



May 09, 2024

To,

The Corporate Relations Department,  
The National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400051

The Corporate Relations Department,  
Department of Corporate Services,  
BSE Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**Scrip Code for NCDs: 974908 and 974909**

Dear Sir/ Madam,

**Subject: Security Cover Certificate under Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated May 19, 2022, please find enclosed Security Cover Certificate in the format prescribed therein, of Nexus Select Trust, for the quarter and financial year ended March 31, 2024, certified by M/s. S R B C & Co LLP, Statutory Auditors as **Annexure-I**.

The Security Cover certificate shall also be uploaded on the website of Nexus Select Trust at [www.nexusselecttrust.com](http://www.nexusselecttrust.com).

Kindly take the same on record.

Thanking you,

For and on behalf of **Nexus Select Trust** acting through its Manager, **Nexus Select Mall Management Private Limited** (Previously known as “Nexus India Retail Management Services Private Limited”)

**Charu Patki**  
**Company Secretary and Compliance Officer**  
**Membership No. A18140**

**Encl:** As above



# ANNEXURE I

## **S R B C & COLLP**

Chartered Accountants

12th Floor, The Ruby  
29 Senapati Bapat Marg  
Dadar (West)  
Mumbai - 400 028, India

Tel : +91 22 6819 8000

Independent Auditor's Report on Security Cover, Compliance with all Covenants and book value of assets as at March 31, 2024 pursuant to Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular dated May 19, 2022 for submission to Catalyst Trusteeship Limited (the 'Debenture Trustee')

To

The Board of Directors  
Nexus Select Mall Management Private Limited  
(formerly known as Nexus India Retail Management Services Private Limited)  
(Acting in its capacity as Manager of Nexus Select Trust)  
501, B Wing, Embassy 247,  
LBS Marg, Vikhroli West,  
Mumbai 400083

1. This Report is issued in accordance with the terms of the service scope letter dated July 20, 2023 and master engagement agreement dated July 20, 2023, as amended with Nexus Select Mall Management Company Private Limited (hereinafter the "Manager").
2. We, S R B C & CO LLP, Chartered Accountants, are the statutory auditors of Nexus Select Trust (the "Trust") and have been requested by the Trust to examine the accompanying Statement showing 'Security Cover as per the terms of Debenture Trust Deed, Compliance with Covenants and book value of assets' in relation to 70,000 listed, secured, redeemable and non-convertible Series I (Tranche A) debentures having face value of Rs. 1 lakh each amounting to Rs. 7,000 million and 30,000 listed, secured, redeemable and non-convertible Series I (Tranche B) debentures having face value of Rs. 1 lakh each amounting to Rs. 3,000 million (hereinafter together referred to as "NCDs") issued by the Trust as at March 31, 2024 (hereinafter the "Statement") which has been prepared by the Management of the Manager (the "Management") from the audited Condensed Standalone Ind AS Financial Statements as at and for the year ended March 31, 2024 and audited Condensed Consolidated Ind AS Financial Statements as at and for the year ended March 31, 2024, underlying books of account and other relevant records and documents maintained by the Trust as at and for the year ended March 31, 2024 pursuant to the requirements of the Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Circular dated May 19, 2022 on Revised format of security cover certificate, monitoring and revision in timelines (hereinafter the "SEBI Regulations and SEBI Circular"), and has been initialed by us for identification purpose only.

This Report is required by the Trust for the purpose of submission with Catalyst Trusteeship Limited (hereinafter the "Debenture Trustee") of the Trust to ensure compliance with the SEBI Regulations and SEBI Circular in respect of its NCDs. The Trust has entered into an agreement with the Debenture Trustee vide agreement dated June 14, 2023 (the "Trust Deed").



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## Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is responsible for ensuring that the Trust complies with all the relevant requirements of the SEBI Regulations and SEBI Circular including maintenance of hundred per cent security cover or higher security cover as per the terms of Debenture Trust Deed sufficient to discharge the principal amount and the interest accrued thereon at all times for the non-convertible debt securities issued. The Management is also responsible for providing all relevant information to the Debenture Trustee and for complying with all the covenants as prescribed in the Debenture Trust Deed dated June 14, 2023 entered into between the Trust and the Debenture Trustee.

