

June 16, 2023

To,

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

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

Re: Script Symbol “NXST”, Scrip Code 543913

Dear Sir/ Madam,

Subject: Disclosure under Securities and Exchange Board of India circular SEBI/HO/DDHS/DDHS/CIR/P/2020/44 dated March 23, 2020 – Encumbrance on the units of Real Estate Investment Trusts (REITs) (“SEBI Circular”) and Regulation 7(2) read with Regulation 6(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “PIT Regulations”).

Pursuant to the SEBI Circular and Regulation 7(2) read with Regulation 6(2) of the PIT Regulations and the Code on unpublished price sensitive information and dealing in securities of Nexus Select Trust (“Trust”), we have received disclosures from BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd. and BREP Asia SG Red Fort Holding (NQ) Pte. Ltd., Sponsor Group entities of the Trust.

The disclosures received are enclosed as **Annexure A**.

Thanking you

Yours sincerely,

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

Charu Patki
Company Secretary and Compliance Officer
Membership No. A18140

Encl: As above

Date: June 15, 2023

To,

The Compliance Officer

Nexus Select Mall Management Private Limited

Embassy 247, Unit No. 501, B Wing, Lal Bahadur Shastri Marg

Vikhroli West, Mumbai 400 083, Maharashtra, India

Manager to the Nexus Select Trust (Real Estate Investment Trust)

Subject: Creation of a pledge over Units of Nexus Select Trust (Real Estate Investment Trust) (the “Trust”) listed on the BSE Limited and the National Stock Exchange of India Limited

Dear Sir,

As required under Paragraph 9.3.1. of Chapter 9 (*Encumbrance on units of REITs*) of the Master Circular for Real Estate Investment Trusts (REITs) bearing number SEBI/HO/DDHS/DDHS_Div3/P/CIR/2022/52 dated April 26, 2022 issued by the Securities and Exchange Board of India (“**SEBI Master Circular**”), we wish to intimate you that a pledge has been created over 425,072,295 Units held by the Sponsor Group entities BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd. and BREP Asia SG Red Fort Holding (NQ) Pte. Ltd. (together, the “**Pledgors**”) in favour of Deutsche Bank AG, Mumbai Branch as the onshore security agent (the “**Onshore Security Agent**”) acting on behalf of the Lenders (as defined below), pursuant to a pledge agreement dated June 13, 2023 entered into by the Pledgors and the Onshore Security Agent (the “**Pledge Agreement**”). The pledge was created on June 13, 2023.

The pledge was created by the Pledgors in favour of the Onshore Security Agent to secure the obligations of NXST ML (NQ) Limited (the “**Borrower**”) in relation to a credit facility availed by the Borrower from certain overseas banks (the “**Lenders**”) whose names are specified in the facility agreement dated June 13, 2023 executed, among others, the Borrower, the Pledgors, the Lenders and the Onshore Security Agent, as amended from time to time (the “**Facility Agreement**”).

As on June 13, 2023, the Sponsor, together with the Sponsor Group holds 653,351,390 Units, aggregating to 43.13% of the total unitholding of the Trust, of which 425,072,295 Units, aggregating to 28.06% of the total unitholding of the Trust, have been pledged pursuant to the Pledge Agreement.

Details as required under the SEBI Master Circular are set out below:

Name of REIT	Nexus Select Trust
Name of the recognised stock exchanges where the units of REIT are listed	BSE and NSE
Name of the sponsor or the member of sponsor group, as applicable	Please see Annexure A
Total unitholding	No. of units - Please see Annexure A % of total outstanding units - Please see Annexure A

Specific details about the encumbrance	
	Encumbrance (Date of creation of encumbrance: the encumbrance was created on June 13, 2023.)
Type of encumbrance	Pledge
No. and % of units encumbered	No. of units: Please see Annexure A % of total outstanding units: Please see Annexure A
Encumbered units as a % of total units held	Please see Annexure A
Period of encumbrance	Until May 14, 2026
Name of the entity in whose favour units have been encumbered	Deutsche Bank AG, Mumbai Branch, in its capacity as the Onshore Security Agent
Purpose of borrowing	The amounts borrowed by the Borrower under the Facility Agreement are to be utilized for genuine business purposes of the Pledgors outside India and not for any investments, either directly or indirectly, in India. The amounts borrowed would not be made available, directly, or indirectly, to the Trust. Further, the amounts borrowed by the Borrower under the Facility Agreement will not result in any capital inflow into India.

