



## NEXUS SELECT TRUST

Nexus Select Trust was 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.

**Compliance Officer:** Charu Patki

**Telephone No.:** +91 22 6280 5000; **Fax No.:** N.A.; **E-mail:** [compliance@nexusselecttrust.com](mailto:compliance@nexusselecttrust.com)

**Website:** [www.nexusselecttrust.com](http://www.nexusselecttrust.com)

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL MEETING (“AM”) OF THE UNITHOLDERS OF NEXUS SELECT TRUST (“TRUST”) WILL BE HELD ON TUESDAY, JULY 23, 2024 AT 02:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO- VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS (“NOTICE”) AND THE PRINCIPAL PLACE OF BUSINESS OF THE TRUST I.E. EMBASSY 247, UNIT NO.501, B WING LBS MARG, VIKHROLI (WEST), MUMBAI 400083 SHALL BE DEEMED TO BE THE VENUE OF THE MEETING:

### ORDINARY BUSINESS:

#### ITEM NO. 1:

TO CONSIDER, APPROVE AND ADOPT THE AUDITED CONDENSED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF NEXUS SELECT TRUST AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND ANNUAL

### REPORT ON PERFORMANCE OF NEXUS SELECT TRUST:

To consider and if thought fit, pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(i) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to Regulation 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force and as recommended by the Board of Directors of Nexus Select Mall Management Private Limited, the Manager to Nexus Select Trust (“**Manager**”), the Audited Condensed Standalone and Consolidated Financial Statements of Nexus Select Trust as at and for the Financial Year ended March 31, 2024, together with the Report of the

Auditors and Annual Report on the performance of the Nexus Select Trust, be and are hereby approved and adopted.

**RESOLVED FURTHER THAT** the Board of Directors or Chief Financial Officer or Company Secretary and Compliance Officer of the Manager be and are hereby severally authorized to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolution, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of the Nexus Select Trust, as it may deem fit.”

**ITEM NO. 2:**

**TO CONSIDER, APPROVE AND ADOPT THE VALUATION REPORT ISSUED BY IVAS PARTNERS, REPRESENTED BY MR. ARVINDKUMAR C, PARTNER, INDEPENDENT VALUER FOR THE VALUATION OF THE PORTFOLIO AS AT MARCH 31, 2024:**

To consider and if thought fit, to pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(4)(a)(iii) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** in accordance with Regulation 21, 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any, including any statutory

modifications, amendments or re-enactments thereof for the time being in force and as recommended by the Board of Directors of Nexus Select Mall Management Private Limited, the Manager to Nexus Select Trust (“**Manager**”), the Valuation Report of Nexus Select Trust issued by iVAS Partners having registration number IBBI/RVE/02/2020/112, represented by Mr. ArvindKumar C, Partner (Registration Number: IBBI/RV/02/2022/14584), along with value assessment services provided by CBRE South Asia Private Limited for the valuation of the portfolio as at March 31, 2024 be and is hereby approved and adopted.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and the Company Secretary and Compliance Officer of the Manager be and are hereby severally authorized to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Nexus Select Trust, as it may deem fit.

**ITEM NO. 3:**

**TO CONSIDER AND APPROVE THE AGGREGATE CONSOLIDATED BORROWINGS AND DEFERRED PAYMENTS OF NEXUS SELECT TRUST UP TO 49% OF THE VALUE OF THE NEXUS SELECT TRUST’S INCLUDING ITS SPV’S ASSETS AND MATTERS RELATED THERETO:**

To consider and if thought fit, to pass the following resolution by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in accordance with Regulation 22(5) read with Regulation 22(4)(b) of the Securities and Exchange Board of India

