

This is an abridged version of the Offer Document containing salient features of the Offer Document dated April 28, 2023 (the "Offer Document"). You are encouraged to read greater details available in the Offer Document.

# THIS DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF THE ABRIDGED OFFER DOCUMENT. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

You may obtain copies of the Bid cum Application Form and the abridged version of the Offer Document from the Designated Intermediaries at the Bidding Centers and at the Principal Place of Business of Nexus Select Trust An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com. You may download the Offer Document dated April 28, 2023 ("Offer Document") from the websites of the Securities and Exchange Board of India (the "SEBI") at www. sebi.gov.in, the websites of the book running lead managers (the "BRLMs") at www.ml-india.com, www.axiscapital.co.in, www.online. citibank.co.in/rhtm/citigroupglobalscreen1.htm, www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback, www.iiflcap.com, www.jmfl.com, www.jpmipl.com, https://investmentbank.kotak.com, www.morganstanley.com and www.sbicaps.com and the websites of the Stock Exchanges. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Document. Restrictions: This Abridged Offer Document may only be accessed by investors outside of India that have read the Preliminary Offering Memorandum of Nexus Select Trust dated April 28, 2023, a copy of which is available to eligible investors from the Lead Managers.



## NEXUS SELECT TRUST

Registered in the Republic of India as contributory, determinate and irrevocable trust on August 10, 2022 at Mumbai, Maharashtra, India under the Indian Trusts Act, 1882 and as a real estate investment trust on September 15, 2022 under the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended, having registration number IN/REIT/22-23/0004

Principal Place of Business: Embassy 247, Unit No. 501, B Wing, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India Tel: +91 22 6280 5000; Fax: NA; Compliance Officer: Charu Patki; E-mail: investor.relations@nexusmalls.com; Website: www.nexusselecttrust.com

Initial public offering of up to [●] Units for cash at a price of ₹ [●] per Unit aggregating up to ₹ 32,000.00 million by Nexus Select Trust comprising of a fresh issuance of up to [●] Units aggregating up to ₹14,000.00 million (the "Fresh Issue") and an offer for sale of up to [●] Units by the Selling Unitholders (as defined herein) aggregating up to ₹ 18,000.00 million (the "Offer for Sale" and together with the Fresh Issue, the "Offer"). The Offer is being undertaken in reliance upon Regulation 14(1) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended (the "REIT Regulations").

TRUSTEE	SPONSOR	MANAGER	
Axis Trustee Services Limited	Wynford Investments Limited	Nexus Select Mall Management Private Limited	

The Price Band and the Minimum Bid Size (as determined by the Manager in consultation with the Lead Managers will be announced on the websites of the Nexus Select Trust, the Sponsor, the Manager and the Stock Exchanges as well as advertised in all editions of the Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and in all editions of Navshakti (a Marathi daily newspaper with wide circulation in Maharashtra) at least two Working Days prior to the Bid/Offer Opening Date. The announcement/advertisement shall contain relevant financial ratios computed for both the upper and lower end of the Price Band. For further information, see "Basis for Offer Price" on page 588 of the Offer Document. In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least one Working Days, and in case of force majeure, banking strike or similar circumstances, for reasons to be recorded in writing, the Bid/Offer Period will be extended for a minimum period of three Working Days, subject to the total Bid/Offer Period not exceeding 30 days, provided that there shall not be more than two revisions to the Price Band during the Bid/Offer Period. Any revision to the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges during the Bid/Offer Period and by indicating the change on the respective websites of the Nexus Select Trust, the Sponsor, the Manager and the Stock Exchanges. The Manager in consultation with the Lead Managers, may retain oversubscription in the Offer in accordance with the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended ("REIT Regulations") and the SEBI circular dated December 19, 2016 on Guidelines for public issue of units of REITs, SEBI circular dated December 26, 2016 on Disclosures and Compliances by REITs, SEBI circular dated January 18, 2018 on participation by Str

This Offer is being made through the Book Building Process and in compliance with the REIT Regulations and the SEBI Guidelines, wherein not more than 75% of the Offer shall be available for allocation on a proportionate basis to Institutional Investors, provided that the Manager, in consultation with the Lead Managers, may allocate up to 60% of the Institutional Investor Portion to Anchor Investors on a discretionary basis in accordance with the REIT Regulations and the SEBI Guidelines. Further, not less than 25% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors, in accordance with the REIT Regulations and the SEBI Guidelines, subject to valid Bids being received at or above the Offer Price. For details, see "Offer Information" on page 546 of the Offer Document. All Bidders (except Anchor Investors) are required to utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID (in case of individual Non-Institutional Investors using the UPI Mechanism Bidding with a Bid Amount of ₹0.50 million or less), in which case the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable to participate in the Offer. For details, see "Offer Information" on page 546 of the Offer Document.

