

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

To
The Members
Embassy Property Developments Private Limited
Bangalore

Dear Sirs,

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate governance practices by **Embassy Property Developments Private Limited** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2022, according to the provisions of:
 - (i) the Companies Act, 2013 ("the Act") and the rules made there under;
 - (ii) The Securities Contracts (Regulation) act, 1956 ('SCRA') and the rules made there under ;
 - (iii) the Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") ;
 - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **[Not Applicable to the Company during the financial year under review];**
 - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not Applicable as the Company has not listed / propose to delist its equity shares from any stock exchange during the financial year under review];**
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not Applicable as the Company has not bought back / propose to buyback any of its securities during the financial year under review];**
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable to the Company during the financial year under review];**
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client **[Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review] and;**
 - h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. **[Not Applicable as the Company has not listed equity shares in any stock exchanges during the financial year under review]**



- i) The Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014.
 - (vi) We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations to the Company
- 2. The Laws as are applicable specifically to the Company are as under:
 - (i) Real Estate (Regulation & Development) Act, 2016 ;
 - (ii) Transfer of Property Act, 1882 ;
 - (iii) Indian Easements Act, 1882 ;
 - (iv) Registration Act, 1908 ;
 - (v) Indian Stamp Act, 1899 ;
 - (vi) Karnataka Stamp Act, 1957 ;
 - (vii) The Land Acquisition Act, 1894 ;
 - (viii) Karnataka Town and Country Planning Act, 1961 ;
 - (ix) Bangalore Metropolitan Region Development Authority Act, 1985 and
 - (x) Bangalore Development Authority Act, 1976

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective July 1, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

We further report that:

The Board of Directors of the Company is duly constituted, and the Company has executive and Non-Executive Directors in compliance with the provisions of the Companies Act, 2013. There were no changes in the composition of the Board of Directors during the year.



Except in case of meetings convened at a shorter notice, adequate Notice was given to all Directors to schedule the Board meetings and the agenda and detailed notes on agenda was sent at least seven days in advance. However, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

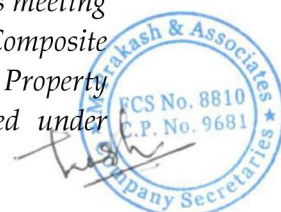
As per the Minutes of the Board of Directors duly recorded and signed by the Chairman, the decisions were unanimous, and no dissenting views were required to be recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We hereby further report that during the period under report, there have been instances of defaults done by the company in repayment of loans and interest thereon details of which are disclosed in the Auditors Report for the period under review ;

We further report that, during the Audit Period, the following events occurred which had a bearing on the Companies affairs in pursuance of the above referred laws, rules, regulations, and guidelines.

1. *During the year under review, Ms. Bhargavi Reddy D (A17091), has resigned as Company Secretary on 30.06.2021 and in her place Ms. Devika Priyadarsini (A49485), an Associate Member of Institute of Company Secretaries of India who possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules 1988 has been **appointed** by the Board on such terms and Conditions as may be decided by the Management as the Company Secretary of the Company with effect from 13th December 2021 which is well within 6 months from the date of resignation of previous Company Secretary.*
2. *The Regional Director ("RD"), Southeast Region, on August 04, 2021, confirmed the Scheme of Arrangement amongst Nam Estates Private Limited ("NEPL") and the Company and their respective shareholders and creditors ("the Scheme") for the demerger of the identified residential and commercial projects of the Company, either held directly or through investments in Subsidiaries, Associates and Joint Ventures to NEPL. The Scheme became effective from the appointed date April 1, 2020 upon filing of the certified copies of the RD Orders with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the identified business is demerged from the Company and transferred to and vested in NEPL with effect from April 1, 2020 i.e. the Appointed Date.*
3. *During the year ended March 31, 2021, the Board of Directors of the Company in its meeting held on March 24, 2021 have approved the Composite Scheme of Arrangement ('Composite Scheme') amongst the Company, Embassy Services Private Limited, Embassy Property Services Private Limited and VTV Infrastructure Management Private Limited under*



sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Composite Scheme provides for demerger of the Demerged Undertaking (as defined in the Composite Scheme) from Embassy Services Private Limited to Embassy Property Services Private Limited followed by merger of Embassy Services Private Limited into the Company and subsequent merger of VTV Infrastructure Management Private Limited with and into Embassy Property Services Private Limited. The shareholders of the Company have also consented to the Composite Scheme in writing subject to approval by the National Company Law Tribunal (Bengaluru Bench), other applicable regulatory authorities and creditors of the Company.

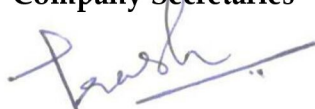
The National Company Law Tribunal ("NCLT"), Bengaluru Bench confirmed the Scheme of Arrangement amongst Embassy Services Private Limited (ESPL") and the Company and their respective shareholders and creditors ("the Scheme") for the merger of ESPL with the Company. The Scheme became effective from the appointed date April 1, 2020 upon filing of the certified copies of the NCLT Orders with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the ESPL is merged with the Company with effect from April 1, 2020 i.e. the Appointed Date. This segment was further sold to Embassy Office Parks REIT.

4. The Board of Directors of the Company in its meeting held on April 01, 2022 have approved the Scheme of Arrangement ('Scheme') amongst Embassy Property Developments Private Limited and ESNP Property Builders and Developers Private Limited under section 233 and other applicable provisions of the Companies Act, 2013. The Scheme provides for demerger of the Demerged Undertaking (as defined in the Scheme) from Embassy Property Developments Private Limited to ESNP Property Builders and Developers Private Limited on a going concern basis under Section 233 of the Companies Act, 2013. Embassy Property Developments Private Limited and ESNP Property Builders and Developers Private Limited has issued notices pursuant to Section 233(1)(a) of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in this regard.
5. The Board of Directors of the Company in its meeting held on 24 March, 2022 have approved the Scheme of Arrangement ('Scheme') for the merger of Southern Paradise Stud and Developers Farms Private Limited, Embassy Housing Finance and Developments Private Limited, Embassy Inn Private Limited with and into Embassy Property Developments Private Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The shareholders of the all the companies have also consented to the Scheme in writing and is now subject to approval by the National Company Law Tribunal (Bengaluru Bench), other applicable regulatory authorities and creditors of the companies. The Company has filed an application with the National Company Law Tribunal (Bengaluru Bench) for approval of the Composite Scheme on March 30, 2022.
6. During the year under review, Company has complied with various provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations and circulars issued thereof.



except in respect of matters pursuant to Regulation 52 and Regulation 54 (2) i.e reporting of unaudited financial statements for the Quarter ended 30th September 2021 and reporting on Asset Cover for the Quarter ended 30th September 2021 respectively. However, the Company has condoned the delay by payment of requisite penalty against the notices received from the regulatory authorities.

**for M Prakash & Associates
Company Secretaries**



(Prakash M)

Proprietor

Certificate of Practice No : 9681

Membership No: FCS 8810

UDIN: F008810D000872585

Place: Bangalore

Date: 30 August 2022

This report is to be read along with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report

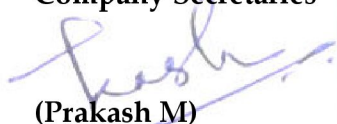
"Annexure A"

To
The Members
Embassy Property Developments Private Limited
Bangalore.

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for M Prakash & Associates
Company Secretaries



(Prakash M)

Proprietor

Certificate of Practice No : 9681

Membership No: FCS 8810