(Real Estate Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** pursuant to Regulation 20, 22 and other applicable provisions, if any, of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, and the circulars, clarifications, notifications and guidelines issued thereunder, and other applicable rules and regulations, if any including any statutory modifications, amendments or re-enactments thereof for the time being in force (the “**REIT Regulations**”), consent of the Unitholders be and is hereby accorded to Nexus Select Trust, its Special Purpose Vehicles, Holdcos (as defined under the REIT Regulations) (collectively “**Nexus REIT Entities**”), to borrow from time to time, any sum or sums of money such that the aggregate consolidated borrowing and deferred payments of Nexus Select Trust and the Nexus REIT Entities, net of cash and cash equivalent, do not exceed 49% of the value of the Nexus Select Trust’s Assets, from time to time, in whatever form including but not limited to debentures, commercial papers, term loans and such instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, on such terms and conditions as the Board of Directors (which shall be deemed to include any duly constituted committee of the Board of Directors to exercise its powers including the powers conferred by this resolution) of Nexus Select Mall Management Private Limited (“**Manager**”) may deem fit in the best interest of Nexus Select Trust, and on such security, including by way of mortgage, hypothecation, pledge, lien and/or charge, in addition to the mortgage, hypothecation, pledge and/or charge already created, in such form, manner and ranking and on such terms as the Manager may deem fit and in the best interest of the Nexus Select Trust, on all or any of the movable and immovable properties of the Nexus Select Trust and the Nexus REIT Entities, both present and future, and any other assets or properties, whether tangible or intangible, of the Nexus Select Trust and the Nexus REIT Entities.

**RESOLVED FURTHER THAT** the Board of the Manager (including any committee(s) thereof or Board of SPV, as the case may be) be and is hereby authorized on behalf of Nexus Select Trust to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of the Manager (including any committee(s) thereof) to be in the best interest of Nexus Select Trust, for the purpose of giving effect to foregoing resolutions and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, terms and conditions for the debt to be availed, listing of debt instruments, issue of information memorandum or other offer documents, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, appointing and/ or entering into and executing arrangements with banks, financial institutions, non-banking financial companies, credit rating agencies, debenture trustees, security trustee, registrars, lead arrangers and co-arrangers and other such intermediaries as may be required, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve or issue any document(s) or agreement(s) and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges, making applications to governmental authorities as may be required, making applications for consent to such third parties as may be determined in its absolute discretion, opening of any bank accounts and entering into all agreements, deeds, documents and writings and to pay any fees, costs, stamp duties, filing fees or other such expenses in connection with the debt raise and registration and perfection of the security (including for notarization of the power(s) of attorney), commission, remuneration and expenses relating thereto and with power on behalf of the Nexus Select Trust or its SPVs to

settle all questions, difficulties or doubts that may arise in regard to such matters and take all steps which are incidental and ancillary in this connection as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and the Company Secretary and Compliance Officer of the Manager be and are hereby severally authorized to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of Nexus Select Trust, as it may deem fit.”

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

**Sd/-**  
**Charu Patki**  
**Compliance Officer**  
**Membership No. A18140**

**Date: June 26, 2024**

**Place: Mumbai**

**Registered Office: Embassy 247, Unit No. 501,  
B Wing LBS Marg, Vikhroli (West) Mumbai,  
400083 Maharashtra, India.**