THE UNITS HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMEDNED (THE "SECURITIES ACT") OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS.

Indicative Offer Timeline						
Bid/ Offer Opening Date	Tuesday, May 9, 2023 (1)	Designated Date	On or about Tuesday, May 16, 2023			
Bid/ Offer Closing Date	Thursday, May 11, 2023 (2)	Initiation of refunds	On or about Wednesday, May 17, 2023			
Finalization of the Basis of Allotment	On or about Tuesday, May 16, 2023	Listing Date	On or about Friday, May 19, 2023			
Closing Date	On or about Wednesday, May 17, 2023					

<sup>&</sup>lt;sup>1</sup> The Manager may, in consultation with the Lead Managers, consider participation by Anchor Investors in accordance with the REIT Regulations and SEBI Guidelines. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date

<sup>&</sup>lt;sup>2</sup> The Manager may, in consultation with the Lead Managers, consider closing the Bid/Offer Period for Institutional Investors one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI Guidelines

#### **GENERAL RISKS**

Investments in Units involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. For taking an investment decision, investors must rely on their own examination of the Nexus Select Trust and the Offer. Prospective Investors are advised to read "Risk Factors" on page 24 of the Offer Document before making an investment decision relating to the Offer. Each prospective investor is advised to consult its own advisors in respect of the consequences of an investment in the Units being issued pursuant to this Offer Document. This Offer Document has been prepared by the Manager solely for providing information in connection with the Offer. The Securities and Exchange Board of India ("SEBI") and the Stock Exchanges assume no responsibility for or guarantee the correctness or accuracy of any statements made, opinions expressed, or reports contained herein. Admission of the Units to be issued pursuant to the Offer for trading on the Stock Exchanges should not be taken as an indication of the merits of the Nexus Select Trust or of the Units. A copy of this Offer Document has been delivered to SEBI and the Stock Exchanges.

## SUMMARY OF THE TERMS OF THE OFFER

REIT	Nexus Select Trust
Sponsor	Wynford Investments Limited

Manager	Compliance Officer	Trustee
Nexus Select Mall Management	Charu Patki	Axis Trustee Services Limited
Private Limited	Embassy 247, Unit No. 501, B Wing,	Axis House
Embassy 247, Unit No. 501, B Wing, Lal Bahadur	Lal Bahadur Shastri Marg, Vikhroli West,	Bombay Dyeing Mills, Pandurang Budhkar
Shastri Marg, Vikhroli West, Mumbai 400 083	Mumbai 400 083, Maharashtra, India	Marg Worli, Mumbai 400 054
Maharashtra, India	Tel: +91 22 6280 5000	Maharashtra, India
Tel: +91 22 6280 5000	Fax: NA	<b>Tel:</b> +91 22 6230 0451
<b>E-mail:</b> investor.relations@nexusmalls.com	E-mail: charu.patki@nexusmalls.com	<b>E-mail:</b> debenturetrustee@axistrustee.in
Website: www.nexusselecttrust.com	Website: www.nexusselecttrust.com	Website: www.axistrustee.in

## **BOOK RUNNING LEAD MANAGERS**

# BofA SECURITIES







#### **BofA Securities India Limited**

Ground Floor, "A" Wing One BKC, "G" Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India

Tel: +91 22 6632 8000

E-mail: dg.nexus select trust ipo@

bofa.com

Investor grievance e-mail:

dg.india merchantbanking@bofa.com Website: www.ml-india.com Contact Person: Abhrajeet Banerjee

**SEBI Registration No.:** INM000011625

# **AXIS CAPITAL**



Axis House, Level 1 C-2 Wadia International Centre Pandurang Budhkar Marg, Worli Mumbai 400 025

Maharashtra, India Tel: +91 22 4325 2183

E-mail: nexusselecttrust.ipo@axiscap.in

Investor grievance e-mail: complaints@axiscap.in

Website: www.axiscapital.co.in Contact Person: Harish Patel **SEBI Registration No.:** 

