

## PRODUCT Note - REIT

### EXECUTIVE SUMMARY

- ❖ **Nexus Select Trust REIT ("Nexus REIT")** is the owner of India's leading consumption center platform of high-quality assets that serve as essential consumption infrastructure for India's growing middle class. They expect to be the **1<sup>st</sup> publicly listed consumption center REIT in India upon the listing** of their Units on the Stock Exchanges.
- ❖ The Portfolio comprises 17 best-in-class Grade A urban consumption centers with a total Leasable Area of 9.2 msf, 2 complementary hotel assets (354 keys) and 3 office assets (1.3 msf) as of December 31, 2022. Their 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
- ❖ Their Portfolio has a tenant base of 1,044 domestic and international brands with 2,893 stores as of December 31, 2022 and is well diversified across cities with no single asset and tenant contributing more than 18.3% and 2.8% of the total Gross Rentals for the month of December 31, 2022, respectively.
- ❖ Their Portfolio is highly stabilized with Committed Occupancy of 96.2% and 5.7-year WALE as of December 31, 2022. Their Portfolio's total NOI is projected to grow organically by 17.1% between FY24E and FY26E
- ❖ Over the last 3 fiscal years and 9 months, through the disciplined operating and investment expertise, they have:
  - Leased 4.2 msf, added 408 new brands to their tenant base and achieved average Re-leasing Spreads of 19.2% on approximately 2.9 msf of re-leased space;
  - Consistently maintained over 90% Same-store Committed Occupancy between January 1, 2018 and June 30, 2022, with a Same-store Committed Occupancy of 93.9% as of June 30, 2022, 276 bps higher than the Same-store Committed Occupancy for their Portfolio Markets.
  - Achieved 7.5% CAGR in Marginal Rents across the Portfolio from CY16 to CY19 (122 bps higher than the average Marginal Rents);
  - Achieved 11% CAGR in tenant sales between FY18-20; Increased the Portfolio by 4.6 msf through strategic acquisitions and accretive build-outs of their urban consumption centres;
  - Undertaken strategic initiatives to upgrade the urban consumption centres, including 8 food courts, 5 atriums and 6 facades. They also proactively engaged with tenants resulting in tenants incurring significant capital expenditure to upgrade 283 stores totalling 1.8 msf;
  - Their Portfolio received a Global Real Estate Sustainability Benchmark (GRESB) score of 76 out of 100 as of 2022 and obtained Platinum/Gold ("IGBC") ratings across 16 urban consumption centres and 2 hotel assets in their Portfolio as of March 31, 2023
- ❖ Nexus REIT has been assigned an issuer rating of Provisional [ICRA] AAA (Stable) by ICRA Ltd and a corporate credit rating of Provisional CRISIL AAA (Stable) by CRISIL.

**Issue Open on:** Tuesday, 9th May'2023

**Issue Closes on:** Thursday, 11th May'2023

#### Issue Details:

**Offer of Units aggregating upto ₹ 3,200 Cr**  
*(Fresh Issue of Units aggregating upto ₹1,400 Cr and Offer for sale of Units aggregating upto ₹ 1,800 Cr).*

#### Issue Highlights:

**Issue Size: ₹ 3,200 Cr**

**No. of Units: 32 Cr Units<sup>^</sup>**

*(<sup>^</sup>at upper price band)*

#### Issue summary:

**Price band: ₹ 95 – 100**

**Bid Lot: 150 Units & in multiple thereafter**

**Minimum Bid Amount = ₹ 14,250~ – ₹15,000<sup>^</sup>**  
*(~ Lower Price Band and <sup>^</sup>Upper Price Band)*

**Registrar:** KFin Technologies Pvt. Ltd.

#### BRLMs:

Axis Capital Ltd, BofA Securities Ltd, Citigroup Global Ltd, HSBC Securities Ltd, IIFL Securities Ltd, JM Financial Ltd, J P Morgan India Ltd, Kotak Mahindra Capital Ltd, Morgan Stanley Ltd, SBI Capital Ltd

#### Sponsor:

**Wynford Investments Ltd**

*(a portfolio company of a Blackstone Inc. ("Blackstone") real estate fund)*

**Manager:** Nexus Select Mall Management Pvt Ltd

**Trustee:** Axis Trustees Services Ltd

**Listing: BSE & NSE**

#### Indicative Timetable:

Activity	On or about
Finalization of Basis of Allotment	16-05-2023
Designated Date	16-05-2023
Closing Date	17-05-2023
Initiation of refunds	17-05-2023
Listing Date	19-05-2023

## OFFER STRUCTURE:

Offer Size	₹ 3,200 Crore		
Offer Details	Fresh Issue of units aggregating up to ₹ 1,400 Cr & Offer for sale of Units aggregating up to ₹ 1,800 Cr		
Offer Schedule*	For Anchor Investors		For Non-Anchor Investors
Offer Opens on	08-05-2023		09-05-2023
Offer Closes on	08-05-2023		11-05-2023
Price Band	₹95 to ₹100		
Minimum Bid	150 units and in multiple of 150 units thereafter		
Issuance & Trading of Units	The Units of the Scheme will be available only in the dematerialized form.		
Category	Institutional Investors		Non-Institutional Investors
Bucket Size (%) available for Allotment/allocation	Not more than 75% of the Issue		Not less than 25% of the Issue
Bucket Size (Units) at upper band	Anchor	Non Anchor	8.00 Cr Units
	14.40 Cr Units	9.60 Cr Units	
Bucket Size (₹ Cr) at upper band	₹ 1,440 Cr	₹ 960 Cr	₹ 800 Cr
Basis of Allotment	Allocation to Bidders in all categories, except Anchor Investor Portion, if any, shall be made on a proportionate basis within the specified investor categories and the number of Units Allotted shall be rounded off to the nearest integer, subject to minimum Allotment in accordance with the REIT Regulations and the SEBI Guidelines.		
Who can Apply	QIBs; or <ul style="list-style-type: none"> <li>family trusts or intermediaries registered with SEBI, all with net-worth of more than ₹ 500 Cr, as per the last audited financial Statements</li> </ul>		Bidders other than Institutional Investors, eligible to apply in this Issue

## OBJECTS OF THE ISSUE:

Objects	Amount
Partial or full repayment or repayment and redemption of certain financial indebtedness of the Asset SPVs and the Investment Entity	250.00
Acquisition of stake and redemption of debt securities in certain Asset SPVs*	1,050.00
General Corporate Purposes	[•]
Total	[•]

\* Pursuant to the Initial Portfolio Acquisition Transactions

## BASIS FOR ISSUE PRICE

Based on the evaluation of the qualitative and quantitative factors listed below, the Equity Value at the Floor Price, the Cap Price and the Offer Price is as follows:

Particulars	At Floor Price ₹95	At Cap Price ₹100	At Offer Price
Equity Value (₹ Cr)	14,392.5	15,150.0	[•]
Total No. of Units (Post-Offer)	1,515,000,000	1,515,000,000	[•]

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

Particulars	Amount (₹)	At Floor Price	At Cap Price	At Offer Price
Net Asset Value per Unit as of December 31, 2022	127.73	0.74	0.78	[ • ]

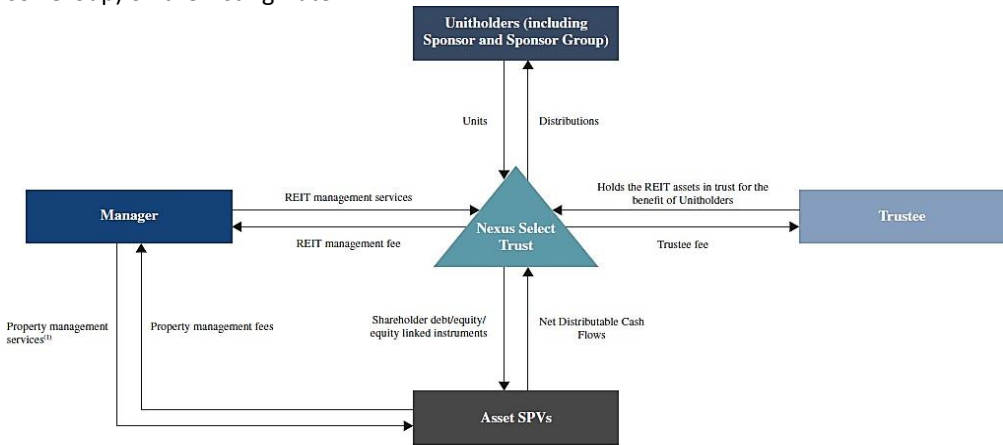
### BACKGROUND OF THE NEXUS SELECT TRUST REIT

The Nexus Select Trust was settled on August 10, 2022 at Mumbai, Maharashtra, India as contributory, determinate and irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to a trust deed dated August 10, 2022. The Nexus Select Trust has been settled by the Manager (on behalf of the Sponsor) for an aggregate initial sum of ₹ 0.10 million. Currently, Wynford Investments Ltd is the sponsor of the Nexus Select Trust.

Nexus Select Mall Management Pvt Ltd has been appointed as the manager to the Nexus Select Trust. The Manager has been constituted in accordance with the REIT Regulations and is proposed to be held by certain entities of the Sponsor Group and the Select Shareholders in the ratio 79:21. Axis Trustee Services Ltd has been appointed as the Trustee to the Nexus Select Trust.

Pursuant to the Initial Portfolio Acquisition Transactions, the Portfolio is proposed to be held through the Asset SPVs and the Investment Entity, in accordance with the REIT Regulations.

The relationship between the Nexus Select Trust, the Trustee, the Manager and the Unitholders (which includes the Sponsor and the Sponsor Group) on the Listing Date.



Operation and management for the hotel assets forming part of the Portfolio (i.e., Hyatt Regency Chandigarh and Oakwood Residence Whitefield Bangalore) will be undertaken by third parties.

### INVESTMENT OBJECTIVES

The investment objective of the Nexus Select Trust shall be to make investments as a real estate investment trust as permissible in terms of the REIT Regulations. The investment of the Nexus Select Trust shall only be in accordance with the REIT Regulations, including in such holdcos, special purpose vehicles, investment entities or real estate properties (whether completed or otherwise), securities in India or transferable development rights. The principal investment objective of the Nexus Select Trust is to own, operate and invest in rent or income generating retail real estate assets and any other assets in India.

