



<b>Policy Title</b>	<b>Policy for Determining Materiality of Information for Periodic Disclosures (“Policy”)</b>
<b>Entity</b>	Embassy Office Parks Management Services Private Limited (“ <b>Manager</b> ”) in its capacity as manager of the Embassy Office Parks REIT (“ <b>Embassy REIT</b> ”/ “ <b>Trust</b> ”)

<b>Applicability</b>	This Policy is applicable to the Manager of the Embassy REIT
<b>Introduction &amp; Purpose</b>	<p>This Policy aims to outline process and procedures for determining materiality of information in relation to periodic disclosures on Embassy REIT’s website, to BSE Limited and National Stock Exchange of India Limited (together, “<b>Stock Exchanges</b>”) and to all stakeholders at large, in relation to the Embassy REIT.</p> <p>The purpose of the Policy is also to ensure that the Trust complies with applicable law, including the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“<b>REIT Regulations</b>”), the listing agreement entered into with the Stock Exchanges Listing Agreement in line with the format as specified under the Securities and Exchange Board of India circular number CIR/CFD/CMD/6/2015 dated October 13, 2015 on “Format of uniform Listing Agreement” (“<b>Listing Agreement</b>”) or such other laws, regulations, circulars, rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.</p> <p>The terms ‘Holdco’, ‘SPV’, ‘Trustee’ and ‘Sponsors’ used herein shall have the meaning ascribed to them under the REIT Regulations.</p> <p>The term ‘Investment Entity’ used herein shall refer to Golflinks Software Park Private Limited</p>
<b>Key Terms</b>	
<b>Material Event or Information</b>	Any information concerning the Trust is considered material to the business and affairs of the Trust if it results in, or would reasonably be expected to result in a significant change in the market price or value of units of the Trust (“ <b>Units</b> ”) or if there is a substantial likelihood that a reasonable investor would consider it important in making investment decisions in relation to the Units
<b>Deemed Material Information</b>	<p>The following events/ information shall be deemed to be material information and against which the Trust shall not be required to apply the criteria for determining materiality of information:</p> <ul style="list-style-type: none"> <li>(a) acquisition or disposal of any properties, value of which exceeds five per cent of value of the Trust assets;</li> <li>(b) additional borrowing, at level of Holdco, SPVs, Investment Entity or the Trust, resulting in such borrowing exceeding five per cent of the value of the Trust assets during the year;</li> <li>(c) additional issue of units by the Trust;</li> <li>(d) details of any credit rating obtained by the Trust and any change in such rating;</li> <li>(e) any issue which requires approval of the unitholders of the Embassy REIT (“<b>Unitholders</b>”);</li> <li>(f) notices and results of meetings of Unitholders;</li> <li>(g) any instance of non-compliance with the REIT Regulations including any breach</li> </ul>

