 2007-08, remanding back the case to CIT(A) with respect to the issue of disallowance on interest paid towards loans allegedly used for on-lending to certain parties. There are currently no tax dues outstanding for each of the years under consideration as past year tax losses have been adjusted against the aforesaid disallowances. The total disallowance amount under dispute for all relevant years put together is ₹ 15.40 million and accordingly the same is disclosed as a contingent liability by GLSP. Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation and the final settlement from the Designated Authority of Income Tax is awaited.

c) GLSP has received a CIT(A) order for AY 2014 -15, with respect to the issue of disallowance on interest paid towards loans allegedly used for on-lending to certain parties. There are currently no tax dues outstanding for each of the years under consideration as past year tax losses have been adjusted against the aforesaid disallowances. The total disallowance amount is ₹ 252.04 million. GLSP had filed an appeal before the ITAT on these matters and ITAT also upheld the order of CIT(A). Aggrieved by ITAT order, appeal was filed before the Hon'ble High Court of Karnataka and accordingly the same is disclosed as a contingent liability. Pursuant to the dispute resolution scheme of settling the pending litigations under the Direct Tax Vivad-Se-Vishwas Act, 2020, the SPV has filed the application for settling this litigation and the final settlement from the Designated Authority of Income Tax is awaited.

d) During the year ended March 31, 2020, GLSP has received assessment order for AY 2017-18 for disallowance under section 14A of Income Tax Act read with rule 8D of the Income-tax Rules, disallowance of claim under section 80G of the Income Tax Act and addition to the income based on differences between Form 26AS and the books of accounts. GLSP has filed an appeal against the assessment order with CIT(A). Accordingly, GLSP has disclosed ₹ 2.83 million (March 31, 2020: ₹ 2.83 million) as contingent liability.

(b) GLSP (50% equity accounted investee - joint venture) Service Tax matters :

a) GLSP has received show cause notice and order-in-original dated August 14, 2011 and December 11, 2011 to pay a sum of ₹ 111.86 million from Office of the Commissioner of Service tax towards wrongly availed Cenvat credit during the

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

period April 1, 2009 to March 31, 2011. Appeal has been filed before CESTAT. As at March 31, 2021 the appeal is pending before CESTAT for hearing and accordingly the same is disclosed as a contingent liability by GLSP.

b) GLSP has received an Order-in-Original dated August 31, 2010 to pay a sum of ₹ 90.49 million from Office of the Commissioner of Service tax towards wrongly availed Cenvat credit during the period June 2007 to March 2009. Appeal was filed before CESTAT and a favourable order was received by the entity. Commissioner of Service Tax has filed an appeal before Hon'ble High Court of Karnataka and the matter is taken up for hearing by the Court and accordingly the same is disclosed as contingent liability by GLSP.

vi) Other matters

(a) **VCPPL (Forfeiture of security deposit matters):** Orange Business Services India Technology Private Limited, earlier known as Equant Technologies Services (India) Private Limited ("Equant') had filed a summary suit bearing No. 388 of 2012 with the Hon'ble Bombay High Court alleging that the SPV incorrectly terminated the letter of intent dated July 18, 2008 executed between the SPV and Equant for renting premises in Embassy 247 Park pursuant to which Equant paid to the SPV a security deposit of ₹ 40.32 million, which was withheld by the SPV on account of breach of agreed terms of the said letter of intent. The matter is currently under adjudication.

(b) **EEPL :** SPV received a demand notice under the Insolvency and Bankruptcy Code, 2016 (IBC) on February 28, 2019 from a third party subcontractor, engaged by IL&FS Development Company (IEDCL), the parent company of IL&FS Solar Power Limited ('ISPL'), which was itself engaged by ISPL as a contractor for Embassy Energy. The demand notice alleges that unpaid amounts (categorized as operational debts) aggregating up to ₹ 1,008.10 million are due to the sub-contractor directly from EEPL for the various works claimed to have been undertaken at the site of Embassy Energy, on the basis of certain correspondence with EEPL. The demand notice requires payment within 10 days of the letter, failing which the subcontractor may initiate a corporate insolvency resolution process against EEPL. EEPL has by its letter dated March 1, 2019, refuted all such claims inter alia on the basis that the payments are due from ISPL (and/ or its parent entity) to the sub-contractor and not from EEPL, and therefore the sub-contractor has no claim against EEPL. By its letters dated March 18, 2019, the subcontractor has responded to the letter from EEPL, denying all statements made by EEPL and reiterating that the unpaid amounts are due from EEPL. The sub-contractor has thereafter filed an application under Section 9 of the Code before the Bangalore bench of National Company Law Tribunal claiming debt of ₹ 997.59 million and interest thereon against EEPL. During the previous year ended March 31, 2020, the third party sub-contractor vide a letter dated January 2, 2020 served the notice of hearing in the captioned matter for initiation of insolvency proceedings under section 9 of the IBC before the NCLT, Bengaluru pursuant to its order dated December 16, 2019. The petitioner has filed a claim as an operational creditor of IEDCL for an amount of ₹ 1,008.10 million due to him. The matter is listed for hearing on May 6, 2021 in respect of admission before the NCLT, Bangalore. The SPV intends to contest the claim before NCLT. SPV based on the external legal opinion obtained on this matter has disclosed the same as a contingent liability.

EEPL : The Karnataka Electricity Regulatory Commission, Bengaluru (KERC) has issued orders in 2005, 2008 and 2014 granting exemption to all solar power generators in Karnataka that achieved commercial operation date between April 1, 2013 and March 31, 2018 from paying certain charges such as payment of wheeling and banking charges, cross subsidy surcharges, transmission losses and wheeling losses for a period of ten years from the date of commissioning. KERC has issued an order dated May 14, 2018 withdrawing the aforementioned exemption available to Karnataka's power generators, including EEPL.

The SPV commissioned the solar plant during the FY 2017-2018 and as per the previous Regulation, the charges did not apply to the SPV for a period of 10 years. The SPV filed a writ petition with the Hon'ble High Court of Karnataka challenging the KERC Order and obtained an interim Stay Order dated May 24, 2018. BESCOM filed preliminary statement of objections and also filed application seeking recalling of interim order. The application seeking recalling of interim order was rejected. The Hon'ble High Court passed the judgment on March 13, 2019 allowing the Writ Petition and quashed the order dated May 14, 2018 passed by KERC. The SPV has filed Caveat Petition for receiving notifications in case any suit / appeal is filed by any of the parties to the said petition. KERC has filed a common writ appeal against the order dated March 13, 2019 against EEPL and Others. However, Electricity Supply Companies (ESCOMS) have also filed Writ Appeals against some of the petitioners, but no appeal has been

(all amounts in ₹ million unless otherwise stated)

filed against EEPL, In the event an adverse order is passed in the said appeal made by ESCOMS, EEPL may also be affected.

EEPL : Embassy-Energy Private Limited has received a demand notice under the Insolvency and Bankruptcy Code, 2016 (IBC) on February 28, 2019 from a third party subcontractor, engaged by IL&FS Development Company (IEDCL), the parent company of IL&FS Solar Power Limited ('ISPL'), which was itself engaged by ISPL as a contractor for Embassy Energy. The demand notice alleges that unpaid amounts (categorized as operational debts) aggregating up to ₹ 1,008.10 million are due to the sub-contractor directly from EEPL for the various works claimed to have been undertaken at the site of Embassy Energy, on the basis of certain correspondence with EEPL. The demand notice requires payment within 10 days of the letter, failing which the subcontractor may initiate a corporate insolvency resolution process against EEPL. EEPL has by its letter dated March 1, 2019, refuted all such claims inter alia on the basis that the payments are due from ISPL (and/ or its parent entity) to the sub-contractor and not from EEPL, and therefore the sub-contractor has no claim against EEPL. By its letters dated March 18, 2019, the subcontractor has responded to the letter from EEPL, denying all statements made by EEPL and reiterating that the unpaid amounts are due from EEPL, without prejudice to any action, including criminal, that may be taken under law including the IBC against EEPL, IEDCL, ISPL and certain representatives of these entities. The sub-contractor has thereafter filed an application under Section 9 of the Code before the Bangalore bench of National Company Law Tribunal claiming debt of ₹ 997.59 million and interest thereon against EEPL. The matter is currently pending resolution. Management based on this internal assessment on this matter has disclosed the same as a contingent liability.

EEPL : The Karnataka Electricity Regulatory Commission has issued an order in 2018 pursuant to which banking facilities available to non-renewable energy certificate based renewable energy generators were reduced from a period of one year to six months, and restrictions were imposed on the extent of banked energy which could be withdrawn during the peak time of day. EEPL filed a writ petition against the Karnataka Electricity Regulatory Commission and others before the Hon'ble High Court of Karnataka. The Hon'ble High Court of Karnataka pursuant to an order dated August 9, 2018 granted an interim stay on the commission's order. Pursuant to an order dated July 24, 2019, the Hon'ble High Court of Karnataka has allowed the writ petition and quashed the order dated January 9, 2018 issued by the Karnataka Electricity Regulatory Commission with a direction to Karnataka Electricity Regulatory Commission to reconsider the matter. However, KERC has filed a common Writ Appeal against EEPL and others before the Division Bench of High Court and is currently pending disposal. No Appeal has been filed challenging the said order dated July 24, 2019 by virtue of which the Writ Petition of EEPL was allowed and the order dated January 9, 2018 of KERC was quashed.

(c) **MPPL :** SPV has filed a writ petition in 2015 against the BBMP and others seeking to inter-alia, quash (i) a circular from 2014 re-fixing the improvement charges under the Karnataka Municipal Corporations Act, 1976, and the Karnataka Municipal Corporations (Recovery of Improvement Expenses) Rules, 2009, and (ii) a notice from 2015 demanding payment of betterment charges of ₹ 127.9 million. In 2016, the Hon'ble High Court of Karnataka has granted an interim stay on the impugned circular and notice.

(d) **VTPL:** SPV has received a demand note dated August 14, 2020 and September 29, 2020 from the Bangalore Water Supply and Sewerage Board for a payment of total charges amounting to ₹ 138.64 million in relation to issuance of a no-objection certificate (NOC) for a proposed project commercial building on land parcel. SPV has filed a writ petition before the High Court of Karnataka against the State of Karnataka, Bangalore Water Supply and Sewerage Board and others challenging inter-alia, the government order dated February 12, 2016 and the demand note issued against the SPV and seeking to, inter-alia, (i) quash the demand notice dated August 14, 2020 and September 29, 2020; and (ii) issuance of NOC to SPV. SPV has obtained an ad-interim direction from the High Court of Karnataka on November 17, 2020 wherein the court has granted stay of demand notice on August 14, 2020 and September 29, 2020 limited to advance probable prorata charges and beneficiary charges and has further instructed the SPV to pay the prescribed fee for issuance of NOC. Pursuant to the same, SPV has made payments on December 29, 2020 and December 30, 2020 amounting to ₹ 17.91 million towards NOC charges and treated water charges and the balance amount of ₹ 120.73 million towards advance probable prorata charges and BCC charges have been stayed by the Hon'ble High Court of Karnataka have been shown as contingent

(all amounts in ₹ million unless otherwise stated)

liability (March 31, 2020 ₹ Nil). Additionally, SPV has recieved the NOCs dated December 30, 2020 from BWSSB with respect to the above.

47. Business Combinations

A Business Transfer Agreement (BTA) between MPPL, EOPPL and ESPL

On October 22, 2020, MPPL and EOPPL had entered into Business Transfer Agreement (BTA) with ESPL for acquisition of the Common Area Maintenance (CAM) services for Embassy Manyata and Embassy TechZone for a total consideration of ₹ 4,730.21 million.

The acquisition cost of ₹ 4,730.21 million was funded through coupon bearing debt obtained by Embassy Office Parks Group. The consideration for the aforesaid acquisition, is paid in the form of assumption and repayment of identified liabilities of ESPL and issuance of unlisted, unsecured, redeemable non-convertible debentures of MPPL and EOPPL to ESPL. The acquisition was completed on October 28, 2020. Details of assets acquired and liabilities assumed have been provided below:

Particulars	CAM services operations		Total
	Embassy Manyata	Embassy TechZone	
Assets acquired			
Intangible assets acquired [CAM service rights]	3,808.59	925.72	4,734.31
Fair value of other assets acquired	94.07	6.35	100.42
Total			**4,834.73**
Liabilities assumed			
Other current liabilities	94.02	10.50	104.52
Total			**104.52**
Fair value of net assets acquired			**4,730.21**
Less: Consideration	3,808.64	921.57	4,730.21
Goodwill/ Capital reserve on acquisition			-

Notes:

1. The Purchase consideration mentioned above was settled through cash and issue of Non convertible debentures [refer note 29(i)].

2. Embassy office parks group has obtained two independent valuation reports as required by the REIT regulations for the above acquisition and the average of the two valuations amounts to ₹ 5,179 million. Acquisition consideration is at 8.5% discount to average of two independent valuation reports. No fees or commission is payable to any associate of the related party in relation to the transaction. All the material conditions and obligations for the transaction have been complied.

3. The above transaction enables full integration and overall alignment of property maintenance for two of existing REIT assets and helps further enhance service delivery to the occupants of Embassy Manyata, Bengaluru and Embassy TechZone, Pune especially important given the heightened focus on health and safety by occupiers.

4. Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired and liabilities assumed are as follows :

Particulars	Valuation methodology
CAM service rights	The fair value of the CAM service rights was established using the "Multi-period excess earnings method (MEEM)". In MEEM method, value is estimated as the present value of the benefits anticipated from ownership of the asset in excess of the returns required on the investment in the contributory assets necessary to realize those benefits.
Assets other than those mentioned above	Book values as on the date of acquisition corresponds to the fair values which have been considered to be fully recoverable.
Liabilities	Liabilities includes trade payables and other liabilities. Book values as on the date of acquisition corresponds to the fair values.

(all amounts in ₹ million unless otherwise stated)

B Acquisition of ETV Assets

During the year ended March 31, 2021, the Trust acquired Embassy Tech Village by acquiring all of the equity interest in VTPL, EOVPL and SIPL (ETV Assets) held by the Embassy Sponsor, BREP entities and certain other third party shareholders. The acquisition of equity interest in EOVPL (which in turn holds 60% equity interest in VTPL) and SIPL has been completed with issue proceeds received of ₹ 36,852.02 million, by issue of 111,335,400 Units at a price of ₹ 331.00 per Unit through the Institutional Placement. The acquisition of balance 40% equity interest in VTPL is completed through Preferential issue of 64,893,000 Units at a price of ₹ 356.70 per unit to the third party shareholders aggregating to ₹ 23,147.33 million.

The accounting for the business combination has been done in accordance with Ind AS-103 "Business Combination". Refer Note 2.1 "Basis of Business Combination" for more details.

Details of assets acquired and liabilities assumed:

Particulars	Amount
Fair value of assets acquired	
Fair value of Land (including lease hold land)	53,598.99
Fair value of Buildings	25,300.30
Fair value of other investment property, property, plant and equipment acquired	12,107.48
Fair value of other investment property under development acquired	2,681.82
Fair value of other capital work-in-progress acquired	218.31
Fair value of other assets acquired*	11,509.99
Fair value of liabilities assumed	
Fair value of borrowings assumed	41,006.43
Fair value of other liabilities assumed	6,514.98
Deferred tax liability on fair valuation of assets acquired and liabilities assumed	14,424.08
Fair value of net assets taken over	**43,471.40**
Total Purchase consideration	57,565.47
Goodwill on consolidation	**14,094.07**

* Other assets include trade receivables of ₹ 40.33 million. Gross contractual value of trade receivables acquired is ₹ 59.69 million along with allowances for impairment losses estimated at ₹ 19.36 million.

Notes:

1. The Total purchase consideration for SIPL includes a contingent consideration of ₹ 350.00 million which shall be payable to the Embassy Sponsor in cash subject to certain conditions and timeline agreed between the parties.

   The purchase consideration was settled through:

   - The acquisition of equity interest in EOVPL (which in turn holds 60% equity interest in VTPL) and SIPL has been completed with issue proceeds received of Rs.36,852.02 million, by issue of 111,335,400 Units at a price of ₹331.00 per Unit through the Institutional Placement. The acquisition of balance 40% equity interest in VTPL is completed through Preferential issue of 64,893,000 Units at a price of ₹ 356.70 per unit to the third party shareholders aggregating to ₹ 23,147.33 million.

   - the remaining consideration has been settled in cash.

2. Embassy Office Parks Group has obtained two independent valuation reports as required by the REIT regulations for the ETV assets and the average of the two valuations for the enterprise value amounts to ₹ 102,555 million. Acquisition consideration is at 4.6% discount to average of two independent valuation reports. No fees or commission is payable to any associate of the related party in relation to the transaction. All the material conditions and obligations for the transaction have been complied.

3. The Goodwill of ₹ 14,094.07 million mainly arises on account of requirement to value individual assets and liabilities acquired on business combination at fair values as well as the requirement to recognise deferred tax liability of ₹ 14,424.08 million, calculated as a difference between the tax effect of the fair value of the acquired assets and liabilities and their tax bases. Goodwill is attributable due to the acquisition price being dependent on the overall property valuation assuming a discounted cash flow method computed using future cashflows and other relevant assumptions as compared with

(all amounts in ₹ million unless otherwise stated)

the individual assets recorded at their fair values computed basis comparable approach or depreciated replacement cost basis. Goodwill is allocated entirely to the ETV assets CGU. Goodwill is not deductible for tax purposes.

4. The above transaction enhances Embassy REIT's commercial office portfolio, facilitates the REIT's entry into Bengaluru's best-performing sub-market and further diversifies the REIT's occupier base. Based on the Management's evaluation and the accounting policy followed by the Embassy Office Parks Group, the acquisition is accounted as a business combination.

5. Measurement of fair values

   The valuation techniques used for measuring the fair value of material assets acquired and liabilities assumed are as follows :

Particulars	Valuation methodology
Property, plant and equipment and Investment property	Fair values have been determined by independent external property valuers, having appropriately recognised professional qualification and recent experience in the location and category of the properties being valued. The valuers have followed "Direct comparison approach" for land, "Depreciated replacement cost approach" for the built up component, plant and machinery, capital work-in-progress and other assets. Direct comparison approach involves comparing to similar properties that have actually been sold in an arms length transaction or are offered for sale. Depreciated replacement cost approach considers the current cost of replacing an asset with its modern equivalent asset less deductions for physical deterioration and all relevant forms of obsolescence and optimisation. The methodology begins with a set of assumptions as to the projected income and expenses of the property. This methodology use market derived assumptions, including discount rates, obtained from analysed transactions.
Right-to -use trademark	The fair value of the acquired right to use trademark was established using "Relief from royalty" method. It is a methodology that assumes that if a corporation owns a trademark, then it is relieved from paying a royalty, so a hypothetical royalty payment can be estimated.
CAM service rights	The fair value of the CAM service rights was established using the "Multi-period excess earnings method (MEEM)". In MEEM method, value is estimated as the present value of the benefits anticipated from ownership of the asset in excess of the returns required on the investment in the contributory assets necessary to realize those benefits.
Assets other than those mentioned above	Book values as on the date of acquisition corresponds to the fair values which have been considered to be fully recoverable.
Contingent consideration	Contingent consideration payable are estimated based on the terms of the sale contract, the entity's knowledge of the business and how the current economic environment is likely to impact it. The fair value of contingent consideration is valued based on the present value of expected payments, discounted using a risk-adjusted discount rate. In relation to SIPL it is probable that the consideration of ₹ 350 million will be paid in future to the Embassy Sponsor in cash and hence the entire payable of ₹ 350 million has been considered as contingent consideration. There is no movement in the fair value of contingent consideration during the period.
Liabilities	Liabilities includes loans and borrowings, trade payables and provision for employee benefits. Book values as on the date of acquisition corresponds to the fair values.

C Additional disclosure regarding revenue and net profit of acquired assets (Pursuant to acquisition of CAM service operations and ETV assets)

Particulars	Revenue	Net profit/ (loss)
Amounts included in the consolidated financial statements for the year ended March 31, 2021 on account of the above business combination.	2,585.87	(217.51)
Revenue and net profit/(loss) if the above acquisitions had taken place on April 1, 2020 (refer note below).	9,567.30	(466.71)

Note: The revenue and net profit numbers disclosed above is without giving effect to Embassy REIT's capital raise pursuant to acquisition i.e. institutional placement/ preferential allotment or debt refinanced.