### Certain investment conditions applicable to the Nexus Select Trust

- Invest not less than 80% of the value of its assets in completed and rent and/or income generating properties;
- Not more than 20% of the value of its assets may only be invested in certain permitted forms of investments (whether directly or through a company or LLP) which include, among other things, under construction properties, completed but not rent generating properties, listed or unlisted debt of companies or body corporates in the real estate sector and specified securities, including unlisted equity shares of companies which derive not less than 75% of their operating income from real estate activity according to the audited accounts of the previous financial year;

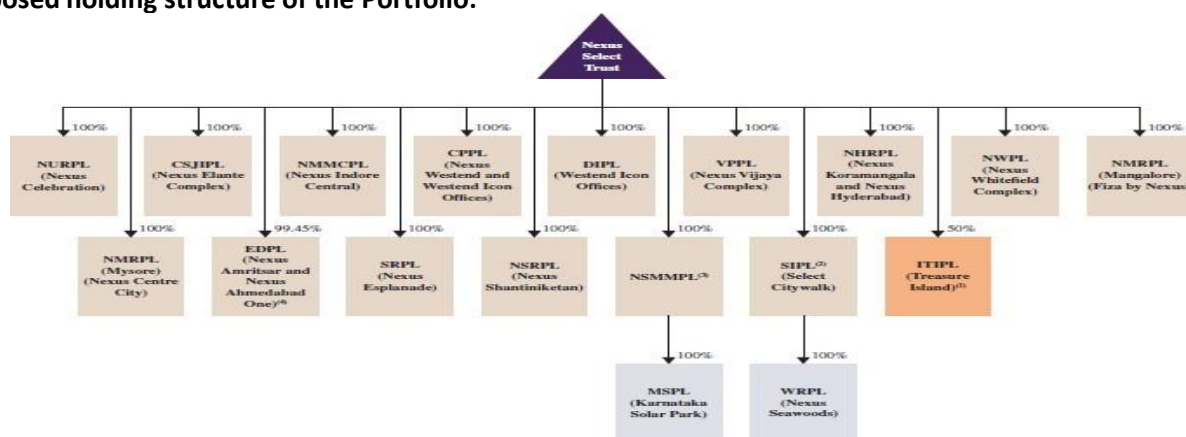
- For projects implemented in stages, the portion of the project (including any land which is contiguous and an extension) that is not completed and rent or income generating is required to be counted as an “under construction” property; and
- Not less than 51% of the consolidated revenues of the Nexus Select Trust, and the Asset SPVs, other than gains arising from disposal of properties, must at all times arise from rental, leasing real estate assets or other income incidental to the leasing of such assets.

Further, the Manager is required to monitor these thresholds on a half-yearly basis and at the time of the acquisition of an asset and if these conditions are breached, the Manager must inform the Trustee and ensure that these conditions are satisfied within 6 months of any such breach (or within 1 year with Unitholder approval).

In addition to the investment ratios listed above, the REIT Regulations also impose restrictions on certain investments including, among other things, investments in vacant land, agricultural land or mortgages other than mortgage-backed securities, and assets located outside India. The Nexus Select Trust is also restricted from co-investing with any person(s) in any transaction if the investment by such other person(s) is on terms more favourable than those offered to the Nexus Select Trust. The properties (including under construction properties which are part of existing income generating properties) acquired by the Nexus Select Trust are also required to be held for a period of at least 3 years from the date of completion or purchase.

Under the extant FEMA Rules and the FDI Policy, FDI is prohibited in ‘real estate business’. Further, earning of rent/income on lease of property, not amounting to transfer, also does not amount to ‘real estate business’. As a real estate investment trust which is not Indian owned and controlled, the Nexus Select Trust is therefore only permitted to invest in under construction properties, industrial parks and specific types of completed projects, i.e., completed projects for operation and management of townships, malls, shopping complexes and business centres subject to the investment conditions set out under the FEMA Rules, including the lock-in restrictions. Further, in case of construction development projects, the projects are also required to conform to the norms and standards, including land use requirements and provision of community amenities and common facilities.

### Proposed holding structure of the Portfolio:



- The Nexus Select Trust will hold only 50% stake in ITIPL, the balance 50% stake continues to be held by the joint venture partner. Further, ITIPL has 2 subsidiaries which it will continue to retain.
- It is proposed that WRPL will be merged with SIPL. A scheme of amalgamation involving SIPL and WRPL is proposed to be filed by the relevant parties after completion of the Initial Portfolio Acquisition Transactions.
- NSMMPL is in the process of being amalgamated with MSPL. MSPL has filed a notice dated April 7, 2023 for approval of this scheme of amalgamation with the Central Government through the Regional Director, North-Western Region. Currently this is pending.
- 12,926 equity shares aggregating 0.55% held by SSIII Indian Investments One Ltd. is currently subject to a regulatory lock in until September 30, 2025 and shall be transferred to the Nexus Select Trust after expiry of such regulatory lock-in at the option of the Nexus Select Trust pursuant to a call option in favour of the Nexus Select Trust as agreed to under the EDPL SAA.

### The Directors of the Manager

**Michael Holland** is an Independent Director of the Manager. He has over 23 years of work experience in the commercial real estate sector in Asia and Europe. He has previously worked with Embassy Office Parks Management Services Pvt Ltd and with Assetz Property Group.

**Sadashiv S. Rao** is an Independent Director of the Manager. He has over 25 years of work experience. He has previously worked with IDFC Ltd. He was the founding chief executive officer of NIIF Infrastructure Finance Ltd (formerly IDFC Infrastructure Finance Ltd).

He is currently a director on the board of YES Bank Ltd. He has previously been a director on the board of Indraprastha Gas Ltd, Sharekhan Ltd, Asset Reconstruction Co (India) Ltd, and several IDFC group companies including IDFC Alternatives Ltd.

**Alpana Parida** is an Independent Director of the Manager. She has over 20 years of work experience in the retail, luxury, branding and design sector. She is the founder and chief executive officer of Tiivra Ventures Pvt Ltd. She has served as the managing director of DMA Yellow Works Ltd. She has also been associated with Titan Industries Ltd. Previously, she has also been on the board of SH Kelkar and Company Ltd and Prime Research and Advisory Ltd and presently serves as a director on the board of various companies including Nestle India Ltd, FSN E-Commerce Ventures Ltd, Prime Securities Ltd, COSMO Films Ltd, and Brilloca Ltd.

**Jayesh Merchant** is an Independent Director of the Manager. He has over 35 years of work experience. He has previously been associated with Castrol India Ltd, Ion Exchange (India) Ltd, UTV Software Communications Ltd and Asian Paints Ltd.

**Tuhin Parikh** is a Non-Independent Director of the Manager. He was on the board of directors of TCG Urban Infrastructure Holdings Ltd from 2002 to 2007. He has been employed by Blackstone Advisors India Pvt Ltd since January 15, 2007 and is currently the senior managing director and head of real estate in India. He is a non-executive director on the board of Embassy Office Parks Management Services Pvt Ltd (i.e., the manager of Embassy Office Parks Real Estate Investment Trust).

**Asheesh Mohta** is a Non-Executive Non-Independent Director of the Manager. He has been employed by Blackstone Advisors India Pvt Ltd since February 1, 2007 and is currently the senior managing director and head of real estate acquisitions in India.

**Arjun Sharma** is a Non-Independent Director of the Manager. He is the chairman and director of SIPL, the chairman and the managing director of Select Holiday Resorts Pvt Ltd and an independent director on the board of Sandhar Technologies Ltd. He has led businesses including two resorts i.e., Heritage Village Resort & Spa Manesar, Gurgaon and Heritage Village Resort & Spa, Goa and is a partner of Vardan Agrotech LLP.

**Dalip Sehgal** is a Non-Independent Director and the Chief Executive Officer of the Manager. During his employment of over 5 years collectively with WRPL and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. He has around 4 decades of work experience. He was the chief executive officer of WRPL from February 20, 2018 to April 1, 2022. He has previously been associated with, *inter alia*, WRPL, Hindustan Lever Ltd, Godrej Consumer Products Ltd, Godrej Hershey Foods & Beverage Ltd and Graviss Holdings Pvt Ltd.

### **Key personnel of the Manager**

**Rajesh Deo** is the Chief Financial Officer of the Manager. During his employment of a period of 7 years collectively with WRPL and the Manager, he has been involved in the management of company's Portfolio Assets owned by the Sponsor Group since acquisition by their Sponsor Group. He has over 20 years of work experience. He has previously been associated with, *inter alia*, WRPL, Microsoft Corporation (India) Pvt Ltd and Nokia India Pvt Ltd.

### **Function heads of the Manager**

**Jayen Naik** is the Chief Operations Officer of the Manager. During his employment of over 6 years collectively with RMPL (which has since merged with EDPL) and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. He has over 2 decades of work experience. He has previously been associated with, *inter alia*, Adani Retail Ltd., Aditya Birla Group and Vadilal Industries Ltd.

**Nirzar Jain** is the Chief Leasing Officer of the Manager. During his employment of over 6 years collectively with WRPL and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. He has over 24 years of work experience and has been responsible for managing over 20 urban consumption centres during this time. He has previously been associated with, *inter alia*, Kalpataru Retail Ventures Pvt Ltd., Inorbit Malls (India) Pvt Ltd., Oberoi Realty (Kingston Property Services Ltd) and Lake Shore India Management Pvt Ltd.

**Nishank Joshi** is the Chief Marketing Officer of the Manager. During his employment of over 6 years collectively with WRPL and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. He has over 22 years of work experience. He has previously been associated with, *inter alia*, Hindustan Construction Co Ltd, Inorbit Malls (India) Pvt Ltd, Pioneer Property Zone Services Pvt Ltd, K. Raheja Corporate Services Pvt Ltd and Lake Shore India Management Pvt Ltd.

**Pratik Dantara** is the Head – Investor Relations and Strategy of the Manager. During his employment since January 2023 with the Manager, he has been involved in the management of their Portfolio Assets owned by the Sponsor Group since acquisition by the Sponsor Group. He has over 15 years of experience. He has previously been associated with, *inter alia*, S.R. Batliboi and Associates and Ernst & Young Pvt Ltd, Godrej Industries Ltd, Godrej Consumer Products Ltd.

**Rohan Vaswani** is the Chief Human Resources Officer of the Manager. During his employment of 6 years collectively with WRPL and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group



He has over 20 years of work experience. He has previously been associated with, *inter alia*, Planman Consultants India Ltd., GTL Ltd., Sutherland Global Services Pvt Ltd., K. Raheja Services Ltd, Fun Multiplex Pvt Ltd, Omkar Realtors & Developers Pvt Ltd and Clearpack Group.

**Rohan Vaswani** is the Chief Human Resources Officer of the Manager. During his employment of 6 years collectively with WRPL and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. He has over 20 years of work experience. He has previously been associated with, *inter alia*, Planman Consultants India Ltd., GTL Ltd., Sutherland Global Services Pvt Ltd., K. Raheja Services Ltd, Fun Multiplex Pvt Ltd, Omkar Realtors & Developers Pvt Ltd and Clearpack Group.

**Nilesh Singh** is the Vice President—ESG and Business Excellence of the Manager. During his employment of over 6 years collectively with WRPL and the Manager, he has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. He has over 20 years of work experience. He has previously been associated with, *inter alia*, Vamona Developers Pvt Ltd and Kalpataru Retail Ventures Pvt Ltd.

**Ruchika Nayyar** is the Head—Legal (General Counsel) of the Manager. During her employment of over a year collectively with WRPL and the Manager, she has been involved in the management of Trust's Portfolio Assets owned by the Sponsor Group since acquisition by Trust's Sponsor Group. She has over 25 years of work experience. She has previously been associated with, *inter alia*, Apple Finance Ltd, L&T Infrastructure Finance Co Ltd. and Delhi International Airport Ltd.

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## BUSINESS OVERVIEW

Nexus Select Trust REIT ("**Nexus REIT**") is 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. They expect to be the first publicly listed consumption centre REIT in India upon the listing of their Units on the Stock Exchanges. Consumption growth has served as a key driver of the Indian economy over the last decade, and their Portfolio is well-positioned to benefit from the consumption tailwinds of India's growing middle class and rapid urbanization. Their 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.