## NOTES:

1. Pursuant to the SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated May 15, 2024 (“Circular”), REITs are allowed to hold the Annual Meeting (AM) through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”), without the physical presence of Unitholders at a common venue. Accordingly, Nexus Select Trust is convening the meeting through VC/OAVM enabling two-way videoconferencing in compliance with the Circular. Remote e-voting facility shall also be provided and on the day of the meeting for Unitholders to vote electronically.
2. As the AM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Unitholders is not available for this AM, and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Explanatory statement setting out material facts, relating to businesses to be transacted at the AM is provided under **Annexure A**.
4. With regard to Item No.1 and 2 of this Notice, the Unitholders are requested to download the Audited Condensed Standalone and Consolidated Financial Statements of Nexus Select Trust (prepared under Indian Accounting Standard “Ind AS”) as at and for the Financial Year ended March 31, 2024 along with the reports of the Auditors thereon and Annual Report on performance of Nexus Select Trust, and the Valuation Report, from the website of Nexus Select Trust using the link [www.nexusselecttrust.com](http://www.nexusselecttrust.com) or may write to Nexus Select Mall Management Private Limited, Manager of Nexus Select Trust at the email Id: [compliance@nexusselecttrust.com](mailto:compliance@nexusselecttrust.com) for the electronic copy of the aforementioned financial statements.
5. In case any unitholder is desirous of obtaining physical copy of the Audited Condensed Standalone and Consolidated Financial Statements of Nexus Select Trust (prepared under Indian Accounting Standard “Ind AS”) as at and for the Financial Year ended March 31, 2024 along with the reports of the Auditors thereon and Report on performance of Nexus Select Trust, the Valuation Report and/or Notice of the Second AM of the Nexus Select Trust, he/she may send a request to the Nexus Select Trust by writing at [compliance@nexusselecttrust.com](mailto:compliance@nexusselecttrust.com).
6. Relevant documents referred to in the accompanying Notice, are open for inspection by the Unitholders, by sending a request to [compliance@nexusselecttrust.com](mailto:compliance@nexusselecttrust.com), with the following details: Name, Demat Account Number, Email ID , Mobile Number. The Unitholders can also request copies of the same by sending a request to Nexus Select Trust at – Ms. Charu Patki, Embassy 247, Unit No. 501, B Wing, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai- 400083, Maharashtra, India, on all working days (i.e., all days except Saturdays, Sundays and public holidays) between 11.00 A.M. and 5.00 P.M. up to the date of the AM i.e. Tuesday, July 23, 2024 accompanying the necessary details mentioned above. The relevant documents will also be available for inspection by the Unitholders in electronic mode during the AM.

7. Further, pursuant to the SEBI Circulars, the Notice of the AM is being sent in electronic form only to those Unitholders whose email addresses are registered with the Registrar and Share Transfer Agent of Nexus Select Trust/ Depositories. The Notice calling the AM has been uploaded on the website of Nexus Select Trust at [www.nexusselecttrust.com](http://www.nexusselecttrust.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AM Notice is also available on the website of the Registrar and Transfer Agent (RTA) i.e. <https://evoting.kfintech.com>.
8. The Manager, on behalf of Nexus Select Trust, is providing remote e-voting facility to the Unitholders. The Unitholders as on the cut-off date, July 16, 2024 (“the Cut-Off Date”) can exercise their right to vote by electronic voting systems from a place other than venue of the AM (“remote e-voting”) on any or all of the items of business specified in the Notice. The remote e-voting period commences at **0900 Hrs IST** on Friday, July 19, 2024 and ends at **1700 Hrs IST** on Monday, July 22, , 2024. The e-voting facility shall also be provided on the day of the meeting for Unitholders who have not cast their vote through Remote e-Voting. Resolutions passed by the Unitholders through remote e-voting shall be deemed to have been passed as if they have been passed at VC.
9. Any person who acquires Units of Nexus Select Trust and becomes a Unitholder of Nexus Select Trust after the dispatch of the Notice, and holds Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFinTech at +91 40 79615205.
10. Following is the mechanism to access remote e-voting for the 2<sup>nd</sup> Annual Meeting of Nexus Select Trust:
- a. **For individual Unitholders:**

SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, has enabled e-voting to all the demat account holders, by way of a single login credential, through their respective demat accounts/ websites of Depositories/ Depository Participants. Accordingly, the individual Unitholders holding the units in their respective demat accounts are required to cast their vote without having to register again with Kfin, thereby facilitating seamless authentication and enhancing ease and convenience of participating in e-voting process. Details of the process and manner of remote e-voting by individual Unitholders are provided under **Annexure B**.
  - b. **For Unitholders other than individual Unitholders:**

The Manager, on behalf of Nexus Select Trust, has engaged the services of Kfin for the purpose of providing remote e-voting facility to all Unitholders. Details of the process and manner of remote e-voting for Unitholders are provided under **Annexure C**.
11. In case of joint holders attending the AM, the Unitholder whose name appears as the first holder in the order of names as per the Register of Unitholder will be entitled to vote.