(all amounts in ₹ million unless otherwise stated)

48. Financial instruments - Fair values

A The carrying value and fair value of financial instruments by categories are as below:

Particulars	Carrying value March 31, 2021	Fair Value March 31, 2021	Carrying value March 31, 2020	Fair Value March 31, 2020
Financial assets				
Amortised cost				
Loans	836.21	-	720.20	-
Trade receivables	473.16	-	242.25	-
Cash and cash equivalents	9,174.78	-	3,249.16	-
Other bank balances	253.75	-	169.79	-
Other financial assets	8,060.97	-	1,588.00	-
Investments in debentures	-	-	724.38	-
Fair value through profit and loss				
Investments in mutual funds	-	-	11,549.21	11,549.21
Total assets	**18,798.87**	**-**	**18,242.99**	**11,549.21**
Financial liabilities				
Amortised cost				
Borrowings (including current maturities of long-term debt) - floating rates	22,843.83	-	11,163.28	-
Borrowings (including current maturities of long-term debt) - Fixed rates	83,379.08	84,630.97	46,297.56	46,243.74
Lease deposits	12,561.60	-	9,497.57	-
Trade payables	440.89	-	254.75	-
Contingent consideration	350.00	350.00	-	-
Other financial liabilities	4,376.22	-	2,893.54	-
Total liabilities	**123,951.62**	**84,980.97**	**70,106.70**	**46,243.74**

The fair value of cash and cash equivalents, fixed deposits, trade receivables, investment in debentures, borrowings at floating rates, lease deposits, trade payables, loans and other financial assets and liabilities approximate their carrying amounts and hence the same has not been disclosed in the table above.

B. Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

a) recognised and measured at fair value

b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Financial instruments
Quantitative disclosures fair value measurement hierarchy for assets as at:

Particulars	Date of valuation	Total	Level 1
Financial assets measured at fair value:			
FVTPL financial investments:			
Investment in mutual funds	March 31, 2021	-	-
Investment in mutual funds	March 31, 2020	11,549.21	11,549.21

Transfers between Level 1, Level 2 and Level 3
There were no transfers between Level 1, Level 2 or Level 3 during the year ended March 31, 2021 and March 31, 2020.

Determination of fair values
Fair values of financial assets and liabilities have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

i) The fair value of mutual funds are based on price quotations at reporting date.

ii) The fair values of other current financial assets and financial liabilities are considered to be equivalent to their carrying values.

iii) The fair values of borrowings at fixed rates are considered to be equivalent to present value of the future contracted cashflows discounted at the current market rate. The fair value has been categorised as Level 3 Fair value.

iv) The fair values of contingent consideration is valued based on the present value of expected payments, discounted using a risk-adjusted discount rate.

C. Financial risk management
The Group has exposure to following risks arising from financial instruments:

- market risk
- credit risk
- liquidity risk

Risk management framework
The Board of Directors of the Manager of Embassy Office Parks Group has overall responsibility for the establishment and oversight of the Embassy Office Parks Group's risk management framework. The Embassy Office Parks Group's risk management policies are established to identify and analyse the risks faced by the group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group's activities.

The Board of Directors of the Managers of Embassy Office Parks Group oversees how management monitors compliance with the group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the group. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

a. Market risk
Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates, will affect the Group's income and its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

i. Currency risk
The Group does not have a material exposure to currency risk.

ii. Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates.

(all amounts in ₹ million unless otherwise stated)

Exposure to interest rate risk:

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows :

Particulars	As at March 31, 2021	As at March 31, 2020
Variable-rate instruments:		
Financial liabilities		
Borrowings (Non-current and current)	22,843.83	11,163.28
Variable rate instruments	**22,843.83**	**11,163.28**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 1% (100 basis points) in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	For the year ended March 31, 2021		For the year ended March 31, 2020	
Particulars	+ 1%	- 1%	+ 1%	- 1%
Impact on the statement of profit and loss	(76.36)	76.36	(37.21)	37.21

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Hence, there is no exposure as at the reporting date to the statement of profit or loss.

iii. Price risk

Price risk is the risk of fluctuations in the value of assets and liabilities as a result of changes in market prices of investments. The Group has no material exposure to equity securities price risk and is not exposed to commodity risk. The Group's exposure to price risk arises from investments held by the Group in mutual funds and classified in the balance sheet as fair value through statement of profit and loss. The fair value of these investments is marked to an active market. The financial assets carried at fair value by the Group are mainly investments in liquid debt securities and accordingly, any material volatility is not expected.

Mutual funds price risk sensitivity analysis

The Group's exposure to price risk arises from investments held by the group in short term debt mutual funds and classified in the balance sheet as fair value through statement of profit and loss. The impact on the statement of profit and loss due to price sensitivity would be as follows for the investments as at the year end:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Increase by 1% (100 basis points)	-	115.49
Decrease by 1% (100 basis points)	-	(115.49)

b. Credit risk

Credit risk is the potential financial loss resulting from the failure of tenants or counterparties of the Group to settle its financial and contractual obligations, as and when they fall due.

The Group has an established process to evaluate the creditworthiness of its tenants and prospective tenants to minimise potential credit risk. Credit evaluations are performed by the Group before lease agreements are entered into with prospective tenants. Security in the form of bankers' guarantees or cash security deposits are obtained upon the commencement of the lease.

The Group establishes an allowance account for impairment that represents its estimate of losses in respect of trade and other receivables. The main component of this allowance is estimated losses that relate to specific tenants or counterparties.

The allowance account is used to provide for impairment losses. Subsequently when the Group is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Cash at bank and fixed deposits are placed with banks and financial institutions which are regulated and have low or no risk.

As at the reporting date, there is no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying value of each financial asset on the Balance Sheet.

i. **Expected credit loss (ECL) assessment for customers/ tenants as at March 31, 2021 and March 31, 2020**

The Group allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (including but not limited to past payment history, security by way of deposits, external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Gross carrying amount	Provision amount	Gross carrying amount	Provision amount
Up to 180 days	463.38	-	238.48	-
More than 180 days	65.99	56.21	19.79	16.02
	529.37	**56.21**	**258.27**	**16.02**

The movement in the allowance for impairment in respect of trade receivables is as follows:-

Particulars	As at March 31, 2021	As at March 31,2020
Amount as at April 1	16.02	42.58
Amount written off during the year	-	(12.01)
Acquired as part of business combination (refer note 47B)	19.36	-
Allowances for credit loss during the year	20.83	(14.55)
Balance as at March 31	**56.21**	**16.02**

ii. Loans: Security deposits

Risk assessment		Year ended	Estimated gross carrying amount	Expected probability of default	ECL	Carrying amount, net of provision
Loss at 12 months ECL	Risk same since initial recognition	As at March 31, 2021	836.21	-	-	836.21
		As at March 31, 2020	720.20	-	-	720.20

iii. Cash and bank balances

The Group holds cash and cash equivalents of ₹ 9,174.78 million as at March 31, 2021 (March 31, 2020: ₹ 3,249.16 million) and fixed deposits with bank of ₹ 1,099.91 million (March 31, 2020: ₹ 839.85 million). The cash and cash equivalents and fixed deposits with bank are mainly held with scheduled banks which are highly regulated. The Group considers that its cash and cash equivalents and fixed deposits with bank have low credit risk based on the external credit ratings of counterparties.

iv. Other Financial Assets

The Group considers that its other financial assets which mainly represents unbilled revenue with its tenants have low credit risk based on its nature and other security available.

c. Liquidity Risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

The Group monitors rolling forecasts of its liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by CODM. In addition, the Group's liquidity management policy involves

(all amounts in ₹ million unless otherwise stated)

projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Exposure to liquidity risk

The table below details the Group's remaining contractual maturity for its non-derivative financial liabilities. The contractual cash flows reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Financing Arrangements

The Group has access to the following undrawn borrowing facilities as at end of the reporting period:

Particulars	As at March 31, 2021	As at March 31, 2020
Floating rate		
Construction finance and term loans	11,381.00	3,997.00

The above facilities may be drawn at any time and such borrowings.

Particulars	Carrying value as at March 31, 2021	Contractual cash flows				
		Within 1 year	1-3 years	3-5 years	More than 5 years	Total
Borrowings	106,222.91	4,603.23	105,200.15	15,764.89	-	125,568.27
Trade payables	440.89	440.89	-	-	-	440.89
Lease deposits - Current and non-current	12,561.60	8,322.53	3,462.16	1,843.17	106.35	13,734.21
Lease Liability	334.87	20.36	40.72	40.72	10,598.46	10,700.26
Other financial liabilities - non current	279.65	-	279.65	-	-	279.65
Other financial liabilities - current	4,111.70	4,111.70	-	-	-	4,111.70
	123,951.62	**17,498.71**	**108,982.68**	**17,648.78**	**10,704.81**	**154,834.98**

Particulars	Carrying value as at March 31, 2020	Contractual cash flows				
		Within 1 year	1-3 years	3-5 years	More than 5 years	Total
Borrowings	57,460.84	2,251.67	55,100.28	8,579.79	10,517.04	76,448.78
Trade payables	254.75	254.75	-	-	-	254.75
Lease deposits - Current and non-current	9,497.57	2,070.42	3,109.64	4,053.75	1,083.48	10,317.29
Lease Liability	322.93	20.36	40.72	40.72	10,618.82	10,720.62
Other financial liabilities - non current	455.57	-	455.57	-	-	455.57
Other financial liabilities - current	2,115.04	2,115.06	-	-	-	2,115.06
	70,106.70	**6,712.26**	**58,706.21**	**12,674.26**	**22,219.34**	**100,312.07**

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

49. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group's capital structure mainly constitutes equity in the form of unit capital and debt. The projects are initially funded through construction financing arrangements. On completion, these borrowings are restructured into lease-rental discounting arrangements or debentures. The Group's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

The Group monitors capital using a ratio of 'Net debt' to 'Gross asset value (GAV) of all SPVs' including fair value of its 50% investment in Golflinks Software Park Private Limited. For this purpose, Net debt is defined as Long-term borrowings + Short-term borrowings + current maturities of long-term borrowings - Cash and other bank balances - investments in mutual funds (net of NDCF to be distributed for the recent quarter). The Group's adjusted Net debt to GAV ratio as at March 31, 2021 and March 31, 2020 are as follows:

Particulars	As at March 31, 2021	As at March 31, 2020
Net debt	102,102.58	52,152.64
GAV	466,051.25	331,682.60
Net debt to GAV	**21.91%**	**15.72%**

50. Operating segments

Ind AS 108 establishes standards for the way that business enterprises report information about operating segments and related disclosures. Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker ('CODM') evaluates the Embassy Office Parks' performance and allocates resources based on an analysis of various performance indicators by operating segments. The accounting principles used in the preparation of the Consolidated Financial Statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the significant accounting policies.

Operating segments of Embassy Office Parks Group are (i) Commercial Offices, (ii) Hospitality and (iii) Other segments. Other segments comprise Generation of Renewable Energy. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment.

Net Operating Income ('NOI') is the key metric reported to the CODM for the purposes of assessment of the segment results. The same is defined as follows:

a) Commercial Offices segment:

NOI for commercial offices is defined as revenue from operations (which includes (i) facility rentals, (ii) maintenance services income, (iii) income from finance lease, and (iv) other operating income for Commercial Offices) less direct operating expenses (which includes (i) operating and maintenance expenses including common area maintenance expenses (ii) property taxes, (iii) rent, and (iv) insurance).

b) Hospitality segment:

NOI for hospitality segment is defined as revenue from operations (which includes (i) room rentals, (ii) sale of food and beverages, (iii) other operating income from hospitality) less direct operating expenses (which includes (i) cost of materials consumed, (ii) employee benefits expenses, (iii) operating and maintenance expenses excluding property management fees, and (iv) Other expenses).

c) Other segment:

NOI for other segments is defined as revenue from operations (which includes income from generation of renewable energy) less direct operating expenses (which includes (i) operating and maintenance expenses and (ii) other expenses).

Certain income (such as interest, dividend and other income) and certain expenses (such as Other expenses excluding Direct operating expenses, depreciation, amortization, impairment and finance cost) are not specifically allocable to segments and accordingly these expenses are adjusted against the total income of the Embassy Office Parks Group.

(all amounts in ₹ million unless otherwise stated)

Further, the information relating to segment assets and segment liabilities are not regularly provided to CODM for review and hence the same is not disclosed.

Particulars	Commercial Offices		Hospitality		Other Segments		Total	
	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from operations	21,823.48	18,709.58	231.46	1,173.39	1,548.26	1,566.25	23,603.20	21,449.22
Identifiable operating expenses	(2,577.83)	(2,081.97)	(575.22)	(1,067.99)	(126.68)	(129.72)	(3,279.73)	(3,279.68)
Net Operating Income (segment results for the year)	**19,245.65**	**16,627.61**	**(343.76)**	**105.40**	**1,421.58**	**1,436.53**	**20,323.47**	**18,169.54**
Other operating expenses							(1,815.52)	(1,513.12)
Interest, dividend and other income							1,185.26	990.35
Earnings before finance costs, depreciation, amortisation, impairment loss and tax							**19,693.21**	**17,646.77**
Share of profit after tax of equity accounted investees							994.48	1,169.33
Depreciation and amortisation expenses							(5,706.97)	(5,281.24)
Impairment loss (refer note 6)							(988.96)	(1,775.98)
Finance costs							(6,452.89)	(3,803.54)
Profit before tax							**7,538.87**	**7,955.34**
Tax expense							(555.34)	(300.00)
Other Comprehensive Income							0.81	0.16
Total comprehensive income for the year							**6,984.34**	**7,655.50**

Notes

to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

An analysis of CGU wise Segment Revenues and Segment Results is given below

For the year ended March 31, 2021

Particulars	REIT	MPPL	EOPPL**	UPPL	EEPL	GSPL	ETPL	OBPL	QBPPL	QBPL	VCPPL	IENMPL	ETV	Total
Segment Revenue:														
Commercial Office Segment	-	10,802.17	1,407.91	-	-	803.26	1,025.77	1,435.74	873.31	1,006.97	1,321.66	1,438.41	1,708.28	21,823.48
Hospitality Segment	-	-	-	99.75	-	-	-	-	-	131.71	-	-	-	231.46
Others	-	-	-	-	1,548.26	-	-	-	-	-	-	-	-	1,548.26
Total	**-**	**10,802.17**	**1,407.91**	**99.75**	**1,548.26**	**803.26**	**1,025.77**	**1,435.74**	**873.31**	**1,138.68**	**1,321.66**	**1,438.41**	**1,708.28**	**23,603.20**
Net Operating Income (segment results)														
Commercial Office Segment	-	9,719.10	1,271.12	-	-	679.97	936.78	1,139.71	751.09	794.49	1,169.44	1,309.70	1,474.25	19,245.65
Hospitality Segment	-	-	-	(114.56)	-	-	-	-	-	(229.20)	-	-	-	(343.76)
Others	-	-	-	-	1,421.58	-	-	-	-	-	-	-	-	1,421.58
Total	**-**	**9,719.10**	**1,271.12**	**(114.56)**	**1,421.58**	**679.97**	**936.78**	**1,139.71**	**751.09**	**565.29**	**1,169.44**	**1,309.70**	**1,474.25**	**20,323.47**

** refer note 60

For the year ended March 31, 2020

Particulars	REIT	MPPL	EOPPL**	UPPL	EEPL	GSPL	ETPL	OBPL	QBPPL	QBPL	VCPPL	IENMPL	ETV	Total
Segment Revenue:														
Commercial Office Segment	-	8,794.81	1,497.83	-	-	870.47	925.64	1,379.28	904.16	1,472.01	1,375.32	1,490.06	-	18,709.58
Hospitality Segment	-	-	-	825.62	-	-	-	-	-	347.77	-	-	-	1,173.39
Others	-	-	-	-	1,566.25	-	-	-	-	-	-	-	-	1,566.25
Total	**-**	**8,794.81**	**1,497.83**	**825.62**	**1,566.25**	**870.47**	**925.64**	**1,379.28**	**904.16**	**1,819.78**	**1,375.32**	**1,490.06**	**-**	**21,449.22**
Net Operating Income (segment results)														
Commercial Office Segment	-	8,225.28	1,411.28	-	-	661.53	841.45	1,054.29	752.21	1,177.72	1,176.47	1,327.38	-	16,627.61
Hospitality Segment	-	-	-	323.92	-	-	-	-	-	(218.52)	-	-	-	105.40
Others	-	-	-	-	1,436.53	-	-	-	-	-	-	-	-	1,436.53
Total	**-**	**8,225.28**	**1,411.28**	**323.92**	**1,436.53**	**661.53**	**841.45**	**1,054.29**	**752.21**	**959.20**	**1,176.47**	**1,327.38**	**-**	**18,169.54**

Information about major customers

Revenue from operations from customers amounting to 10% or more of the segment revenue is as follows (at SPV level):

For the year ended March 31, 2021

Segment	Commercial Offices													Hospitality		Other Segments
	MPPL	EOPPL**	GSPL	ETPL	OBPL	QBPPL	QBPL	VCPPL	IENMPL	EPTPL	VTPL	EOVPL	SIPL	UPPL	QBPL	EEPL
Number of customers	2	2	3	3	4	1	3	2	2	-	2	-	-	-	-	3
Amount	3,347.76	483.35	714.33	893.29	1,066.24	237.11	928.77	328.89	533.62	-	383.10	-	-	-	-	1,521.52

** refer note 60.

For the year ended March 31, 2020

Segment	Commercial Offices													Hospitality		Other Segments
	MPPL	EOPPL**	GSPL	ETPL	OBPL	QBPPL	QBPL	VCPPL	IENMPL	EPTPL	VTPL	EOVPL	SIPL	UPPL	QBPL	EEPL
Number of customers	2	2	3	3	4	1	3	2	2	-	NA	NA	NA	-	-	3
Amount	3,032.51	613.51	836.89	726.71	1,107.79	228.02	1,400.62	301.90	537.44	-	NA	NA	NA	-	-	1,414.07

(all amounts in ₹ million unless otherwise stated)

51. Related party disclosures

I. List of related parties

A Parties to Embassy Office Parks REIT

Embassy Property Developments Private Limited - Co-Sponsor
BRE/ Mauritius Investments - Co-Sponsor
Embassy Office Parks Management Services Private Limited - Investment Manager or Manager
Axis Trustee Services Limited - Trustee

The co-sponsor groups consist of the below entities

Embassy Property Developments Private Limited - Co-Sponsor

Embassy One Developers Private Limited
D M Estates Private Limited
Embassy Services Private Limited
Golflinks Properties Private Limited

BRE/ Mauritius Investments - Co-Sponsor

SG Indian Holding (NQ) Co. I Pte. Limited	BREP VII SG Oxygen Holding (NQ) Pte Limited	BREP Asia SBS Oxygen Holding (NQ) Limited	BREP VII SBS HCC Holding (NQ) Limited
SG Indian Holding (NQ) Co. II Pte. Limited	BREP VII SBS NTPL Holding (NQ) Limited	BREP VII SBS Oxygen Holding (NQ) Limited	India Alternate Property Limited
SG Indian Holding (NQ) Co. III Pte. Limited	BREP GML Holding (NQ) Pte Limited	BREP VII SBS Holding-NQ CO XI Limited	BREP Asia SBS Holding-NQ CO XI Limited
BRE/Mauritius Investments II	BREP VII GML Holding (NQ) Pte Limited	BREP Asia HCC Holding (NQ) Pte Limited	BREP VII SG Indian Holding (NQ) Co II Pte. Limited
BREP NTPL Holding (NQ) Pte Limited	BREP Asia SBS GML Holding (NQ) Limited	BREP VII HCC Holding (NQ) Pte Limited	
BREP VII NTPL Holding (NQ) Pte Limited	BREP VII SBS GML Holding (NQ) Limited	BREP Asia SG Indian Holding (NQ) Co II Pte. Limited	
BREP Asia SBS NTPL Holding (NQ) Limited	BREP Asia SG Oxygen Holding (NQ) Pte Limited	BREP Asia SBS HCC Holding (NQ) Limited	

Directors & KMPs of the Investment Manager (Embassy Office Parks Management Services Private Limited)

Directors

Jitendra Virwani
Tuhin Parikh
Vivek Mehra
Ranjan Ramdas Pai
Anuj Puri
Punita Kumar Sinha
Robert Christopher Heady
Aditya Virwani
Asheesh Mohta (w.e.f: 28 June 2019, alternate to Robert Christopher Heady)

KMPs

Michael David Holland - CEO
Rajesh Kaimal - CFO (upto May 19, 2020)
Aravind Maiya - CFO (from May 19, 2020)
Ramesh Periasamy - Compliance Officer and Company Secretary (Upto August 6, 2020)
Deepika Srivastava- Compliance Officer and Company Secretary (From August 7, 2020)

B Joint Venture

Golflink Software Parks Private Limited

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

C. **Other related parties with whom the transactions have taken place during the year**

Dynasty Properties Private Limited	Mac Charles (India) Limited	Embassy Real Estate and Development Services Private Limited
Snap Offices Private Limited (formerly known as Stylus Commercial Services Private Limited)	Lounge Hospitality LLP EPDPL Coliving Operation LLP	JV Holding Private Limited VTV Infrastructure Management Private Limited
Synergy Property Development Services Private Limited (upto November 5, 2019)	EPDPL Coliving Private Limited	Embassy Commercial Projects (Whitefield) Private Limited
Embassy Industrial Parks Private Limited	Embassy Projects Private Limited	Golflinks Embassy Business Park Management Services LLP
Golflinks Embassy Business Park Management services LLP	Technique Control Facility Management Private Limited	
Wework India Management Private Limited	Anarock Retail Advisors Private Limited	
Embassy Shelters Private Limited	Babbler Marketing Private Limited	
Manyata Builders Private Limited (upto March 21, 2020)	Sarla Infrastructure Private Limited (upto December 24, 2020)	
Manyata Projects Private Limited (upto March 21, 2020)	Vikas Telecom Private Limited (upto December 24, 2020)	
FIFC Condominium	BREP VII SBS Holding-NQ IV Co Ltd (Cayman)*	
Paledium Security Services LLP	BREP Asia SBS Holding-NQ Co IV Ltd (Cayman)*	
Reddy Veeranna Constructions Private Limited (upto March 21, 2020)	BREP Asia SG India Holding (NQ) Co I Pte Ltd*	
HVS Anarock Hotel ADV Services Private Limited	BREP VII SG India Holding (NQ) Co I Pte Ltd*	

*together known as BREP entities.