	<p>of limits specified under the REIT Regulations;</p> <p>(h) financials information for each quarter or half yearly or annual, as the case may be, within such time as prescribed by the Securities and Exchange Board of India (“SEBI”) or under any applicable law;</p> <p>(i) all related party transactions of the Trust shall be disclosed to the stock exchanges and unitholders periodically in accordance with the REIT Regulations;</p> <p>(j) any material issue that in the opinion of the Manager or Trustee needs to be disclosed to the Unitholders;</p> <p>(k) declaration/ recommendation of quarterly, half yearly and annual distribution;</p> <p>(l) acquisition (including agreement to acquire), scheme of arrangement (amalgamation/ merger/ demerger/ restructuring) or sale or disposal of any unit, division or Holdco or SPV or Investment Entity or any other restructuring;</p> <p>(m) proposal for buy back of units; any restriction on transferability of Units; or alteration in terms or structure of existing securities, redemption of securities etc.</p> <p>(n) Outcome of board meetings of the board of the Manager – the Manager shall disclose to the Stock Exchanges, within 30 minutes of the closure of the meeting held to consider the following:</p> <p style="padding-left: 40px;">(i) Declaration of distributions</p> <p style="padding-left: 40px;">(ii) Decision on buy back/ redemption of Units</p> <p style="padding-left: 40px;">(iii) Decisions with respect to fund raising proposed to be undertaken (at the Trust level)</p> <p style="padding-left: 40px;">(iv) Alteration of terms of Units</p> <p style="padding-left: 40px;">(v) Financial results</p> <p style="padding-left: 40px;">(vi) Decision on voluntary delisting of the Embassy REIT</p> <p>(o) proposal for voluntary delisting from the Stock Exchanges;</p> <p>(p) agreements (shareholders agreements, joint venture agreements, family settlement agreements (to the extent that it impacts management and control of the Embassy REIT), agreements, treaties, contracts with media companies which are binding and not in the normal course of business, revisions or amendments and termination thereof;</p> <p>(q) appointment or removal of the Manager, auditors or valuer of the Embassy REIT or directors or key management personnel (“KMPs”) of the Manager or key personnel and compliance officer of the Embassy REIT;</p> <p>(r) resignation of auditor of the Embassy REIT along with detailed reasons for resignation as given by the auditor shall be disclosed;</p> <p>(s) resignation of independent directors of the Manager along with details of reasons for resignation;</p> <p>(t) any material amendment to the trust deed or investment management agreement;</p>
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	<ul style="list-style-type: none"> <li>(u) any change in investment strategy from the last disclosed investment strategy along with the reasons for the same and any change to the existing right of first refusal/offer granted to the Trust;</li> <li>(v) fraud/ default by or arrest of Sponsors or KMPs or directors of the Manager or key personnel of the Embassy REIT;</li> <li>(w) appointment or discontinuation of the share transfer agent;</li> <li>(x) corporate debt restructuring at the level of the Holdco, SPV or Investment Entity;</li> <li>(y) one time settlement with a bank;</li> <li>(z) reference to Board for Industrial and Financial Reconstruction and winding up petition filed by any party/ creditors against the Holdco/ SPV/ Investment Entity;</li> <li>(aa) issuance of notices, resolutions and circulars sent to Unitholders, debenture holders or creditors or any class of them or advertised in the media by the Embassy REIT/ Manager;</li> <li>(bb) proceedings of Unitholder meetings; and</li> <li>(cc) schedule of analyst or institutional investor meet and presentations on financial results made by the Manager to analysts or institutional investors,</li> </ul>
<p><b>Materiality of information</b></p>	<p>The Trust shall consider following defined criteria for determination of materiality of events/ information other than for the Deemed Material Information provided above:</p> <ul style="list-style-type: none"> <li>(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or</li> <li>(b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;</li> <li>(c) in case where the criteria specified in sub clause (a) and (b) above are not applicable, an event/information may be treated as being material if it has a bearing of three per cent or more of the value of the Trust assets; or</li> <li>(d) if in the opinion of the authorized person (team comprising of the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and the Compliance Officer), of the Manager, the event/ information is considered material.</li> </ul> <p>Events which shall be disclosed upon application of materiality criteria as stated above, are including, but not limited to the following:</p> <ul style="list-style-type: none"> <li>(a) Commencement or any postponement in the date of commencement of commercial operations of any project/ unit/ division;</li> <li>(b) Agreements (including loan agreement(s) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;</li> <li>(c) Disruption of operations of any one or more projects or a part thereof, of the Trust due to natural calamity (earthquake, flood, fire, etc.), force majeure or events including strikes, lockouts, etc.;</li> <li>(d) Capacity addition or product launch;</li> </ul>