12. Attendance of the Unitholders participating in the AM through VC/OVAM shall be counted for the purpose of reckoning the quorum.
13. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently and the remote e-Voting module shall be disabled by KFintech for voting thereafter.
14. Unitholders on the day of the AM shall login through their user id and password on the e-Voting website of KFintech. The link shall be available in the Unitholder login where the EVEN of Nexus Select Trust <https://emeetings.kfintech.com/> will be displayed. By clicking the link, the Member will be able to view the webcasting of the AM Proceedings. The VC facility will be available on Tuesday, July 23 2024, from 01:45 PM IST onwards till the conclusion of the AM.
15. The Unitholders will be able to view the proceedings of AM on facility provided by Kfintech <https://emeetings.kfintech.com/>. The facility of participation at the AM through VC/OAVM will be made available to at least 1,000 Unitholders on first come first served basis.
16. Unitholders are requested to address all correspondence to the Registrar and Transfer Agent, KFintech (Unit: Nexus Select Trust), Selenium, Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi- 500 032, Telangana.
17. SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
18. Unitholders who have not registered their e-mail addresses so far are requested to register their e- mail address for receiving all communication including annual reports, notices, circulars etc. from the Manager, on behalf of Nexus Select Trust, electronically by contacting their respective Depository Participant.
19. Those Unitholders who have already registered their e-mail addresses are requested to keep their e- mail addresses updated with their Depository Participants to enable servicing of notices / documents / Annual Reports and other communications from the Manager, on behalf of Nexus Select Trust, electronically to their e-mail address in future.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS:**

As the AM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AM, Unitholders are encouraged to express their views/ send their queries in advance, mentioning their Name, Demat Account Number, E-mail Id and Mobile Number to [Compliance@nexusselecttrust.com](mailto:Compliance@nexusselecttrust.com). Only questions / queries received by the Company from Thursday, July 18, 2024, (9:00 A.M.) to Friday, July 19, 2024 (05:00 P.M.), shall be considered and responded to during the AM.

**SPEAKER REGISTRATION BEFORE AM:**

Unitholders who would like to express their views/ ask questions as a speaker during the AM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on ‘Speaker Registration’ tab, available on screen after log in. The Speaker Registration will be open from Thursday, July 18, 2024 (09:00 A.M.) upto Friday July 19, 2024 (05:00 P.M.). Only those Unitholders who are registered as aforesaid will be allowed to express their views or ask questions. Nexus Select Trust reserves the right to limit the number of Unitholders asking questions

depending on the availability of time during the AM.

**INSTRUCTIONS FOR UNITHOLDERS FOR ATTENDING THE AM THROUGH VC/OAVM ARE AS UNDER:**

1. Unitholders will be provided with the facility to attend the AM through VC/OAVM platform provided by KFintech. Unitholders may access the same at <https://emeetings.kfintech.com/> by using the login credentials (i.e. User ID and password) and by following the steps mentioned under **Access to Kfintech e-Voting system**.
2. After successful login, 'click on camera icon' appearing against AM event of Nexus Select Trust can be selected. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in the notice under **Annexure C**.
3. As per SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/43 dated May 15, 2024, the facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed until the expiry of 15 minutes after such scheduled time.
4. Unitholders are encouraged to join the Meeting through laptops for better experience.
5. Further Unitholders will be required to allow camera access and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to

fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

7. Unitholders who would like to post their questions may send their queries in advance by visiting and <https://emeetings.kfintech.com> and login through the User Id and Password provided in the e-mail received from KFintech. On successful login, select "Post your Questions", which will be opened upto Friday July 19, 2024. Please note that the Unitholders' questions will be answered only if the Unitholder continues to hold the Units as of the cut-off date i.e. Tuesday, July 16, 2024.