II. Related party transactions during the period/ year

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Acquisition of Common Area maintenance services business from		
Embassy Services Private Limited	4,730.21	-
Business acquisition of ETV assets from		
Embassy Property Developments Private Limited	6,870.02	-
BREP Asia SG Indian Holding (NQ) Co I Pte. Ltd	8,736.46	-
BREP VII SG Indian Holding (NQ) Co I Pte. Ltd	2,182.64	-
BREP Asia SBS Holding-NQ Co IV Ltd. (Cayman)	41.46	-
BREP VII SBS Holding-NQ IV Co Ltd (Cayman)	11.84	-
Non-Convertible Debentures issued to		
Embassy Services Private Limited	60.00	-
Property Management fees		
Embassy Office Park Management Services Private Limited	535.92	486.13
REIT Management fees		
Embassy Office Park Management Services Private Limited	212.23	214.81
Purchase of Intangible assets		
Embassy Office Park Management Services Private Limited	-	8.84

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Purchase of Investment Property		
Reddy Veeranna Constructions Private Limited	-	4.51
Babbler Marketing Private Limited	77.11	-
Brokerage paid (capitalised)		
Anarock Retail Advisors Private Limited	8.00	-
Common area maintenance		
Embassy Services Private Limited	532.45	591.22
Golflinks Embassy Business Park Management Services LLP	18.97	24.11
FIFC Condominium	59.43	67.01
Paledium Security Services LLP	39.13	-
Technique Control Facility Management Private Limited	219.07	-
Repairs and maintenance- building		
Embassy Services Private Limited	23.83	-
Paledium Security Services LLP	0.83	-
FIFC Condominium	-	6.13
Repairs and maintenance - plant and machinery		
Embassy Services Private Limited	0.41	-
Paledium Security Services LLP	1.72	-
Technique Control Facility Management Private Limited	11.04	-
Business consultancy services (capitalised)		
Embassy Property Developments Private Limited	128.05	124.90
Embassy Services Private Limited	24.20	-
Reimbursement of tenant improvements		
Wework India Management Private Limited	65.72	-
Income from generation of renewable energy from the tenants of		
Vikas Telecom Private Limited	198.49	377.32
Embassy Property Developments Private Limited	6.72	87.55
Dynasty Properties Private Limited	1.79	39.32
Golflinks Software Park Private Limited	233.68	224.87
Security Deposit given/(repaid) to/(by) related party		
Embassy Property Developments Private Limited	-	(991.50)
Security deposits received		
Wework India Management Private Limited	105.44	-
Advance compensation received from related party		
Embassy Property Development Private Limited	559.19	-

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Capital advances paid/ (refunded)		
Embassy Property Developments Private Limited	(135.24)	4,884.97
Reddy Veeranna Constructions Private Limited	-	4.02
FIFC Condominium	8.37	9.71
Babbler Marketing Private Limited	124.11	-
Rental and maintenance income		
Wework India Management Private Limited	234.21	108.85
FIFC Condominium	5.03	-
Snap Offices Private Limited	41.03	36.85
Interest income		
Golflinks Software Park Private Limited	7.29	72.19
Reddy Veeranna Construction Private Limited	-	1.53
Sarla Infrastructure Private Limited	4.76	-
Embassy Property Developments Private Limited	611.82	160.47
Other operating income		
Embassy Property Developments Private Limited	686.40	215.88
Golflinks Software Park Private Limited	45.00	45.00
Project management consultancy fees (capitalised)		
Synergy Property Development Services Private limited	-	91.53
Amount paid for civil works (capitalised)		
Synergy Property Development Services Private limited	-	539.28
Power and fuel expenses		
Embassy Services Private Limited	68.89	117.51
Reversal of impairment on investments		
Manyata Projects Private Limited	-	(156.98)
Investments written off		
Manyata Projects Private Limited	-	156.98
Legal and professional charges		
Embassy Services Private Limited	22.70	18.65
HVS Anarock Hotel ADV Services Private Limited	0.70	-
Security charges		
Embassy Services Private Limited	16.23	12.94
Trademark and license fees		
Embassy Shelters Private Limited	1.42	1.42
Purchase of consumables		
Embassy One Developers Private Limited	-	16.81

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Rates and taxes		
Embassy One Developers Private Limited	-	2.06
Revenue - Room rentals, sale of food and beverages		
Jitendra Virwani	1.71	2.34
Embassy Property Developments Private Limited	0.87	5.25
Embassy One Developers Private Limited	-	1.96
Vikas Telecom Private Limited	-	0.31
JV Holding Private Limited	-	0.04
Others	3.67	4.99
Investment in debentures		
Golflinks Software Parks Private Limited	-	2,500.00
Redemption of investment in debentures		
Golflinks Software Parks Private Limited	724.38	1,775.62
Secondment fees		
Embassy Office Parks Management Services Private Limited	1.42	1.42
Trustee fees		
Axis Trustee Services Limited	2.96	2.96
Miscellaneous expenses		
Mac Charles (India) Limited	-	0.48
Business Promotion expenses		
Lounge Hospitality LLP	-	0.06
Reimbursement of expenses (received)/ paid		
Embassy Services Private Limited	20.50	29.77
FIFC Condominium	5.70	-
Embassy One Developers Private Limited	(12.60)	(6.26)
Embassy Office Parks Management Services Private Limited	1.63	53.87
Initial refundable receipt from Co-sponsor - received / (repaid)		
Embassy Property Development Private Limited	-	(0.50)

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

III. Related party balances

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long term borrowings		
Embassy Services Private Limited [refer note 29(i)]	60.00	-
Security deposits		
Embassy Services Private Limited	-	60.50
VTV Infrastructure Management Private Limited	4.30	-
Advance from customers		
Wework India Management Private Limited	139.12	1.92
Trade payables		
Embassy Services Private Limited	106.68	91.74
Embassy Property Developments Private Limited	0.10	-
Embassy Real Estate and Development Services Private Limited	0.11	4.66
VTV Infrastructure Management Private Limited	13.03	-
Technique Control Facility Management Private Limited	28.95	-
Embassy Office Parks Management Service Private Limited	14.02	-
Golflinks Embassy Business Park Management services LLP	5.52	2.01
FIFC Condominium	-	17.53
Unbilled revenue		
Vikas Telecom Private Limited	-	25.05
Embassy Property Developments Private Limited	-	8.92
Dynasty Properties Private Limited	-	3.73
Golflinks Software Parks Private Limited	24.38	24.12
Other current financial assets - other receivables from related party		
Embassy Property Developments Private Limited	178.39	-
Manyata Builders Private Limited	-	5.63
Embassy One Developers Private Limited	1.22	2.31
FIFC Condominium	6.38	-
Other current financial liabilities		
Embassy One Developers Private Limited	-	0.05
Embassy Services Private Limited	79.81	115.48
Technique Control Facility Management Private Limited	78.44	-
Embassy Office Parks Management Services Private Limited	52.87	56.14
Paledium Security Services LLP	10.23	-
FIFC Condominium	0.61	0.95
VTV Infrastructure Management Private Limited	19.00	-
Contigent consideration payable		
Embassy Property Developments Private Limited	350.00	-
Other current financial liabilities - Security deposits		
Vikas Telecom Private Limited	-	105.00
Golflinks Software Parks Private Limited	80.00	80.00

(all amounts in ₹ million unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Current liabilities - Capital creditors for purchase of fixed assets		
Embassy Property Developments Private Limited	41.23	14.73
Embassy Services Private Limited	11.43	-
Others	7.81	-
Other current liabilities-Advance compensation received		
Embassy Property Developments Private Limited	559.19	-
Other non-current assets - capital advance		
Embassy Shelters Private Limited	206.35	206.34
Embassy Property Developments Private Limited	20.76	-
Reddy Veeranna Constructions Private Limited	-	6.51
FIFC Condominium	18.08	9.71
Babbler Marketing Private Limited	29.04	-
Other non-current assets- prepayments		
FIFC Condominium	-	5.64
Other current assets - Advance for supply of goods and rendering of services		
FIFC Condominium	2.67	2.78
Other non-current assets - advance paid for co-development of property, including development rights on land		
Embassy Property Developments Private Limited (refer note 58)	13,863.03	13,998.26
Receivable for rental support from a related party*		
Embassy Property Developments Private Limited	1,108.78	-
Receivable for sale of co-developer rights		
Embassy Commercial Projects (Whitefield) Private Limited	2,712.97	-
Trade receivables		
Embassy Property Developments Private Limited	171.90	51.48
Embassy One Developers Private Limited	-	1.20
VTV Infrastructure Management Private Limited	88.05	-
Golflinks Embassy Business Park Management Services LLP	1.71	1.86
Wework India Management Private Limited	64.43	0.17
Others	1.44	2.32
Lease deposits		
Wework India Management Private Limited**	112.64	7.20
Snap Offices Private Limited	4.82	4.82
Investment in Debentures		
Golflinks Software Parks Private Limited	-	724.38

*Represents rental support provided by Embassy Sponsor to SIPL as part of ETV Assets acquisition starting quarter ended March 31, 2021 until the quarter ending March 31, 2022 (after which lease rentals are expected to commence from ETV Block 9).

**MPPL has provided a guarantee to a tenant (sub-lessee) of Wework India Management Private Limited (Wework), for the security deposits paid by the sub-lessee to Wework. This guarantee has been provided based on the specific request of the sub-lessee and is backed by an independent bank guarantee received by MPPL for a similar amount and duration on behalf of Wework.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

52. Employee benefits

I Defined contribution plan

The Group has employees majorly pertaining to its Hospitality segment. The Group has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is as under:

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Employer's contribution to Provident Fund	10.63	12.80
Employer's contribution to Employee State Insurance Corporation	1.94	2.00
Expense recognised during the year	**12.57**	**14.80**

II Defined benefit plan

A Gratuity:

In accordance with applicable Indian laws, the Group provides for gratuity, a defined benefit retirement plan (Gratuity Plan). The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the number of years of employment with the Group.

a. Reconciliation of the net defined benefit obligations

(i) Change in projected benefit obligation:

Particulars	As at March 31, 2021	As at March 31, 2020
Obligations at beginning of the year	5.34	4.80
Current service cost	1.90	2.04
Interest on defined benefit obligation	0.35	0.23
Past service cost	-	0.27
Benefits paid	(0.93)	(1.84)
Actuarial (gains)/ losses on obligations - due to change in assumptions	(0.81)	(0.17)
Projected benefit obligations acquired as part of business combination	-	-
Obligations at the end of year	**5.85**	**5.34**

(ii) Change in plan assets:

Particulars	As at March 31, 2021	As at March 31, 2020
Plan assets at year beginning, at fair value	0.06	0.06
Expected return on plan assets (estimated)	-	-
Actuarial gain / (loss)	-	-
Interest on plan assets	-	0.00
Contributions	-	-
Benefits paid	(0.03)	-
Plan assets acquired as part of business combination	-	-
Plan assets at end of the year, at fair value	**0.03**	**0.06**

(all amounts in ₹ million unless otherwise stated)

(iii) Net defined benefit obligations recognised in balance sheet:

Particulars	As at March 31, 2021	As at March 31, 2020
Closing obligations	5.85	5.34
Closing fair value of plan assets	(0.03)	(0.06)
	5.82	**5.28**
Liability recognized in the balance sheet		
Net liability:	5.82	5.28
Non-current	5.79	5.25
Current	0.03	0.03

As at March 31, 2021, discontinuance liability of the Group towards gratuity is ₹ 9.67 million (March 31, 2020: ₹ 9.58 million).

b) (i) Expense recognized in statement of profit and loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Service cost	1.90	2.04
Interest cost	0.35	0.23
Past service cost	-	0.27
Net gratuity cost	**2.25**	**2.54**

(ii) Remeasurements recognized in other comprehensive income:

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Actuarial (gains)/ losses on obligations - due to change in assumptions	(0.81)	(0.16)
	(0.81)	**(0.16)**

c) Other disclosures

(i) Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Discount rate	5.30% to 6.80%	5.30% to 6.85%
Salary increase	5.00%	5.00%
Attrition rate	2% to 5%	2% to 5%
Retirement age	58 years to 60 years	58 years to 60 years

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	For the year ended March 31, 2021	
	Increase	Decrease
Discount rate (50 basis points movement)	(0.26)	0.39
Employee attrition rate (50 basis points movement)	(0.66)	0.90
Future salary growth (50 basis points movement)	0.40	(0.27)

Particulars	For the year ended March 31, 2020	
	Increase	Decrease
Discount rate (50 basis points movement)	(0.27)	0.47
Employee attrition rate (50 basis points movement)	(0.39)	0.85
Future salary growth (50 basis points movement)	0.48	(0.28)

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior year.

(iii) The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

(iv) The expected future cash flows in respect of gratuity:

Projected benefits payable in future years from the reporting date	As at March 31, 2021	As at March 31, 2020
1st following year	0.11	0.10
2nd to 5th year	2.35	1.42
6th to 10th year	2.09	1.76
Beyond 10 years	10.45	14.56

(all amounts in ₹ million unless otherwise stated)

B Compensated absences:

The compensated absences cover the Group's liability for earned leave which are classified as other long-term benefits. According to the Group's policy on compensated absences, employees can encash their accumulated leave balance based on their last drawn gross salary.

(i) Liability recognized in the balance sheet

	As at March 31, 2021	As at March 31, 2020
Non-current	-	-
Current	1.86	2.34
Total	**1.86**	**2.34**

(ii) Expense recognized in statement of profit and loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Compensated absence expense	0.25	0.28
Total	**0.25**	**0.28**

Other disclosures

Other disclosures are not provided for compensated absences, since the amount of provision for compensated absences is immaterial for the Group.

C Risk exposure:

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

i. **Liquidity Risk:** The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity payments during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk.

ii. **Change in bond yields:** Plan assets, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

iii. **Inflation risks:** Gratuity payments are based on last drawn salary of the employee. Increase in inflation will increase the future salary of employees, thus resulting in increase in projected benefit obligations.

iv. **Asset Liability Mismatch or Market Risk:** The duration of the liability is longer compared to duration of assets, exposing the Group to market risk for volatilities/ fall in interest rate.

(all amounts in ₹ million unless otherwise stated)

53. Leases

A. Group as a lessor

i. Operating leases

The Embassy Office Parks REIT Group is primarily engaged in the business of development and lease of office space and related interiors. The Group leases out its Investment property on operating leases basis.

Rental income from non-cancellable leases is recognized on a straight line basis over the term of the relevant lease. For more details on accounting as a lessor, refer note 2.2 (r).

The table below provides details regarding the lease payments as at March 31, 2021 and March 31, 2020 on an undiscounted basis:

Particulars	As at March 31, 2021	As at March 31, 2020
Not later than one year	11,420.49	7,265.96
Later than one year but within five years	16,141.06	12,176.48
Later than five years	9,394.25	952.53
	36,955.80	**20,394.97**

The Embassy Office Parks REIT Group has entered into operating lease agreements with its lessees. The total lease rental income recognised in the Consolidated Statement of Profit and Loss for the year ended March 31, 2021 is ₹ 18,475.51 million (March 31, 2020: ₹ 16,689.99 million).

ii. Finance leases

The Embassy Office Parks Group has provided fit-outs to the tenants through finance leases. The total finance income on net investment in lease recognised in the Consolidated Statement of Profit and Loss for the year ended March 31, 2021 is ₹ 51.33 million (March 31, 2020: ₹ 2.28 million). The future minimum lease receipts in respect of non-cancellable lease for fit outs given on finance lease are as follows:

Particulars	As at March 31, 2021		
	Minimum lease payments	Unearned Finance Income	Present value of minimum lease payments
Not later than one year	633.60	205.85	427.74
Later than one year but within five years	1,295.48	509.56	785.92
Later than five years	696.03	235.87	460.16
	2,625.11	**951.28**	**1,673.82**

Particulars	As at March 31, 2020		
	Minimum lease payments	Unearned Finance Income	Present value of minimum lease payments
Not later than one year	27.01	10.13	16.88
Later than one year but within five years	14.10	5.49	8.61
Later than five years	-	-	-
	41.11	**15.62**	**25.49**

(all amounts in ₹ million unless otherwise stated)

B. Group as a lessee

The Group has lease contracts for land having lease term of 90 years.

The details of the right-of-use assets (capitalised under leasehold land) held by the Group is as follows:

Particulars	Balance as on April 1, 2020	Additions during the year	Deletions during the year	Depreciation for the year	Carrying amount as at March 31, 2021
Leasehold land	308.15	-	-	6.77	301.38
Total	**308.15**	**-**	**-**	**6.77**	**301.38**

Particulars	Balance as on April 1, 2019	Additions during the year	Deletions during the year	Depreciation for the year	Carrying amount as at March 31, 2020
Leasehold land	312.10	-	-	3.95	308.15
Total	**312.10**	**-**	**-**	**3.95**	**308.15**

Refer Statement of Cash Flow for total cash outflow on account of lease payments during the year ended March 31, 2021 and March 31, 2020.

Rental expense recorded for short-term leases was Nil (March 31, 2020: Nil) for the year ended March 31, 2021.

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 and March 31, 2020 on an undiscounted basis:

Particulars	As at March 31, 2021	As at March 31, 2020
Not later than one year	20.36	20.36
Later than one year but within three years	40.72	40.72
Later than three years but within five years	40.72	40.72
Later than five years	10,598.46	10,618.82

The effective interest rate for lease liabilities is 10.50%.

The Group does not face any liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

54. Deferred tax assets, deferred tax liabilities and tax expense

(a) Deferred tax balances

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred tax liabilities on		
Impact of difference between Property, Plant and Equipment and Investment Property as per financials and tax books	(57,381.93)	(40,014.44)
Share of profit from equity accounted investee	(5,491.62)	(5,491.62)
Financial assets and liabilities carried at amortised cost	(2.88)	(3.57)
Unbilled revenue	(99.68)	(179.58)
Fair valuation of security deposit (net of deferred income on security deposit)	(23.52)	(2.94)
Others	-	1.38
Deferred tax assets on		
Impact of difference between Property, Plant and Equipment and Investment Property as per financials and tax books	53.89	0.80
Fair valuation of security deposit (net of deferred income on security deposit)	10.76	5.01
Unabsorbed depreciation and carry forward losses	4,898.07	1,163.12
Tax impact of other consolidation adjustments	85.25	71.89
Tax impact of expenses incurred by the Group but allowable for tax purposes in future periods	75.37	-
Others	42.37	27.30
Minimum Alternate Tax credit entitlement	4,586.33	4,015.29
Net Deferred Tax Asset / (Liability)	**(53,247.59)**	**(40,407.38)**

(b) The unrecognised deferred tax assets amounts to ₹ 83.00 million (March 31, 2020: ₹ Nil).