INM000012029

# Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Finance Centre, G-Block Bandra Kurla Complex.Bandra (East), Mumbai 400 098 Maharashtra, India

Tel: +91 22 6175 9999

E-mail: nexusselecttrust.ipo@citi.com **Investor grievance e-mail:** investors. cgmib@citi.com

Website: www.online.citibank.co.in/ rhtm/ citigroupglobalscreen1.htm

Contact Person: Huzefa Bodabhaiwala **SEBI Registration No.:** 

INM000010718

# **HSBC Securities and Capital** Markets (India) Private Limited

52/60, Mahatama Gandhi Road, Fort, Mumbai 400 001 Maharashtra, India Tel: +91 22 6864 1289

**E-mail:** nexusmallsipo@hsbc.co.in Investor Grievance ID:

investorgrievance@hsbc.co.in Website: www.business.hsbc.co.in/ en-gb/in/ generic/ipo-open-offer-andbuyback

Contact person: Vipin Jha/Rishi Tiwari **SEBI Registration No.:** 

INM000010353



## **IIFL Securities Limited**

10th Floor, IIFL Centre Kamala City Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra, India

Tel: +91 22 4646 4728 E-mail: nexus.reit@iiflcap.com Website: www.iiflcap.com **Investor Grievance ID:** 

ig.ib@iiflcap.com Contact Person: Harshvardhan Jain/

Pawan Kumar Jain

**SEBI Registration No:** INM000010940

# JM FINANCIAL

# JM Financial Limited

7th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi, Mumbai-400 025 Maharashtra, India

Tel: +91 22 6623 3000

E-mail: nexus.trust@jmfl.com Website: www.jmfl.com

**Investor Grievance ID:** grievance.ibd@jmfl.com

**Contact Person:** Prachee Dhuri **SEBI Registration No:** INM000010361

# J.P.Morgan

# J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road Kalina, Santacruz (East) Mumbai 400 098

Maharashtra, India Tel: +91 22 6157 3000

E-mail: nexus IPO@jpmorgan.com Investor grievance e-mail: investorsmb.jpmipl@jpmorgan.com

Website: www.jpmipl.com Contact Person: Nidhi Wangnoo/

Govind Khetan SEBI Registration No.: INM000002970

# kotak® Investment Banking

# Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. 27 G Block, Bandra Kurla Complex, Bandra (East)

Mumbai 400 051, Maharashtra, India Tel: +91 22 4336 0000

**E-mail:** nexusselecttrust@kotak.com Investor grievance e-mail:

kmccredressal@kotak.com

Website: https://investmentbank.kotak.com Contact Person: Ganesh Rane

SEBI Registration No.: INM000008704

# Morgan Stanley



# **KFINTECH**

REGISTRAR AND TRANSFER AGENT

# Morgan Stanley India Company Private Limited

18th Floor, Tower 2, One World Center, Plot 841 Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India

Tel: +91 22 6118 1000

E-mail: nexuselectrustipo@morganstanley.com

Investor grievance e-mail: investors\_india@morganstanley.com Website: www.morganstanley.com Contact Person: Shreyas Goel SEBI Registration No.: INM000011203

### SBI Capital Markets Limited

202, Maker Tower "E", Cuffe Parade Mumbai 400 005, Maharashtra, India

**Tel:** +91 22 2217 8300

**BOOK RUNNING LEAD MANAGERS** 

**E-mail:** nexusselecttrust@sbicaps.com

Investor grievance e-mail: investor.relations@sbicaps.com Website: www.sbicaps.com

Contact Person: Sambit Rath/Karan Savardekar SEBI Registration No.: INM000003531

KFin Technologies Limited

Selenium, Tower B

Plot No-31 and 32, Financial District,

Nanakramguda Serilingampally,

Hyderabad Rangareddi 500 032, Telangana, India

Tel: +91 40 6716 2222

E-mail: nexusselecttrust.ipo@kfintech.com Investor Grievance ID: einward.ris@kfintech.com

Website: www.kfintech.com Contact Person: M Murali Krishna SEBI Registration Number: INR000000221

**Listing:** Our Units are proposed to be listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", together with BSE, the "**Stock Exchanges**"). The Nexus Select Trust has received in-principle approvals from the BSE and NSE for listing of our Units pursuant to letters dated December 20, 2022 and December 21, 2022, respectively. NSE is the Designated Stock Exchange for the Offer. **Syndicate Members:** Investec Capital Services (India) Private Limited, JM Financial Securities Limited, Kotak Securities Limited, SBICAP Securities Limited

Self-Certified Syndicate Banks: The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, wherethe Bid Amount will be blocked by an SCSB, a list of which is available on the website of SEBI at (www.sebi.gov.in/sebiweb/other/OtherAction. do?doRecognisedFpi=yes&intmId=34) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to individual Non-Institutional Investors using the UPI Mechanism, a list of which is available on the website of SEBI at (https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) or such other website as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.

