

**Corporate Governance Report - High Value Debt Listed Entities**

Name of the Listed Entity	Embassy Property Developments Private Limited
Company Code	959411
Quarter Ended	30th September 2022
Date of Submission of report on BSE Listing Centre	20-10-2022
Whether the Company was HVDL as on <b>March 31, 2021</b> .	Yes
Whether HVDL provisions have become applicable during the course of the quaters if the answer to above is NO.	Yes

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN\$ &DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)&	Initial date of Appointment	Date of Reap-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independent directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	JITENDRA MOHANDAS VIRWANI	AAVPV0738P00027674	Chairman and managing Director	31-07-1996	10.03.2014	-	10 years	18-02-1966	1	0	0	0
Mr.	NARPAT SINGH CHORARIA	AAZPC3425E00027580	Executive Director	20-01-2001	10.03.2014	-	10 years	04-09-1953	1	0	0	0
Mr.	CHANDRA DAS	00304798	Independent Director	02-06-2010	-	-	-	19-10-1939	1	1	0	0
Mr.	Karan Virwani	AEDPV8612G03071954	Non-Executive, non – Independent Director	11-04-2018	-	-	-	10-11-1991	2	0	3	0
Mr.	Aditya Virwani	AEDPV9640L06480521	Executive Director	11-04-2018	-	-	-	12-05-1994	3	0	4	0
Mr.	A T Gopinath	AAQPA5135N00046798	Non Executive Director	14-02-2022	-	-	-	15-05-1962	1	1	5	0
Ms.	Tanya Girdhar	APYPG3286M06641106	Independent Director	14-02-2022	-	-	-	24-01-1975	2	2	3	0
Whether Regular chairperson appointed												Yes
Whether Chairperson is related to managing director or CEO												Promoter of the Company is appointed as Chairman on the Board of the Company
<i>\$PAN of any director would not be displayed on the website of Stock Exchange</i>												
<i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>												
<i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any</i>												

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	No	Aditya Virwani	Executive Director	11-04-2018	
		Tanya John	Non-Executive Independent Director	14-02-2022	
		A T Gopinath	Non-Executive Independent Director	14-02-2022	
2. Nomination & Remuneration Committee	No	Karan Virwani	Non-Executive Non-Independent	11-04-2018	
		Tanya John	Non-Executive Independent Director	14-02-2022	
		A T Gopinath	Non-Executive Independent Director	14-02-2022	
3. Risk Management Committee(if applicable)	No	Aditya Virwani	Executive Director	11-04-2018	
		Tanya John	Non-Executive Independent Director	14-02-2022	
		A T Gopinath	Non-Executive Independent Director	14-02-2022	
4. Stakeholders Relationship Committee'	No	Aditya Virwani	Executive Director	11-04-2018	
		Tanya John	Non-Executive Independent Director	14-02-2022	
		A T Gopinath	Non-Executive Independent Director	14-02-2022	
5. Corporate Social Responsibility Committee	No	Jitendra Virwani	Director	31-07-1996	
		Narpat Singh Choraria	Director	20-01-2001	
		Chandra Das	Independent Director	02-06-2010	
6. Management and Borrowing Committee	NO	Karan Virwani	Non-Executive Non-Independent Director	11-04-2018	
		Aditya Virwani	Executive Director	11-04-2018	
		A T Gopinath	Non-Executive Independent Director	14-02-2022	
7. Securities Allotment Committee	NO	Karan Virwani	Non-Executive Non-Independent Director	11-04-2018	
		Aditya Virwani	Executive Director	11-04-2018	
		A T Gopinath	Non-Executive Independent Director	14-02-2022	

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



<b>IV. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes / No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
12th August 2022	Yes	3	2	30th May 2022	74
30th August 2022	Yes	3	2	-	18
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

<b>V. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance status (Yes/No) refer note below</b>	<b>Detailed Reason / explanation for Non-compliance</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	The Company is into process of constituting the Audit Committees in the line with the SEBI (Listing Obligations and Disclosure requirements) Regulations,	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA	

<b>VI. Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No)</b>	<b>Detailed Reason / explanation for Non-compliance</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for Appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party Transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.	-	Yes	
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	-	Yes	
The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	-	Yes	
a. Audit Committee		↑	
b. Nomination & Remuneration Committee		↑	
c. Stakeholders Relationship Committee		↑	
d. Risk management committee (as applicable)		↑	
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	-	Yes	
The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	-	Yes	
This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	-	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	53	Yes	