(c) Reconciliation of Effective Tax Rate

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
Profit Before Tax	**7,538.87**	**7,955.34**
Enacted tax rate applicable to the group	29.12%	29.12%
Income tax on accounting profits	**2,195.32**	**2,316.60**
Reconciliation items:		
Effect of Non-deductible expenses	4,117.92	2,341.42
Effect of exempt income and tax holidays	(5,307.50)	(4,422.48)
Adjustment for tax of prior years	(118.89)	(117.29)
Impact of difference in tax rate of SPVs	827.13	859.98
Deductions allowed under income tax laws but not debited to Statement of profit and loss	(453.75)	(339.78)
Expenses disallowed in prior years and allowed in current year in various SPVs under tax laws	-	34.80
Tax impact of consolidation adjustments	(816.06)	(431.22)
Adjustments on which deferred tax is not created	(162.28)	70.04
Dividend distribution tax paid by SPVs presented as current tax expense in consolidated financial statements pursuant to Ind AS requirements	-	22.83
Unrecognised deferred tax assets	83.00	-
Other Adjustments	190.45	(34.89)
Tax expense at effective income tax rate	**555.34**	**300.00**

(all amounts in ₹ million unless otherwise stated)

55. Details of utilisation of proceeds of Institutional placement as on March 31, 2021 are follows:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilisation upto March 31, 2021	Unutilised amount as at March 31, 2021
Funding of consideration for the acquisition of the ETV SPVs, including subscription to Class A equity shares in EOVPL, payment of consideration to the BREP Entities and the Embassy Sponsor	34,068.14	34,068.14	-
Debt funding to the ETV SPVs for partial or full repayment or pre-payment of bank/financial institution debt and settlement of certain liabilities	1,550.00	1,550.00	-
Issue expenses	750.00	750.00	-
General purposes	483.88	84.93	398.95
Total	**36,852.02**	**36,453.07**	**398.95**

56. Details of utilisation of proceeds of issue of Embassy REIT Series II NCD 2020, Tranche A and Tranche B as on March 31, 2021 are follows:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilisation upto March 31, 2021	Unutilised amount as at March 31, 2021
Granting shareholder debt including refinance of existing debt, construction and development at underlying SPVs	13,621.31	13,621.31	-
General purposes including issue expenses	1,378.69	1,378.69	-
Total	**15,000.00**	**15,000.00**	**-**

57. Details of utilisation of proceeds of issue of Embassy REIT Series III NCD 2021 as on March 31, 2021 are follows:

Objects of the issue as per the prospectus	Proposed utilisation	Actual utilisation upto March 31, 2021	Unutilised amount as at March 31, 2021
Granting shareholder debt including refinance of existing debt, construction and development at underlying SPVs	24,500.00	24,500.00	-
General purposes including issue expenses	1,500.00	613.52	886.48
Total	**26,000.00**	**25,113.52**	**886.48**

58. Advance paid for co-development of property, including development rights of land (M3 Block A & B)

Manyata Promoters Private Limited ('MPPL') and Embassy Property Developments Private Limited ('EPDPL') entered into a co-development agreement on March 8, 2017 whereby EPDPL shall develop 1 msf M3 Block A bare shell building within Embassy Manyata campus and shall hand over to MPPL by agreed delivery date for a consideration of ₹ 6,510 million to EPDPL, of which ₹ 6,093.89 million has already been paid as of March 31, 2021 (March 31, 2020: ₹ 6,229.20 million). Further, MPPL has appointed EPDPL as the development manager, to convert the bare shell buildings to warm shell for a development management fee of ₹ 40 million to EPDPL along with an estimated cost of such conversion from bare shell to warm shell of ₹ 1,706 million, of which ₹ 40 million towards development management fees has already been paid as of March 31, 2021 and no amounts have been paid towards the warm shell conversion. In summary, EPDPL shall develop 1 msf M3 Block A warm shell building to be handed over to MPPL by agreed delivery date for a total consideration of ₹ 8,256 million, of which ₹ 6,133.89 million has already been paid as of March 31, 2021 and balance is to be disbursed linked to achievement of development milestones. EPDPL is obligated to obtain Occupancy Certificate (OC) for the

Notes
to the Consolidated Financial Statements

(all amounts in ₹ million unless otherwise stated)

buildings by December 2019. In case of any delay in obtaining the OC beyond the agreed delivery date, EPDPL is obligated to pay a rental compensation of ₹ 57 million per month of delay to MPPL. As of date, the bare shell building is under development and the estimated date of completion and obtaining occupancy certificate is now December 2022.

The carrying cost in the consolidated financial statements of the above advance is ₹ 9,607.18 million as at March 31, 2021 which includes one-time fair valuation gain on purchase price allocation on acquisition by the REIT.

During the year ended March 31, 2020, to further consolidate the M3 land parcel within Embassy Manyata campus, MPPL and EPDPL entered into another co-development agreement whereby EPDPL shall develop 0.6 msf M3 Block B bare shell building to be handed over to MPPL by agreed delivery date of March 31, 2022 for a total consideration of ₹ 6,767 million to EPDPL, of which ₹ 4,255.85 million has already been paid as of March 31, 2021 and balance is to be disbursed linked to achievement of development milestones. Further, MPPL has also appointed EPDPL as the development manager to obtain Occupancy Certificate (OC) for the buildings by September 2023. MPPL is obligated to pay a development management fees of ₹ 20 million and an estimated cost of conversion from bare shell to warm shell of ₹ 580 million to EPDPL of which no amounts have been paid as of date. In summary, EPDPL shall develop 0.6 msf M3 Block B warm shell building to be handed over to MPPL by agreed delivery date for a total consideration of ₹ 7,367 million, of which ₹ 4,255.85 million has already been paid as of March 31, 2021 and balance is to be disbursed linked to achievement of development milestones. Furthermore, as per the co-development agreement, during the period of construction, EPDPL is obligated to pay interest to MPPL on the amount of the Development Consideration disbursed by MPPL to EPDPL.

As per terms of both of these co-development agreements, consideration is contingent on pre-defined Net Operating Income achieved and therefore consideration will be trued up/down accordingly upon project completion.

59. Distributions

The Board of Directors of the Manager to the Trust, in their meeting held on April 29, 2021, have declared distribution to Unitholders of ₹ 5.60 per unit which aggregates to ₹ 5,308.20 million for the quarter ended March 31, 2021. The distributions of ₹ 5.60 per unit comprises ₹ 1.24 per unit in the form of interest payment, ₹ 2.21 per unit in the form of dividend and the balance ₹ 2.15 per unit in the form of amortization of SPV debt. Along with distribution of ₹ 13,055.89 million/ ₹ 15.88 per unit for the period ended December 31, 2020, the cumulative distribution for the year ended March 31, 2021 aggregates to ₹ 18,364.09 million/ ₹ 21.48 per unit.

60. The Board of Directors of the Manager in their meeting held on May 19, 2020 approved the composite scheme of arrangement (the “Scheme”) involving MPPL, EOPPL and EPTPL. The Scheme provides for:

a The demerger, transfer and vesting of the Techzone business of EOPPL comprising Embassy TechZone Business Park (more specifically defined as the 'TechZone Undertaking' in the Scheme) into EPTPL on a going concern basis, in consideration for which the Embassy Office Parks REIT (as shareholder of EOPPL) will be issued shares in EPTPL; followed by

b) Amalgamation of EOPPL into MPPL, on a going concern basis.

The above scheme has been approved by National Company Law Tribunal (NCLT), Mumbai bench with an effective date of March 10, 2021. Further the scheme was approved by the Board of Approval of Special Economic Zones (“BoA”) in its meeting held on March 18, 2021 and the company has filed the necessary form with ROC on March 25, 2021, for all the three entities. Upon completion of the scheme, MPPL has become a 100% Holdco of the Embassy Office Parks REIT, holding Embassy Manyata Business Park, 80% of the share capital of EEPL, 50% of the share capital of GLSP, while EPTPL has become a 100% directly-held SPV of Embassy Office Parks REIT, holding Embassy TechZone, an existing asset of the Embassy Office Parks REIT.

(all amounts in ₹ million unless otherwise stated)

The consideration paid by EPTPL and MPPL to give effect to the above consideration to Embassy REIT is as follows:-

- EPTPL shall issue and allot 1 fully paid equity share of face value of ₹ 10 each for every 1 equity share of face value of ₹ 10 each fully paid-up held in EOPPL by Embassy REIT.
- MPPL shall issue and allot 1 fully paid equity share of face value of ₹ 100 each for every 11.85 equity share of face value of ₹ 10 each fully paid-up held in EOPPL by Embassy REIT.

There is no impact to consolidated financial statements of the Group due to the above scheme of merger.

Further, for the purpose of all disclosures in the consolidated financial statements, all numbers are shown under EOPPL instead of EPTPL to facilitate comparison and ease for users of the financial statements.

61. The Board of Directors of the Manager through a resolution by circulation dated January 23, 2021 approved the Scheme of Arrangement ("the Scheme") involving EOVPL and VTPL. The Scheme provides for the merger/amalgamation of EOVPL into VTPL (on a going concern basis). Upon the Scheme becoming effective, with effect from the Appointed Date (as defined in the Scheme), VTPL will be a 100% directly-held SPV of Embassy Office Parks REIT, holding Embassy Tech Village. This would result in a simplified holding and management structure for Embassy REIT assets and create value for Embassy REIT and its Unitholders. The Scheme has been filed with National Company Law Tribunal (NCLT), Bengaluru Bench on February 10, 2021 and is subject to receipt of necessary statutory and regulatory approvals under applicable laws, including the approval of the NCLT.

for **S R Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm's registration number: 101049W/E300004

Adarsh Ranka
Partner
Membership number: 209567
Place: Bengaluru
Date: April 29, 2021

for and on behalf of the Board of Directors of
Embassy Office Parks Management Services Private Limited
(as Manager to Embassy Office Parks REIT)

Jitendra Virwani
Director
DIN: 00027674
Place: Dubai
Date: April 29, 2021

Tuhin Parikh
Director
DIN: 00544890
Place: Boston
Date: April 29, 2021

Valuation Report

FINAL SUMMARY VALUATION REPORT

Embassy Office Parks Management Services Private Limited in its capacity as manager of The Embassy Office Parks REIT

EMBASSY MANYATA, BENGALURU
EMBASSY TECHVILLAGE, BENGALURU
EXPRESS TOWERS, MUMBAI
EMBASSY 247, MUMBAI
FIRST INTERNATIONAL FINANCE CENTRE (FIFC), MUMBAI
EMBASSY TECHZONE, PUNE
EMBASSY QUADRON, PUNE
EMBASSY QUBIX, PUNE
EMBASSY OXYGEN, NOIDA
EMBASSY GALAXY, NOIDA
EMBASSY GOLFLINKS, BENGALURU
EMBASSY ONE, BENGALURU
HILTON AT EMBASSY GOLFLINKS, BENGALURU
EMBASSY ENERGY, BELLARY DISTRICT, KARNATAKA

DATE OF VALUATION: MARCH 31, 2021

DATE OF REPORT: APRIL 26, 2021

Value Assessment Service

Valuer under SEBI (REIT) Regulations, 2014

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1 Instruction

iVAS Partners, represented by Mr. Manish Gupta, has been instructed by **Embassy Office Parks Management Services Private Limited** (the '**Client**', the **'Instructing Party')** in its capacity as **Manager of The Embassy Office Parks REIT (Embassy REIT)** to reward upon the Market Value (MV) of properties comprising of commercial office real estate assets located across Bengaluru, Pune, Mumbai and Noida as well as affiliated facilities including a solar park, retail spaces and hotels (together herein referred as subject properties across the report).

CBRE has been instructed by the Client to be the 'Value Assessment Service Provider' for providing market intelligence to the 'Valuer' (iVAS Partners, represented by Mr. Manish Gupta) and forecasting cash flows from the respective assets. The Valuer has utilized the market intelligence provided by CBRE and independently reviewed the cash flows to arrive at the Market Value of the respective assets as per the SEBI (REIT) regulations 2014. iVAS Partners (represented by Mr. Manish Gupta) and CBRE are collectively referred to as the Consultants for the purpose of this report.

The details of the subject properties under the purview of this valuation exercise are tabulated below:

Development Name	Location
Embassy Manyata	Bengaluru
Embassy TechVillage	Bengaluru
Express Towers	Mumbai
Embassy 247	Mumbai
First International Finance Centre	Mumbai
Embassy TechZone	Pune
Embassy Quadron	Pune
Embassy Qubix	Pune
Embassy Oxygen	Noida
Embassy Galaxy	Noida
Embassy GolfLinks	Bengaluru
Embassy One	Bengaluru
Hilton at Embassy GolfLinks	Bengaluru
Embassy Energy	Bellary District, Karnataka

1.1 Purpose

The Valuer understands that the valuation is required by the Client for financial and investor reporting purposes to comply with the requirements of Regulation 21 of the SEBI (REIT) Regulations, 2014.

1.2 Reliant Party

Reliant parties to this report shall mean Embassy Office Parks Management Services Private Limited (EOPMSPL), the Embassy Office Parks REIT ("Embassy REIT") and their Unit Holders and Axis Trustee Services Limited (the Trustee for the Embassy REIT) for the purpose (of the valuation) as highlighted in this report. The auditors and advisors would be extended reliance by the 'Consultants' but would extend no liability to the auditors and advisors.

The valuation will be prepared strictly and only for the use of the Reliant Party and for the Purpose specifically stated. The instructing party would make all reliant parties aware of the terms and conditions of this agreement under which this exercise is being undertaken and take due acknowledgements to the same effect.

1.3 Limitation of Liability

- The 'Consultants' provide the Services exercising due care and skill, but the 'Consultants' do not accept any legal liability arising from negligence or otherwise to any person in relation to possible environmental site contamination or any failure to comply with environmental legislation which may affect the value of the properties. Further, the 'Consultants' shall not accept liability for any errors, misstatements, omissions in the Report caused due to false, misleading or incomplete information or documentation provided to the 'Consultants' by the Instructing Party.

- The Consultants' maximum aggregate liability for claims arising out of or in connection with the Valuation Report, under this contract shall not exceed Indian Rupees 30 Mn.

- In the event that any of the Sponsor, Manager, Trustee, Embassy REIT in connection with the report be subject to any claim ("Claim Parties") in connection with, arising out of or attributable to the Valuation Report, the Claim Parties will be entitled to require the 'Consultants' to be a necessary party/ respondent to such claim and the 'Consultants' shall not object to their inclusion as a necessary party/ respondent. If the 'Consultants' do not co-operate to be named as a necessary party/ respondent to such claims or co-operate in providing adequate/ successful defense in defending such claims, the Claim Parties jointly or severally will be entitled to initiate a separate claim against the 'Consultants' in this regard and the Consultants' liability shall extend to the value of the claims, losses, penalties, costs and liabilities incurred by the Claim Parties.

- The Consultants will neither be responsible for any legal due diligence, title search, zoning check, development permissions and physical measurements nor undertake any verification/ validation of the zoning regulations/ development controls etc.

1.4 Capability of Valuer and Value Assessment Service Provider

Valuer under SEBI (REIT) Regulations, 2014: iVAS Partners, represented by Mr. Manish Gupta

iVAS Partners, represented by Mr. Manish Gupta (Valuer Registration Number: IBBI/RV-E/02/2020/112) delivers reliable and independent valuation (across categories viz. land & building and plant & machinery), advisory and technical due diligence services, that combine professional expertise with comprehensive databases, analytics and market intelligence across various asset classes and locations in India.

Manish Gupta, Partner at iVAS Partners, is a Registered Architect with Council of Architecture (COA) and a member of the Royal Institute of Charted Surveyors (MRICS) and Institution of Valuers (IOV), with over 12 years of experience in the real estate industry. Manish is a seasoned professional with experience in providing real estate valuation services to a wide spectrum of clients including financial institutions, private equity funds, developers, NBFCs, corporate houses, banks, resolution professionals, land owners, etc.

He has worked on variety of valuation, consulting and technical due-diligence assignments for various purposes including investment related due diligence, mortgage/collateral appraisals, financial reporting, listing purposes, IBC led requirements, etc. across a range of asset classes such as residential projects, integrated township developments, hospitality assets, commercial (office and retail) projects, industrial developments, warehousing parks, educational projects, healthcare developments, etc. for both national as well as international clients.

Value Assessment Service Provider: CBRE South Asia Pvt. Ltd.

CBRE Advisory Services India is an integral part of CBRE Global Valuation & Advisory Services team. The Global VAS team comprises of over 1,500 professionals across approximately 280 offices globally and India Advisory Services team comprises of more than 280 professionals.

CBRE Advisory Services India have completed over 100,000 valuation and advisory assignments across varied asset classes spread across 20 states and 300+ cities. CBRE provides quality valuation, risk advisory and consulting services across a range of property types including residential, hospitality, retail, commercial, institutional, Special Economic Zone (SEZ), industrial, etc. CBRE derives global best practices while maintaining the complexities of Indian real estate markets and are ideally positioned to help solve any valuation related real estate challenge, ranging from single asset valuations to valuation of multi-market and multi-property portfolios.

Our dedicated and experienced professionals provide quality services from 9 offices across India (Delhi, Mumbai, Bengaluru, Chennai, Kolkata, Gurgaon, Hyderabad, Pune, and Ahmedabad). Our professionals have a varied qualification base such as Royal Institute of Chartered Surveyors (RICS) or IOV certified valuation professionals, master planners, Architects, MBA, CA, CFA, etc. and this entire multi-faceted experience helps us in achieving our commitment to provide the highest level of professional expertise to our clients.

CBRE Advisory Services India team has substantial experience with several institutional clients including financial institutions, real estate funds, private equity funds, developers, corporates, banks, NBFCs, etc.

1.5 Disclosures

The Consultants hereby certify that:

- iVAS Partners (Valuer Registration Number: IBBI/RV-E/02/2020/112), represented by Mr. Manish Gupta (hereinafter referred to as the Valuer), is eligible to be appointed as a valuer in terms of Regulation 2(1)(zz) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
- Neither CBRE nor iVAS Partners (represented by Mr. Manish Gupta - Partner, iVAS Partners) are an associate of the instructing party
- Mr. Manish Gupta, Partner, iVAS Partners (the Valuer) has a minimum of five years of experience in the valuation of real estate
- The Valuer has not been involved with the acquisition or disposal of the subject property in the last twelve months, other than such cases where the valuer was engaged by the Embassy REIT for such acquisition or disposal
- The Valuer has adequate and robust internal controls to ensure the integrity of the valuation reports
- The Valuer has sufficient key personnel with adequate experience and qualification to perform services related to property valuation at all times
- The Valuer has sufficient financial resources to enable them to conduct their business effectively and meet their liabilities
- The Valuer has acquainted itself with all laws or regulations relevant to such valuation
- The valuation of assets undertaken is impartial, true and fair and in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
- The Valuer and any of its employees/ consultants involved in valuation of the REIT assets are not invested in units of the REIT or in the assets being valued till the time such person is designated as valuer of such REIT and not less than 6 months after ceasing to be valuer of the REIT
- The Valuer has conducted the valuation of the REIT assets with transparency and fairness and shall render, at all times, high standards of service, exercise due diligence, ensure proper care and exercise professional judgement
- The Valuer has acted with independence, objectivity and impartiality in performing the valuation
- The Valuer has discharged its duties towards the Embassy REIT in an efficient and competent manner, utilizing its knowledge, skills and experience in best possible way to complete the said assignment
- The Valuer shall not accept remuneration, in any form, for performing a valuation of the REIT assets from any person other than the Embassy REIT or its authorized representatives.
- The Valuer shall before accepting any assignment from any related party to the Embassy REIT, shall disclose to the Embassy REIT, any direct or indirect consideration which the valuer may have in respect of such assignment
- The Valuer shall disclose to the trustee of the Embassy REIT, any pending business transactions, contracts under negotiation and other arrangements with the Instructing Party or any other party whom the Embassy REIT is contracting with and any other factors which may interfere with the Valuer's ability to give an independent and professional valuation of the property
- The Valuer shall not make false, misleading or exaggerated claims in order to secure assignments
- The Valuer shall not provide misleading valuation, either by providing incorrect information or by withholding relevant information
- The Valuer shall not accept an assignment that includes reporting of the outcome based on predetermined opinions and conclusions required by the Embassy REIT
- The valuer has valued the subject property based on the valuation standards as specified under sub-regulation 10 of regulation 21 of SEBI (REIT) Regulations 2014.
- The valuation undertaken by the Valuer abides by international valuation standards
- The Valuer is competent to undertake the valuation of the subject property. Further the Valuer has independently undertaken the valuation and the report is prepared on a fair and unbiased basis
- The Valuer notes that there are encumbrances, however, no options or pre-emptions rights in relation to the assets based on the title report prepared by King & Partridge, Shardul Amarchand Mangaldas & Co, Cyril Amarchand Mangaldas, Little & Company, Jayashree Sridhar and Law Shield (hereinafter collectively referred to as 'Legal Counsels')