Their Portfolio comprises 17 best-in-class Grade A urban consumption centres with a total Leasable Area of 9.2 msf, 2 complementary hotel assets (354 keys) and 3 office assets (1.3 msf) as of December 31, 2022. Their 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. They 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. The quality, scale and reach of their pan-India Portfolio, the superior shopping experience and holistic retail offering have enabled them to achieve a market-leading position, which makes most of their Portfolio assets destinations of choice for leading brands that are looking to expand in India. A majority of their Portfolio assets are market leaders in their respective submarkets and serve as shopping, entertainment and social destinations for their respective catchments. As a result, Nexus REIT enjoyed a 96.2% average Committed Occupancy across their Portfolio as of December 31, 2022, a 11% CAGR in tenant sales from FY18 to FY20, and a 7.5% CAGR in Marginal Rents across their Portfolio from CY16 to CY19 (122 bps higher than the average Marginal Rents for their Portfolio Markets).

The Trust owns 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. Their Portfolio has a tenant base of 1,044 domestic and international brands with 2,893 stores as of December 31, 2022 and is well diversified across cities with no single asset and tenant contributing more than 18.3% and 2.8% of their total Gross Rentals for the month of December 31, 2022, respectively. They have curated a healthy mix of tenants across sectors such as apparel and accessories, hypermarket, entertainment, and food and beverages ("F&B") in order to provide a holistic shopping and entertainment offering to consumers. Their diversified exposure and Industry leading asset management capabilities have conferred significant resilience to their Portfolio, with tenant sales in the 3 months ended December 31, 2022 recovering to 128.1% of pre-COVID-19 levels as measured in the 3 months ended December 31, 2019. Further, their business is well-hedged against the effects of inflation. As of December 31, 2022, 95.5% of their tenant leases provide for Minimum Guaranteed Rentals with typical contractual rent escalations of 12% to 15% over a period of 3 to 5 years and 88.3% of their leases contained Turnover Rental arrangements which allow them to capitalize upon growth in tenant sales driven by increased consumption. Over the last 3 financial years and 9 months, they have been able to recover more than 80% of their operating and maintenance expenses from their tenants, while incurring significantly lower amounts of tenant improvement capital expenditure (as a proportion of their total NOI) as compared to consumption centres in the United States.

While the Portfolio is highly stabilized with Committed Occupancy of 96.2% and 5.7-year WALE as of December 31, 2022, their Portfolio enjoys strong embedded growth prospects. They are well-positioned for strong organic growth through a combination of contractual rent escalations, increased tenant sales leading to higher Turnover Rentals and re-leasing at higher market rents and lease-up of vacant area. As a result, **their Portfolio's total NOI is projected to grow organically by 17.1%**

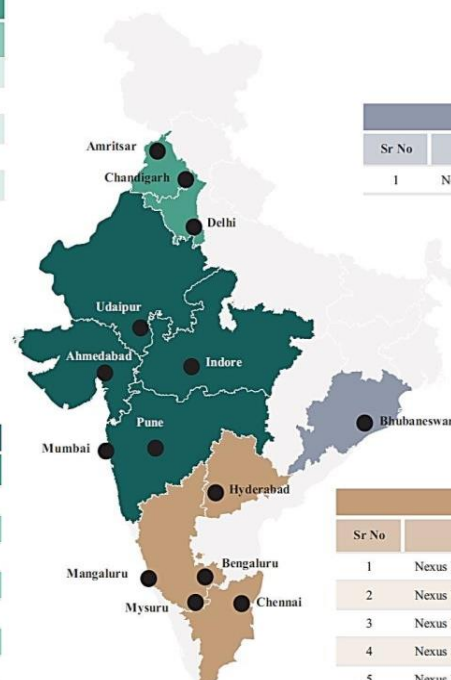
**between FY24E and FY26E.** Further, they have a strong track record of delivering inorganic growth through accretive acquisitions and they are well-positioned to scale inorganically through a lowly levered balance sheet with total indebtedness expected to be less than 20% of their initial market value post the utilization of the Net Proceeds from this offering. Over the last 3 fiscal years and 9 months, through their disciplined operating and investment expertise, they have:

Leased 4.2 msf, added 408 new brands to their tenant base and achieved average Re-leasing Spreads of 19.2% on approximately 2.9 msf of re-leased space;

- Consistently maintained over 90% Same-store Committed Occupancy between January 1, 2018 and June 30, 2022, with a Same-store Committed Occupancy of 93.9% as of June 30, 2022, 276 bps higher than the Same-store Committed Occupancy for their Portfolio Markets;
- Achieved 7.5% CAGR in Marginal Rents across their Portfolio from CY16 to CY19 (122 bps higher than the average Marginal Rents for their Portfolio Markets);
- Achieved 11% CAGR3 in tenant sales between FY18 to FY20 through strong marketing and consumer outreach initiatives;
- Increased the Portfolio by 4.6 msf through strategic acquisitions and accretive build-outs of their urban consumption centres;
- Undertook strategic initiatives to upgrade their urban consumption centres, including 8 food courts, 5 atriums and 6 facades. They also proactively engaged with tenants resulting in tenants incurring significant capital expenditure to upgrade over 283 stores totaling 1.8 msf;
- Implemented over 50 ESG initiatives including renewable power plants and COVID-19 vaccination campaigns, which resulted in their Portfolio receiving a Global Real Estate Sustainability Benchmark (GRESB) score of 76% as of 2022, and obtained Platinum/Gold Indian Green Building Council ("IGBC") ratings across 16 urban consumption centres and 2 hotel assets in their Portfolio as of March 31, 2023.

North India			
Sr No	Asset	Area (msf / keys)	% GPMV
1	Select Citywalk, Delhi	0.51	19.4%
2	Nexus Elante, Chandigarh	1.25	16.5%
3	Nexus Amritsar, Amritsar	0.54	2.7%
4	Hyatt Regency Chandigarh	211 keys	2.1%
5	Elante Office, Chandigarh	0.09	0.5%

East India			
Sr No	Asset	Area (msf)	% GPMV
1	Nexus Esplanade, Bhubaneswar	0.42	3.7%

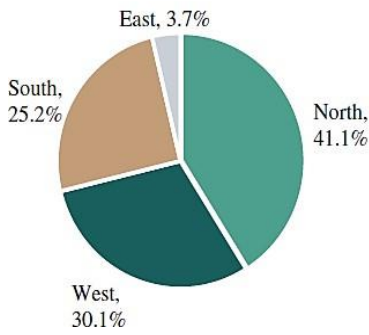


West India			
Sr No	Asset	Area (msf)	% GPMV
1	Nexus Seawoods, Navi Mumbai	0.97	9.4%
2	Nexus Ahmedabad One, Ahmedabad	0.88	8.3%
3	Westend Icon Offices, Pune	0.98	4.9%
4	Nexus Westend, Pune	0.44	3.6%
5	Nexus Celebration, Udaipur	0.40	1.9%
6	Treasure Island, Indore	0.22	1.1%
7	Nexus Indore Central, Indore	0.24	0.9%

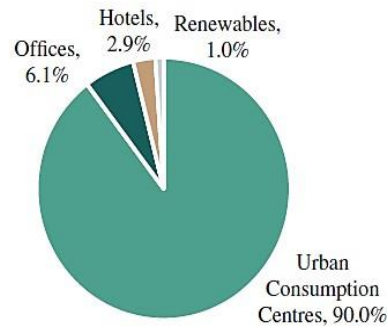
South India			
Sr No	Asset	Area (msf / keys / MW)	% GPMV
1	Nexus Hyderabad, Hyderabad	0.83	7.2%
2	Nexus Vijaya, Chennai	0.65	5.3%
3	Nexus Koramangala, Bengaluru	0.30	3.6%
4	Nexus Shantinketan, Bengaluru	0.41	2.5%
5	Nexus Whitefield, Bengaluru	0.31	1.6%
6	Fiza by Nexus, Mangaluru	0.49	1.2%
7	Nexus Centre City, Mysuru	0.33	1.2%
8	Karnataka Solar Park	15 MW	1.0%
9	Vijaya Offices, Chennai	0.19	0.8%
10	Oakwood Residence Whitefield Bangalore	143 keys	0.8%