# Details regarding website address(es)/link(s) from which the investor can obtain list of RTAs, CDPs and Registered Brokers who can accept application from Investor

List of Registered Brokers, Registrar and Share Transfer Agents (RTAs) and Collecting Depository Participants (CDPs) eligible to accept ASBA Forms, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchanges at: www.bseindia.com/Markets/PublicIssues/brokercentres\_new.aspx?, www.nseindia.com/products/ content/equities/ipos/ipo\_mem\_terminal.htm, www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?, www.nseindia.com/products/content/equities/ipos/asba\_procedures.htm, www.bseindia.com/Static/Markets/ PublicIssues/RtaDp.aspx? and on the website of NSE https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures, updated by the Stock Exchanges from time to time.

For further details, see "General Information" on page 656 of the Offer Document.

Offer Size: Initial public offering of up to [●] Units for cash at a price of ₹[●] per Unit aggregating up to ₹32,000.00 million by Nexus Select Trust comprising of a fresh issuance of up to [●] Units aggregating up to ₹14,000.00 million and an offer for sale of up to [●] Units by the Selling Unitholders i.e., BRE Coimbatore Retail Holdings Ltd., BREP Asia SBS Coimbatore Retail Holding (NQ) Ltd., BREP Asia SBS Forum Holding (NQ) Ltd., BREP Asia SBS Red Fort Holding (NQ) Ltd., BREP Asia SG Forum Holding (NQ) Pte. Ltd., BREP Asia SG Red Fort Holding (NQ) Pte. Ltd., BREP VIII SBS Coimbatore Retail Holding (NQ) Ltd., BREP VIII SBS Forum Holding (NQ) Ltd., BREP VIII SBS Red Fort Holding (NQ) Ltd., Pramod Anand Naralkar, SSIII Indian Investments One Ltd., Sukrita Arora, Suma Shilp Limited, Wynford Investments Limited and Yog Raj Arora aggregating up to ₹18,000.00 million.

Option to retain oversubscription: not more than 25% of the Offer Size.

Offer Price: ₹ [•] per Unit, being the final price at which Units will be Allotted to successful Bidders, other than Anchor Investors in terms of the Offer Document. The Offer Price will be decided by the Manager in consultation with the Book Running Lead Managers on the Pricing Date.

Face Value: Not Applicable

Minimum Bid Size: [●] Units and in multiples of [●] Units thereafter, except for Anchor Investors. Minimum bid size is ₹100 million for Anchor Investors.

**Expected Date of Allotment:** On or about Wednesday, May 17, 2023

Issuance mode of the Instrument: Units will be Allotted to all successful Bidders only in dematerialized form

Depositories: NSDL & CDSL ISIN: INE0NDH25011

#### **USE OF PROCEEDS**

The Offer comprises of a Fresh Issue and an Offer for Sale. The Nexus Select Trust will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. The details of the Net Proceeds are set forth in the following table:

Particulars	<b>Estimated Amount (in ₹ million)</b>
Gross proceeds of the Fresh Issue	14,000.00
Less: Offer expenses <sup>1</sup>	[•]
Net Proceeds	[•]

<sup>&</sup>lt;sup>1</sup> To be determined upon finalization of the Offer Price

#### **Requirements of Funds**

The Net Proceeds are proposed to be utilized in accordance with the details set forth in the following table:

Particulars	Estimated Amount (in ₹ million)
Partial or full repayment or prepayment and redemption of certain financial indebtedness of the Asset SPVs and the Investment Entity	2,500.00
Acquisition of stake and redemption of debt securities in certain Asset SPVs1	10,500.00
General purposes <sup>2</sup>	[•]
Total	[•]

<sup>&</sup>lt;sup>1</sup> Pursuant to the Initial Portfolio Acquisition Transactions

#### **RISK FACTORS**

Below mentioned risks are the top 5 risk factors as per the Offer Document:

- 1. The Initial Portfolio Acquisition Transactions will only be given effect to after the Bid/Offer Closing Date. Further, we will assume existing liabilities in relation to the Portfolio, which liabilities if realized may impact the trading price of the units and our profitability and ability to make distributions.
- 2. After the completion of the Offer and the listing of the Units, we intend to obtain external debt financing to repay a portion of the debt of the Portfolio and to finance the Portfolio's business and financing requirements. The terms of this financing may limit our ability to make distributions to the Unitholders.
- 3. We may utilize a significant amount of debt in the operation of our business, and 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.
- 4. We do not provide any assurance or guarantee of any distributions to the Unitholders. We may not be able to make distributions to Unitholders in the manner described in this Offer Document or at all, and the level of distributions may decrease.
- 5. 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. Further, the regulatory framework governing real estate investment trusts in India is relatively new.

For details, please see "Risk Factors" beginning on page 22 of the Offer Document.

# BRIEF OVERVIEW OF THE NEXUS SELECT TRUST

We are the owner of India's leading consumption centre platform of high-quality assets that serve as essential consumption infrastructure for India's growing middle class (Source: CBRE Report, by Completed Area). We expect to be the first publicly listed consumption centre REIT in India upon the listing of our Units on the Stock Exchanges. Consumption growth has served as a key driver of the Indian economy over the last decade (Source: Technopak Report), and we believe our Portfolio is well-positioned to benefit from the consumption tailwinds of India's growing middle class and rapid urbanization. Our Portfolio offers an attractive opportunity to capitalize on India's consumption growth through a robust business model and diversified asset base that can serve as a natural hedge against inflation.

We own India's largest portfolio of consumption centres and replicating a platform of similar scale, quality and geographical diversity would be difficult due to limited availability of prime city centre land parcels, long development timelines, and specialized capabilities required for developing, stabilizing and operating comparable assets (Source: CBRE Report, by Completed Area).

<sup>&</sup>lt;sup>2</sup> To be finalised upon determination of Offer Price

#### IN THE NATURE OF ABRIDGED VERSION OF THE OFFER DOCUMENT - MEMORANDUM CONTAINING SALIENT FEATURES OF THE OFFER DOCUMENT

Our Portfolio comprises 17 best-in-class Grade A urban consumption centres with a total Leasable Area of 9.2 msf, two complementary hotel assets (354 keys) and three office assets (1.3 msf) as of December 31, 2022. Our assets are strategically located across 14 leading cities in India, which constituted 30% of India's total discretionary retail spending in FY20 and had an average population CAGR that was 226 bps higher than the national average from financial years 2011 to 2021 (Source: Technopak Report). We believe that we have invested in among the highest quality assets in prime in-fill locations of India's major cities such as Delhi, Navi Mumbai, Bengaluru, Pune, Hyderabad and Chennai. These cities have limited organized retail stock and continue to witness strong demand fundamentals as domestic and international retailers expand their businesses even as future supply of retail space is expected to remain constrained (Source: CBRE Report). However, demand remains strong as brick-and-mortar and online retail is expected to grow by capturing market share from unorganized retail (Source: Technopak Report). The quality, scale and reach of our pan-India Portfolio, our superior shopping experience and holistic retail offering have enabled us to achieve a market-leading position, which makes most of our Portfolio assets destinations of choice for leading brands that are looking to expand in India (Source: CBRE Report). A majority of our Portfolio assets are market leaders in their respective submarkets and serve as shopping, entertainment and social destinations for their respective catchments Report, by Completed Area). As a result, we enjoyed a 96.2% average Committed Occupancy across our Portfolio as of December 31, 2022, a 11.0% CAGR in tenant sales from FY18 to FY20, and a 7.5% CAGR in Marginal Rents across our Portfolio from CY16 to CY19 (122 bps higher than the average Marginal Rents for our Portfolio Markets (Source: CBRE Report)). For details, please see "Our Business and Properties" beginning on page 145 of the Offer Document.

# BRIEF OVERVIEW OF THE SPONSOR

The Sponsor is a portfolio company of a Blackstone Inc. ("Blackstone") real estate fund. Blackstone is one of the world's leading investment firms and global alternative asset managers with an AUM of USD975 billion globally as of December 31, 2022. Blackstone is headquartered in the United States and has offices in a number of geographies, including Europe and Asia. It is listed on the New York Stock Exchange.