## **Annexure A**

### **EXPLANATORY STATEMENT**

#### **ITEM NO: 1**

The Board of Directors of the Manager, at its meeting held on May 09, 2024, have approved the Audited Condensed Standalone and Consolidated Financial Statements of Nexus Select Trust as at and for the Financial Year ended March 31, 2024, together with the Annual Report of the Auditors and Report on performance of Nexus Select Trust, and has recommended the same to the Unitholders of Nexus Select Trust, for their approval and adoption.

Pursuant to Regulation 22(4)(a)(i) read with Regulation 22(4)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, including any applicable circulars, notifications, guidelines and clarifications issued thereunder, each as amended from time to time (the “**REIT Regulations**”), the latest annual accounts of Nexus Select Trust and Annual Report on performance of the Nexus Select Trust are required to be received, approved and adopted by the Unitholders in accordance with the REIT Regulations.

None of the Directors or Key Managerial Personnel of the Manager (or their relatives) are interested in the aforesaid resolution.

None of the Directors or Key Managerial Personnel of Axis Trustee Services Limited, Trustee are interested in the aforesaid resolution.

The Board of Directors of the Manager recommends the passing of the Resolution at Item No. 1 by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

#### **ITEM NO: 2**

Pursuant to the Securities and Exchange Board of

India (Real Estate Investment Trusts) Regulations, 2014 (“**REIT Regulations**”), the Board of Directors of the Manager, at its meeting held on May 09, 2024, approved the Summary Valuation Report dated May 09, 2024 with respect to Nexus Select Trust for the Financial Year ended March 31, 2024, issued by iVAS Partners represented by Mr. ArvindKumar C, Partner, Independent Valuer of Nexus Select Trust, with value assessment services provided by CBRE South Asia Private Limited, for the valuation of the portfolio as at March 31, 2024.

Further, pursuant to Regulation 21(4) of the REIT Regulations, a detailed Valuation Report dated June 18, 2024, has also been issued by iVAS Partners represented by Mr. ArvindKumar C, Partner, Independent Valuer of Nexus Select Trust, with value assessment services provided by CBRE South Asia Private Limited.

Pursuant to Regulation 22(4)(a)(iii) of the REIT Regulations, the latest Valuation Report is required to be considered, approved and adopted by the Unitholders of REIT in accordance with the REIT Regulations. None of the Directors or Key Managerial Personnel of the Manager (or their relatives) are interested in the aforesaid resolution.

None of the Directors or Key Managerial Personnel of Axis Trustee Services Limited, the Trustee are interested in the aforesaid resolution.

The Board of Directors of the Manager recommends the passing of the Resolution at Item No. 2 by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

#### **ITEM NO: 3:**

**TO CONSIDER AND APPROVE THE AGGREGATE CONSOLIDATED BORROWINGS AND DEFERRED PAYMENTS OF NEXUS SELECT TRUST UP TO 49% OF THE VALUE OF THE**

**NEXUS SELECT TRUST'S INCLUDING ITS SPV'S ASSETS AND MATTERS RELATED THERETO**

Pursuant to Regulation 20(2) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“**REIT Regulations**”), the aggregate consolidated borrowings and deferred payments of the REIT, Holdco and/or the SPV(s), net of cash and cash equivalents shall not exceed 49% of the value of the REIT assets.

Further, pursuant to Regulation 20(3) of the REIT Regulations, the aggregate consolidated borrowings and deferred payments of the REIT, Holdco and/or the SPV(s), net of cash and cash equivalents shall not exceed 25% of the value of the REIT assets unless –

- (a) a credit rating is obtained from a credit rating agency registered with the Securities and Exchange Board of India; and
- (b) approval of Unitholders is obtained in the manner as specified in Regulation 22 of the REIT Regulations.