## Auditor's Responsibility

5. It is our responsibility to provide a limited assurance and conclude as to whether the:
  - (a) Trust has maintained hundred percent Security cover or higher Security cover as per the terms of the Debenture Trust Deed;
  - (b) Trust is in compliance with all the covenants (including financial covenants) as mentioned in the Debenture Trust Deed as at March 31, 2024;
  - (c) Book values of assets as included in the Column F of Annexure 1 to the Statement and column F of Annexure 2 to the Statement are in agreement with the books of account underlying the audited Condensed Standalone Ind AS Financial Statements and audited Condensed Consolidated Ind AS Financial Statements respectively of the Trust as at March 31, 2024.
6. We have performed an audit of the Condensed Standalone and Consolidated Ind AS Financial Statements of the Trust for the year ended March 31, 2024, prepared by the Management pursuant to the requirements of Regulation 23 of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended including any guidelines and circulars issued thereunder (hereinafter referred to as the "REIT Regulations"), and issued an unmodified opinion dated May 9, 2024. Our audit of these Condensed Standalone and Consolidated Ind AS Financial Statements was conducted in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (the "ICAI").



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7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the audited Condensed Standalone and Consolidated Ind AS Financial Statements taken as a whole. Accordingly, we do not express such opinion.
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, our procedures included the following in relation to the Statement:
  - a) Obtained and read the Debenture Trust Deed and noted that as per such debenture trust deed the Trust is required to maintain 100 percent security cover.
  - b) Obtained the Board approved audited Condensed Standalone and Consolidated Ind AS Financial Statements of the Trust for the year ended March 31, 2024.
  - c) Traced the principal amount and the interest accrued thereon of the secured listed NCDs outstanding as on March 31, 2024 to the Board approved audited Condensed Standalone and Consolidated Ind AS Financial Statements and the underlying books of account maintained by the Trust as on March 31, 2024.
  - d) Obtained and read the list of security cover in respect of secured listed NCDs outstanding as per the Statement. Traced the value of assets from the Statement to the audited Condensed Standalone and Consolidated Ind AS Financial Statements of the Trust as on March 31, 2024 or books of accounts and records of the Trust underlying the Board approved audited Condensed Standalone and Consolidated Ind AS Financial Statements as on March 31, 2024.



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- e) Obtained the list of security created in the register of charges maintained by the subsidiary company that has provided security against the NCDs and 'Form No. CHG-1' filed with Ministry of Corporate Affairs ('MCA') by the subsidiary company in this regard. Traced the value of charge created against Secured Assets to the Security Cover in the attached Statement.
- f) Examined and verified the arithmetical accuracy of the computation of Security Cover in the accompanying Statement.
- g) With respect to compliance with financial covenants included in Annexure 3 to the Statement, we have performed following procedures:
  - i. Obtained and verified the computation of Loan to Value (LTV) of Secured Assets, Loan to Value ratio and Net Total Debt to EBITDA ratio as computed in the Statement with the definition as mentioned in the Debenture Trust Deed;
  - ii. For Net Total Debt to EBITDA and Loan to Value ratio
    - Traced the Earnings before interest, depreciation and amortization expense and tax figure from the Board approved audited Condensed Consolidated Ind AS Financial Statements of the Trust as at and for the year ended March 31, 2024 and the underlying books of account maintained by the Trust;
    - Traced the value of outstanding borrowings, accrued interest thereon and the cash and cash equivalent investments from the Board approved audited Condensed Consolidated Ind AS Financial Statements of the Trust as at and for the year ended March 31, 2024 and the underlying books of account maintained by the Trust;
    - Traced the gross asset value of all the assets of the Trust from the valuation report issued by an independent valuer, provided to us by the Management on which we have placed reliance;
  - iii. For Loan to Value (LTV) of Secured Assets
    - Traced the value of total outstanding nominal value of NCDs and interest accrued thereon as at March 31, 2024 from the Board approved audited Condensed Consolidated Ind AS Financial Statements of the Trust as at and for the year then ended and the underlying books of account maintained by the Trust;