For details, please see "Our Sponsor - Background of our Sponsor" on page 295 of the Offer Document.

# BRIEF OVERVIEW OF THE PORTFOLIO – AS OF DECEMBER 31, 2022 UNLESS OTHERWISE INDICATED

The table below shows certain key financial and operational metrics of the Initial Portfolio, as of December 31, 2022.

Name of Asset	Leasable Area (msf)/	Committed	Market Value	% of Gross	WALE	Land Title	Remaining
<b>Urban Consumption</b>	Keys (for Hotels)/	Occupancy/Office	(Rs. million)	Portfolio	(Years)		Period of
1	MW Power Plants)	Occupancy/Hotel	,	Market	,		Lease (Years)
	(as applicable)	Occupancy(1)		Value			,
	Centres	(as applicable)					
Select Citywalk	0.51 msf	98.8%	45,519	19.4%	4.9	Freehold	NA
Nexus Elante	1.25 msf	99.4%	38,672	16.5%	5.5	Freehold	NA
Nexus Seawoods	0.97 msf	99.0%	22,169	9.4%	7.1	Leasehold	45
Nexus Ahmedabad One <sup>(2)</sup>	0.88 msf	96.4%	19,561	8.3%	6.0	Leasehold	83
Nexus Hyderabad	0.83 msf	98.8%	16,896	7.2%	4.2	Freehold	NA
Nexus Koramangala	0.30 msf <sup>(3)</sup>	97.8%	8,352	3.6%	3.3	Freehold	NA
Nexus Vijaya	0.65 msf	99.4%	12,565	5.3%	4.2	Freehold	NA
Nexus Westend	0.44 msf	95.9%	8,444	3.6%	7.8	Freehold	NA
Nexus Esplanade	0.42 msf	97.0%	8,617	3.7%	7.7	Part Freehold/	47
			,			Part Leasehold	
Nexus Amritsar	0.54 msf	97.2%	6,326	2.7%	6.7	Freehold	NA
Nexus Shantiniketan	0.41 msf <sup>(4)</sup>	97.3%	5,953(4)	2.5%	6.9	Freehold	NA
Nexus Whitefield	0.31 msf	94.7%	3,681	1.6%	4.7	Freehold	NA
Nexus Celebration	0.40 msf	94.6%	4,557	1.9%	5.0	Leasehold	80
Fiza by Nexus	0.49 msf <sup>(5)</sup>	71.7%	2,881(5)	1.2%	5.1	Freehold	NA
Nexus Centre City	0.33 msf	97.8%	2,714	1.2%	6.7	Freehold	NA
Nexus Indore Central	0.24 msf	90.4%	2,007	0.9%	13.7	Freehold	NA
Portfolio Investment							
Treasure Island	0.22 msf <sup>(6)</sup>	96.8%	2,552(6)	1.1%	5.1	Leasehold	2(9)
Subtotal Urban	9.18 msf	96.2%	2,11,466	90.0%	5.7	NA	NA
<b>Consumption Centres</b>							
Offices							
Westend Icon Offices	0.98 msf	74.9%	11,442	4.9%	3.5	Freehold	NA
Vijaya Office	0.19 msf	100.0%	1,823	0.8%	3.2	Freehold	NA
Elante Office	0.09 msf	75.1%	1,059	0.5%	4.6	Freehold	NA
Subtotal Offices	1.26 msf	78.7%	14,324	6.1%	3.6	NA	NA

## IN THE NATURE OF ABRIDGED VERSION OF THE OFFER DOCUMENT - MEMORANDUM CONTAINING SALIENT FEATURES OF THE OFFER DOCUMENT