For and on behalf:

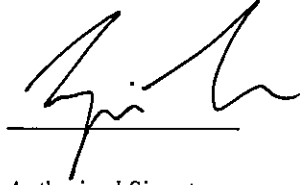
- BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.
- BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.

Place: Singapore

Date: June 15, 2023

Signed and delivered for and on behalf of

BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.

A handwritten signature in black ink, appearing to read 'Peng Wei Tan', is written over a horizontal line.

Authorized Signatory

Name: **Peng Wei Tan**


Title: **Director**

Place: Singapore

Date: June 15, 2023

Signed and delivered for and on behalf of

BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.



Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**

Place: Singapore

Date: June 15, 2023

ANNEXURE A

S. No.	Name of the Sponsor Group Entity	No. of Units held and % of total outstanding Units of the Trust as on June 13, 2023	No. and % of units encumbered	Units encumbered on June 13, 2023 as a % of total units held	Units encumbered on June 13, 2023 as a % of total outstanding Units	Total encumbered Units as a % of total units held
1.	BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.	244,227,945 (16.12%)	244,227,945 (100.00%)	100.00%	16.12%	100.00%
2.	BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.	44,498,072 (2.94%)	44,498,072 (100.00%)	100.00%	2.94%	100.00%
3.	BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.	136,346,278 (9.00%)	136,346,278 (100.00%)	100.00%	9.00%	100.00%
TOTAL		425,072,295 (28.06%)	425,072,295 (100.00%)	100.00%	28.06%	100.00%

Date: June 15, 2023

To,

The Compliance Officer

Nexus Select Mall Management Private Limited

Embassy 247, Unit No. 501, B Wing, Lal Bahadur Shastri Marg

Vikhroli West, Mumbai 400 083, Maharashtra, India

Manager to the Nexus Select Trust (Real Estate Investment Trust)

Dear Sir,

This is pursuant to the pre-clearance letter dated June 12, 2023 provided to us for the creation of pledge over 425,072,295 Units held by us in the Nexus Select Trust (Real Estate Investment Trust) (the “**Trust**”). As required under the pre-clearance letter, and the ‘Code on unpublished price sensitive information and dealing in securities of the Nexus Select Trust’ (“**REIT PIT Code**”), we wish to inform you that BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd. and BREP Asia SG Red Fort Holding (NQ) Pte. Ltd. (together, the “**Pledgors**”) (forming part of the Sponsor Group of the Trust) have pledged 425,072,295 Units (aggregating 28.06% of the total outstanding Units of the Trust) in favour of Deutsche Bank AG, Mumbai Branch as the onshore security agent (the “**Onshore Security Agent**”) acting on behalf of the Lenders (as defined below), pursuant to a pledge agreement dated June 13, 2023 entered into by the Pledgors and the Onshore Security Agent (the “**Pledge Agreement**”). The pledge was created on June 13, 2023.

The pledge was created in favour of Deutsche Bank AG, Mumbai Branch, in its capacity as the Onshore Security Agent, to secure the obligations of NXST ML (NQ) Limited (the “**Borrower**”) in relation to a credit facility availed by the Borrower from certain overseas banks (the “**Lenders**”) whose names are specified in the facility agreement dated June 13, 2023 executed, among others, the Borrower, the Lenders and the Onshore Security Agent, as amended from time to time (the “**Facility Agreement**”).

As on June 13, 2023, the Sponsor, together with the Sponsor Group holds 653,351,390 Units, aggregating to 43.13% of the total unitholding of the Trust, of which 425,072,295 Units, aggregating to 28.06% of the total unitholding of the Trust held by the Pledgors, have been pledged in favour of the Onshore Security Agent pursuant to the Pledge Agreement.

The aggregate value of the total pledged units as at June 13, 2023 was INR 45,504 million (“**Amount A**”) and the credit facility availed by the Borrower was USD 220,000,000, which amounts to INR 18,126 million (“**Amount B**”), using the USD/INR exchange rate prevailing on June 13, 2023. The security cover ratio (i.e. Amount A / Amount B) as on June 13, 2023 was 2.51 times.

The total outstanding Units of the Trust are 1,515,000,000 Units as on June 13, 2023.

Accordingly, please find enclosed:

- (i) Details of the creation of pledge over units in Annexure 3 of the REIT PIT Code (**Annexure I**); and
- (ii) Details of the creation of pledge over the units in Annexure 6 (Form C) of the REIT PIT Code (**Annexure II**).