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- Traced the cash and cash equivalent investments of the subsidiary company whose assets are secured as considered in computing the LTV of Secured Assets to the books of accounts and other relevant records and documents maintained by the Trust underlying the Board approved audited Condensed Consolidated Ind AS Financial Statements of the Trust as at and for the year ended March 31, 2024;
  - In relation to calculation of LTV of Secured Asset, traced the fair value of the secured assets from the valuation report issued by an independent valuer, provided to us by the Management on which we have placed reliance;
- iv. With respect to covenants other than those mentioned in paragraph above, the management has represented and confirmed that the Trust has complied with all the other covenants, including affirmative, informative, and negative covenants, as prescribed in the Debenture Trust Deed, as at March 31, 2024.
- h) Traced the book value of assets from the books of accounts of the Trust underlying the Board approved audited Condensed Standalone and Consolidated Ind AS Financial Statements as at March 31, 2024.
- i) Performed necessary inquiries with the Management and obtained necessary representations.

## Conclusion

11. Based on the procedures performed by us, as referred to in paragraph 10 above and according to the information and explanations received and management representations obtained, nothing has come to our attention that causes us to believe that the:
- a) Trust has not maintained hundred percent security cover or higher security cover as per the terms of the Debenture Trust Deed;
  - b) Trust is not in compliance with all the covenants (including financial covenants) as mentioned in the Debenture Trust Deed as on March 31, 2024; and
  - c) Book values of assets as included in column F of Annexure 1 to the Statement and column F of Annexure 2 to the Statement are not in agreement with the books of account underlying the audited Condensed Standalone Ind AS Financial Statements and audited Condensed Consolidated Ind AS Financial Statements respectively of the Trust as at March 31, 2024.



# **S R B C & CO LLP**

Chartered Accountants

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Restriction on Use

12. The Report has been issued at the request of the Trust, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Debenture Trustee and is not to be used or referred to for any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this Report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Abhishek Agarwal  
Partner

Membership Number: 112773

UDIN: 24112773BKCUOM8703

Mumbai

May 9, 2024





Annexure I: Security Cover (Standalone)

Column A	Column B	Column C [i]	Column D [ii]	Column E [iii]	Column F [iv]	Column G [v]	Column H [vi]	Column I [vii]	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate (plz add line item, if required)	Exclusive Charge	exclusive Charge	Pari-Passu Charge	Assets shared by pari-passu debt holder (includes Debt for which this certificate is issued & Other debt with pari passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column "F")	Assets not offered as Security	Elimination (amount in negative)	(Total C to I)	Market Value for Assets charged on exclusive basis	Related to only those items covered by this certificate Carrying/book value for exclusive charge assets where market value is not ascertainable or applicable. (Eg Bank balance, DSRA etc)	Market Value for Pari Passu Charge Assets	where market value is not ascertainable or applicable. (Eg Bank balance, DSRA etc)	Total Value = (K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value					Related to Column F			
<b>ASSETS</b>														
	Property, Plant and Equipment	-	-	Yes	-	-	-	-	-	-	-	-	-	-
	Intangible Assets	-	-		-	-	-	-	-	-	-	-	-	-
	Capital Work-in-Progress	-	-		-	-	-	-	-	-	-	-	-	-
	Right of Use Assets	-	-		-	-	-	-	-	-	-	-	-	-
	Goodwill	-	-		-	-	-	-	-	-	-	-	-	-
	Intangible Assets under Development	-	-		-	-	-	-	-	-	-	-	-	-
	Investments	-	-		37,810.61	-	-	-	37,810.61	-	-	45,585.52	-	45,585.52
			14,965.00				90,373.28		1,05,338.28					
	Loans	-	-		30.99	-	-	-	30.99	-	-	-	30.99	30.99
			8,676.03				21,348.16		30,024.19					
	Inventories	-	-		-	-	-	-	-	-	-	-	-	-
	Trade Receivables	-	-		-	-	-	-	-	-	-	-	-	-
	Cash and Cash Equivalents	-	-		-	-	520.16	-	520.16	-	-	-	-	-
	Bank Balances other than Cash and Cash Equivalents	-	87.50		-	-	0.11	-	87.61	-	-	-	-	-
	Others	-	149.79		0.11	-	763.59	-	913.49	-	-	-	-	-
	<b>Total</b>	-	<b>23,878.32</b>		<b>37,841.71</b>	-	<b>1,13,005.30</b>	-	<b>1,74,725.33</b>	-	-	-	-	<b>45,616.51</b>
<b>LIABILITIES</b>														
	Debt Securities to which this certificate pertains	-	-		10,000.00	-	-	(70.86)	9,929.14	-	-	-	-	-
	Other debt sharing pari-passu charge with above debt	-	-		-	-	-	-	-	-	-	-	-	-
	Other Debt	-	-		-	-	-	-	-	-	-	-	-	-
	Subordinated debt	-	-		-	-	-	-	-	-	-	-	-	-
	Borrowings	-	-		-	-	932.00	-	932.00	-	-	-	-	-
	Bank - borrowings	-	-		-	-	-	-	-	-	-	-	-	-
	Debt Securities	-	-		-	-	-	-	-	-	-	-	-	-
	Others - borrowings	-	11,500.00		-	-	-	(120.76)	11,379.24	-	-	-	-	-
	Trade payables	-	-		-	-	8.55	-	8.55	-	-	-	-	-
	Lease Liabilities	-	-		-	-	-	-	-	-	-	-	-	-
	Provisions	-	-		-	-	-	-	-	-	-	-	-	-
	Others	-	74.20		-	-	1,52,402.20	-	1,52,476.40	-	-	-	-	-
	<b>Total</b>	-	<b>11,574.20</b>		<b>10,000.00</b>	-	<b>1,53,342.75</b>	<b>(191.62)</b>	<b>1,74,725.33</b>	-	-	-	-	-
	Cover on Book Value	-	-		3.78	-	-	-	-	-	-	-	-	-
	Cover on Market Value	-	-		4.56	-	-	-	-	-	-	-	-	-
			Exclusive Security Cover Ratio		Pari-Passu Security Cover Ratio									