As of March 31, 2024, the aggregate consolidated borrowings, net of cash and cash equivalents of Nexus Select Trust, and its Asset SPVs (as defined under the REIT Regulations) namely Select Infrastructure Private Limited, CSJ Infrastructure Private Limited, Daksha Infrastructure Private Limited, Chitrali Properties Private Limited, Safari Retreats Private Limited, Euthoria Developers Private Limited, Naman Mall Management Company Private Limited, Nexus Hyderabad Retail Private Limited, Vijaya Productions Private Limited, Nexus Shantiniketan Retail Private Limited, Nexus Udaipur Retail Private Limited, Nexusmall Whitefield Private Limited, Nexus Mangalore Retail Private Limited, Nexus Mysore Retail Private Limited, and Mamadapur Solar Private Limited (collectively “**Nexus REIT Entities**”) is INR 42,378.68 million aggregating to 16.72% of

the assets of Nexus Select Trust.

In order to meet the additional fund requirement of the Nexus Select Trust for various purposes, it is proposed to enable Nexus Select Trust and Nexus REIT Entities to borrow from time to time, any sum or sums of money not exceeding such amounts that, the aggregate consolidated borrowing and deferred payments of the Nexus Select Trust and the Nexus REIT Entities net of cash and cash equivalent, do not exceed 49% of the assets of the Nexus Select Trust, from time to time.

Nexus Select Trust is rated CRISIL AAA/ Stable and ICRA AAA (Stable) by the registered credit rating agencies, CRISIL Ratings and ICRA respectively.

The Board of Directors of the Manager, at its meeting held on June 26, 2024, have approved the proposal to borrow from time to time, any sum or sums of money not exceeding such amounts that, the aggregate consolidated borrowing and deferred payments of the Nexus Select Trust and the Nexus REIT Entities net of cash and cash equivalent, do not exceed 49% of the assets of the Nexus Select Trust, subject to approval of the Unitholders.

Pursuant to Regulation 20(3) read with Regulation 22(5) of the REIT Regulations, any borrowing in excess of specified limit as required under sub-regulation (2) of regulation 20, is required to be approved by the Unitholders in accordance with the REIT Regulations.

None of the Directors or Key Managerial Personnel of the Manager (or their relatives) are interested in the aforesaid resolution.

None of the Directors or Key Managerial Personnel of Axis Trustee Services Limited, the Trustee are interested in the aforesaid resolution.

The Board of Directors of the Manager recommends the passing of the Resolution at Item No. 3 by way of a simple majority (i.e., where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

## Annexure B

### Instructions for remote e-voting for individual Unitholders:

#### A. NSDL:

1. User already registered for IDeAS facility:
  - a. Visit URL: <https://eservices.nsdl.com>
  - b. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.
  - c. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.
  - d. Click on Nexus Select Trust or Kfin and you will be re-directed to Kfin’s website for casting the vote during the e. remote e-voting period.
  
2. User not registered for IDeAS e-Services:
  - a. To register click on link: <https://eservices.nsdl.com>
  - b. Select “Register Online for IDeAS”  
Or  
click on link: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - c. Proceed with completing the required fields.
  
3. First time users can visit the e-voting website directly and follow the process below URL:
  - a. <https://www.evoting.nsdl.com/>
  - b. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
  - c. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - d. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
  - e. Click on Nexus Select Trust or Kfin’s name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Unitholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.**

**NSDL Mobile App is available on**



## B. CDSL

1. Existing user who have opted for Easi / Easiest
  - a. Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)
  - b. Click on New System Myeasi.
  - c. Login with user id and password.
  - d. Option will be made available to reach e-Voting page without any further authentication.
  - e. Click on Kfin's name to cast your vote.
  
2. User not registered for Easi/Easiest
  - a. Option to register is available at
  - b. <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - c. Proceed with completing the required fields.
  
3. First time users can visit the e-voting website directly and follow the process below:
  - a. URL: <https://www.cdslindia.com/>.
  - b. Provide demat account number and PAN No.
  - c. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the demat account.
  - d. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.
  - e. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

### **Login through depository participants:**

Individual Unitholders can also login using the login credentials of their demat accounts through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Unitholders will be able to see e-voting option. By clicking on e-voting option Unitholder will be redirected to NSDL/CDSL Depository site after successful authentication. By clicking on Nexus Select Trust or Kfin's name, unitholder will be redirected to Kfin's website for casting their vote during the remote e-voting period.