1.6 Assumptions, Disclaimers, Limitations & Qualifications to Valuation

Valuation Subject to Change:	The subject valuation exercise is based on prevailing market dynamics as on the date of valuation and does not take into account any unforeseeable developments which could impact the same in the future
Our Investigations:	The Consultants are not engaged to carry out all possible investigations in relation to the subject properties. Where in our report the Consultants identify certain limitations to our investigations, this is to enable the reliant party to instruct further investigations where considered appropriate or where the Consultants recommend as necessary prior to reliance. The Consultants are not liable for any loss occasioned by a decision not to conduct further investigations
Assumptions:	Assumptions are a necessary part of undertaking valuations. The Valuer adopts assumptions for the purpose of providing valuation advice because some matters are not capable of accurate calculation or fall outside the scope of our expertise, or our instructions. The reliant parties accept that the valuation contains certain specific assumptions and acknowledges and accepts the risk that if any of the assumptions adopted in the valuation are incorrect, then this may have an effect on the valuation
Information Supplied by Others:	The valuations are based on the information provided by the Instructing Party (Embassy Office Parks Management Services Private Limited). The same has been assumed to be correct and has been used for valuation exercise. Where it is stated in the report that another party has supplied information to the 'Consultants', this information is believed to be reliable but the 'Consultants' can accept no responsibility if this should prove not to be so. However, please note that wherever we have relied on information from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context
Future Matters:	To the extent that the valuation includes any statement as to a future matter, that statement is provided as an estimate and/or opinion based on the information known to the 'Consultants' at the date of this document. The 'Consultants' do not warrant that such statements are accurate or correct
Map and Plans:	Any sketch, plan or map in this report is included to assist reader while visualizing the properties and assume no responsibility in connection with such matters
Site Details:	Based on title due-diligence information provided by the Client, the Valuer understands that the subject properties are free from any encroachments and are available as on the date of the valuation
Property Title:	For the purpose of this valuation exercise, the Valuer has relied on the Title Reports prepared by the Legal Counsels for each of the properties and has made no further enquiries with the relevant local authorities in this regard. The Valuer understands that the subject properties may have encumbrances, disputes and claims. The Valuer does not have the expertise or the preview to verify the veracity or quantify these encumbrances, disputes or claims. For the purpose of this valuation, the Valuer has assumed that the respective assets have title deeds that are clear and marketable.
Environmental Conditions:	The Valuer has assumed that the subject properties are not contaminated and are not adversely affected by any existing or proposed environmental law and any processes which are carried out on the properties are regulated by environmental legislation and are properly licensed by the appropriate authorities
Town Planning:	The current zoning of the subject properties has been adopted on the basis of review of various documents (title deeds) provided by the Instructing Party and the current land use maps for the subject region. The same has been considered for the purpose of this valuation exercise. Further, it has been assumed that the development on the subject properties adheres/ would adhere to the development regulations as prescribed by the relevant authorities. The Valuer has not made any enquiries with the relevant development authorities to validate the legality of the same.
Area:	Various areas related to the properties considered for the purpose of this valuation exercise are based on the rent rolls/ Architect certificate provided by the Instructing Party. It must be noted that the above information has been provided by the Client and has been verified based on the approvals/ layout plans/building plans provided by the Client. However, the Valuer has not undertaken additional verification and physical measurement for the purpose of this valuation exercise
Condition & Repair:	In the absence of any information to the contrary, the Valuer has assumed that there are no abnormal ground conditions, nor archaeological remains present which might adversely affect the current or future occupation, development or value of the property; the property is free from rot, infestation, structural or latent defect; no currently known deleterious or hazardous materials or suspect techniques will be used in the construction of or subsequent alterations or additions to the property and comments made in the property details do not purport to express an opinion about, or advice upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such parts
Not a Structural Survey:	The Valuer states that this is a valuation report and not a structural survey
Legal:	Unless specifically disclosed in the report, the Valuer has not made any allowances with respect to any existing or proposed local legislation relating to taxation on realization of the sale value of the subject property.

Others:	Considering the unorganized nature of real estate markets in India, all comparable evidence (if any) provided in the valuation report has been limited to the basic details such as the area of asset, rate at which transacted, broad location, etc. other specific details would be provided only if the information is available in public domain The actual market price achieved may be higher or lower than our estimate of value depending upon the circumstances of the transaction, nature of the business, etc. The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion may not necessarily be the price at which actual transaction takes place We have assumed that the business continues normally without any disruptions due to statutory or other external/internal occurrences
Other Assumptions:	Please note that all the factual information such as tenants' leasable area, lease details such as lease rent, lease commencement and lease end date, lock – in period, escalation terms, etc. pertaining to the subject properties is based on the appropriate relevant documents provided by the Client and the same has been adopted for the purpose of this valuation exercise. While we have reviewed a few lease deeds on a sample basis, the Consultants do not take any responsibility towards authenticity of the rent rolls provided by the Client. Any change in the above information will have an impact on the assessed value and in that case the Valuer will have to relook at the assessed value. The relevant information sources are represented in section 2.5 All measurements, areas and ages quoted in our report are approximate We are not advisors with respect to legal tax and regulatory matters for the transaction. No investigation of the respective Special Purpose Vehicles (SPVs) holding the assets' claim to title of assets has been made for the purpose of this Report and the SPVs' claim to such rights have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets. Therefore, no responsibility is assumed for matters of a legal nature Kindly note that we have undertaken a quarterly assessment of cash flows for the purpose of the valuations
Material Valuation Uncertainty from Novel Coronavirus:	The outbreak of the Novel Coronavirus (COVID-19), declared by the World Health Organization as a "Global Pandemic" on the 11th March 2020, has impacted many aspects of daily life and the global economy – with some real estate markets experiencing significantly lower levels of transactional activity and liquidity. As at the valuation date, in the case of the subject property, there is a shortage of market evidence for comparison purposes, to inform opinions of value. Our valuation of the property is therefore reported as being subject to 'material valuation uncertainty'. Consequently, less certainty – and a higher degree of caution – should be attached to our valuation than would normally be the case. For the avoidance of doubt, the inclusion of the 'material valuation uncertainty' declaration above does not mean that the valuation cannot be relied upon. Rather, the declaration has been included to ensure transparency of the fact that – in the current extraordinary circumstances – less certainty can be attached to the valuation than would otherwise be the case. The material uncertainty clause is to serve as a precaution and does not invalidate the valuation. Values may change more rapidly and significantly than during standard market conditions. Given the unknown future impact that COVID-19 might have on the real estate market and the difficulty in differentiating between short term impacts and long-term structural changes, we recommend that you keep the valuation(s) contained within this report under frequent review
Additional:	In the current uncertain environment caused by the outbreak of the Novel Coronavirus (COVID-19), we have considered / relooked at various asset/ market specific parameters and have adopted heuristic/ careful interventions (including but not limited to the points mentioned below) to our projected cashflows based on our view as of the date of valuation. ▪ Limited/ no growth in rent and ARR has been considered over the next few quarters ▪ Considering challenges in the short term, timelines have been extended for new space take-up/ future leasing ▪ For the operational hotels, occupancy has been rationalized in the short term

2 Valuation Approach & Methodology

2.1 Scope of Valuation

The valuation exercise is aimed at the assessment of the Market Value (MV) of the subject property. In considering the value of the property, the Valuer has considered the guidelines laid out in the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors (RICS).

2.2 Basis of Valuation

The valuations have been conducted in accordance with the RICS Valuation – Global Standards 2020 (Red Book Global Incorporating the IVSC International Valuation Standards issued in November 2019, effective from 31 January 2020) and is in compliance with the International Valuation Standards (IVS). The valuation exercise has been undertaken by appropriately qualified Valuer and would be aimed at assessing the Market Value of subject properties.

As per the Valuation and Guidance Notes issued by the Royal Institution of Chartered Surveyors (RICS) the market value is defined as:

'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion'.

2.3 Approach and Methodology

The purpose of this valuation exercise is to estimate the Market Value (MV) of the subject properties. Market Value is derived through the following Methodologies:

2.3.1 Direct Comparison Approach

In **'Direct Comparison Approach'**, the subject property is compared to similar properties that have actually been sold in an arms-length transaction or are offered for sale (after deducting for value of built-up structure located thereon). The comparable evidence gathered during research is adjusted for premiums and discounts based on property specific attributes to reflect the underlying value of the property.

2.3.2 Income Approach

The income approach is based on the premise that value of an income - producing asset is a function of future benefits and income derived from that asset. There are two commonly used methods of the income approach in real estate valuation namely, direct capitalization and discounted cash flow (DCF).

A. Direct Capitalization Method

Direct capitalization involves capitalizing a 'normalized' single - year net income estimated by an appropriate yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

B. Discounted Cash Flow Method

Using this valuation method, future cash flows from the property are forecasted using precisely stated assumptions. This method allows for the explicit modelling of income associated with the property. These future financial benefits are then discounted to a present-day value (valuation date) at an appropriate discount rate. A variation of the Discounted Cash Flow Method is illustrated below:

B.1. Discounted Cash Flow Method using Rental Reversion

The market practice in most commercial/ IT developments involves contracting tenants in the form of pre-commitments at sub-market rentals to increase attractiveness of the property to prospective tenants – typically extended to anchor tenants. Additionally, there are instances of tenants paying above-market rentals for certain properties as well (primarily owing to market conditions at the time of contracting the lease). In order to arrive at a unit value for these tenancies, the Valuer has considered the impact of such sub/ above market leases on the valuation of the subject property.

2.4 Approach and Methodology Adopted

A large number of leases at the subject properties were executed at rentals prevalent at the time of signing of such leases or at a discount to prevailing market rental (for a few anchor tenants). Since the real estate industry is dynamic and is influenced by various factors (such as existing supply, tenants looking at spaces, quality of spaces available in the market, overall health of the economy, existing rentals, future growth plans, etc.) at a particular point in time, negotiated rentals may tend to move away from the prevalent market rents over a period of time. It has also been witnessed that the market rents for some properties or sub markets increase or decrease at a rate significantly different from those agreed to in initial leases. These factors reinforce the need to review each of these leases in isolation to assess the intrinsic value of the property under review.

Considering the objective of this exercise and the nature of asset involved, the value of the office component in the subject properties has been assessed through the Discounted Cash Flow Method using Rental Reversion and the value of the Solar Park and hotel component at the respective properties have been valued using Discounted Cash Flow Method. Further, the following steps have been adopted as part of the valuation for the respective subject properties (assets).

Asset-specific Review:

1. As the first step to the valuation of the asset, the rent rolls (and the corresponding lease deeds on a sample basis) were reviewed to identify tenancy characteristics for the asset. As part of the rent roll review, top 10 tenants have been reviewed from their lease terms perspective. For anchor tenants, discounts on marginal rent or additional lease-up timeframe have been adopted upon lease reversion.

2. Title documents and architect certificates were reviewed for validation of area details, ownership of the asset

Micro-market Review:

1. A detailed assessment of the site and surroundings has been undertaken with respect to the prevalent activities, change in dynamics impacting the values and the optimal use of the respective properties vis-à-vis their surrounding sub-market, etc. Further, a primary and secondary research exercise has been carried out in the catchment areas for the respective assets to ascertain the transaction activity of commercial, retail and hospitality developments. This has been achieved through interactions with various market players such as developers, real estate brokers, key office tenants, hospitality occupiers, etc. Peers to the assets were identified in terms of potential competition (both completed and under-construction/planned assets), comparable recent lease transactions witnessed in the micro-market were analysed along with the historical leasing and re-leasing history within the asset over the last 2 – 3 years. This was undertaken to assess the applicable market rent (applicable rental for the micro-market where the asset is located) and applicable marginal rental (the Consultants' view on rental for the asset – used for leasing vacant spaces as well as upon releasing).

2. The Consultants also analysed the historical leasing within the asset for anchor tenants to identify the discount that is extended to such tenants at the time of fresh leasing or lease renewals. Every lease deed of large anchor tenant were analysed and applicable discount to marginal rental was estimated for individual leases. For other tenants occupying relatively large space within the properties, the Valuer assumed the leases to revert to marginal rentals (duly escalated from the date of valuation) post expiry of the lease, factoring appropriate re-leasing time.

Cash Flow Projections:

1. The cash flows for the operational and under-construction/proposed area were projected separately to arrive at their respective value conclusion.

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2. The Valuer has utilized the EBIDTA to arrive at the value of the subject properties. The following steps were undertaken to arrive at the value for operational and under-construction/proposed area respectively.

   The Valuer has projected future cash flows from the property based on existing lease terms for the operational area till the expiry of the leases or re-negotiation (using the variance analysis), whichever is earlier. Post which, the lease terms have been aligned with marginal rentals. For vacant area and under-construction/proposed area, the Valuer has projected the marginal rent led cash flows factoring appropriate lease-up time frame for vacant/under-construction/proposed area. These cash flows have been projected for 10-year duration from the date of valuation and for 11th year (for assessment of terminal value). These future financial benefits are then discounted to a present-day value (valuation date) at an appropriate discount rate.

   For each lease, the following steps have been undertaken to assess the rental over a 10-year time horizon:

   a. **Step 1:** Project the rentals for identified tenancies up to the period of lease expiry, lock-in expiry, first escalation, second escalation, etc. whichever is applicable. In the event of vacant/ to be leased spaces, market-led rentals to be adopted with suitable lease-up time

   b. **Step 2:** Generating a marginal rental stream for identified tenancies for the time period similar to the cash flows drawn in the aforementioned step

   c. **Step 3:** In the event the escalated contracted rental is above the marginal rent (viz. by 10% for Bengaluru/ Mumbai assets & 15% for Pune/ Noida assets), the contracted terms are discarded, and the terms are reverted to market. In the event the escalated contracted rent is below the marginal rent by the threshold highlighted above, the contracted terms are adopted going forward until the next lease review/ renewal. Intent of this step is to project the rental for respective leases until lease expiry as well as post expiry

   d. **Step 4:** Computing the monthly income based on rentals projected as part of Step 3 and translating the same to a quarterly income (for the next 10 years and 11th year – considered for calculation of terminal value)

3. Adjustments for other revenues and recurring operational expenses, fit-out income (if any – projected till first term expiry and discounted to present day – the same has been considered below the NOI and does not get capitalized) and vacancy provision have been adopted in-line with prevalent market dynamics. In addition, appropriate rent-free periods have been adopted during lease roll-overs to factor potential rent free terms as well as outflows towards brokerage. For all assets, the Valuer has looked at the operational revenues and expenses of the respective assets to understand the recurring, non-recurring, recoverable and non-recoverable expenses and accordingly modelled the common area maintenance income and operational expenses for the asset.

4. The net income on quarterly basis have been projected over the next 10 years and the 1 year forward NOI (for 11th year) as of end of year 10 has been capitalized to assess the terminal value of the development. The quarterly net income over the next 10 years along with the terminal value during the end of year 10 have been discounted at a suitable discount rate to arrive at the net present value of the asset through this approach.

5. For the hospitality component, future cash flows from the property, were projected based on our assessment of ARRs and Occupancy. Adjustments for other revenues and recurring operational expenses, have been adopted in-line with prevalent market dynamics. The net income on quarterly basis have been projected over the next 10 years and the 1 year forward EBITDA (for 11th year) as of end of year 10 has been capitalized to assess the terminal value of the development. The quarterly net income over the next 10 years along with the terminal value during the end of year 10 have been discounted at a suitable discount rate to arrive at the net present value of the asset.

2.5 Information Sources for Valuation

Property related information referred to for the valuation exercise has been provided by the Client unless otherwise mentioned. The Valuer has assumed the documents to be a true copy of the original. The rent rolls have been cross-checked with the lease deeds on a sample basis to verify the authenticity. Additionally, wherever possible, the Valuer has independently revalidated the information by reviewing the originals as provided by the Client.

2.6 Scope of Services for Value Assessment Service Provider

CBRE has been engaged by the Instructing Party to provide value assessment services and accordingly, would be responsible for the below scope as part of this exercise.

- Provide market intelligence to the Valuer on the following aspects:
    - Economic and Investment Overview
    - India Real Estate Overview
        - IT/ ITES Industry Dynamics
        - Key Office Markets
        - Outlook
    - For cities housing Embassy REIT Assets
        - Key Office Markets
        - General market practices
        - Demand Supply for Key Office Markets & Rental Trends
        - Outlook
- Review rent roll and forecast cash flows from the respective assets for the Valuer to independently review and work towards assessing the valuation of each Asset

Official Signatory for Value Assessment Service Provider:

Name: Vamshi KK Nakirekanti | MRICS | FIE | FIV | CEng (India)
Designation: Executive Director, Head – Valuation and Advisory Services, India & South East Asia
Firm: CBRE South Asia Pvt Ltd

3 Nature of the Interest of the Embassy REIT

The table below highlights the nature of interest of the Embassy REIT:

Property	Interest Valued	Interest Embassy REIT holds	Remainder of term in case of Leasehold (approx.)
Embassy Manyata, Bengaluru	Freehold[1]	100.0%	NA
Embassy TechVillage, Bengaluru	Freehold[2]	100.0%	NA
Express Towers, Mumbai	Freehold	100.0%	NA
Embassy 247, Mumbai	Freehold	100.0%	NA
First International Financial Center, Mumbai	Leasehold	100.0%	67 Years
Embassy TechZone, Pune	Leasehold	100.0%	79 Years
Embassy Quadron, Pune	Leasehold	100.0%	79 Years
Embassy Qubix, Pune	Freehold	100.0%	NA
Embassy Oxygen, Noida	Leasehold	100.0%	76 Years
Embassy Galaxy, Noida	Leasehold	100.0%	74 Years
Embassy GolfLinks, Bengaluru	Freehold	50.0%	NA
Embassy One, Bengaluru	Freehold	100.0%	NA
Hilton at GolfLinks, Bengaluru	Freehold	100.0%	NA
Embassy Energy, Bellary District, Karnataka	Freehold	100.0%	NA

[1] *Excluding the M3 block which is being developed on a leasehold land parcel (6.64 Acres)*

[2] *Total land area under the ownership of Vikas Telecom Private Limited ("VTPL") is 80.05 acres and under Sarla Infrastructure Private Limited ("SIPL"), is 4.00 acres. Further, it is understood that out of total land area of 80.05 acres under the ownership of VTPL, 4.00 acres is leased to SIPL. Additionally, approx. 1.93 acres out of the total land extent is leasehold*

4 Value Summary

The following table highlights the summary of the market value of each property which is a part of the said Embassy REIT portfolio as on March 31, 2021:

Property	Asset Type	Leasable Area	Market Value (INR Mn)		
			Completed	Under construction (UC) / Proposed	Total
Embassy Manyata, Bengaluru	Mixed-use (Office (IT/ ITeS SEZ[3]/ Non-SEZ), Hotel, Retail, Convention Centre)	Completed office – 11.8 msf Proposed/ UC[4] office - 3.1 msf UC Hotel (5 star) - 266 keys UC Hotel (3 star) - 353 keys	149,163	28,756	**177,920**
Embassy TechVillage, Bengaluru	Mixed-use (Office (IT/ ITeS SEZ/ Non-SEZ), Hotel, Retail, Convention Centre)	Completed office – 6.1 msf Proposed/ UC office - 3.1 msf UC Hotel (5 star) - 311 keys UC Hotel (3 star) - 207 keys	80,863	26,211	**107,073**
Express Towers, Mumbai	Office (Non-SEZ)	Completed office - 0.5 msf	18,403	-	**18,403**
Embassy 247, Mumbai	Office (Non-SEZ)	Completed office - 1.2 msf	16,914	-	**16,914**
First International Financial Centre, Mumbai	Office (Non-SEZ)	Completed office - 0.4 msf	13,889	-	**13,889**
Embassy TechZone, Pune	Office (IT/ ITeS SEZ)	Completed office - 2.2 msf Proposed/ UC office - 3.3 msf	15,869	6,958	**22,827**
Embassy Quadron, Pune	Office (IT/ ITeS SEZ)	Completed office - 1.9 msf	12,938	-	**12,938**
Embassy Qubix, Pune	Office (IT/ ITeS SEZ)	Completed office - 1.5 msf	10,414	-	**10,414**
Embassy Oxygen, Noida	Office (IT/ ITeS SEZ)	Completed office - 2.5 msf Proposed/ UC office - 0.7 msf	21,077	2,617	**23,694**
Embassy Galaxy, Noida	Office (Non-SEZ)	Completed office - 1.4 msf	9,028	-	**9,028**
Embassy One, Bengaluru	Mixed-use (Office (Non-SEZ), Hotel, Retail)	Office & Retail - 0.3 msf Hotel (5 star) - 230 Keys	11,601	-	**11,601**
Hilton at Embassy GolfLinks, Bengaluru	Hotel	Hotel (5 star) - 247 Keys	3,995	-	**3,995**
Embassy Energy, Bellary District, Karnataka	Solar park	Installed capacity of 130 MW DC (100 MW AC)	9,302	-	**9,302**
Total – 100% owned assets			**373,456**	**64,542**	**437,998**
Embassy GolfLinks, Bengaluru	Office (Non-SEZ)	Completed office - 2.7 msf	28,053	-	**28,053**[5]
Total			**401,509**	**64,542**	**466,051**