Notes:  
1. Amount shown in Column M with respect to Market value of Pari Passu charge assets is based on valuation report of assets as at March 31, 2024

For and on behalf of Nexus Select Mall Management Private Limited (as manager to Nexus Select Trust)

Rajesh Deo  
Chief Financial Officer  
Mumbai



**SIGNED FOR IDENTIFICATION**  
BY  
*[Signature]*  
SRBC & CO LLP  
MUMBAI



Annexure II: Security Cover (Consolidated)

Column A	Column B	Column C (i)	Column D (ii)	Column E (iii)	Column F (iv)	Column G (v)	Column H (vi)	Column I (vii)	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate (plz add line item, if required)	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to I)	Market Value for Assets charged on exclusive basis	Related to only those items covered by this certificate	Market Value for Pari Passu Charge Assets	Market Value for Pari Passu Charge Assets	Total Value = (K+L+M+N)
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari-passu debt holder (includes Debt for which this certificate is issued & Other debt with pari passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column "F")	Yes/ No	Book Value	Book Value	Book Value	Book Value	Book Value	Book Value	Book Value
<b>ASSETS</b>														
Property, Plant and Equipment	Land together with building of Select Infrastructure Private Limited	-	16,665.21		22,743.29	Yes			1,05,099.54				45,585.52	45,585.52
Intangible Assets		-	-		-			34,580.27		34,580.27				
Capital Work-in-Progress		-	3.82		1929			322.48		345.59			19.29	19.29
Right of Use Assets		-	-		-			65.42		65.42				
Goodwill		-	-		-			-		-				
Intangible Assets under Development		-	-		-			-		-				
Investments		-	-		-			11,845.24		11,845.24				
Loans		-	-		-			1,013.50		1,013.50				
Inventories		-	-		-			27.82		27.82				
Trade Receivables		-	45.80		16062			449.80		656.22			160.62	160.62
Cash and Cash Equivalents		-	-		-			394.04		394.04				
Bank Balances other than Cash and Cash Equivalents		-	87.50		-			804.07		891.57				
Others		-	52.56		93.12			6,631.21		6,776.89			93.12	93.12
<b>Total</b>		-	<b>16,854.89</b>		<b>23,016.32</b>			<b>1,61,233.39</b>		<b>2,01,104.60</b>			<b>45,585.52</b>	<b>45,858.55</b>
<b>LIABILITIES</b>														
Debt Securities to which this certificate pertains	Series 1 NCD 2023 (Tranche A and B)	-	-		10,000.00			(70.87)		9,929.13				
Other debt sharing pari-passu charge with above debt		-	-		-			-		-				
Other Debt		-	-		-			-		-				
Subordinated debt		-	-		-			-		-				
Borrowings		-	-		-			932.00		932.00				
Bank - borrowings		-	-		-			20,394.94		20,394.94				
Debt Securities		-	-		-			-		-				
Others - borrowings		-	11,500.00		-			-	(120.76)	11,379.24				
Trade payables		-	-		-			740.57		740.57				
Lease Liabilities		-	-		-			78.01		78.01				
Provisions		-	-		-			145.99		145.99				
Others		-	74.20		-			1,57,430.52		1,57,504.72				
<b>Total</b>		-	<b>11,574.20</b>		<b>10,000.00</b>			<b>1,79,722.03</b>	<b>(191.63)</b>	<b>2,01,104.60</b>				
<b>Cover on Book Value</b>					<b>2.30</b>									
<b>Cover on Market Value</b>					<b>4.59</b>									
		<b>Exclusive Security Cover Ratio</b>			<b>Pari-Passu Security Cover Ratio</b>									