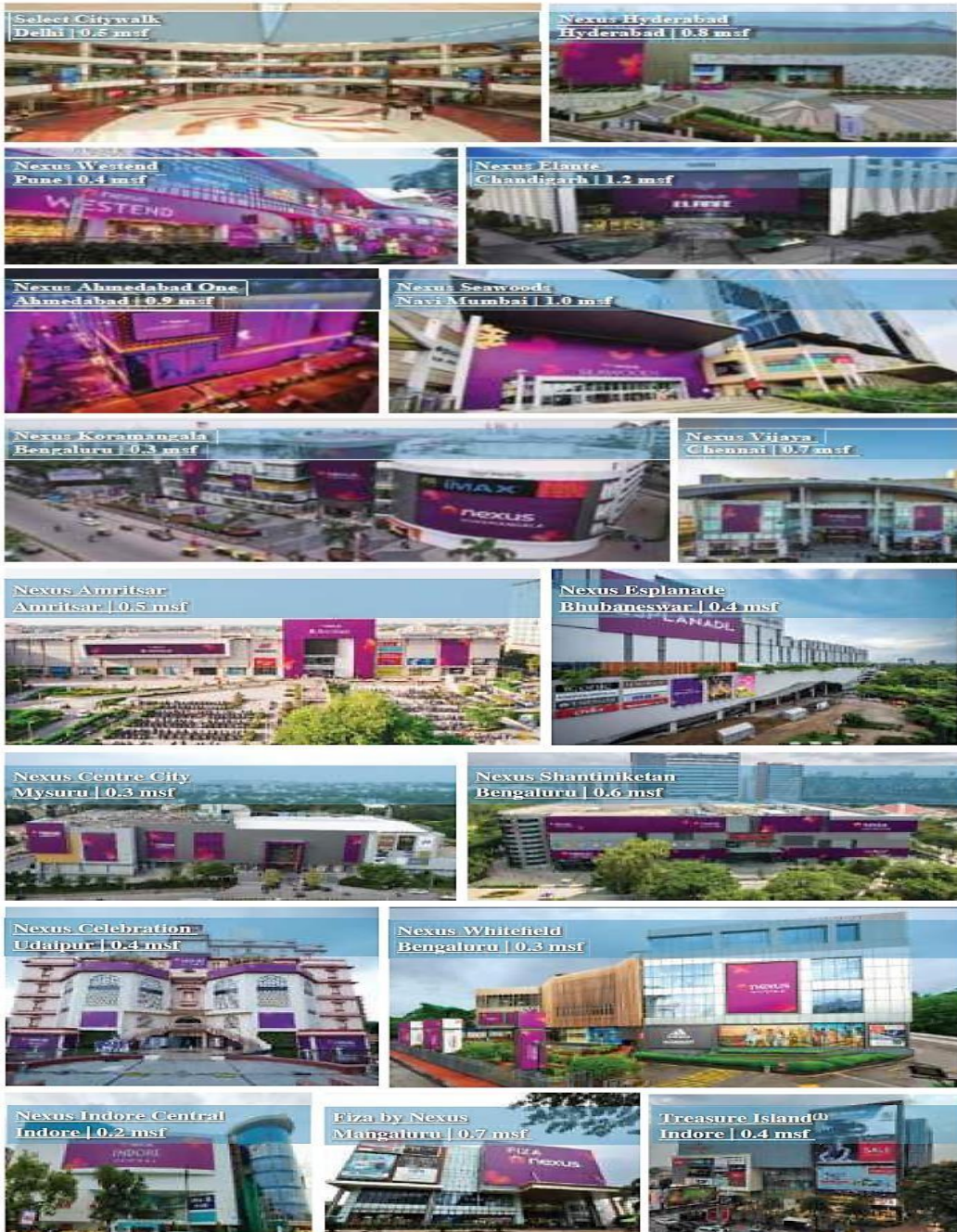
Market Value by Geography



Market Value by Asset Type



## NEXUS SELECT TRUST PORTFOLIO





### Key Portfolio Information

Urban consumption Centres	
Leasable Area (msf)	9.2
Committed Occupancy (%) as of December 31, 2022	96.2%
Number of stores	2,893
Market value sales (₹ Cr)	21,147 Cr
Percentage of Gross Portfolio Market (%)	90.0%
For FY2020	
Tenant sales (₹ Cr)	7,913.55 Cr
Tenant Sales Per Square Foot (₹)	1,235.6
Tenant sales CAGR (FY18 to FY20)	11.0%
Rent-to-Sales Ratio (%)	12.5%
Shopper traffic (footfall, Cr)	13.33 Cr
For the month ended December 31, 2022	
Tenant sales (₹ Cr)	7,813.69 Cr
Tenant Sales Per Square Foot (₹)	1,554.7
Rent-to-Sales Ratio (%)	11.8%
Shopper traffic (footfall, Cr)	92.7 Cr
For FY21 and FY22:	
Urban consumption Centres	
Tenant sales for FY21 / FY22 (₹ Cr)	3,725.75/6,041.57
Hotels	
Number of hotel keys	354
Market Value (₹ Cr)	679.0 Cr
Percentage of Gross Portfolio Market Value (%)	2.9%
Offices	
Leasable Area (msf)	1.3
Market Value (₹ Cr)	1,432.4 Cr
Percentage of Gross Portfolio Market Value (%)	6.1%
Renewable Power Plants	
Capacity	15 MW
Market Value (₹ Cr)	241.3 Cr
Percentage of Gross Portfolio Market Value (%)	1.0%

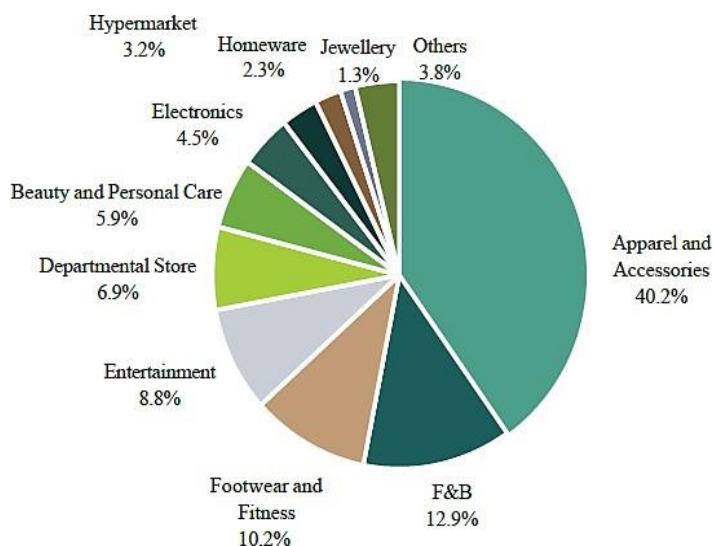
### Tenant Profile as of December 31, 2022

Ran k	Brand Name	Trade Category	No. of stores in Portfolio	Leasable Area (sf)	% of Gross Rentals	WAL E
1	Lifestyle	Departmental Store	8	442,663	2.8%	8.8
2	Cinepolis	Entertainment	6	362,349	2.6%	17.8

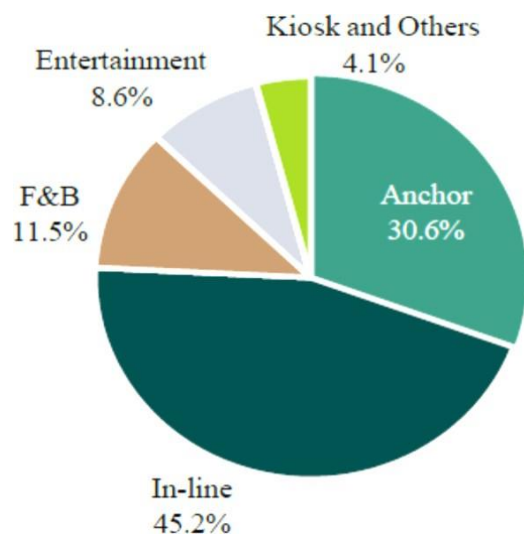
### Tenant Profile as of December 31, 2022

Rank	Brand Name	Trade Category	No. of stores in Portfolio	Leasable Area (sf)	% of Gross Rentals	WALE
3	PVR Cinemas	Entertainment	8	502,062	2.5%	7.0
4	Westside	Apparel and Accessories	9	285,317	2.1%	7.0
5	Zara	Apparel and Accessories	3	119,823	2.0%	7.5
6	Shoppers Stop	Departmental Store	5	283,366	1.8%	15.1
7	Max	Apparel and Accessories	14	230,747	1.7%	6.4
8	Smart Bazaar	Hypermarket	6	310,030	1.6%	10.8
9	Swedish Apparel Retailer Chain	Apparel and Accessories	8	229,120	1.6%	21.9
10	Reliance Trends	Apparel and Accessories	12	215,124	1.5%	5.1
	Top-10 Total		79	2,980,600	20.2%	10.7

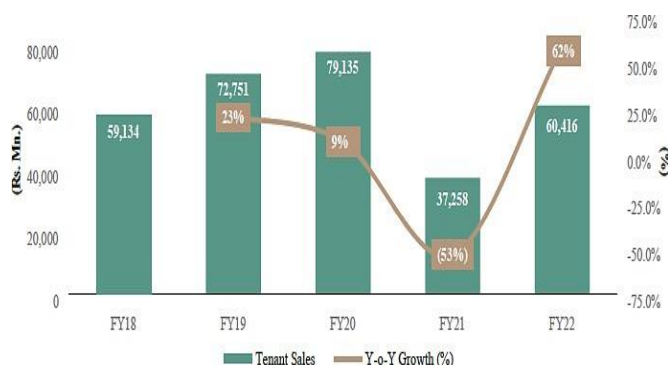
### Gross Rentals from Tenants Split by Trade Categories in the Month Ended December 31, 2022



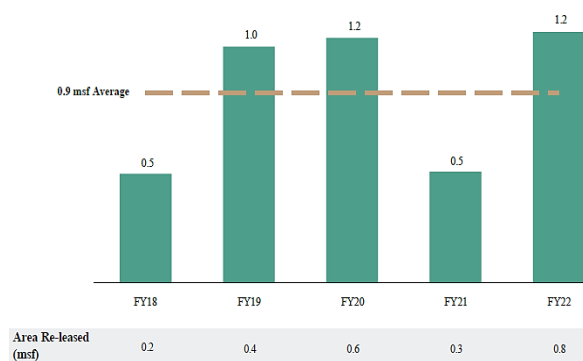
### Gross Rentals from Anchor Versus In-line Tenants in the Month Ended December 31, 2022



### Tenant Sales (₹ Million)



### Annual Leasing (msf)



**REVENUE – PROPERTY WISE RENTAL INCOME**

Asset SPV	Property Name & Location	Major Revenue Components	9 months ended Dec'31, 2022		FY22		FY21		FY20	
			Revenue from Operation (₹Cr)	% to Total	Revenue from Operation (₹Cr)	% to Total	Revenue from Operation (₹ Cr)	% to Total	Revenue from Operation (₹Cr)	% to Total
SIPL	Select Citywalk, Delhi	Revenue from leases and contracts with Customers	196.78	13.45%	198.38	15.05%	135.89	14.98%	249.35	15.37%
CSJIPL	Nexus Elante Complex, Chandigarh	Revenue from leases, contracts with customers and hospitality business	323.93	22.14%	299.53	22.72%	200.43	22.10%	328.69	20.26%
WRPL	Nexus Seawoods, Navi Mumbai	Revenue from leases and contracts with customers	145.91	9.97%	131.26	9.96%	100.52	11.08%	167.97	10.36%
EDPL	Nexus Ahmedabad One, Ahmedabad	Revenue from leases and contracts with Customers	112.47	7.69%	103.20	7.83%	64.84	7.15%	101.55	6.26%
NHRPL	Nexus Hyderabad, Hyderabad	Revenue from leases and contracts with Customers	102.61	7.01%	98.93	7.50%	59.72	6.58%	117.37	7.24%
NHRPL	Nexus Koramangala, Bengaluru	Revenue from leases and contracts with Customers	47.99	3.28%	36.10	2.74%	19.70	2.17%	52.52	3.24%
VPPL	Nexus Vijaya Complex, Chennai	Revenue from leases and contracts with customers	93.42	6.38%	84.42	6.40%	52.93	5.84%	117.69	7.26%
CCPL	Nexus Westend Complex, Pune	Revenue from leases and contracts with customers	73.68	5.04%	48.19	3.66%	34.55	3.81%	69.09	4.26%
SRPL	Nexus Esplanade, Bhubaneswar	Revenue from leases and contracts with customers	75.12	5.13%	60.25	4.57%	37.46	4.13%	74.35	4.58%
EDPL	Nexus Amritsar, Amritsar	Revenue from leases and contracts with customers	46.03	3.15%	39.74	3.01%	30.01	3.31%	48.54	2.99%
NSRPL	Nexus Shantiniketan Bengaluru	Revenue from leases and contracts with customers	47.60	3.25%	35.43	2.69%	24.34	2.68%	54.91	3.39%
NWPL	Nexus Whitefield Complex, Bengaluru	Revenue from leases, contracts with customers and hospitality business	50.81	3.47%	33.48	2.54%	23.48	2.59%	61.55	3.79%
NURPL	Nexus Celebration, Udaipur	Revenue from leases and contracts with customers	26.77	1.83%	22.57	1.71%	16.67	1.84%	29.81	1.84%
NMRPL	Fiza by Nexus, Mangaluru	Revenue from leases and contracts with customers	27.77	1.90%	25.75	1.95%	19.00	2.10%	30.53	1.88%
NMRPL	Nexus Centre City, Mysuru	Revenue from leases and contracts with customers	23.22	1.59%	19.24	1.46%	13.07	1.44%	22.20	1.37%
NMMC PL	Nexus Indore Central, Indore	Revenue from leases and contracts with customers	16.58	1.13%	13.26	1.01%	9.35	1.03%	20.03	1.23%
NSMM PL	Bengaluru	Revenue from contracts with customers	25.35	1.73%	23.39	1.77%	23.01	2.54%	33.59	2.07%
FPEL	Maharashtra	Revenue from generation of renewable energy	1.45	0.10%	3.36	0.25%	-	-	-	-
MSPL	Karnataka Solar Park, Karnataka	Revenue from generation of renewable energy	17.72	1.21%	26.10	1.98%	23.54	2.59%	24.73	1.52%
DIPL	Nexus Westend Complex, Pune	Revenue from leases and contracts with customers including generation of renewable energy	36.30	2.48%	60.57	4.59%	44.71	4.93%	47.78	2.95%
Consolidation adjustments and Intercompany Eliminations			(28.36)	(1.94)%	(44.92)	(3.41)%	(26.23)	(2.89)%	(30.25)	(1.87)%
Revenue from Operations			1,463.15	100.00 %	1,318.21	100.00%	906.98	100.00%	1,621.98	100.00 %