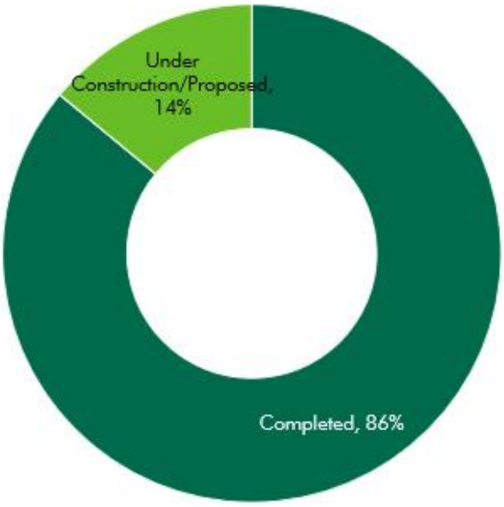
3 *SEZ – Special Economic Zone*

4 *UC -under construction*

5 *Indicative of Embassy REIT's economic interest in the asset, viz. 50%*

CBRE IVAS

Market value break-up of assets valued for the Embassy REIT



Assumptions, Disclaimers, Limitations & Qualifications	This summary valuation report is provided subject to assumptions, disclaimers, limitations and qualifications detailed throughout this report. Reliance on this report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use of the parties as mentioned in Section 1.2 of this summary report.
Prepared by:	iVAS Partners, represented by Mr. Manish Gupta
Official Signatory:	Manish

Name: Mr. Manish Gupta
Designation: Partner, iVAS Partners
Valuer Registration Number: IBBI/RV-E/02/2020/112

CBRE iVAS

5 Assets

5.1 Embassy Manyata

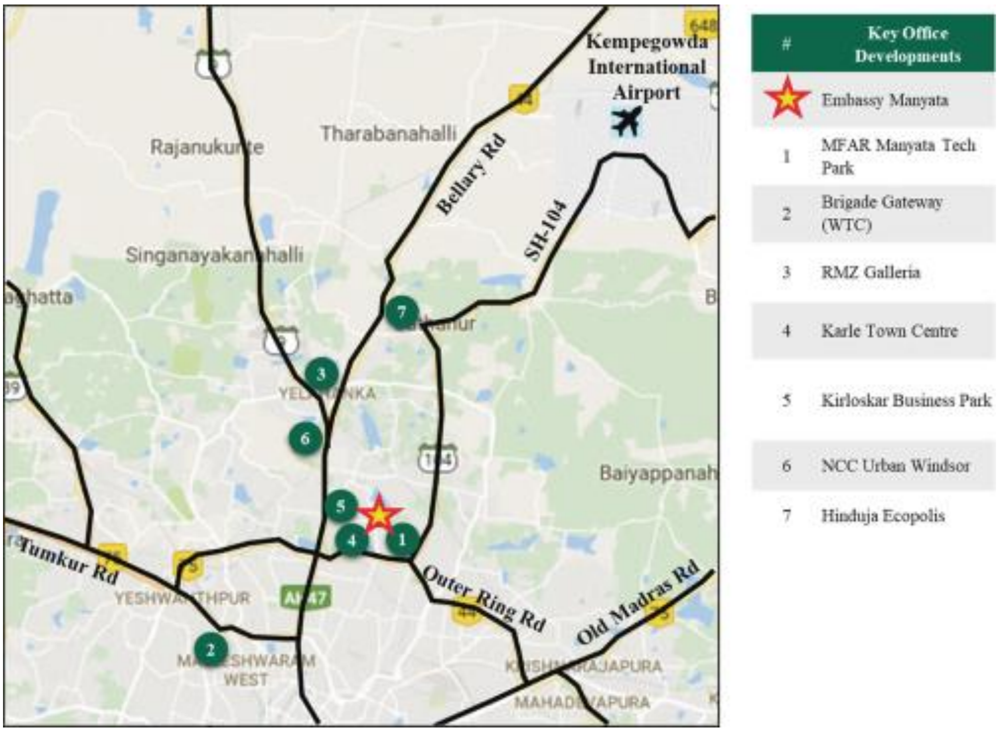
Property Name:	Embassy Manyata is a commercial office development located along Outer Ring Road, Nagavara, Bengaluru, Karnataka
Property Address:	Nagavara Village, Kasaba Hobli, Bengaluru North Taluk, Bengaluru District and Rachenahalli and Thanisandra Villages, Krishnarajapuram Hobli, Bengaluru East Taluk, Bengaluru District, Karnataka
Land Area:	Based on review of the title report (for Manyata Promoters Pvt Ltd and M3 Block respectively), the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 121.76 acres
Brief Description:	The subject property is the second largest commercial office asset in India (in terms of scale), largest in Bengaluru and is a landmark in North Bengaluru. The property is accessible through the Nagavara Outer Ring Road emanating from Hebbal. Further, the subject development is strategically located in proximity to micro-markets of Thanisandra & Hennur Road which are amongst the fastest developing vectors in North Bengaluru. The subject property is located in close proximity to the Nagavara Outer Ring Road, which connects the subject location to prominent locations such as Yeshwanthpur, KR Puram, Whitefield, Sarjapur Outer Ring Road, Old Madras Road, etc. Further, it is located at a distance of 1-2 km from Nagavara Junction, 3-4 km from Hebbal Junction, 7-8 km from Yelahanka Junction, 11-14 km from MG Road (CBD) and 29-31 km from Kempegowda International Airport
Statement of Assets (sf):	Based on review of various documents (such as rent roll, lease deeds, Architect's Certificate, etc.), the subject property is an operational office asset with approximately 11.8 msf of completed leasable area out of which occupancy is approximately 93.5% as on the date of valuation. Table below highlights the leasable area for individual blocks that form part of the subject development:

Particular	Area (sf)	Occupancy (%)
Completed Blocks	11,751,174	93.5%
Under Construction Blocks	1,652,929	NA
Proposed Blocks	1,415,550	NA
Total – Office/Retail	**14,819,653**	
Hotel (including convention center) ~ Under Construction	619 keys (Hotel - 722,678 Convention – 58,000)	NA

Source: Architect certificates, rent roll, lease deeds; Note – office & retail refers to leasable area while hotel & convention refers to developable area

CBRE IVAS

Location Map



Key Assumptions

Particulars	Unit	Details
Construction assumptions		
Pending cost to complete	INR Mn	14,113[6]
Proposed project completion timelines (all blocks)	Quarter, Year	Q3, FY 2026
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2026
In-place rent	INR psf/mth	61
Marginal rent – IT office component	INR psf/mth	92
Marginal rent – Non IT office component	INR psf/mth	106
Marginal rent – Retail component	INR psf/mth	120
Parking rent (Effective)	INR / bay/mth	3,750
ARR – 5 star hotel	INR / room / day	8,000
Stabilized Occupancy – 5 star hotel	%	70%
ARR – 3 star hotel	INR / room / day	5,500
Stabilized Occupancy – 3 star hotel	%	70%
Other financial assumptions		
Cap rate – commercial components	%	8.00%
Cap rate – hotel components	%	7.14% (viz. an EV-EBITDA multiple of 14)
WACC rate (operational)	%	11.70%
WACC rate (under-construction/proposed)	%	13.00%
WACC rate (under-construction hotel)	%	13.60%

Market Value: **INR 177,920 Mn**

[6] *Indicative of pending cost towards base build works and does not include the cost for refurbishments/ infrastructure upgrade works*

CBRE IVAS

5.2 Embassy TechVillage

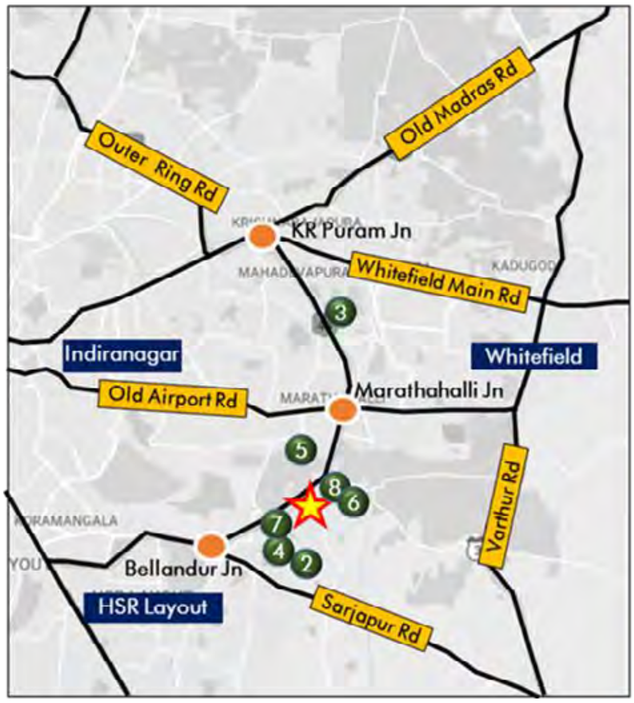
Property Name:	'Embassy TechVillage' is a commercial office development with ancillary retail and hospitality component located along Sarjapur Outer Ring Road, Devarabeesanahalli, Bengaluru, Karnataka
Property Address:	Devarabeesanahalli Village & Kariammana Agrahara Village, Varthur Hobli, Bengaluru East Taluk, Bengaluru, Karnataka
Land Area:	Based on information provided by the Client (viz. title report), the Valuer understands that the total land area of the larger land parcel admeasures approx. 103.44 acres and the land area under the purview of this exercise admeasures approx. 84.05 acres. Total land area under the ownership of Vikas Telecom Private Limited ("VTPL") is 80.05 acres and under Sarla Infrastructure Private Limited ("SIPL"), is 4.00 acres. Further, it is understood that out of total land area of 80.05 acres under the ownership of VTPL, 4.00 acres is leased to SIPL and same is considered for the purpose of this valuation exercise.
Brief Description:	The subject property "Embassy TechVillage" is an office park located in Bengaluru comprising of commercial development, consisting of approximately 6.1 million square feet (msf) of completed office area, approximately 3.1 msf of under-construction area and 518 proposed hotel keys along with the associated business of common area maintenance services The subject property is located along the Sarjapur Outer Ring Road (ORR), which is a prominent arterial road in the city. It is the south-eastern portion of the concentric outer ring road. Sarjapur Outer Ring road has emerged as one of the most prominent commercial office hubs of Bengaluru, on account of the premium quality of commercial office spaces and connectivity to other established micro-markets across the city. Some of the prominent commercial developments along Sarjapur-ORR include Embassy TechVillage (subject property), RMZ Ecospace, RMZ Ecoworld, Prestige Tech Park, Cessna Business Park, etc. The subject property is located at a distance of 4-5 km from Marathahalli junction, 5-6 km from Sarjapur road-ORR interchange, 9-10 km from Koramangala & K R Puram Junction, 13-14 km from MG Road (CBD) and 43-44 km from Kempegowda International Airport
Statement of Assets (sf):	Based on review of various documents (such as architect certificate, rent roll, lease deeds, etc.), the subject property is an operational office asset with approximately 6.1 msf of completed leasable area with an occupancy of approximately 97.8% as on the date of valuation. Table below highlights the leasable area break-up for the subject development commensurate to the interest valued in Embassy TechVillage:

Particular	Area (sf)	Occupancy (%)
Completed Blocks	6,137,842	97.8%
Under Construction Blocks	3,034,590	NA
Total – Office/Retail	**9,172,432**	
Hotel (including convention centre) ~ Under Construction	518 keys (Hotel and Convention Centre: 782,669 sft)	NA

Source: Architect certificates, rent roll, lease deeds; Note – office & retail refers to leasable area while hotel & convention refers to developable area

CBRE IVAS

Location Map



#	Building Name
☆	Embassy Tech Village
2	RMZ Ecoworld
3	Bagmane Constellation & WTC
4	Pritech Tech Park
5	Prestige Technology Park
6	Cessna Business Park
7	RMZ Ecospace
8	Embassy Tech Square

Key Assumptions

Particulars	Unit	Details
Construction assumptions		
Pending cost to complete	INR mn	17,617[7]
Proposed project completion timelines (all blocks)	Quarter, Year	Q4, FY 2024
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2024
In-place rent	INR psf/mth	70
Marginal rent – IT office component	INR psf/mth	92
Marginal rent – Retail component	INR psf/mth	120
Parking rent (Effective)	INR / bay/mth	4,500
ARR – 5 star hotel	INR / room / day	8,000
Stabilized Occupancy – 5 star hotel	%	70%
ARR – 3 star hotel	INR / room / day	5,500
Stabilized Occupancy – 3 star hotel	%	70%
Other financial assumptions		
Cap rate – commercial components	%	8.00%
Cap rate – hotel components	%	7.14% (viz. an EV-EBITDA multiple of 14)
WACC rate (operational)	%	11.70%
WACC rate (under-construction/proposed)	%	13.00%
WACC rate (under-construction hotel)	%	13.60%

Market Value: **INR 107,073 Mn**

[7] *Indicative of pending cost towards base build works and does not includes the cost for refurbishments/ infrastructure upgrade works*

CBRE IVAS

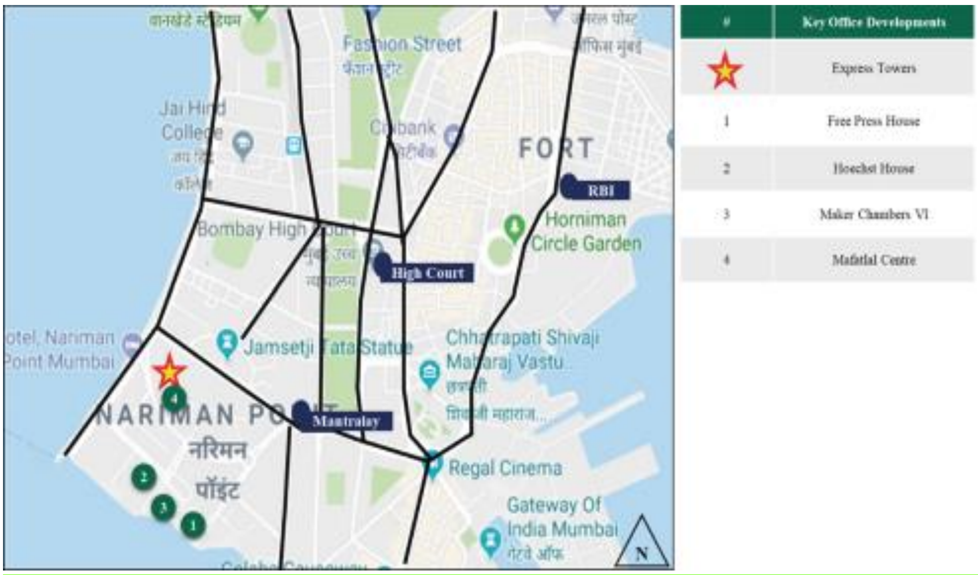
5.3 Express Towers

Property Name:	‘Express Towers’ is an operational office asset located along Barrister Rajni Patel Marg, Nariman Point, Mumbai
Property Address:	Barrister Rajni Patel Marg, Nariman Point, Mumbai
Land Area:	Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 1.46 acres
Brief Description:	The subject property ‘Express Towers’ is an office asset situated in Nariman Point. The subject property is located opposite to the Oberoi Trident hotel. The G+25 floor storey structure was constructed in the late 1960s and has been refurbished in the past few years. Nariman Point is located at the southernmost tip of the Mumbai City, at a distance of approximately 1 - 2 km from the Churchgate Railway Station; approximately 25 - 28 km from the Domestic / International City Airport.
Statement of Assets (sf):	Based on review of various documents (such as rent roll, Architect’s Certificate, etc.), the subject property is an operational office asset with approximately 472,377 sf of completed leasable area, which is approximately 90.9% occupied as on the date of valuation. Also, the top 2 floors viz the 24th and 25th floor are not owned by the Client. Table below highlights the leasable area details for the subject development under the ownership of the Client.

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	472,377	90.9%
Under Construction Blocks	-	NA
Proposed Blocks	-	NA
Total	**472,377**	

Source: Architect certificate, Rent roll, lease deeds;

Location Map



Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2022
In-place rent	INR psf/mth	262[8]
Marginal Rent – Commercial office component	INR psf/mth	270
Other financial assumptions		
Cap rate – commercial components	%	7.50%
WACC rate (operational)	%	11.70%

Market Value: **INR 18,403 Mn**

[8] denotes the weighted average rentals for leased office/restaurant spaces

5.4 Embassy 247

Property Name: 'Embassy 247' is an operational office asset located along LBS Road, Gandhinagar, Vikhroli West, Mumbai

Property Address: LBS Marg, Vikhroli (W), Mumbai, Maharashtra.

Land Area: Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 7.27 acres

Brief Description: The subject property, "Embassy 247", is an operational office asset located along LBS Road in Gandhinagar, Vikhroli West, Mumbai. The development is divided in three towers viz. A, B & C. The towers A & C are identical to each other and have an elevation of 2 Basement + Ground + 11 upper floors. Tower B situated in between Tower A & C has an elevation of 2 Basement + Ground + 14 upper floors. Based on the site visit, it is understood that all the three towers are internally connected from basement to the 3rd floor and floors 10 and 11. The entire development has a total completed leasable area of approximately 1,186,149 sf. The subject property is located in proximity to established residential and commercial locations within the city such as Bhandup, Kanjurmarg, Ghatkopar etc.

The subject property is located at a distance of approximately 28-30 km from the Central Business District of Mumbai (viz. Nariman Point), approximately 11-12 km from Domestic Airport, approximately 10-12 km from the Chhatrapati Shivaji International Airport Terminal, Mumbai etc.

Statement of Assets (sf): Based on information provided by the Client, the total completed leasable area considered for the purpose of this valuation is 1,186,149 sf. Table below highlights the leasable area details for the subject development:

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	1,186,149	82.1%
Under Construction Blocks	-	NA
Proposed Blocks	-	NA
Total	**1,186,149**	

Source: Architect certificate, Rent roll, lease deeds;

Location Map:

Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2023
In-place rent	INR psf/mth	102[9]
Marginal rent – Commercial office component	INR psf/mth	110[10]
Marginal rent – Retail component	INR psf/mth	78
Parking rent (Effective)	INR / bay/mth	-
Other financial assumptions		
Cap rate – commercial components	%	8.00%
WACC rate (operational)	%	11.70%

Market Value: **INR 16,914 Mn**

[9] *denotes the weighted average rentals for leased office/retail and food-court spaces*

[10] *Inclusive of car park rent*

5.5 First International Finance Centre (FIFC)

Property Name: First International Finance Centre is a commercial office development located on Bandra Kurla Complex Road, Bandra Kurla Complex, Mumbai, Maharashtra

Property Address: G-Block, Bandra Kurla Complex road, Bandra Kurla Complex, Mumbai, Maharashtra

Land Area: Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 1.99 Acres

Brief Description: The subject property, “First International Finance Centre”, is an operational office asset located along BKC Road in G Block, Bandra Kurla Complex, Mumbai. This office asset has a total leasable area of approximately 658,390 sf. The development is operated as a condominium and is co-owned by two entities i.e., a leading bank and the Client. Based on review of the title report for the subject property, the Client has an ownership of approximately 360,947 sf of the total area and the same has been considered for the purpose for this valuation exercise (this area will be considered as the subject property hereinafter). The subject property is located in proximity to locations such as Kurla, Bandra, Santacruz etc., which are considered as established residential and commercial locations within the city.