### **Important note:**

Unitholders who are unable to retrieve respective user id/ password are advised to use 'Forget User ID' and 'Forget Password' options available at above mentioned websites.

1. Unitholders facing any technical issue – NSDL: Unitholders facing any technical issue in logging into NSDL website can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 18001020 990 and 1800 22 44 30 / 022 - 4886 7000 and 022 - 2499 7000.
2. Unitholders facing any technical issue – CDSL: Unitholders facing any technical issue in logging into CDSL website can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22-23058542-43.

## Annexure C

### Instructions for Unitholders for remote e-voting for Unitholders other than individual Unitholders:

The Unitholders are provided with the facility to cast their vote remotely on all resolutions set forth in this notice through remote e-voting platform provided by KFin Technologies Limited.

1. The remote e-voting facility will be available during the following period:
  - a. Day, date and time of commencement of remote e-voting: **Friday, July 19, 2024 (09:00 A.M.)**.
  - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Monday, July 22, 2024 (05:00 P.M.)**.

The voting rights of the Unitholders holding Units, in respect of e-voting shall be reckoned in proportion to their units in the unit capital as on the cut-off date being **Tuesday, July 16, 2024**. A person who is not a Unitholder as on the cut-off date should treat Notice of this meeting for information purposes only.

2. Nexus Select Trust is sending the AM Notice to the Unitholders whose name is recorded as on Tuesday, June 25, 2024 in the register of Unitholders or in the register of beneficial owners maintained by the depositories alongwith login credentials (i.e. User ID and password) for accessing e-voting and AM through VC facility. Any person who acquires Units of Nexus Select Trust and becomes Unitholder of Nexus Select Trust after Tuesday, June 25, 2024 being the date reckoned for the dispatch of the AM Notice and who hold units as on the cut-off date i.e. Friday, July 16, 2024, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com).
3. However, if you are already registered with Kfin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “**Forgot User Details / Password**” option available on <https://evoting.kfintech.com> or call Kfin Toll Free No. 1800 3094 001.
4. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Kfin upon expiry of aforesaid period.
5. Details of persons to be contacted for issues relating to e-voting (helpline): Mr S.V.Raju- Corporate Registry, KFin Technologies Limited, Unit: Nexus Select Trust, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Contact No. 040-7961 5205, Toll Free No.: 1800 3094001, E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)
6. Details of Scrutinizer: Ms Rupal Dhiren Jhaveri, Company Secretary in Practice (**FCS No: 5441; CP No: 4225**) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The procedure and instructions for remote e-voting facility are as follows:
  - a. Open your web browser during the remote e-voting period and navigate to ‘<https://evoting.kfintech.com>’.
  - b. Enter the login credentials (i.e. User ID and password mentioned herewith). User ID will be your DP

ID and Client ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting your vote.

- c. After entering these details appropriately, click on “**LOGIN**”. You will now reach password change menu wherein you are required to mandatorily change your login password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the ‘**Event**’ i.e. Nexus Select Trust.
- f. On the voting page, enter the number of units (which represents the number of votes) as on the cut-off date i.e., Tuesday, July 16, 2024, under “**FOR/ AGAINST**” or alternatively, you may partially enter any number in “**FOR**” and partially in “**AGAINST**” but the total number in “**FOR/ AGAINST**” taken together should not exceed your total unitholding as mentioned herein above.
- g. You may also choose the option “**ABSTAIN**” and if the unitholder does not indicate either “**FOR**” or “**AGAINST**” it will be treated as “**ABSTAIN**” and the units held will not be counted under either head.
- h. Unitholders holding multiple demat accounts shall choose the voting process separately for each of the demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “**OK**” to confirm else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- k. During the voting period, Unitholders can login any number of times till they cast their vote on the resolution(s).