Name of Asset	Leasable Area (msf)/	Committed	Market Value	% of Gross	WALE	Land Title	Remaining
Urban Consumption	Keys (for Hotels)/ MW Power Plants)	Occupancy/Office Occupancy/Hotel	(Rs. million)	Portfolio Market	(Years)		Period of Lease (Years)
	(as applicable)	Occupancy <sup>(1)</sup>		Value			Lease (rears)
	Centres	(as applicable)					
Hotels		***					
Hyatt Regency Chandigarh	211 keys	66.2%	4,908	2.1%	NA	Freehold	NA
Oakwood Residence	143 keys	73.0%	1,882	0.8%	NA	Freehold	NA
Whitefield Bangalore	·						
Subtotal Hotels	354 keys	69.0%	6,790	2.9%	NA	NA	NA
<b>Renewable Power Plants</b>	·						
Karnataka Solar Park	15 MW (AC)	NA	2,413	1.0%	NA	Leasehold	26
Subtotal Renewable	15 MW (AC)	NA	2,413	1.0%	NA	NA	NA
Power Plants							
Total Portfolio	9.18	96.2% (Urban	2,34,993	100.00%	5.7 (Urban	NA	NA
	msf <sup>(7)</sup> (Urban	Consumption			Consumption		
	Consumption Centres)	Centres)			Centres)		
	2 ( 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2						
	1.26 msf (Offices)	78.7% (Offices)			3.6 (Offices)		
		(0.00/ (77.1)					
	354 keys (Hotels)	69.0% (Hotels)					
	4						
	15 MW <sup>(8)</sup> (AC)						
	(Renewable						
	Power Plants)						

#### Notes:

- (1) Hotel Occupancy representative of the twelve month period ended December 31, 2022.
- (2) Includes Nexus Ahmedabad One Phase II (0.2 msf; 84.0% Committed Occupancy as at December 31, 2022), which launched operations in August 2021. Committed Occupancy excluding Nexus Ahmedabad One Phase II was 99.1% as of December 31, 2022.
- (3) Operational data presented above represents NHRPL's economic interest as of December 31, 2022 in 302,063 sq.ft. of Leasable Area in Nexus Koramangala arising out of its (i) ownership interest over 260,295 sq.ft. of Leasable Area, (ii) short term leasehold rights over 13,656 sq.ft. of Leasable Area valid until March 31, 2028; and (iii) revenue share entitlements with respect to 28,112 sq.ft. of Leasable Area valid until March 31, 2028. For further details, see "Management Framework—Commercial arrangements with JD Partners" on page 344 of the Offer Document.
- (4) The total Leasable Area and Market Value of Nexus Shantiniketan is 0.63 msf and Rs. 9,172 million, respectively, and the numbers indicated in the above table represent the Leasable Area and Market Value of the asset adjusted for our share of economic interest in the asset.
- (5) The total Leasable Area and Market Value of Fiza by Nexus is 0.72 msf and Rs. 4,236 million, respectively, and the numbers indicated in the above table represent the Leasable Area and Market Value of the asset adjusted for our share of economic interest in the asset
- (6) The total Leasable Area and Market Value of Treasure Island is 0.43 msf and Rs. 5,104 million, respectively, and the numbers indicated in the above table represent the Leasable Area and Market Value of the asset adjusted for our share of economic interest in the asset.
- (7) The total Leasable Area of the assets comprising our Portfolio (including 100% interest in Nexus Shantiniketan, Fiza by Nexus and Treasure Island) is 9.85 msf.
- (8) Excluding our Asset SPVs' renewable power plants of 22.1 MW (AC) which have been set up for captive consumption.
- (9) The underlying land is leased from wholly-owned subsidiaries of ITIPL and accordingly, the lease may be duly renewed upon expiry

# FINANCIAL INFORMATION OF THE NEXUS SELECT TRUST

The Condensed Combined Financial Statements of Nexus Select Trust have been prepared in accordance with the basis of preparation described in Note 2 to the Condensed Combined Financial Statements as included in the Offer Document. For details, please see "Financial Information of The Nexus Select Trust" beginning on page 721 of the Offer Document.

#### **PROJECTIONS**

Statement of projected of revenue from operations, statement of projected net operating income, statement of projected earnings before interest, tax, depreciation and amortization, statement of projected cash flows from operating activities and statement of projected net distributable cash flows of Nexus Select Trust, Assets SPVs and Investment Entity for the years ending March 31, 2024, March 31, 2025 and March 31, 2026 along with the basis of preparation and

#### IN THE NATURE OF ABRIDGED VERSION OF THE OFFER DOCUMENT - MEMORANDUM CONTAINING SALIENT FEATURES OF THE OFFER DOCUMENT

the significant assumptions, prepared in accordance with the REIT Regulations and the SEBI Guidelines have been included on page 445 of the Offer Document.