**PORTFOLIO DETAILS ( AS OF 31ST DECEMBER 2022, UNLESS OTHERWISE INDICATED)**

Name of Asset	Leasable Area (msf)/Keys (for Hotels)/MW (for Renewable Power plants) (as applicable)	Committed Occupancy/ Office Occupancy/ Hotel Occupancy (as applicable)	Market Value (₹)	% of Gross Portfolio Market Value	WALE (Years)
Urban Consumption Centres					
Select Citywalk	0.51msf	98.8%	4,551.9	19.4%	4.9

**PORTFOLIO DETAILS ( AS OF 31ST DECEMBER 2022, UNLESS OTHERWISE INDICATED)**

Name of Asset	Leasable Area (msf)/Keys (for Hotels)/MW (for Renewable Power plants) (as applicable)	Committed Occupancy/ Office Occupancy/ Hotel Occupancy (as applicable)	Market Value (₹)	% of Gross Portfolio Market Value	WALE (Years)
Nexus Elante	1.25msf	99.4%	3,867.2	16.5%	5.5
Nexus Seawoods	0.97msf	99.0%	2,216.9	9.4%	7.1
Nexus Ahmedabad One	0.88msf	96.40%	1,956.1	8.3%	6.0
Nexus Hyderabad	0.83msf	98.8%	1,689.6	7.2%	4.2
Nexus Koramangala	0.30msf	97.8%	835.2	3.6%	3.3
Nexus Vijaya	0.65msf	99.4%	1,256.5	5.3%	4.2
Nexus Westend	0.44msf	95.9%	844.4	3.6%	7.8
Nexus Esplanade	0.42mfs	97.0%	861.7	3.7%	7.7
Nexus Amritsar	0.54msf	97.2%	632.6	2.7%	6.7
Nexus Shantiniketan	0.41msf	97.3%	595.3	2.5%	6.9
Nexus Whitefield	0.31msf	94.7%	368.1	1.6%	4.7
Nexus Celebration	0.40msf	94.6%	455.7	1.9%	5.0
Fiza by Nexus	0.49msf	71.7%	288.1	1.2%	5.1
Nexus Centre City	0.33msf	97.8%	271.4	1.2%	6.7
Nexus Indore Central	0.24msf	90.4%	200.7	0.9%	13.7
<b>Portfolio Investment</b>					
Treasure Island	0.22msf	96.8%	255.2	1.1%	5.1
Urban Consumption Centers- Subtotal	9.18 msf	96.2%	21,146.6	90.0%	5.7
<b>Offices</b>					
Westend Icon Office	0.98msf	74.9%	1,144.2	4.9%	3.5
Vijaya Office	0.19msf	100.0%	182.3	0.8%	3.2
Elante Office	0.09msf	75.1%	105.9	0.5%	4.6
Offices - Subtotal	1.26 msf	78.7%	1,432.4	6.1%	3.6
<b>Hotels</b>					
Hyatt Regency – Chandigarh	211 keys	66.2%	490.8	2.1%	NA
Oakwood Residence Whitefield Bangalore	143 keys	73.0%	188.2	0.8%	NA
Hotels – Subtotal	354 keys	69.0%	679.0	2.9%	NA
<b>Renewable Power Plants</b>					
Karnataka Solar Park	15 MW (AC)	NA	241.3	1.0%	NA
Renewable Power Plant-Sub total	15 MW (AC)	NA	241.3	1.0%	NA
Total Portfolio – Urban Consumption Centres	9.18msf	96.2%			5.7
Total Portfolio – Offices	1.26msf	78.7%			3.6
Total - Hotels	354 Keys	69.0%			
<b>Total</b>			<b>23,499.3</b>	<b>100.0 %</b>	



The summary of the Market Value of each property which is proposed to form a part of the Nexus Select Trust portfolio as on December 31, 2022:

Property	Asset Type	Leasable Area(msf)/ Keys (for Hotels)/ MW (for Renewable Power Plant)	Market Value-Completed (₹ Cr)
Select Citywalk	Urban Consumption Centres	0.5 msf^	4,551.9
Nexus Elante Complex	Urban Consumption Centres	1.2 msf	3,867.2
	Offices	0.1 msf	105.9
	Hotel	211 Keys	490.8
Nexus Seawoods	Urban Consumption Centres	1.0 msf	2,216.9
Nexus Ahmedabad One	Urban Consumption Centres	0.9 msf	1,956.1
Nexus Hyderabad	Urban Consumption Centres	0.8 msf	1,689.6
Nexus Koramangala	Urban Consumption Centres	0.3 msf	835.2
Nexus Vijaya Complex	Urban Consumption Centres	0.7 msf	1,256.5
	Offices	0.2 msf	182.3
Nexus Westend Complex	Urban Consumption Centres	0.4 msf	844.4
	Offices	1.0 msf	1,144.2
Nexus Esplanade	Urban Consumption Centres	0.4 msf	861.7
Nexus Amritsar	Urban Consumption Centres	0.5 msf	632.6
Nexus Shantiniketan	Urban Consumption Centres	0.4 msf	595.3
Nexus Whitefield Complex	Urban Consumption Centres	0.3 msf	368.1
	Hotel	143 keys	188.2
Nexus Celebration	Urban Consumption Centres	0.4 msf	455.7
Fiza by Nexus	Urban Consumption Centres	0.5 msf	288.1
Nexus Centre City	Urban Consumption Centres	0.3 msf	271.4
Nexus Indore Central	Urban Consumption Centres	0.2 msf	200.7
Karnataka Solar Park	Renewable Power Plants	15 MW (AC)	241.3
Total—Majority Ownership	Urban Consumption Centres		23,244.1
Treasure Island	Urban Consumption Centres	0.2 msf	255.2
Total	Urban Consumption Centres	9.2 msf	23,499.3
	Offices	1.3 msf	
	Hotels	354 keys	
	Renewable Power Plants	15 MW (AC)	

### Project wise break up of Fair value of Assets as at December 31, 2022:

(Rs. In Cr)

Name of the Entity	Property Name	Fair value of Investment Property, Investment property under development, Property, plant and equipment, Capital work-in-progress and Goodwill	Other assets at book value	Total assets
Select Infrastructure Pvt Ltd	Select City	4,551.90	217.47	4,769.37
CSJ Infrastructure Pvt Ltd	Nexus Elante	4,463.91	467.57	4,931.49

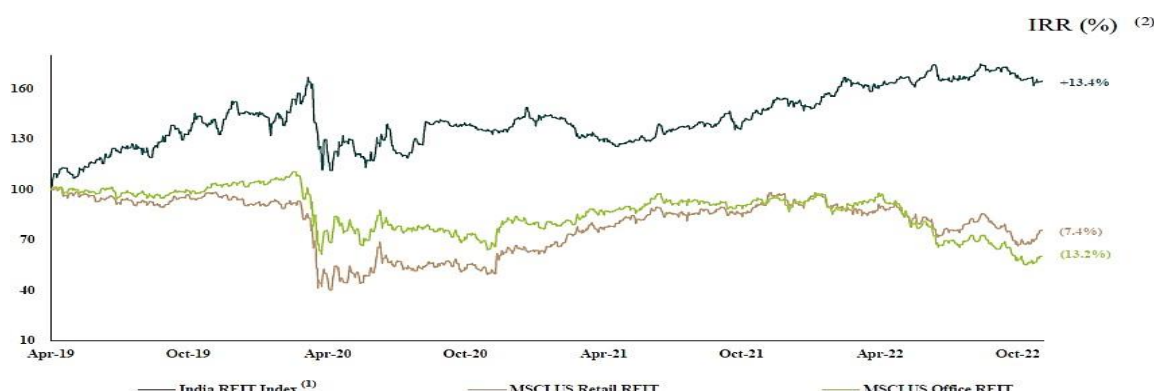
Name of the Entity	Property Name	Fair value of Investment Property, Investment property under development, Property, plant and equipment, Capital work-in-progress and Goodwill	Other assets at book value	Total assets
Westerly Retail Pvt Ltd FPEL	Nexus Seawoods	2,216.95	148.18	2,365.12
FPEL WRPL MH Pvt Ltd*	-	-	6.03	6.03
Euthoria Developers Pvt Ltd	Nexus Ahmedabad One	1,966.90	158.34	2,125.24
Nexus Hyderabad Retail Pvt Ltd	Nexus Hyderabad	1,689.57	81.02	1,770.58
Nexus Hyderabad Retail Pvt Ltd	Nexus Koramangala	835.19	27.10	862.29
Vijaya Productions Pvt Ltd	Nexus Vijaya	1,438.79	217.75	1,656.55
Chitralli Properties Pvt Ltd	Nexus Westend	1,180.64	43.41	1,224.05
Daksha Infrastructure Pvt Ltd	Office and Renewable energy	808.02	166.36	974.38
Safari Retreats Pvt Ltd	Nexus Esplanade	861.69	69.67	931.36
Euthoria Developers Pvt Ltd	Nexus Amritsar	636.07	20.56	656.63
Nexus Shantiniketan Retail Pvt Ltd	Nexus Shantiniketan	595.27	45.71	640.99
Nexusmalls Whitefield Pvt Ltd	Nexus Whitefield	556.29	67.57	623.86
Nexus Udaipur Retail Pvt Ltd	Nexus Celebration	455.75	131.39	587.14
Nexus Mangalore Retail Pvt Ltd	Fiza by Nexus	288.07	14.89	302.95
Nexus Mysore Retail Pvt Ltd	Nexus Centre city	271.42	18.13	289.56
Naman Mall Management Co Pvt Ltd	Nexus Indore Central	200.68	7.91	208.58
Mamadapur Solar Pvt Ltd	Karnataka Solar	241.30	19.33	260.63
Nexus South Mall Management Pvt Ltd	Mall Management Entity	0.47	37.49	37.96
Indore Treasure Island Pvt Ltd	Treasure Island	197.56	-	197.56
Nexus Select Trust	Nexus Select Trust	-	21.65	21.65
<b>Total</b>		<b>23,456.43</b>	<b>1,987.52</b>	<b>25,443.95</b>

\* FPEL WRPL MH Private Limited (FPEL) owns and operates captive solar power plant for WRPL. Accordingly, fair value of the same is considered along with WRPL.

## REITs OVERVIEW

Currently, there are 3 listed REITs in the Indian market, all of which are office REITs. As such, there is currently no listed retail REIT in India. Indian REITs have significantly outperformed its global peers, delivering an IRR of 13.4% since April 2019, outperforming US office REITs by 2,662 bps.