	<p>(e) Effect(s) arising out of change in the regulatory framework applicable to the Trust (including the Holdco, SPVs and Investment Entity);</p> <p>(f) Litigation(s) / dispute(s) / regulatory action(s) in accordance with applicable law;</p> <p>(g) Fraud/ defaults etc. by any employee of the Manager;</p> <p>(h) Units transferred to employees pursuant to any employee stock option scheme;</p> <p>(i) Giving of guarantees or indemnity or becoming a surety for any third party;</p> <p>(j) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and</p> <p>(k) Delays in receipt of occupancy certificates or commercial operation dates of any of the Embassy REIT's assets.</p> <p>The Trust shall also submit such information to the designated stock exchange i.e. National Stock Exchange of India Limited and Unitholders on a periodical basis as may be required under the Listing Agreement.</p>
<b>General Provisions</b>	<p>(a) The Manager shall provide specific and adequate reply to all queries raised by Stock Exchanges with respect to any events or information;</p> <p>(b) The Manager may on its own initiative also, confirm or deny any reported event or information to Stock Exchanges;</p> <p>(c) The Manager shall make disclosures of event/information as specified by the board of directors or any committee thereof, in relation to the Trust, from time to time;</p> <p>(d) The Manager shall follow uniform and universal dissemination of information to avoid selective disclosure;</p> <p>(e) While dealing with analysts or research persons or investors, the Manager shall provide only information that is publicly available. Alternatively, the information given to analysts or research persons shall be simultaneously made public at the earliest; and</p> <p>(f) The Manager's employees shall handle all unpublished price sensitive information on a need to know basis.</p>
<b>Timeline for Disclosure of Information</b>	<p>(a) The Manager shall first disclose to Stock Exchanges of all material events or information as soon as reasonably possible and within such time as may be prescribed by applicable law, including any prior intimation of the board of directors /committee meeting in relation to any material events, as may be required under applicable law. In case the disclosure is made after such time as may be prescribed by applicable law, the Manager shall, along with such disclosures provide explanation for delay;</p> <p>(b) Subject to applicable law, any information shall be given first to the Stock Exchanges before providing the same to any third party;</p> <p>(c) The Manager shall, with respect to disclosures referred to in this policy make disclosures updating material developments on a regular basis, until such time the event is resolved/ closed, with relevant explanations; and</p> <p>(d) The Manager shall disclose on the website of the Trust, all such events or information which has been disclosed to Stock Exchanges under this Policy, and</p>

	<p>such disclosures shall be hosted on the website of the Trust for a minimum period of five years and thereafter it shall be preserved in the 'archival' folder of the Trust maintained offline until it is destroyed upon the expiry of the statutory period for the preservation such documents</p>
<p><b>Unintentional/ Inadvertent Disclosure</b></p>	<p>If an employee of the Manager makes an accidental or unintentional disclosure of material or price sensitive information, the employee of the Manager must immediately notify the Chief Financial Officer or Compliance Officer of this incident. The Manager shall forthwith take steps to ensure that the same is disclosed to the stock exchanges immediately and/or issue a press release to fully disclose this information.</p>
<p><b>Public disclosure of forward looking information:</b></p>	<p>All public disclosures of forward-looking information, including projections of future earnings or operational performance, shall be accompanied by appropriate disclaimers. All public disclosures of forward-looking information must be approved by one or more of the following: Chief Financial Officer or Compliance Officer. Once approved, the forward-looking information may be communicated to the public by the Compliance Officer.</p> <p>Except to the extent required by applicable law, the Manager shall not undertake any obligation to update any forward-looking information, and the Manager will not respond, except by means of an appropriate public disclosure as provided in this Policy, to any inquiries or rumours seeking reaffirmation of such information at any date subsequent to the date that such information was originally provided.</p>
<p><b>Conflict with Law</b></p>	<p>(a) The Policy shall not contradict with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any applicable law. In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Policy.</p> <p>(b) Notwithstanding the above, this Policy will stand amended to the extent of any change in applicable law, including any amendment to the REIT Regulations, without any action from the Manager or approval of the Unitholders.</p>