M Prakash & Associates
Company Secretaries

No.975, 2nd Floor, 2nd Cross, 1st Block,
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Bengaluru- 560079, Karnataka.
prakash@mprakashassociates.com
GSTIN: 29ATMPP9832G1ZZ

SECRETARIAL COMPLIANCE REPORT OF
EMBASSY PROPERTY DEVELOPMENTS PRIVATE LIMITED
for the Financial Year ended March 31, 2025
Pursuant to the provisions of Regulation 24 (A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices of **Embassy Property Developments Private Limited** (hereinafter referred as 'the listed entity'), having its Registered Office situated at **I Floor, Embassy Point, #150 Infantry Road, Bengaluru – 560052**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the books, papers, minute books, forms, returns filed, and other records maintained by the listed entity, as well as the information and representations provided by its officers, agents, and authorized representatives during the conduct of the Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended March 31, 2025, complied with the applicable statutory provisions in the manner and to the extent set out in this Report and the Annexure appended hereto.

We have examined:

a) all the documents and records made available to us and the explanation provided by **Embassy Property Developments Private Limited** ("the listed entity"),

b) the filings/submissions made by the listed entity to the stock exchanges,

c) website of the listed entity (i.e. **www.embassygroup.com**),

d) any other document/filing, as may be required, which has been relied upon to make this certification

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

ii. the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

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(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ("SEBI LODR");

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) other regulations as applicable

and circulars/ guidelines issued thereunder;

And based on the above information, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in **Annexure-1**;

(b) The listed entity has taken the following actions to comply with the observations made in previous reports as specified in **Annexure-2**.

I. We hereby report that, during the review period, the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	

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2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.	 YES YES	
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	 YES YES YES	As per the management of the Company, due to website migration following a merger, all previous and current filings are being transferred from the earlier portal (www.embassyindia.com) to the new website, where ongoing filings are now being made.
4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	 YES	
5.	**Details as confirmed by the listed entity related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	YES	

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6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	YES	
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	YES	
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NO	
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	NO	

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11.	**<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>** Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	SEBI has levied Fines	Fines imposed by the Stock Exchange for certain delays in compliance with SEBI Regulations, Circulars, and Guidelines are detailed in **Annexure I**.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	No such reportable event	
13.	**<u>Additional non-compliances, if any:</u>** No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	NA

We further report that the listed entity is not required to comply with the disclosure requirements relating to Employee Benefit Scheme Documents as per Regulation 46(2)(za) of the LODR Regulations, as this requirement is not applicable to the Company.

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information This is neither an audit nor an expression of opinion.

3. I have not verified the correctness an appropriateness of financial records and books of accounts of the listed entity

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the effectiveness with which the management has conducted the affairs of the listed entity.

For M Prakash & Associates
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Prakash M
Proprietor
Certificate of Practice No: 9681
Membership No: FCS 8810
Peer Review Certificate No. 4235/2023
UDIN: F008810G000425501

Place: Bengaluru
Date: 27 May, 2025

Note: This report is to be read with my letter of even date, which is annexed as **ANNEXURE 3** *and forms an integral part of this report*.

ANNEXURE 3

To,
The Board of Directors,
Embassy Property Developments Private Limited
I Floor, Embassy Point, #150 Infantry Road, Bengaluru - 560052

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

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. Our responsibility is to express an opinion on these compliances based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable 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 provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of SEBI regulations and such other laws on test basis.

6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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Prakash M
Proprietor
Certificate of Practice No: 9681
Membership No: FCS 8810
Peer Review Certificate No. 4235/2023
UDIN: F008810G000425501

Place: Bengaluru
Date: 27 May, 2025

ANNEXURE - 1

The listed entity has complied with the provisions of the applicable Regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below:

Sl. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing company Secretary	Management Response	Remarks
1.	The listed entity shall give notice in advance of at least Seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Regulation 60(2)	Delay in submission of the notice of Record Date for the month ended May 2024	BSE	The Stock Exchange has levied a fine	The Company has delayed in submission of notice of Record Date with respect to ISIN INE003L07184 for the month ended May 2024	Rs. 11,800/- (Basic Fine of Rs. 10,000/- + GST of Rs. 1,800/-)	Yes, the Company has submitted the notice of Record Date with delay for the month ended May 2024.	This was an event-based Compliance and one-time event, and such things will not recur in future.	The Company has duly regularized the non-compliance through payment of the imposed fine.
2.	The listed entity shall give notice in advance of at least Seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many	Regulation 60(2)	Delay in submission of the notice of Record Date for the month ended July 2024	BSE	The Stock Exchange has levied a fine	The Company has delayed in submission of notice of Record Date with respect to ISIN INE003L07184	Rs. 11,800/- (Basic Fine of Rs. 10,000/- + GST of Rs. 1,800/-)	Yes, the Company has submitted the notice of Record Date with delay for the month ended July 2024.	This was an event-based Compliance and one-time event, and such things will not recur in future.	The Company has duly regularized the non-compliance through payment of

M Prakash & Associates Company Secretaries FCS No. 8810 C.P. No. 9681

	days as the stock exchange(s) may agree to or require specifying the purpose of the record date.					for the month ended July 2024				the imposed fine.
3.	The listed entity shall give notice in advance of at least Seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Regulation 60(2)	Delay in submission of the notice of Record Date for the month ended November 2024	BSE	The Stock Exchange has levied a fine	The Company has delayed in submission of notice of Record Date with respect to ISINs INE003L07077, INE003L07069, INE003L07184 and INE003L07200 for the month ended November 2024	Rs. 47,200/- For each ISIN Rs. 11,800/- (Basic Fine of Rs. 10,000/- + GST of Rs. 1,800/-)	Yes, the Company has submitted the notice of Record Date with delay for the month ended November 2024.	This was an event-based Compliance and one-time event, and such things will not recur in future.	The Company has duly regularized the non-compliance through payment of the imposed fine.
4.	The listed entity shall give notice in advance of at least Three working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the	Regulation 60(2)	Delay in submission of the notice of Record Date for the month ended March 2025	BSE	The Stock Exchange has levied a fine	The Company has delayed in submission of notice of Record Date with respect to ISIN INE003L07069 for the month ended March 2025.	Rs. 11,800/- (Basic Fine of Rs. 10,000/- + GST of Rs. 1,800/-)	Yes, the Company has submitted the notice of Record Date with delay for the month ended March 2025.	This was an event-based Compliance and one-time event, and such things will not recur in future.	The Company has duly regularized the non-compliance through payment of the imposed fine.

M Prakash & Associates Company Secretaries FCS No. 8810 C.P. No. 9681

	purpose of the record date.									
5.	The listed entity shall give notice in advance of at least Three working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Regulation 60(2)	Delay in submission of the notice of Record Date for the month ended March 2025	BSE	The Stock Exchange has levied a fine	The Company has delayed in submission of notice of Record Date with respect to ISIN INE003L07077 for the month ended March 2025.	Rs. 11,800/- (Basic Fine of Rs. 10,000/- + GST of Rs. 1,800/-)	Yes, the Company has submitted the notice of Record Date with delay for the month ended March 2025.	This was an event-based Compliance and one-time event, and such things will not recur in future.	The Company has duly regularized the non-compliance through payment of the imposed fine.

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ANNEXURE – 2

The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sl. No	**Compliance Requirement (Regulations /circulars/guidelines including specific clause)**	**Regulation/ Circular No.**	**Deviations**	**Action Taken by**	**Type of Action**	**Details of violation**	**Fine Amt**	**Observations/ Remarks of the Practicing company Secretary**	**Management Response**	**Remarks**
1.	The listed entity shall give notice in advance of at least 518[three] working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Regulation 60 (2)	Delay in submission of the notice of Record Date for the month ended May, 2023	BSE	Levied Fine	Delay in submission of the notice of Record Date	Rs 10,000 plus taxes	As per the regulation, record date should be 7 days before the payment date, whereas the intimation was made 3 days the prior to the record date.	This was an event-based Compliance and one-time event, and such things will not recur in future.	Fine was Paid on 03.07.2023

M Prakash & Associates Company Secretaries FCS No. 8810 C.P. No. 9681