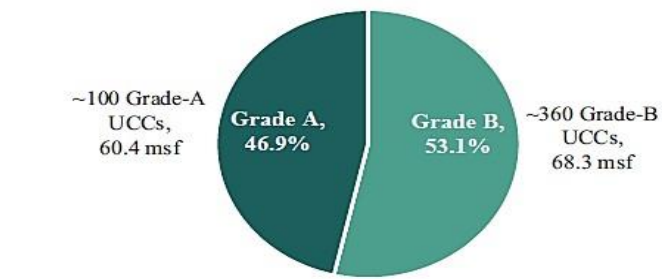
Source: CBRE, showing data as of October 31, 2022; Rebased to 100, since Apr'19, at constant currency; Note: 1 Composite India REIT Index constructed from rebased current market capitalization weighted total returns for all 3 listed REITs — Embassy Office Parks, Mindspace Business Parks and Brookfield REIT; 2 IRR refers to Internal Rate of Return; IRR of India REITs computed by taking the weighted average of the IRRs of the 3 listed REITs from their respective listing dates considering respective listing market capitalization as weights.



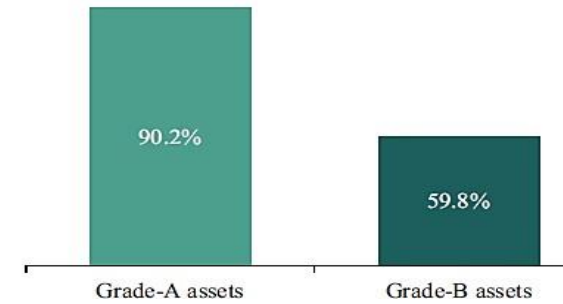
### OVERVIEW OF INDIA RETAIL REAL ESTATE

India is expected to witness continued demand for quality Grade-A retail assets which are typically single owner/ institutionally owned, centrally located, full experience UCCs with well-designed circulation plans offering well-known international and domestic brands to the consumers. As of June 30, 2022, approximately 46.9% (approximately 100 UCCs, which represents 21.2% of total UCCs in India) of overall retail stock in India are classified as Grade-A and the occupancy for these Grade-A assets is 90.2% which is 3,032 bps higher than the occupancy of Grade-B assets.

India Retail Assets—% of total retail stock<sup>1</sup>

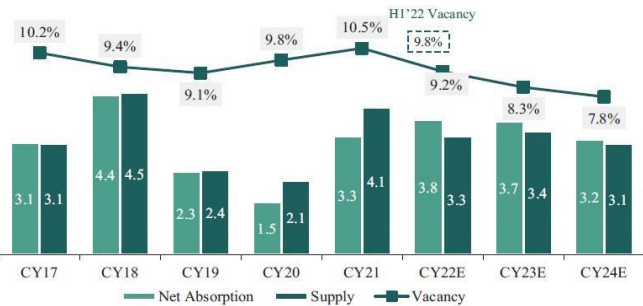


Occupancy of retail assets in India (%)<sup>2</sup>

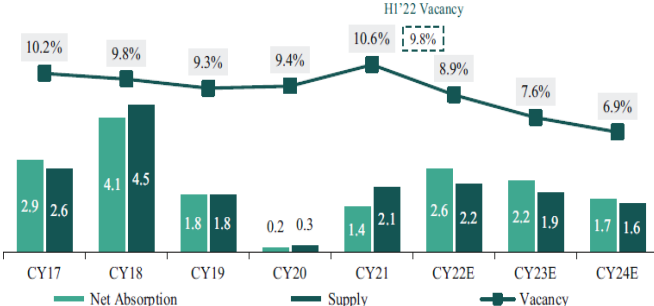


### Supply, Absorption, Vacancy Trends:

India Retail Real Estate  
Y-o-Y Supply, Net Absorption (msf) & Vacancy (%) Trends (Top 35 cities)



Nexus Select Trust Markets  
Y-o-Y Supply, Net Absorption (msf) & Vacancy (%) Trends (Portfolio Cities)



Source: CBRE; Vacancy numbers are as on December 31 for respective years. 2022, 2023 and 2024 indicate supply addition that is under construction as of H1 2022 and is expected to be completed in 2022, 2023 and 2024. 2022 supply also includes new supply in H1 2022. The above graph is representative of the top 35 cities across India.

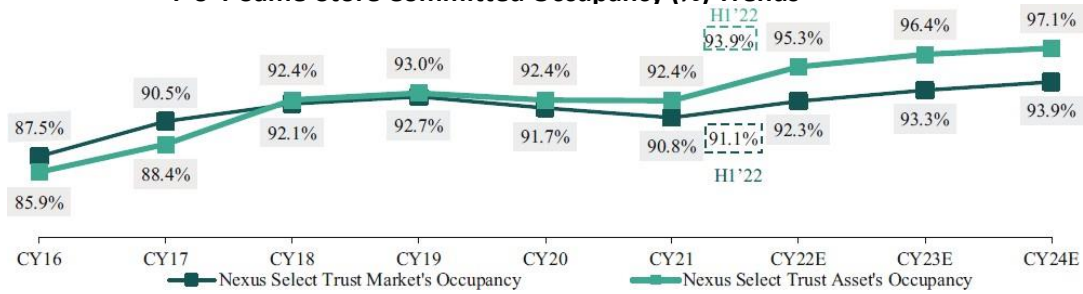
Source: CBRE; Note: H1 2022 is as of June; 2022, 2023 & 2024 indicate supply addition that is under construction as of H1 2022 and is expected to be completed in 2022, 2023 & 2024. 2022 supply also includes new supply in H1 2022. Vacancy numbers are as on December 31 for respective years (H1'22 is as of June 30).

### Leading consumption centre platforms in India—Completed Area (msf)



### Overview of Nexus Select Trust Markets

#### Y-o-Y Same-Store Committed Occupancy (%) Trends



Source: CBRE; Note: 1 Committed Occupancy numbers are as on December 31 for respective years (H1'22 is as of June 30) and reflective only of same store occupancy for urban consumption centres operational since 2016.

### PROJECTION

Projected Revenue from operations, Projected Net Operating Income and Projected EBITDA for Nexus Select Group (on a combined basis)

Portfolio Assets	Projected Revenue from Operations			Projected Net Operating Income			Projected EBITDA			Projected NDCF		
	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026
Select Citywalk	347.2	375.3	405.6	290.3	314.7	338.6	273.4	296.4	323.7	240.3	288.0	316.3
Nexus Elante Complex	-	-	-	-	-	-	-	-	-	265.5	250.6	273.2
- Nexus Elante	314.9	330.6	367.6	268.3	281.5	312.7	251.4	264.0	296.4	-	-	-
- Elante Office	15.0	16.9	17.8	11.8	13.4	14.1	11.0	12.6	13.2	-	-	-
- Hyatt Regency Chandigarh	98.5	105.6	113.1	42.5	46.1	50.0	34.2	37.2	40.5	-	-	-
Nexus Seawoods	215.6	225.6	238.6	160.4	167.1	177.1	149.6	156.6	164.8	35.4	66.4	78.7
Nexus Ahmedabad One	161.4	175.5	187.2	136.0	146.7	157.9	127.4	139.4	148.8	109.4	119.4	120.0
Nexus Hyderabad	152.7	162.3	173.3	115.6	125.2	136.3	113.6	121.5	129.9	77.6	84.6	92.7
Nexus Koramangala	78.9	84.9	97.1	58.2	61.8	71.5	58.4	63.7	74.7	31.8	26.1	45.5
Nexus Vijaya Complex	-	-	-	-	-	-	-	-	-	86.7	84.3	88.3
- Nexus Vijaya	126.1	133.7	141.9	90.3	97.4	102.6	87.1	92.6	98.8	-	-	-
- Vijaya Office	12.9	14.8	15.2	11.2	12.9	13.2	10.6	12.3	12.6	-	-	-
Nexus Westend Complex	-	-	-	-	-	-	-	-	-	118.0	142.9	142.3
- Nexus Westend	84.2	89.9	95.0	61.8	66.6	70.7	57.9	62.0	65.6	-	-	-
- Westend Icon Offices	85.3	109.1	116.2	70.5	95.4	99.5	65.4	87.9	93.9	-	-	-
Nexus Esplanade	81.5	88.7	94.9	61.5	67.4	72.1	57.2	62.8	67.4	43.8	47.3	48.1
Nexus Amritsar	68.9	73.0	77.8	47.1	50.0	53.5	43.9	46.4	49.8	29.6	31.0	30.7
Nexus Shantiniketan	70.2	74.2	80.8	44.1	46.5	51.3	41.1	43.3	47.8	35.3	34.0	40.7
Nexus Whitefield Complex	-	-	-	-	-	-	-	-	-	35.7	31.9	33.2
- Nexus Whitefield	43.4	46.7	49.2	28.6	30.9	32.5	26.3	28.5	30.1	-	-	-
- Oakwood Residence Whitefield Bangalore	28.1	31.5	33.1	14.0	16.3	17.1	11.8	13.8	14.5	-	-	-
Nexus Celebration	42.8	46.0	49.4	29.7	32.8	35.4	28.2	30.4	32.9	33.3	30.5	29.5
Fiza by Nexus	39.6	48.2	49.5	19.1	25.0	25.3	18.2	23.9	23.8	16.5	22.9	21.1
Nexus Centre City	31.2	34.7	36.5	19.2	21.9	23.0	17.6	20.1	21.1	13.4	19.4	18.3
Nexus Indore Central	22.9	25.1	26.4	13.9	15.4	15.9	12.3	13.7	14.5	9.9	9.6	9.2
Karnataka Solar Park	33.5	34.8	36.0	25.7	26.3	26.8	24.5	25.0	25.4	25.1	25.3	25.6
Inter Property Eliminations	(33.5)	(34.8)	(36.0)	-	-	-	-	-	-	-	-	-
Total—Portfolio Assets	2,121.3	2,292.3	2,466.2	1,619.8	1,761.3	1,897.1	1,521.1	1,654.1	1,790.2	1,207.3	1,314.2	1,413.4
Portfolio Investment	-	-	-	-	-	-	-	-	-	-	-	-
Treasure Island	24.7	25.9	26.2	19.0	20.1	20.4	18.1	18.9	19.0	-	-	-
Distribution from ITIPL	-	-	-	-	-	-	-	-	-	27.7	22.7	23.1
Trust level expenses #	-	-	-	-	-	-	-	-	-	(22.6)	(23.6)	(24.7)
Total Portfolio	2,146.0	2,318.2	2,492.4	1,638.8	1,781.4	1,917.5	1,539.2	1,673.0	1,809.2	1,212.4	1,313.3	1,411.8



## COMPETITIVE STRENGTHS

### ***Located in India, one of the world's fastest growing consumption-led major economies***

India is one of the fastest growing major economies in the world and consumption is a key driver of India's economy. Consumption accounted for approximately 59.6% of India's GDP in FY22 and has grown at 10% CAGR between CY14 and CY21. This consumption megatrend is driven by strong tailwinds of a relatively young population (over 74% of India's population is below 45 years of age), a growing middle class (14.8% CAGR between FY10 and FY20).