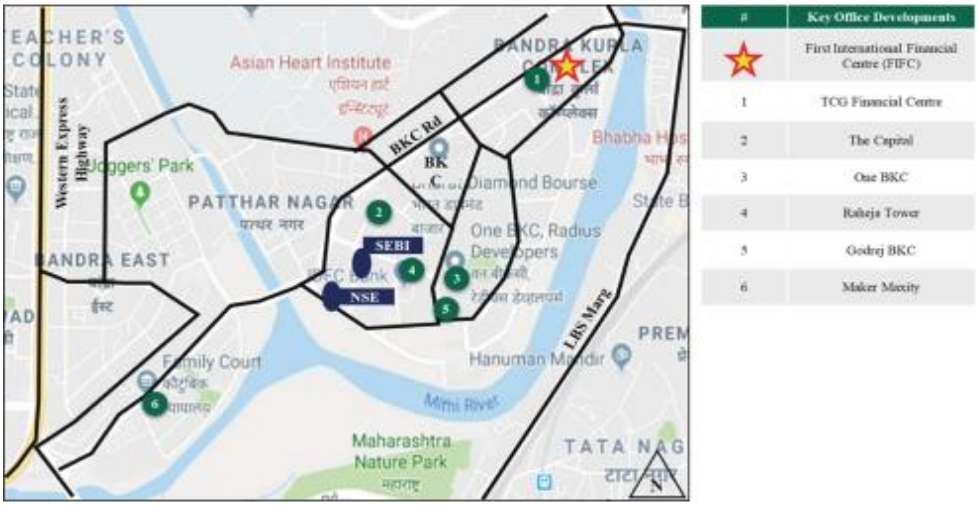
The subject property is located at a distance of approximately 20-22 km from the Central Business District of Mumbai (viz. Nariman Point), approximately 6-8 km from Domestic Airport, approximately 8-9 km from the Chhatrapati Shivaji International Airport Terminal, Mumbai etc.

Statement of Assets (sf): Based on review of various documents (such as rent roll, Architect’s Certificate, lease deeds, etc.), the subject property is an operational office asset with approximately 360,947 sf of completed leasable area out of which approximately 77.5% is leased as on the date of valuation. Table below highlights the leasable area details for the subject development:

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	360,947	77.5%
Under Construction Blocks	-	NA
Proposed Blocks	-	NA
Total	**360,947**	

Source: Architect certificate, rent roll, lease deeds.

Location Map



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Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2023
In-place rent	INR psf/mth	297[11]
Marginal rent – Office Component	INR psf/mth	270
Marginal rent – Retail	INR psf/mth	297
Parking rent (Effective)	INR / bay/mth	-
Other financial assumptions		
Cap rate – commercial components	%	7.75%
WACC rate (operational)	%	11.70%

Market Value: **INR 13,889 Mn**

[11] *denotes the weighted average rentals for leased office/retail spaces*

5.6 Embassy TechZone

Property Name: 'Embassy TechZone' is an operational office asset located in Phase 2, Rajiv Gandhi Infotech Park, Hinjewadi, Pune, Maharashtra

Property Address: Plot No. 3/A and Plot No. 3/B, Rajiv Gandhi Infotech Park, Hinjewadi, Phase-II, Village Marunji, Taluka Mulshi, District Pune, Maharashtra

Land Area: Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 67.45 acres

Brief Description: 'Embassy TechZone', has been conceptualized as an office asset spread across a total land area of approximately 67.45 acres. The property is an office asset leased to various tenants and is also well equipped with number of facilities and amenities like food court, amphitheater, intra park shuttles, gymnasium, multilevel car parking, sports ground, etc.
'Embassy TechZone' is strategically located in Hinjewadi which is a prominent technology hub of Pune city. 'Embassy TechZone' is located at a distance of approximately 5 – 6 km from National Highway 48 (Connecting Mumbai – Pune – Bengaluru), 20 – 21 km from Pune CBD (Peth areas), 20 – 21 km from Pune Railway Station and approximately 26 – 27 km from Pune International Airport.

Statement of Assets (sf): Based on review of various documents (such as rent roll, lease deeds, Architect's Certificate, etc.), the Valuer understands that 'Embassy TechZone' is an operational office asset with approximately 2.2 msf of completed leasable area out of which occupancy is approximately 88.6% as on the date of valuation. Further, approximately 3.3 msf is currently under construction/ planning stage. Table below highlights the leasable area for individual blocks that form part of the subject development:

Particular	Leasable area (sf)	Occupancy (%)
Completed Blocks	2,160,055	88.6%
Under Construction/ Proposed Blocks	3,312,891	NA
Total	**5,472,946**	

Source: Rent roll, lease deeds, architect certificate provided by the Client;

Location Map

Key Assumptions

Particulars	Unit	Details
Construction assumptions		
Pending cost to complete (overall)	INR Mn	13,116[12]
Proposed project completion timelines	Year	FY 2027
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2029
In-place rent	INR psf/mth	49
Marginal rent – IT SEZ office component	INR psf/mth	48
Parking rent (Effective)	INR / bay/mth	1,500
Other financial assumptions		
Cap rate – commercial components	%	8.25%
WACC rate (operational)	%	11.70%
WACC rate (under-construction/proposed)	%	13.00%

Market Value: **INR 22,827 Mn**

[12] Indicative of pending cost towards base build works and does not include the cost for refurbishments/ infrastructure upgrade works

5.7 Embassy Quadron

Property Name:	'Embassy Quadron' is a Commercial Office Business Park located in Phase 2, Rajiv Gandhi Infotech Park, Hinjewadi, Pune, Maharashtra
Property Address:	Plot No. 28, Hinjewadi Phase II, Rajiv Gandhi Infotech Park, Pune, Maharashtra, 411057
Land Area:	Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 25.52 acres
Brief Description:	'Embassy Quadron', has been conceptualized as an IT SEZ office development leased to various domestic and multi-national IT/ ITeS tenants. The property is well equipped with number of facilities and amenities like enhanced landscapes, Q café food court, grocery stores, ATMs, indoor sports zone, gymnasium, crèche, two-wheeler and four-wheeler car parking spaces, etc. The property has been constructed in phased manner between 2008 to 2011. The development currently includes four operational buildings (Q1 to Q4). Further, 'Embassy Quadron' is strategically located in Hinjewadi which is a prominent technology hub of Pune city. 'Embassy Quadron' is located at a distance of approximately 7 – 8 km from National Highway 48 (connecting Mumbai – Pune – Bengaluru), 22 – 23 km from Pune CBD (Peth areas), 22 – 23 km from Pune Railway Station and approximately 26 - 27 km from Pune International Airport.
Statement of Assets (sf):	Based on review of various documents (such as rent roll, Architect's Certificate, etc.), the Valuer understands that 'Embassy Quadron' is an operational SEZ office asset with approximately 1.9 msf of completed leasable area out of which occupancy is approximately 49.7% as on the date of valuation. Table below highlights the leasable area for individual blocks that form part of the subject development:

Particular	Leasable area (sf)	Occupancy (%)
Completed Blocks	1,894,674	49.7%
Under Construction Blocks	-	NA
Proposed Blocks	-	NA
Total	**1,894,674**	

Source: Rent roll, lease deeds, architect certificate provided by the Client;

Location Map

Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2025
In-place rent	INR psf/mth	47[13]
Marginal rent – IT SEZ office component	INR psf/mth	48
Parking rent (Effective)	INR / bay/mth	1,500
Other financial assumptions		
Cap rate – commercial components	%	8.25%
WACC rate (operational)	%	11.70%

Market Value: **INR 12,938 Mn**

[13] *denotes the weighted average rental for leased office/retail spaces*

5.8 Embassy Qubix

Property Name:	'Embassy Qubix' is a Commercial Office Business Park located in Phase 1, Rajiv Gandhi Infotech Park, Hinjewadi, Pune, Maharashtra
Property Address:	Plot No.2, Blue Ridge Township, Near Rajiv Gandhi Infotech Park – Phase I, Hinjewadi, Pune, Maharashtra 411057
Land Area:	Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 25.16 acres

Brief Description:

"Embassy Qubix", has been conceptualized as an IT SEZ office development leased to various domestic and multi-national technology tenants. The property is well equipped with number of facilities and amenities like enhanced landscapes, Q Court Courtyard, grocery stores, ATMs, two-wheeler and four-wheeler car parking spaces, etc. The property has been constructed in phased manner between 2010 to 2012.

The development currently includes six operational buildings (IT 1 to IT 6).

Further, Embassy Qubix is strategically located in Hinjewadi which is a prominent technology hub of Pune city. Embassy Qubix is located at a distance of approximately 3 – 4 km from National Highway 48 (connecting Mumbai – Pune – Bengaluru), 18 – 19 km from Pune CBD (Peth areas), 19 – 20 km from Pune Railway Station and approximately 23 - 24 km from Pune International Airport.

Statement of Assets (sf):

Based on review of various documents (such as rent roll, Architect's Certificate, etc.), the Valuer understands that "Embassy Qubix" is an operational SEZ office asset with approximately 1.5 msf of completed leasable area, which is 91.1% occupied as on the date of valuation. Table below highlights the leasable area for individual blocks that form part of the subject development:

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	1,450,494	91.1%
Under Construction Blocks	-	NA
Proposed Development	-	NA
Total	**1,450,494**	

Source: Rent roll, lease deeds, architect certificate;

Location Map

Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2022
In-place rent	INR psf/mth	40[14]
Marginal rent – IT SEZ office component	INR psf/mth	48
Parking rent (Effective)	INR / bay/mth	1,500
Other financial assumptions		
Cap rate – commercial components	%	8.25%
WACC rate (operational)	%	11.70%

Market Value: **INR 10,414 Mn**

[14] *denotes the weighted average rental for leased office/retail spaces*

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5.9 Embassy Oxygen

Property Name: ‘Embassy Oxygen’ is an operational IT/ ITeS SEZ office development located at Sector 144, Noida, Uttar Pradesh

Property Address: Plot No. – 07, Sector 144, Noida, Uttar Pradesh, India

Land Area: Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 24.83 Acres

Brief Description: The subject property “Embassy Oxygen” is a partly operational office asset, leased to technology occupiers. The subject property is located at Sector 144, Noida in proximity to Noida – Greater Noida Expressway, which is an emerging commercial / residential vector of Noida. The property is a two side open plot with accessibility via approximately 45 m and 24 m wide roads. The subject property lies in proximity to various office assets such as Candor TechSpace, Assotech Business Cresterra, Advant Navis Business Park, Stellar 135, Express Trade Towers 2, etc.

The subject property is located in close proximity to Noida – Greater Noida Expressway, which makes it easily accessible from other regions of NCR (National Capital Region) such as Delhi, Greater Noida, etc. Further, it is located at a distance of approximately 16 – 17 km from the established commercial hub of Noida viz. Sector-18, approximately 16 – 17 km from DND Flyway and approximately 38 – 39 km from Indira Gandhi International Airport, Delhi

Statement of Assets (sf): Based on review of various documents (such as architect certificate, rent roll, lease deeds, etc.), the subject property is an operational SEZ office asset with approximately 2.5 msf of completed leasable area, out of which occupancy is approximately 73.3% as on the date of valuation. Table below highlights the leasable area for operational and under construction/ proposed blocks that form part of the subject development:

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	2,517,307	73.3%
Under Construction Blocks	737,000	NA
Proposed Development	NA	NA
Total	**3,254,307**	

Source: Architect Certificate, Rent roll, lease deeds provided by the Client

CBRE IVAS

Location Map:

Key Assumptions:

Particulars	Unit	Details
Construction assumptions		
Pending cost to complete (overall)	INR mn	2,458[15]
Proposed project completion timelines (overall)	Quarter, Year	Q4, FY 2023
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2024
In-place rent	INR psf/mth	47
Marginal rent – IT SEZ office component	INR psf/mth	54
Parking rent (Effective)	INR / bay/mth	-
Other financial assumptions		
Cap rate	%	8.25%
WACC rate (operational)	%	11.70%
WACC rate (under-construction/proposed)	%	13.00%

Market Value: **INR 23,694 Mn**

[15] *Indicative of pending cost towards base build works and does not include the cost for refurbishments/ infrastructure upgrade works*

5.10 Embassy Galaxy

Property Name: 'Embassy Galaxy' is an operational IT/ ITeS office development located at Sector 62, Noida, Uttar Pradesh

Property Address: A-44 & 45, Sector 62, Noida, Uttar Pradesh, India – 201309

Land Area: Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 9.88 Acres

Brief Description: The subject property "Embassy Galaxy" is an operational office asset, leased to technology occupiers. The subject property is located at Sector 62, Noida, which is an established commercial vector of Noida. The property is accessible by an internal road of Sector 62 (approximately 45 m wide). The subject property lies in proximity to various office assets such as 3C Green Boulevard, Stellar IT Park, Logix Cyber Park, Candor Techspace, etc.

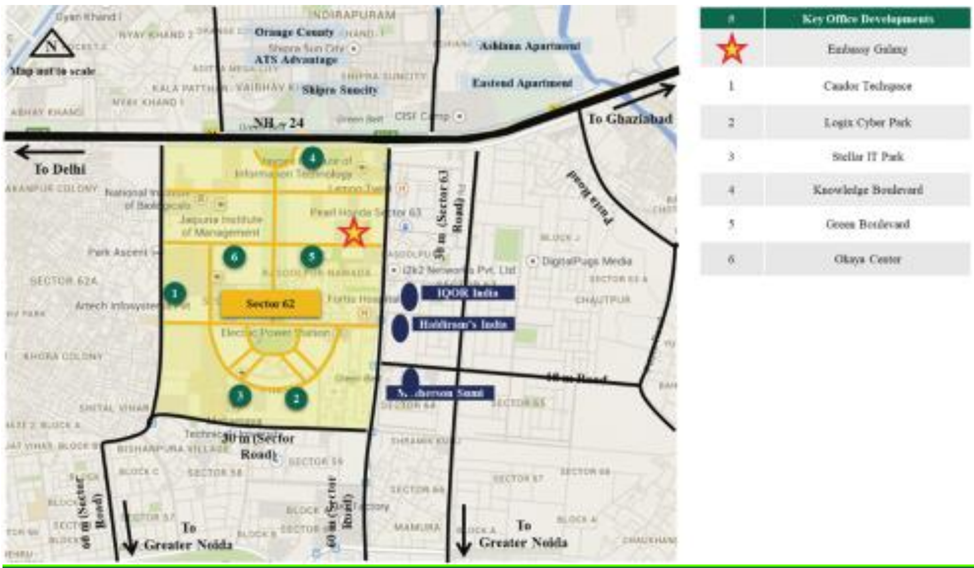
The subject property is located in close proximity to National Highway (NH) – 24, which makes it easily accessible from other regions of NCR (National Capital Region) such as Delhi, Ghaziabad, etc. Further, it is located at a distance of approximately 9 – 10 km from the established commercial hub of Noida viz. Sector-18, approximately 10 – 11 km from DND Flyway and approximately 31 – 32 km from Indira Gandhi International Airport, Delhi

Statement of Assets (sf): Based on review of various documents (such as architect certificate, rent roll, lease deeds, etc.), the subject property is an operational office asset with approximately 1.4 msf of completed leasable area, which is approximately 98.5% leased as on the date of valuation. Table below highlights the leasable area details for the subject development:

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	1,357,029	98.5%
Under Construction Blocks	-	NA
Proposed Development	-	NA
Total	**1,357,029**	

Source: Architect certificate, Rent roll, lease deeds provided by the Client;

Location Map:



Key Assumptions:

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	FY 2022
In-place rent	INR psf/mth	35
Marginal rent – IT office component	INR psf/mth	45
Other financial assumptions		
Cap rate	%	8.25%
WACC rate (operational)	%	11.70%

Market Value: **INR 9,028 Mn**

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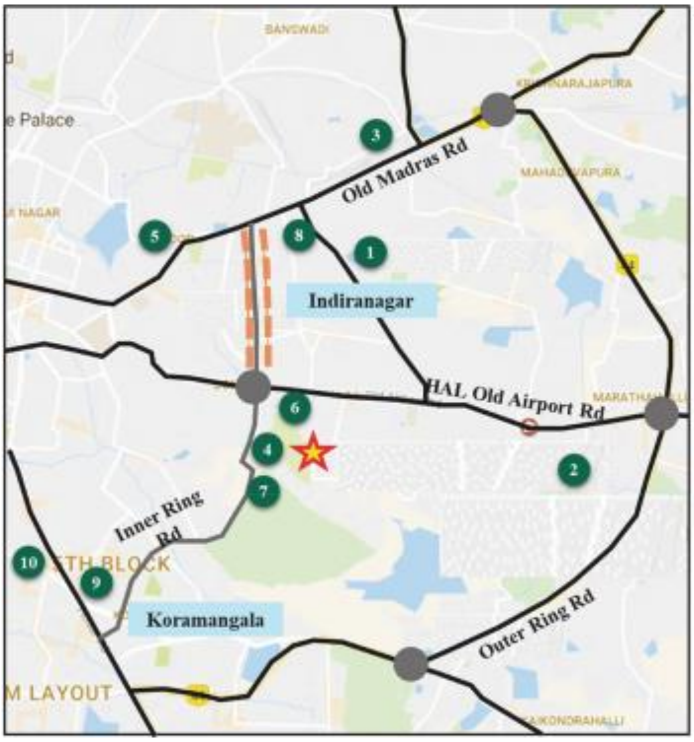
5.11 Embassy GolfLinks

Property Name:	Embassy GolfLinks is an office asset located along Intermediate Ring Road, Bengaluru, Karnataka
Property Address:	Challaghatta Village, Varthur Hobli, Mahadevapura, Bengaluru East Taluk, Bengaluru, Karnataka
Land Area:	Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 37.11 acres.
Brief Description:	The subject property, "Embassy GolfLinks", is an operational office asset located along Intermediate Ring Road, Bengaluru. This office asset has a total leasable area of approximately 4.5 msf. The interest being valued corresponds to approximately 2.7 msf of office area which forms part of the economic interest of the Client. The larger development also includes an operational hotel (Hilton at Embassy GolfLinks). The immediate surroundings of the subject property comprises of large aggregates of land owned by the Defence Services of the Country Karnataka Golf Association's operational golf course, Diamond District, DivyaSree Greens, Maruthi Infotech Park, etc. In addition, the subject property is located in proximity to locations such as Indiranagar, Koramangala etc., which are considered as established residential and commercial locations within the city. The subject property is located at a distance of approximately <1 km from the Domlur flyover, 1 – 2 km from Indiranagar, 2-3 km from Koramangala, 7-8 km from MG Road and approximately 43 - 45 km from Bengaluru International Airport.
Statement of Assets (sf):	Based on review of various documents (such as rent roll, Architect's Certificate, etc.), the subject property is an operational office asset with approximately 2.7 msf of completed leasable area and is 97.2% occupied as on the date of valuation. Table below highlights the leasable area for subject property that form part of the subject development:

Particular	Leasable Area (sf)	Occupancy (%)
Completed Blocks	2,737,442	97.2%
Under Construction Blocks	-	NA
Proposed Development	-	NA
Total	**2,737,442**	

Source: Source: Rent roll, lease deeds, architect certificate provided by the Client

Location Map



#	Key Office Developments
★	Embassy Golflinks
1	Bagmane Tech Park
2	Divyasree Technopolis
3	RMZ Infinity
4	Divyasree Greens
5	RMZ Millenia
6	Diamond District
7	Maruthi Infotech
8	Mantri Cornerstone
9	Mantri Jupiter
10	Bren Optimus

Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
In-place rent	INR psf pm	119
Marginal rent – office component	INR psf pm	148
Parking rent (Effective)	INR / bay/mth	4,500
Other financial assumptions		
Cap rate – commercial components	%	8.00%
WACC rate	%	11.70%

Market Value: **INR 56,105 Mn**

Note:

1. The valuation presented is for 100% interest in the asset. However, based on inputs provided by the Client, the REIT hold 50% of the interests in the asset (viz. INR 28,053 Mn)

2. The above valuation excludes valuation of Hilton at Embassy GolfLinks. The valuation of Hilton at Embassy GolfLinks is presented in section 5.12

5.12 Embassy One

Property Name: 'Embassy One' is a premium mixed-used development (High-end office, retail and hospitality components) located along, Bellary Road, Ganga Nagar, Bengaluru, Karnataka

Property Address: Bellary Road, Ganga Nagar, Bengaluru, Karnataka

Land Area: Based on review of the title report, the Valuer understand that the total land area of the subject property under the ownership of the Client is approximately 5.62 acres (which includes residential component). The interest being valued as part of this assessment is an undivided share of 3.19 acres (for the office, retail and hospitality components).

Brief Description: The subject property is a premium mixed-used development comprising of commercial, retail and hospitality components. Subject property is located in a premium location in close proximity to the CBD, approximately 6-7 km from MG Road. The stretch between the CBD and Mekhri Circle is recognized as a premium residential and hospitality hub of Bengaluru. Subject location lies in close proximity to premium residential colonies of Sheshadripuram, Sadashiva Nagar, Dollars colony, Fraser Town, Jayamahal, etc., which house affluent population of businessmen community, ministers, etc. Further, the location is considered an established hub for premium hotels, housing prominent 5 star hotels such as Windsor Manor, Lalit Ashok, & Taj Westend. As per information provided by the client, the Valuer understands that 5.5% of total area is leased as of date of valuation.