Notes :

- a. Amount shown in line item Property, Plant and Equipment in the above table include amount pertaining to Investment Property
- b. Amount shown in line item Capital Work-in-Progress in the above table include amount pertaining to Investment Property under development
- c. Amount shown in Column M with respect to Market value of Pari Passu charge assets is based on valuation report of assets as at March 31, 2024
- \* the book value figures mentioned above are extracted from the consolidated condensed financial statements of the Nexus Select Trust, which have been recognized at fair value as on the date on which the said assets were acquired by the Trust i.e 12th May 2023

For and on behalf of Nexus Select Mall Management Private Limited (as manager to Nexus Select Trust)

Rajesh Deo  
Chief Financial Officer

Mumbai



## Annexure III : Statement showing Compliance of Financial Covenant as at March 31, 2024

As per terms of para 2.24 of Schedule 5 of Debenture Trust Deed(DTD) dated June 14, 2023, the financial covenants required to be complied by the Trust are as under:

## Financial Covenant

S.No	Particulars	Reference	As per Calculation	As per DTD
1	Loan to value	Note A	12.59%	Not exceeding 49%
2	Net Debt to EBITDA	Note B	2.38	Less than or equal to 6.0x
3	Loan to value of Secured Asset	Note C	17.28%	Not exceeding 55%

## A Loan-to-value

S.No	Particular	Amount
i	Net Total Debt	31,966
ii	Gross Asset Value	2,53,929
	Loan-to-value (i/ii)	12.59%

## Note (i) - Net Total Debt

S.No	Particular	Amount
i	Borrowings* (Non Current & Current)	42,848
ii	Accrued interest	137
iii	Less : Consolidated Cash and Cash Equivalent Investments (Non Current & Current)**	(11,019)
	<b>Net Total Debt</b>	<b>31,966</b>

\* excludes lease liabilities other than finance and capital lease.

\*\* excludes interest accrued on fixed deposits.

## B Net Debt to EBITDA

S.No	Particular	Amount
i	Net Total Debt	31,966
ii	Adjusted EBITDA	13,452
	Net Debt to EBITDA (i/ii)	2.38

## Note (ii) - Adjusted EBITDA

S.No	Particular	Amount
i	EBITDA*	13,658
ii	Ind AS Adjustments	(206)
	<b>Adjusted EBITDA</b>	<b>13,452</b>

\*EBITDA for the period May 13, 2023 to March 31, 2024

## C Loan-to-value of Secured Assets

S.No	Particular	Amount
i	Total outstanding nominal value of debenture and accrued interest reduced by cash and cash equivalents investment	7,878
ii	Aggregate value of mortgaged properties as determined by Valuer in accordance with REIT Regulations	45,586
	Loan to value of secured assets (i/ii)	17.28%

## Note (iii)

S.No	Particular	Amount
i	Nominal value of debenture	10,000
ii	Accrued interest	-
iii	Less : Cash and Cash Equivalent Investments	(2,122)
	<b>Total outstanding nominal value of debenture and accrued interest reduced by cash and cash equivalents investment (i+ii-iii)</b>	<b>7,878</b>

For and on behalf of Nexus Select Mall Management Private Limited (as manager to Nexus Select Trust)

  
Rajesh Deo  
Chief Financial Officer  
Mumbai