As the owner of India's largest consumption centre platform with a market-leading presence in 14 prominent cities across India, their Portfolio is well-positioned to capitalize upon the consumption growth driven by these megatrends.

### ***India's largest platform of best-in-class assets with a presence in 14 of India's key consumption cities***

Nexus REIT owns 17 best-in-class urban consumption centres across 14 cities and are India's largest consumption centre platform. Their pan-India Portfolio has a well-diversified presence in prime in-fill locations of 14 prominent cities which represented 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 for financial years 2011 to 2021.

The quality and scale of the Portfolio and their industry-leading active asset management makes them among the preferred options for domestic and multinational retailers and consumers. This has enabled them to maintain high levels of Committed Occupancy, with strong rent growth (122 bps higher Marginal Rents CAGR across their Portfolio from CY16 to CY19 as compared to the Portfolio Markets) and robust tenant sales growth (11% CAGR in tenant sales from FY18 to FY20).

### ***Highly occupied by a diversified tenant base of renowned national and international brands***

Company's assets had 93.9% Same-store Committed Occupancy as of June 30, 2022 (276 bps higher than assets across their Portfolio Markets) with an average WALE of 5.6 years. As of December 31, 2022 they have 1,044 high quality retail tenants across 2,893 stores, comprising a mix of leading international brands including Zara, ALDO, Superdry, and Marks & Spencer, as well as Indian brands including Croma, Shoppers Stop and PVR Cinemas. Their tenant base is well diversified with their Top-10 tenants contributing only approximately 20.2% of their Gross Rentals in the month ended December 31, 2022.

### ***Strong embedded growth with inflation hedged cash flows***

- While their Portfolio is highly stabilized with 96.2% Committed Occupancy as of December 31, 2022, they are well positioned for strong organic growth through a combination of contractual rent escalations, increased tenant sales leading to higher Turnover Rentals, re-leasing at higher market rents and lease-up of vacant area. These primary revenue drivers are expected to drive 89.4% of the projected increase in their NOI over the Projections Period.
- **Contractual escalations:** Their leases typically have tenures of 3 to 9 years for their in-line tenants, 9 to 25 years for their anchor tenants and 5 to 9 years for their office tenants. Most of the tenant leases provide for Minimum Guaranteed Rentals with built-in contractual rent escalations of 12% to 15% over a period of 3 to 5 years. They expect 41.5% of their projected NOI growth over the Projections Period to come from contractual rent escalations.
- **Tenant sales-linked turnover rent upside:** In addition to Minimum Guaranteed Rentals, 88.3% of their leases as of December 31, 2022 also included Turnover Rental arrangements that allow them to earn rental revenue based on a specified percentage (typically 5-25%) of the tenant's sales. Turnover Rental arrangements allow them to capture incremental rents resulting from tenant sales growth.
- **Re-leasing at market rents:** The in-fill nature and high quality of their assets combined with strong tenant sales growth has led to Market Rent growth for their assets outpacing In-place Rents. As a result, they estimate that Market Rents for their properties are on average 16.1% higher than In-place Rents as of December 31, 2022. Over the last 3 fiscal years and 9 months, they have re-leased approximately 2.9 msf at average Re-leasing Spreads of 19.2%.
- **Lease-up of existing vacancy:** Their Portfolio has existing vacancy in select assets primarily due to recently completed construction or transitional factors such as ongoing repositioning and strategic upgrades. The vacant area can be leased out in the near-term based on robust demand for Grade A retail space, the high quality of their Portfolio, their strong tenant relationships and track record of their manager.
- **Strong track record of acquiring and turning around underperforming retail assets:** While they have not projected any growth due to acquisitions over the Projections Period, following the listing of their Units they expect to have a lowly leveraged balance sheet providing significant flexibility to drive accretive growth through disciplined acquisitions. **Since establishing the platform in 2016, they have acquired 17 high quality retail assets** and the management team has played a pivotal role in their seamless integration into the Portfolio. The team also has a proven track record of repositioning and turning around underperforming assets such as Nexus Amritsar and Nexus Celebration.

### ***Strategically located in prime in-fill locations with high barriers to entry***

Their 17 Grade A urban consumption centres are strategically located across 14 prominent cities such as Delhi, Navi Mumbai, Bengaluru, Pune, Hyderabad, and Chennai. Their assets are located in city-centre locations in close proximity to dense residential catchments and are well-connected to key transport and social infrastructure.

## COMPETITIVE STRENGTHS

locations in close proximity to dense residential catchments and are well-connected to key transport and social infrastructure. Their Portfolio is difficult to replicate given its scale, limited availability of large land parcels in in-fill locations, land aggregation complexities, long gestation periods and specialized capabilities required to stabilize large urban consumption centre projects. The strong demand coupled with limited supply is expected to continue with only 9.6 msf of new supply expected until 2024, which is expected to result in a decline in average vacancy by 271 bps as compared to CY21.

### ***Fully integrated platform with a highly experienced management team***

Led by Dalip Sehgal (Executive Director and CEO of the Manager with around 40 years of experience across the real estate and consumer goods sectors, including previous leadership positions in Hindustan Lever Limited and Godrej). Their senior management team comprises 9 individuals with an average experience of over 20 years across sectors. The senior management team is supported by over 500 employees. Over the last 3 years and 9 months, the team has leased 4.2 msf of total retail space, increased their Portfolio by 4.6 msf through strategic acquisitions and accretive build-outs of their urban consumption centres, pioneered tenant engagement programs, undertaken extensive renovation and repositioning programs, and turned around underperforming assets.

### **Proprietary insights and access through industry-leading technology initiatives**

By analyzing store-level and asset-level key performance indicators, they are able to gain valuable insights into their consumers and performance trends across stores, brands, assets, cities and sub-markets. Their scale and deep industry relationships, coupled with the proprietary advantage of information that they obtain from across their Portfolio, results in powerful network effects that drive their performance. They leverage this information to calibrate their leasing, marketing and acquisition strategies and enhance overall Portfolio performance.

### **Renowned Sponsor with global expertise and local knowledge**

**Nexus REIT's Sponsor is a portfolio company of Blackstone real estate funds.** Blackstone is one of the world's leading investment firms with US\$975 billion of AUM as of December 31, 2022, across multiple alternate asset classes including real estate, private equity, infrastructure, life sciences, growth equity, credit, real assets and secondary funds, all on a global basis. Blackstone's real estate business was founded in 1991 and is a global leader in real estate investing with US\$326 billion of AUM as of December 31, 2022. Blackstone's real estate funds' portfolio is spread across 1,475 msf of Leasable Area as of December 31, 2022. Blackstone's real estate business operates as one globally integrated business with over 800 real estate professionals globally as of December 31, 2022 and has investments in the Americas, Europe and Asia. Blackstone's real estate business has extensive experience in building or rebuilding leading companies and taking them public such as Hilton Worldwide Holdings Inc. and Invitation Homes Inc. It has over 15 years of operating experience in India and has participated in India's first 2 REITs.

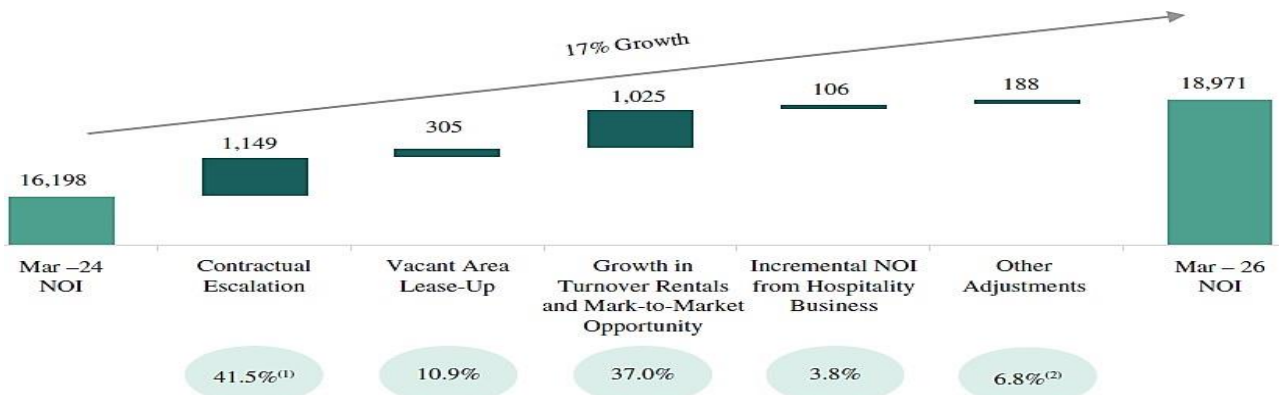
### ***Long-term ESG commitment***

Nexus REIT is dedicated to sustaining strong ESG standards and upholding their mission statement "Nexus One: Happiness for Everyone". They aim to create social impact and foster the well-being of their tenants, consumers, communities, employees and investors using environmentally responsible and ethical means. Over the last 3 fiscal years and 9 months they have implemented over 50 ESG initiatives in order to create a positive impact on their communities and the environment. These include renewable energy projects, vaccination drives, diversity and inclusion initiatives, and water recycling and conservation initiatives. These initiatives have resulted in their Portfolio receiving a Global Real Estate Sustainability Benchmark (GRESB) score of 76% as of 2022. Moreover, 16 of their urban consumption centres and 2 of their hotel assets received Platinum or Gold IGBC ratings as of March 31, 2023.

## KEY BUSINESS STRATEGIES

### **Capitalize on the Portfolio's embedded organic growth opportunities**

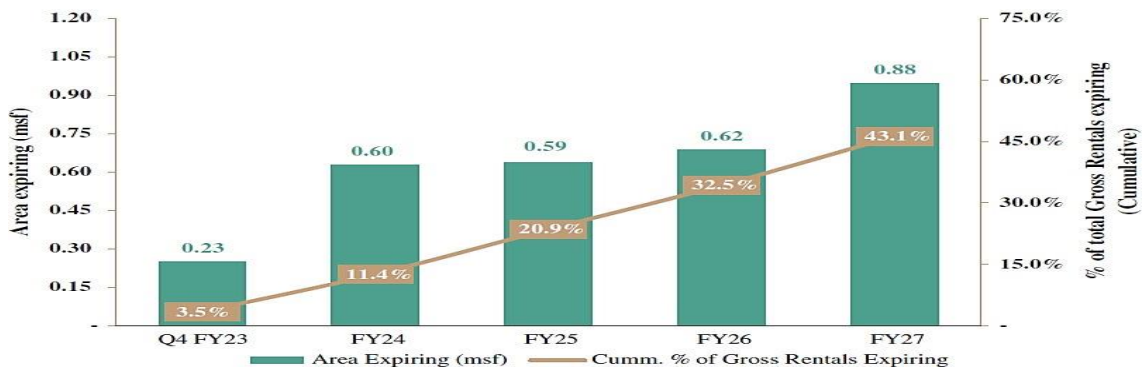
Their Portfolio is well-positioned for strong organic growth through a combination of contractual rent escalations, increased tenant sales leading to higher Turnover Rentals, re-leasing at higher market rents (they estimate that Market Rents for their properties are on average 16.1% higher than In-place Rents as of December 31, 2022) and lease-up of vacant area. Over the Projections Period, 89.4% of the projected increase in their NOI is expected to result from contractual rent escalations, lease-up of vacant area, growth in Turnover Rentals and re-leasing at market rents, as illustrated below:



1. Includes rentals from leases which were committed as of March 31, 2023 but did not yield rentals for the full year during FY2024.
2. Includes additional income from Karnataka Solar Park, marketing activities, offering of parking services, maintenance services, vacancy allowance and Ind AS adjustments.