#### RELEVANT FINANCIAL RATIOS

Price/ Net Asset Value per Unit ratio in relation to Offer Price:

Price/	Net	Asset	Value	per	Unit
--------	-----	-------	-------	-----	------

Particulars	Amount (in ₹)(1)	At Floor Price	At Cap Price	At Offer Price
Net Asset Value per Unit as of [●]	[•]	[•]	[•]	[•]

<sup>(1)</sup> Net assets in accordance with  $[\bullet]$  have been used in the analysis. For further details, refer to " $[\bullet]$ " on page [•]. Net Asset Value per unit has been calculated based on [•].

# **SUMMARY VALUATION REPORT**

The summary valuation included in the Offer Document is a summary of the Valuation Report dated April 20, 2023 as issued by iVAS Partners, represented by its partner, Vijay Arvindkumar C, independent valuer, with industry assessment services provided by CBRE South Asia Pvt. Ltd.

For details, please see "Summary Valuation Report" on page 884 of the Offer Document.

## **DISTRIBUTION POLICY**

The Manager shall declare and distribute at least 90% of the net distributable cash flows of the Nexus Select Trust as distributions ("REIT Distributions") to the Unitholders. Such REIT Distributions shall be declared and made not less than once every six months in every FY. Further, in accordance with the REIT Regulations, REIT Distributions shall be made no later than 15 days from the date of such declarations. The REIT Distributions, when made, shall be made in Indian Rupees. For details, please see "Distributions" on page 483 of the Offer Document.

## FEES AND EXPENSES PAYABLE BY THE REIT

The expenses to be directly charged to the Nexus Select Trust would include (i) fees payable to the Trustee; (ii) REIT Management Fees payable to the Manager; (iii) fees payable to the Auditor; (iv) fees payable to the Valuer; (v) fees payable to other intermediaries and consultants; and (vi) other miscellaneous expenses. Further, the Nexus Select Trust will incur or reimburse expenses in relation to this Offer.

For details, please see "Management Framework - Fees and Expenses" on page 347 of the Offer Document.

## **OUR COMPETITIVE STRENGTHS**

We believe our position as India's leading consumption centre platform (Source: CBRE Report, by Completed Area) is based on the following competitive strengths:

- (1) Located in India, one of the world's fastest growing consumption-led major economies
- (2) India's largest platform of best-in-class assets with a presence in 14 of India's key consumption cities
- (3) Highly occupied by a diversified tenant base of renowned national and international brands
- (4) Strong embedded growth with inflation hedged cash flows
- (5) Strategically located in prime in-fill locations with high barriers to entry
- (6) Fully integrated platform with a highly experienced management team
- (7) Proprietary insights and access through industry-leading technology initiatives
- (8) Renowned Sponsor with global expertise and local knowledge
- (9) Long-term ESG commitment

For details, please see "Our Business and Properties - Our Competitive Strengths" beginning on page 150 of the Offer Document.

#### SHAREHOLDING STRUCTURE OF THE PORTFOLIO ASSETS

For details, please see "Initial Portfolio Acquisition Transactions" beginning on page 354 of the Offer Document.

## DECLARATION BY THE MANAGER - NEXUS SELECT MALL MANAGEMENT PRIVATE LIMITED

The Manager declares and certifies that all relevant provisions of the REIT Regulations, SEBI Guidelines, the SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Offer Document is contrary to the provisions of the REIT Regulations, the SCRA, the SEBI Guidelines, SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Manager further certifies that all the statements and disclosures in this Offer Document are true, fair and adequate in order to enable the investors to make a well informed decision as to their investment in the Offer.

## DECLARATION BY THE SPONSOR - WYNFORD INVESTMENTS LIMITED

The Sponsor hereby declares and certifies that all statements specifically made and undertakings provided by it in this Offer Document, about or in relation to itself in connection with the Offer are true, fair and adequate in order to enable the investors to make a well informed decision as to their investment in the Offer.

# DECLARATION BY THE TRUSTEE -AXIS TRUSTEE SERVICES LIMITED (ON BEHALF OF THE NEXUS SELECT TRUST)

The Trustee (on behalf of the Nexus Select Trust) hereby declares and certifies that all relevant provisions of the REIT Regulations, SEBI Guidelines, SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be) have been complied with and no statement made in this Offer Document is contrary to the provisions of the REIT Regulations, the SCRA, SEBI Guidelines, SEBI Act and all rules, regulations and guidelines issued by the GoI or SEBI (as the case may be). The Trustee (on behalf of the Nexus Select Trust) further certifies that all the statements and disclosures in this Offer Document are material, true, correct, not misleading and adequate in order to enable the investors to make a well informed decision.