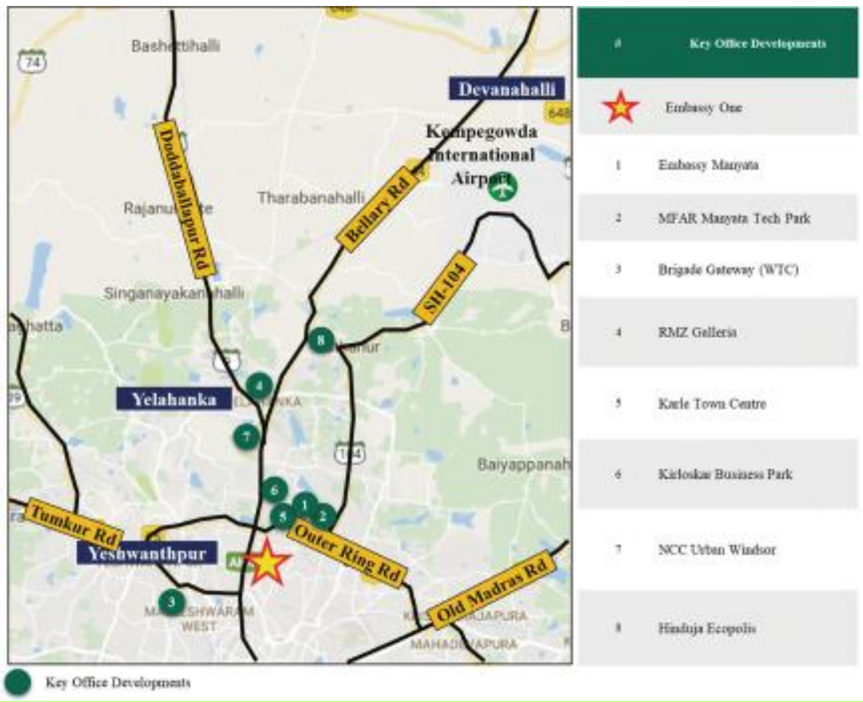
The subject property's location along the initial stretch of Bellary Road further adds to the attractiveness of the development. Bellary Road connects the city center to the airport and also provides connectivity to all major hubs within Bengaluru City. Further, the subject property's proximity to the Hebbal Outer Ring Road, connects the subject location to prominent locations such as Yeshwanthpur, KR Puram, Whitefield, Sarjapur Outer ring road, Old Madras road, etc. Further, it is located at a distance of 1-2 km from Mekhri Circle, 3-4 km from Hebbal ORR Junction, 6-7 km from MG Road, 27-28 K from Bengaluru International Airport.

Statement of Assets (sf): Table below highlights the leasable area for individual blocks that form part of the subject development:

Block	No of Keys/ Leasable Area (sf)
Office	194,948
Retail	55,148
Hotel (Four Seasons at Embassy One)	230 keys
Total	**230 keys / 250,096**

Source: Architect certificate provided by the Client

Location Map



Key Assumptions

Particulars	Unit	Details

Revenue assumptions (as on March 31, 2021)		
Lease completion	Year	Q1, FY 2025
In-place rent	INR psf/mth	159
Marginal rent – Non IT office component	INR psf/mth	147[16]
Marginal rent – Retail component	INR psf/mth	150
Parking rent (Effective)	INR / bay/mth	-
ARR – Four Seasons at Embassy One	INR / room / day	Year 1: 7,500 Year 2: 9,000 On Stabilization: 12,223
Stabilized Occupancy – Four Seasons at Embassy One	%	70%
Other financial assumptions		
Cap rate – commercial components	%	7.50%
Cap rate – hotel components	%	7.14% (viz. an EV-EBITDA multiple of 14)
WACC rate (operational)	%	11.70%
WACC rate (hotel)	%	12.38%

Market Value: **INR 11,601 Mn**

[16] *Inclusive of car park rent*

5.13 Hilton at Embassy GolfLinks

Property Name: Hilton at Embassy GolfLinks is an operational hospitality development as part of a larger office asset 'Embassy GolfLinks' located along Intermediate Ring Road, Bengaluru, Karnataka

Property Address: Challaghatta Village, Varthur Hobli, Bengaluru East Taluk, Bengaluru, Karnataka

Land Area: Based on review of the title report, the Valuer understands that the total land area of the subject property under the ownership of the Client is approximately 3.58 acres

Brief Description: The subject property, Hilton at Embassy GolfLinks, is an operational hospitality development located along Intermediate Ring Road, Bengaluru. The interest being valued corresponds to a developed area of 448,156 sf of hotel with 247 keys (operational since March 2014 and operated by Hilton). The immediate surroundings of the subject property comprise of large aggregates of land owned by the Defence Services of the Country Karnataka Golf Association's operational golf course, Diamond District, DivyaSree Greens, Maruthi Infotech Park, etc. In addition, the subject property is located in proximity to locations such as Indiranagar, Koramangala etc., which are considered as established residential and commercial locations within the city. In addition to the subject property, the micro-market also comprises of other hotels such as The Leela, Taj Vivanta, Hyatt, The Paul, Ramada Encore, etc.

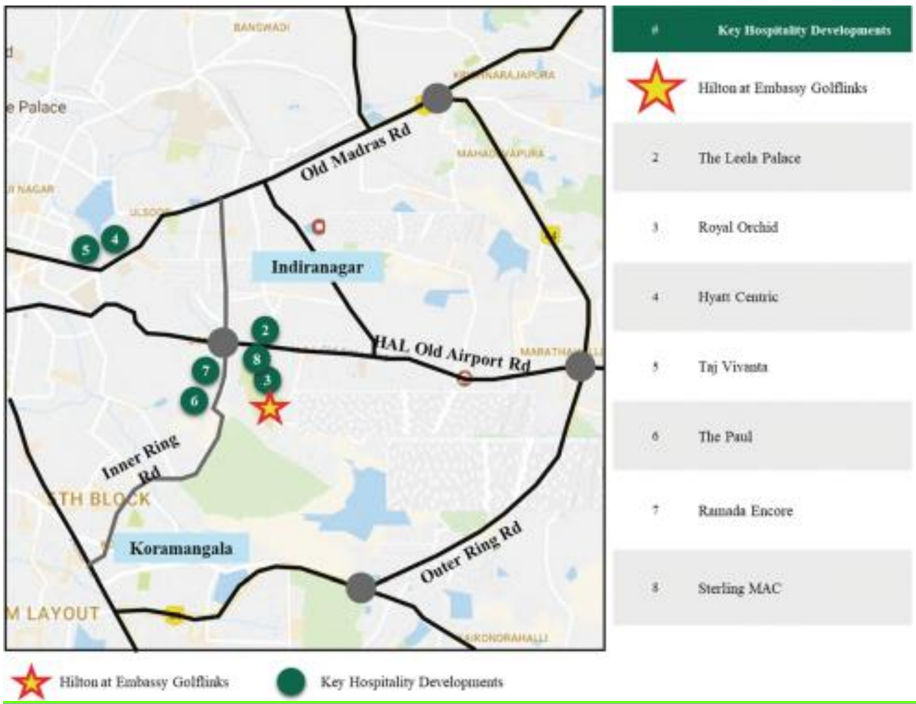
The subject property is located at a distance of approximately <1 km from the Domlur flyover, 1 – 2 km from Indiranagar, 2-3 km from Koramangala, 7-8 km from MG Road and approximately 43 - 45 km from Bengaluru International Airport.

Statement of Assets (sf): Based on the information provided by the client, the subject property is an operational hospitality development. Table below highlights the total operational area of the subject development:

Property	No of Keys
Hotel (Hilton at Embassy GolfLinks)	247 keys (developed area - 448,156 sf)

Source: Architect certificate provided by the Client

Location Map



Key Assumptions

Particulars	Unit	Details
Revenue assumptions (as on March 31, 2021)		
ARR – Hilton at Embassy GolfLinks	INR / room / day	Year 1: 5,000; Year 2: 6,500 On Stabilization: 9,427
Stabilized Occupancy – Hilton at Embassy GolfLinks	%	72
Other financial assumptions		
Cap rate – hotel components	%	7.14% (viz. an EV-EBITDA multiple of 14)
WACC rate	%	12.38%

Market Value: **INR 3,995 Mn**

5.14 Embassy Energy

Property Name: 'Embassy Energy' is a Solar PV electricity generation facility spread across Villages Ittigi, Mooregeri and Nellukudure, Bellary District, Karnataka

Property Address: Villages Ittigi and Mooregeri in Huvin Hadagali Taluka and Nellukudure in Hagri Bommanhalli Taluka, Bellary District, Karnataka

Land Area: The Valuer understands from the Client, title reports, site plans, letter highlighting Commercial Operations Date and site visit, that the park is spread over 465.77 Acres of which the land aggregation is in place by way of sale deed, Agreement to Sell (ATS) or General Power of Attorney (GPA), etc. The Valuer understands that currently only about 254.47 Acres is owned by the company by way of Sale Deed whereas the rest is under various stages of sale and conversion – below is a table which highlights the current status of the Land Aggregation. Further, the Valuer understands that physical possession of the land is with EEPL and/or its contractors and sub-contractors and that the solar park has been constructed on most of the land. It is assumed that the sale and conversion would be successful and any adverse impact has not been factored in the valuation.

Particular	Area (acres)
Total extent of identified Land	465.77
Registered ATS and POA completed	465.77
Applied for approval u/s 109	464.51
Extent of land approved/recommended by DC u/s 109	442.54
Final approval received u/s 109	442.54
Sale Deed executed favouring EEPL	254.47

Brief Description: The subject property is an operational solar park under the ownership of **'Embassy-Energy Private Limited (EEPL)'**. The subject site is spread across three villages namely Ittigi, Mooregeri and Nellukudure in Bellary District. The subject location is situated at a distance of more than 300 km from Bengaluru City and is currently a nascent vector in terms of real estate activity. Being a peripheral location, the region is predominantly characterized by the presence of agricultural land parcels (with black cotton soil). However, a few solar parks are currently operational/ proposed at the subject location by prominent players such as Adani, ReNew, etc. The accessibility of the subject region is via State Highway – 45 (SH – 45).

On account of being accessible through the State Highway – 45 (SH – 45), the subject property enjoys good connectivity to neighbouring towns and villages. Further, it is located at a distance of approximately 3 – 4 km from the 220 KV Sub-station (Ittigi), approximately 3 – 4 km from Ittigi Village Centre, approximately 65 – 70 km from Davangere and approximately 300 – 310 km from MG Road (Bengaluru).

Based on review of power purchase agreements between EEPL and the power purchasers, the Valuer understands that the solar plant supplies electricity to the existing office parks / hotels of Embassy in Bengaluru. In lieu of the same, EEPL has already signed power purchase agreements (PPAs) for 25 years with various entities for commercial and industrial category.

Statement of Assets: Based on review of various documents (such as deferred payment agreement, project development agreement, commissioning certificates, Government Order, etc.), the solar park has an installed capacity of approximately 130 Mega Watts (MW) DC (output will be 100 MW AC), capable of generating at least 215 Million Units (MU) of electricity by the end of the first 12 months from the date on which it achieves COD and subject to plant stabilization. Table below highlights the details for the subject plant:

Particular	Detail
Capacity (MW) (A)	130 MW DC (100 MW AC)
Plant Load Factor (%) (B)	18.88%
Number of hours in a day (C)	24
Days in a year (D)	365
Total units generated (kWH) (A * B * C * D) * 1000	215 Million Units (MU)[17] in kWH in Year 1

Source: Various documents/ inputs provided by the Client

As per the PPAs executed with various entities, the purchasers have agreed to purchase at least 85% of the contracted quantity **('minimum guaranteed offtake')** each tariff year, commencing from the commercial operation date until the end of the term.

[17] *Subject to plant stabilization, however, considering the past performance of the subject plant, the maximum generation has been capped at approx. 200 Million Units (MU) for any given year*

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Key Assumptions:

Particulars	Unit	Details
Development Timelines		
COD	Date	28th February 2018[18]
Revenue assumptions (as on March 31, 2021)		
BESCOM Tariff – Commercial	INR per kWH	9.25
BESCOM Tariff – Industrial	INR per kWH	7.65
Blended Tariff	**INR per kWH**	**9.01**[19]
Adopted Tariff	**INR per kWH**	**8.50**
Other financial assumptions		
Useful Life	Years	25 years
Cost of Equity	%	13.50%

INR 9,302 Mn

[18] *40% commenced operations on 23rd January 2018 and balance 60% on 28th February 2018*

[19] *In proportion of the distribution between commercial and industrial category consumers*

Key Terms & Definitions

1. 4Q/Q4/Three Months ended – Quarter ending March 31
2. ADR – Average Daily Rate (ADR) is a measure of the average rate charged for rooms sold and is calculated by dividing total rooms revenue for a period by the number of rooms sold during that period
3. Annualised Rental Obligations – Defined as Gross Rentals multiplied by twelve (12)
4. Average Occupancy – Commercial Offices - Occupied Area / Completed Area. Hotels - Occupied Rooms / Completed Rooms or Keys
5. Base Rentals – Rental income contracted from the leasing of Completed Area; does not include fit-out & car parking income
6. bn – Billions
7. bps – Basis points
8. BSE – BSE Limited
9. CAM – Common Area Maintenance
10. C&W – Cushman & Wakefield
11. CAGR – Compounded Annual Growth Rate
12. CBRE – CBRE South Asia Private Limited
13. Completed Area – the Leasable Area of a property for which occupancy certificate has been received
14. CRE – Corporate real estate
15. DPU – Distribution per unit
16. EBITDA – Earnings/ (loss) before finance costs, depreciation, amortisation, impairment loss and income tax excluding share of profit of equity accounted investee
17. EHS - Environment, Health, and Safety
18. EPTPL - Embassy Pune Techzone Private Limited
19. Embassy TechVillage / ETV – Comprises of the legal entities Vikas Telecom Private Limited (VTPL), Embassy Office Ventures Private Limited (EOVPL) and Sarla Infrastructure Private Limited (SIPL)
20. Embassy Group – refers to the Embassy Sponsor or its subsidiaries or limited liability partnerships
21. Embassy REIT refers to Embassy Office Parks REIT
22. EOPMSPL – Embassy Office Parks Management Services Private Limited
23. EOPPL – Embassy Office Parks Private Limited, a former holding company of Embassy REIT which has been dissolved pursuant to restructuring involving MPPL, EOPPL and EPTPL through NCLT scheme
24. EOVPL - Embassy Office Ventures Private Limited
25. FY – Period of 12 months ended March 31 of that particular year, unless otherwise stated
26. GAV – Gross Asset Value
27. GCC – Global Capability Centre
28. GLSP – GolfLinks Software Park Private Limited
29. Grant Thornton – Grant Thornton Bharat LLP
30. Holdco – Refers to EOVPL and MPPL
31. IGBC - Indian Green Building Council
32. INFHRA – The Infrastructure, Facility, Human Resource & Realty Association
33. Investment Entity – Refers to GolfLinks Software Park Private Limited
34. IPO – Initial Public Offering of units of Embassy Office Parks REIT
35. Leasable Area – Total square footage that can be occupied by a occupier for the purpose of determining a occupier's rental obligations. Leasable Area is the sum of Completed Area, Under Construction Area and Proposed Development Area
36. LTM – Last twelve months
37. Manager – Embassy Office Parks Management Services Private Limited
38. MEP – Mechanical, Electrical & Plumbing
39. mn – Millions
40. MNC – Multinational Corporation
41. MPPL - Manyata Promoters Private Limited
42. msf – Million square feet
43. MTM – Mark to Market
44. Mumbai – Mumbai Metropolitan Region (MMR)
45. MW – Mega-Watt
46. NAV – Net Asset Value
47. NCD – Non-Convertible Debentures
48. NCR - National Capital Region
49. NCLT - National Company Law Tribunal
50. NDCF refers to Net Distributable Cash Flows
51. NGO - Non-governmental Organisation
52. Net Debt – Gross Debt minus short term treasury investment and cash and cash equivalents
53. NM – Not material
54. NOI – Net Operating Income
55. NR – Not Relevant
56. NSE – The National Stock Exchange of India Limited
57. NTM – Next twelve months
58. NXT – Manyata front parcel office towers
59. OC – Occupancy certificate
60. Occupancy / % Occupied / % Leased – Occupancy is defined as the ratio of the Occupied Area and the Completed Area
61. Occupied Area – Completed area of property which has been leased or rented out in accordance with an agreement entered into for the purpose
62. Proforma DPU – DPU for FY2021 computed excluding impact of 176.23 million new units issued in 3Q FY2021 pursuant to the preferential allotment and the institutional placement of units in connection with ETV acquisition
63. Proforma Debt Headroom – Proforma Debt Capacity (Maximum debt as per REIT Regulations) - Current Net Debt
64. Portfolio – Together, the Portfolio Assets and the Portfolio Investment
65. Proposed Development Area – The Leasable Area of a property for which the master plan for development has been obtained, internal development plans are yet to be finalised and applications for requisite approvals required under the law for commencement of construction are yet to be received
66. QoQ – Quarter on quarter
67. REIT Regulations – Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014
68. Rents – Refers to Gross Rentals unless specified otherwise. Gross Rentals are defined as the sum of Base Rentals, fit-out and car parking income from Occupied Area for the month of March 2021
69. RevPAR – Revenue Per Available Room (RevPAR) is a hotel industry financial metric calculated by multiplying the Average Daily Rate by the percentage occupancy
70. Re-leasing spread – Refers to the change in rent psf between new & expiring leases, expressed as a percentage
71. Restructuring – Pursuant to a composite scheme of arrangement (the "Scheme") involving MPPL, EOPPL and EPTPL which was approved by National Company Law Tribunal (NCLT), Mumbai bench via order dated 10 March 2021, MPPL has become a 100% Holdco of the Embassy Office Parks REIT, holding Embassy Manyata Business Park, 80% of the share capital of EEPL and 50% of the share capital of GLSP, while EPTPL has become a 100% directly-held SPV of Embassy Office Parks REIT, holding Embassy TechZone
72. ROFO – Right of First Offer
73. Same-Store KPIs – Same-Store KPIs represents KPIs (Occupancy/ Revenue/ NOI) from properties which are in service in both the current and prior year reporting periods adjusted to exclude straight-line & other non-cash IndAS income, as applicable, to make comparisons between periods more meaningful. For example, for 4QFY2021 and FY2021, Same-Store occupancy is computed for the portfolio excluding ETV's 6.1 msf completed area
74. SEBI - The Securities and Exchange Board of India
75. sf / psf – Square feet / per square feet
76. Sponsor(s) – Embassy Property Developments Private Limited and BRE / Mauritius Investments
77. SPV – Special purpose vehicles, as defined in Regulation 2(l)(zs) of the REIT Regulations, in this case being UPPL, EEPL, IENMPL, VCPPL, ETPL, QBPL, QBPPL, OBPPL, VTPL, SIPL, EPTPL and GSPL
78. Target – Includes SIPL, EOVPL & VTPL
79. TEV – Total Enterprise Value
80. TI / TIs – Tenant Improvement / (s)
81. tn – Trillions
82. Under Construction / U/C Area – Leasable Area for which internal development plans have been finalised and requisite approvals as required under law for the commencement of construction have been applied for, construction has commenced and the occupancy certificate is yet to be received
83. Units – An undivided beneficial interest in the Embassy REIT, and such units together represent the entire beneficial interest in the Embassy REIT
84. VTPL - Vikas Telecom Private Limited
85. WALE – Weighted Average Lease Expiry (weighted according to facility rentals excluding impact of Ind-AS adjustments) assuming that each occupier exercises the right to renew for future terms after expiry of initial commitment period
86. WFH – Work from home
87. WIP – Work-in-progress
88. Years – Refers to fiscal years unless specified otherwise
89. YoY – Year on year
90. YTD – Year to date
91. YTM – Yield to Maturity

Disclaimer

This report is prepared for Unitholders pursuant to the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, and issued by Embassy Office Parks Management Services Private Limited (the "Manager") in its capacity as the Manager of the Embassy Office Parks REIT ("Embassy REIT"), for general information purposes only, without regards to the specific objectives, financial situation or requirements of any person. This report should not be construed as legal, tax, investment, or other advice.

This report does not constitute a prospectus, placement document, offering circular or offering memorandum and is not an offer or invitation or recommendation or solicitation or inducement to buy or sell any Units or securities including any Units or securities of: (i) the Embassy REIT, its holdcos, SPVs and investment entities; (ii) its Sponsors or any of the subsidiaries of the Sponsors or any members of the Sponsor Group; (iii) the Manager; or (iv) the Trustee, nor shall part, or all, of this report form the basis of, or be relied on, in connection with, any contract or investment decision in relation to any securities.

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