They have a strong track record of achieving additional rental growth once existing leases expire by (i) re-leasing space to tenants at market rents; (ii) right-sizing stores to maximize Tenant Sales Per Square Foot; and (iii) introducing Turnover Rental arrangements and performance linked covenants.

**Occupied Area and Gross Rentals Expiring Across the Portfolio (Q4 FY23-FY27)**



	FY23	FY24	FY25	FY26	FY27
Gross Rentals Expiring (%)	3.5%	7.9%	9.5%	11.6%	10.6%
Effective Rents at Expiration (Rs.psf/Month)*	153	140	175	213	160
Mark-to-Market Opportunity	22.2%	20.9%	21.0%	20.8%	20.3%

\* Weighted by leased area expiring that year.

Coupled with strong market fundamentals, based on the above Nexus REIT expect to generate ₹ 102.5 crore of additional NOI and expect mark-to-market rental growth from re-leasing at lease expiry to contribute 37% of the total increase in their NOI over the Projections Period.

#### Tenant sales-linked Turnover Rental upside

Nexus REIT's Portfolio is spread across 14 prominent cities in India. All of their urban consumption centres are located in densely populated catchments in prime locations of India's largest cities. As of December 31, 2022, 88.3% of their leases had Turnover Rental arrangements and in FY22, 9.1% of their revenue from operations were from Turnover Rentals. From FY18 to FY20, they achieved 11% CAGR in tenant sales (for the 14 urban consumption centres in their Portfolio that were operational on or before March 31, 2017). Over the Projections Period, tenant sales are expected to grow at an average of 6-10% p.a.

#### Lease up of vacant space

As of December 31, 2022, their portfolio of urban consumption centres had vacant area of 0.3 msf representing 3.8% of their total Leasable Area and their office assets had vacant area of 0.3 msf. Nexus REIT has healthy leasing prospects and expect to lease up their vacant area over the next 24 months, resulting in ₹ 30.5 crore of additional NOI over the Projections Period and which is expected to contribute 10.9% of the total increase in their NOI over the same period.

### Proactive asset management driving growth in value

#### Leasing strategy

Their pan-India presence and strong local teams have helped them drive platform-level leasing synergies and establish deep relationships with tenants and brokers. They anticipate tenant vacancies, proactively engage with existing and prospective tenants and use “right tenant right location” tools to lease up vacant space. In certain cases they right-size or churn out underperforming tenants and bring in new tenants that have better tenants sales and rental potential.

#### Proactive asset management

Their platform is distinguished by their industry-leading asset management capabilities. Their asset management practices are designed to ensure a world-class shopping experience and are driven by a set of standard operating procedures across all assets.

#### Marketing and consumer outreach initiatives

Nexus Trust has adopted an omni-channel marketing approach to maximize visibility and drive footfalls at their assets. In order to position Nexus as a pan-India brand, they recently re-branded their urban consumption centres with the “Nexus” brand. This re-branding campaign received over 45 million impressions on digital media platforms. To further promote a unified Nexus brand, they have introduced “NexusOne”, a centralized app that can be used by consumers to access all offers, floor plans, parking spaces, booking systems and exclusive loyalty programs across all Nexus urban consumption centres across portfolio.

### Disciplined acquisition strategy with a strong balance sheet

Nexus REIT intends to continue their core strategy of acquiring, owning and managing best-in-class retail assets within submarkets that have attractive fundamentals. In addition to acquisitions, they intend to undertake strategic expansions within their existing assets to enhance the value of their Portfolio. By owning the best retail assets in India’s top submarkets will allow them to generate robust cash flow growth with strong long-term returns.

## 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 6 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.

## REIT TAXATION FRAMEWORK

### Taxation in the hands of unit holders:

#### Income arising from Nexus Select Trust

As per provisions section 115UA(1) of the ITA, income distributed by Nexus Select Trust in the nature of interest, dividend and rental income directly received by REIT is taxable in the hands of the unitholders in the same manner and proportion as the underlying income stream received by the Nexus Select Trust.

Residential status	Nature of income	Tax rates
Resident unitholders	Interest income	At applicable rates <sup>^</sup>
	Rental income	At applicable rates <sup>^</sup>
	Qualified dividend income	Tax exempt (Refer Note below)
	Disqualified dividend income	At applicable rates <sup>^</sup> (Refer Note below).
	Any other income taxable in the hands of Nexus Select Trust	Tax exempt
	Any distributions other than the above (specified sum as per section 56(2)(xii) of the ITA)	Taxable once such distributions exceed the issue price of unit#
Non-resident unitholders	Interest income	5%* <sup>^</sup>
	Rental income	At applicable rates <sup>^</sup> @
	Qualified dividend income	Tax exempt
	Disqualified dividend income	At applicable rates <sup>^</sup> @
	Other income taxable in the hands of Nexus Select Trust	Tax exempt
	Any distributions other than the above (specified sum as per section 56(2)(xii) of the ITA)	Taxable once such distributions exceed the issue price of unit#



\* excluding applicable surcharge and cess; ^ The income shall be subject to deduction of tax at source; # any amount distributed by them to a unitholder which is not in the nature of dividends or interest or any other income shall be reduced from the cost of acquisition of such unitholder, till such time that the aggregate of such distributions do not exceed the original issue price of the units. Distributions in excess of the original issue price of the units shall be taxed in the hands of the unitholder at applicable tax rate per the newly inserted section 56(2)(xii) per the Finance Act, 2023, – As per section 56(2)(xii) of the ITA, Specified sum received by a unitholder from a Business Trust shall be charged to tax as:

@ Under the provisions of section 90(2) of the ITA, non-resident unitholders may seek to avail beneficial provisions under the applicable Double Taxation Avoidance Agreement

(‘DTAA’) that India may have entered into with their respective country of residence

**Note: As per section 10(23FD) of ITA, taxability of income in the nature of dividend distributed by Nexus Select Trust to unitholders is dependent on the taxation regime adopted by the SPV(s), which distributes the dividend to Nexus Select Trust. If the SPV(s) has not opted for a concessional corporate tax rate under section 115BAA of the ITA (‘Qualifying SPV’), dividend received from such Qualifying SPV (‘Qualified Dividend’) and distributed by Nexus Select Trust is exempt in the hands of the unitholders. Any dividend other than Qualified Dividend distributed by Nexus Select Trust (‘Disqualified Dividend’) is taxable in the hands of the unitholders.**

### Tax provisions applicable to unitholders on sale of units:

For resident, non-resident and Foreign Portfolio Investors (‘FPIs’)/Foreign Institutional Investors (‘FIIs’) unit holders

Period of holding	Nature of capital gains	Applicable tax rates
More than 36 months	LTCG	10%^* on gains exceeding Rs.0.1 million
Less than or equal to 36 months	STCG	15%#

^ without indexation benefit; \* excluding applicable surcharge and cess under section 112A of the ITA, # excluding applicable surcharge and cess under section 111A of the ITA

**Note: Gains arising on sale of units of Nexus Select Trust, where sale is not pursued through a recognised stock exchange and not subject to STT, shall be chargeable to tax as:** • at 20% (with indexation benefit for residents), plus applicable surcharge and cess in case of LTCG • at applicable tax rate, plus applicable surcharge and cess in case of STCG.

**For calculating gains cost of acquisition of units to stand reduced to the extent of distributions received which is not in the nature of:** • interest or dividend from SPV covered by section 10(23FC) of the ITA • rental income covered under section 10(23FCA) of the ITA • sum not chargeable to tax for the unit holders under newly introduced 56(2)(xii) of the ITA • sum not chargeable to tax for the business trust under section 115UA(2) of the ITA

\$ Under the provisions of section 90(2) of the ITA, a non-resident will be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the non-resident, and the provisions of the Act apply to the extent they are more beneficial to the assessee.

### Withholding tax provisions:

Applicable withholding tax implications on income distributions to Nexus Select Trust and its unitholders are set out below:

#### On income distributions made to Nexus Select Trust by SPVs

As per the provisions of section 194I of ITA, any rent received/receivable by Nexus Select Trust (in terms of section 10(23FCA) of the ITA) in respect of any real estate asset is not subject to withholding tax.

As per section 194A(3)(xi) of the ITA, any income by way of interest (other than ‘interest on securities’) received/receivable by Nexus Select Trust from SPV is not subject to withholding tax.

As per section 193 of the Act any income by way of interest on securities received/receivable by Nexus Select Trust from SPV is not subject to withholding tax.

Any dividends received by Nexus Select Trust is not subject to withholding tax as per section 194 of the ITA.

#### On income distributions by Nexus Select Trust to unitholders

As per section 194LBA of the ITA, taxes shall be required to be deducted at source at the time of payment/credit (whichever is earlier) from following income distributions by Nexus Select Trust to its unitholders:

Income recipient	Nature of income	Applicable tax rates
Resident unitholders	Interest income	10%
	Rental income	10%
	Disqualified dividend income	10%

Income recipient	Nature of income	Applicable tax rates
Resident unitholders	Qualified dividend income	Not subject to withholding tax
	Any distributions other than the above	Not subject to withholding tax
Non-resident unitholders	Interest income	5%
	Rental income	At tax rates in force#
	Disqualified dividend income~	10%
	Qualified dividend income	Not subject to withholding tax
	Any distributions other than the above	Not subject to withholding tax
Category I and II Alternative Investment Funds	Any distribution of the nature referred to in section 10(23FBA) of the ITA	Not subject to withholding tax
Mutual funds	Any distribution	Not subject to withholding tax

# Non-resident unitholders may seek to avail any beneficial provisions under applicable DTAA that India may have entered into with its country of residence.

#### **On sale of units of Nexus Select Trust**

No withholding tax applies in respect of capital gains arising from transfer of units by a Foreign Portfolio Investor registered with the Securities and Exchange Board of India.

## **Outlook:**

### **We assign a “Subscribe”**

Nexus Select Trsut is a quasi-play on consumption through its high-quality retail assets. At the upper band of Rs 100 per unit (the market cap of Rs 15,150 crore), the issue is at Price/NAV of 0.78x .

The IPO is priced conservatively and based on the pricing, investors would get ongoing return of 8.3 per cent pre-tax and 7.1 per cent post-tax in terms of the distributions made by the REIT.

The Company Nexus Select Trust has India’s largest platform of best-in-class assets with a presence in 14 of India’s key consumption cities and strategically located in prime in-fill locations with high barriers to entry.

There are no listed real estate investment trusts in the retail sector in India comparable to that of Nexus Select Trusts Business.

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Investments in securities market are subject to market risks, please read all the related documents carefully before investing.

**Source:** RHP (Red Herring Prospectus)

(For Additional & Detailed information, please refer RHP.)

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**NCDEX Member ID:** 01030 | **ARN:** 169492

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