For and on behalf of:

- BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.
- BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.

Signed and delivered for and on behalf of

BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.



A handwritten signature in black ink, appearing to read 'Peng Wei Tan', is written over a horizontal line.

Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**


Place: Singapore

Date: June 15, 2023

BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.'s signature page for intimation under Code on unpublished price sensitive information and dealing in securities of the Nexus Select Trust

Signed and delivered for and on behalf of

BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.



A handwritten signature in black ink, appearing to read 'Peng Wei Tan', is written over a horizontal line.

Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**

Place: Singapore

Date: June 15, 2023

ANNEXURE I

Annexure 3 of the REIT PIT Code

DISCLOSURE OF TRANSACTIONS

(To be submitted within two Trading Days of transaction / trading in the Trust's units)

To,

The Compliance Officer

Nexus Select Mall Management Private Limited

Embassy 247, Unit No. 501, B Wing, Lal Bahadur Shastri Marg

Vikhroli West, Mumbai 400 083, Maharashtra, India

Manager to the Trust

It is hereby intimated that the Sponsor Group entities named below have created a pledge over 425,072,295 Units of the Trust.

Name of Holder	No. of Trust Units pledged	Bought/ Sold/ Subscribed/ Pledged	DP ID/Client ID/Folio No.	Price (Rs.)⁽¹⁾ as on June 13, 2023
BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.	244,227,945	Pledged	10162960	107.05
BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.	44,498,072	Pledged	10175674	107.05
BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.	136,346,278	Pledged	10143685	107.05

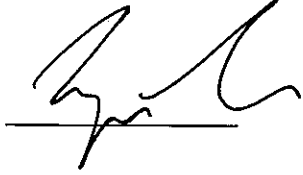
I declare that the above information is correct and that no provisions of the REIT PIT Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: June 15, 2023

⁽¹⁾ Source: NSE Volume Weighted Average Price (VWAP).

Signed and delivered for and on behalf of

BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.

A handwritten signature in black ink, appearing to be 'Peng Wei Tan', written over a horizontal line.

Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**

Place: Singapore

Date: June 15, 2023

Signed and delivered for and on behalf of

BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.

A handwritten signature in black ink, appearing to be 'Peng Wei Tan', written over a horizontal line.

Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**

Place: Singapore

Date: June 15, 2023

Name: BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd. PAN: AAICB1842 Q CIN: 201826682W Address: 3 Church Street, #30- 01 Samsung Hub, Singapore 049483 Contact No.: NA	Sponsor Group	REIT Units	288,726,017 (19.06%)	REIT Units	288,726,017	INR 30,908,120,119.85	Creation of pledge	REIT Units	288,726,017 (19.06%)	June 13, 2023	June 15, 2023	Creation of pledge	NA
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Note: (i) "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the REIT by Sponsor, Member of the Sponsor Group, Designated Person, Employee or Director of a listed REIT and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)					Exchange on which the trade was executed	
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
NOT APPLICABLE						

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Place: Singapore

Date: June 15, 2023

Name: BREP Asia SG Red Fort Holding (NQ) Pte. Ltd. PAN: AAGCB3890 C CIN: 201322646G Address: 3 Church Street, #30-01 Samsung Hub, Singapore 049483 Contact No.: NA	Sponsor Group	REIT Units 136,346,278 (9.00%)	REIT Units 136,346,278	INR 14,595,869,059.9	Creation of pledge	REIT Units 136,346,278 (9.00 %)	June 13, 2023	June 15, 2023	Creation of pledge	NA
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Note: (i) "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the REIT by Sponsor, Member of the Sponsor Group, Designated Person, Employee or Director of a listed REIT and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)					Exchange on which the trade was executed	
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
NOT APPLICABLE						

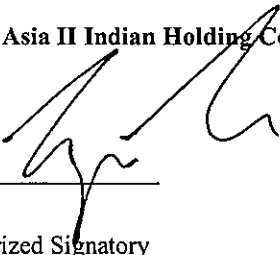
Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Place: Singapore

Date: June 15, 2023

Signed and delivered for and on behalf of

BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd.



Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**

Place: Singapore

Date: June 15, 2023

Signed and delivered for and on behalf of

BREP Asia SG Red Fort Holding (NQ) Pte. Ltd.

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Authorized Signatory

Name: **Peng Wei Tan**

Title: **Director**

Place: Singapore

Date: June 15, 2023