Corporate Unitholders intending to participate in the meeting through their authorized representatives are requested to upload duly certified copy of their Board Resolution / Governing Body resolution/Authorization letter, etc. and may send a copy to the Scrutinizer through e-mail at [Compliance@nexuselecttrust.com](mailto:Compliance@nexuselecttrust.com) authorizing their representatives to attend and vote through remote e-voting on their behalf at the said Meeting with a copy to <https://evoting.kfintech.com>. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call Kfin Toll Free No. 1800 3494 001.

**Instructions for Unitholder for Voting during the AM session:**

1. The voting rights of Unitholders shall be in proportion to their holding of the Units of Nexus Select Trust as on the cut-off date, being Tuesday, July 16, 2024.
2. E-voting during the AM is integrated with the VC platform and no separate login is required for the same. The Unitholders shall be guided on the process during the AM.
3. The e-voting window shall be activated upon instructions of the Chairperson/ Compliance Officer during the AM.
4. Unitholders attending the AM through VC and who have not cast their vote on the resolutions through remote e-voting and who are otherwise not barred from doing so, shall be eligible to cast their vote through e-voting system available during the AM.

**NOTES:**

1. E-voting during the AM is integrated with the VC platform and no separate login is required for the same. The Unitholders shall be guided on the process during the AM.
2. The Board of Directors of the Manager has appointed Ms Rupal Dhiren Jhaveri, Company Secretary in Practice (FCS No: 5441; CP No: 4225), a Company Secretary in Practice, as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
3. The Chairman shall, at the AM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Unitholders who are present during the AM but have not cast their votes by availing the remote e-Voting facility.
4. The Scrutinizer shall immediately after the conclusion of the voting at AM, scrutinize the votes cast by remote e-voting and e-voting during the AM, and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same forthwith to the Chairman of the Manager or a person authorized by him in writing, who shall countersign the same. The Scrutinizer's decision on the validity of the vote shall be final.
5. The results shall be declared on or after the conclusion of AM of Nexus Select Trust but not later than two (2) working days from date of AM, and the resolutions will be deemed to be passed on the date of AM i.e., Tuesday July 23, 2024, subject to receipt of the requisite number of votes in favour of the Resolution(s).
6. The results of the voting along with Scrutiniser's Report(s) will be available on the website of Nexus Select Trust [www.nexusselecttrust.com](http://www.nexusselecttrust.com) within two (2) working days of passing of the resolutions and communication of the same to BSE Limited and the National Stock Exchange of India Limited.
7. The notice of the AM shall be placed on Nexus Select Trust's website [www.nexusselecttrust.com](http://www.nexusselecttrust.com), website of the RTA i.e., <https://evoting.kfintech.com> and on the website of BSE Limited and the National Stock Exchange of India Limited.

8. Unitholders who have not registered their e-mail addresses so far are requested to register their e- mail address for receiving all communication including annual reports, notices, circulars etc. from the Manager, on behalf of Nexus Select Trust, electronically by contacting their respective Depository Participant.

**INFORMATION AT A GLANCE**

<b>Particulars</b>	<b>Details</b>
Time and date of 2 <sup>nd</sup> AM	02:00 PM IST, Tuesday, July 23, 2024
Mode	Through video conference / other audio-visual means
Helpline number for VC participation	+91 040-7961 5205
Cut-off date for e-voting	Tuesday, July 16, 2024
E-voting start time and date	09:00 A.M. (IST) Friday, July 19 2024
E-voting end time and date	05:00 P.M. (IST) Monday, July 22, 2024
E-voting website	<a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>
Name, address and contact details of Registrar and Transfer Agent	Kfin Technologies Limited <b>Address:</b> Selenium, Tower B, Plot No. 31 and 32 Financial District, Nanakramguda Serilingampally, Hyderabad Rangareddi 500 032 Telangana <b>Tel:</b> +91 040-6716 2222
Name, address and contact details of e-voting Service Provider	<b>Mr. S V Raju – Deputy Vice President, KFin Technologies Limited,</b> Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad – 500 032 Contact Details: 040-7961 5205 Toll Free No.: 1800 3094001 E-mail support: <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>