



Nexus Select Trust

Nexus Select Trust



(Please scan this QR Code to view the Offer Document)

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

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

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

Initial public offering of up to [●] Units (as defined herein) for cash at a price of ₹[●] per Unit aggregating up to ₹32,000.00 million by Nexus Select Trust comprising of a fresh issuance of up to [●] Units aggregating up to ₹14,000.00 million (the "Fresh Issue") and an offer for sale of up to [●] Units by the Selling Unitholders aggregating up to ₹18,000.00 million (the "Offer for Sale" and together with the Fresh Issue, the "Offer").

Institutional Investor Portion : Not more than 75% of the Offer

Non-Institutional Investor Portion: Not less than 25% of the Offer

Price Band: ₹ 95 to ₹ 100 per Unit

Bids can be made for a minimum of 150 Units and in multiples of 150 Units thereafter by Bidders other than Anchor Investors.

Risks to Investors:

- The Nexus Select Trust does not provide any assurance or guarantee of any distributions to the Unitholders. The Nexus Select Trust may not be able to make distributions to Unitholders in the manner described in the Offer Document or at all, and the level of distributions may decrease.
- The Nexus Select Trust has a limited operating history and may not be able to operate our business successfully, achieve our business objectives or generate sufficient cash flows to make or sustain distributions. Further, the Condensed Combined Financial Statements are prepared for the Offer Document and may not necessarily represent our consolidated financial position, results of operation and cash flows.
- The Nexus Select Trust does not have any industry peers as on date of the Offer Document as there are no listed real estate investment trusts in the retail sector in India.*

* All existing listed real estate investment trusts in India operate primarily in the commercial office sector.

Credit Rating : Nexus Select Trust has been assigned a corporate credit rating of Provisional CRISIL AAA (Stable) by CRISIL and an issuer rating of Provisional [ICRA]AAA (Stable) by ICRA Limited.

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BID/OFFER PROGRAM

ANCHOR INVESTOR BIDDING DATE : MONDAY, MAY 08, 2023*

BID/OFFER OPENS ON : TUESDAY, MAY 09, 2023*

BID/OFFER CLOSES ON : THURSDAY, MAY 11, 2023**

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

** The Manager may, in consultation with the Lead Managers, consider closing the Bid/Offer Period for Institutional Investors one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI Guidelines

ASBA[#] | Simple, Safe, Smart way of Application!!!

[#] Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account.

Mandatory in public issues. No cheque will be accepted.



For individual Non-Institutional Investors using UPI Mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to individual Non-Institutional Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to individual Non-Institutional Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least one Working Day, and in case of force majeure, banking strike or similar circumstances, for reasons to be recorded in writing, the Bid/Offer Period will be extended for a minimum period of three Working Days, subject to the total Bid/Offer Period not exceeding 30 days, provided that there shall not be more than two revisions to the Price Band during the Bid/Offer Period. Any revision to the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges during the Bid/Offer Period and by indicating the change on the respective websites of the Nexus Select Trust, the Sponsor, the Manager and the Stock Exchanges. The Manager in consultation with the Lead Managers, may retain oversubscription in the Offer in accordance with the REIT Regulations and the SEBI Guidelines.

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

Bidders should note that on the basis of Bidders' PAN, DP ID, UPI ID (for individual Non-Institutional Investors Bidding for a Bid Amount of ₹0.50 million or less using the UPI Mechanism) and Client ID provided by them in the Bid cum Application Form and as entered into the electronic bidding system of the Stock Exchanges by the Members of the Syndicate and the SCSBs as the case may be, the Registrar will obtain from the Depository the demographic details including the Bidders' address, occupation and bank account details including the nine-digit magnetic ink character recognition ("MICR") code as appearing on the cheque leaf ("Demographic Details"), from the Depository. The Demographic Details will be used for giving refunds and allocation advice (including

through physical refund warrants, direct credit, NACH, NEFT and RTGS) to the Bidders. Hence, Bidders are advised to immediately update their bank account details, PAN and Demographic Details as appearing on the records of the Depository Participant and ensure that they are true and correct. Failure to do so could result in delays in dispatch/credit of refunds to Bidders at the Bidders sole risk and none of the Lead Managers, the Registrar, the Escrow Collection Banks, the Sponsor Bank, the SCSBs, the Manager or the Trustee will have any responsibility or undertake any liability for this. Accordingly, Bidders should carefully fill in their depository account details in the Bid cum Application Form.

By signing the Bid cum Application Form, the Bidder is deemed to have authorized the Depositories to provide to the Registrar, on request, the required Demographic Details as available in their records.

Bids with no corresponding record available with the Depositories matching the three parameters (namely, Bidders PAN (in case of joint Bids, PAN of First Bidder), the DP ID, the UPI ID (for individual Non-Institutional Investors Bidding for a Bid Amount of ₹0.50 million or less using the UPI Mechanism) and Client ID), are liable to be rejected.

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

SEBI Disclaimer: It is to be distinctly understood that submission of the Offer Document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the Draft Offer Document, the Offer Document or the Final Offer Document.

NSE Disclaimer: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer clause of NSE" on page 5 of the Offer Document.

BSE Disclaimer: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Offer Document has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to











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refer to the Offer Document for the full text of the Disclaimer clause of the BSE on page 4 of the Offer Document.

General Risks: Investments in Units involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. For taking an investment decision, investors must rely on their own examination of the Nexus Select Trust and the Offer. Prospective Investors are advised to read "Risk Factors" on page 24 of the Offer Document before making an investment decision relating to the Offer. Each prospective investor is advised to consult its own advisors in respect of the consequences of an investment in the Units being issued pursuant to the Offer Document. The Offer Document has been prepared by the

Manager solely for providing information in connection with the Offer. The Securities and Exchange Board of India ("SEBI") and the Stock Exchanges assume no responsibility for or guarantee the correctness or accuracy of any statements made, opinions expressed, or reports contained herein. Admission of the Units to be issued pursuant to the Offer for trading on the Stock Exchanges should not be taken as an indication of the merits of the Nexus Select Trust or of the Units. A copy of the Offer Document has been delivered to SEBI and the Stock Exchanges.

BOOK RUNNING LEAD MANAGERS					
 BoFA SECURITIES	 AXIS CAPITAL	 citi	 HSBC	 IIFL SECURITIES	 JM FINANCIAL
BoFA Securities India Limited Ground Floor, "A" Wing One BKC, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India Tel: +91 22 6632 8000 E-mail: dg.nexus_select_trust_ipo@bofa.com Investor grievance e-mail: dg.india_merchantbanking@bofa.com Website: www.ml-india.com Contact Person: Abhrajee Banerjee SEBI Registration No.: INM000011625	Axis Capital Limited Axis House, Level 1, C-2 Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: nexusselecttrust.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Harish Patel SEBI Registration No.: INM000012029	Citigroup Global Markets India Private Limited 1202, 12 th Floor, First International Finance Centre, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 098, Maharashtra, India Tel: +91 22 6175 9999 E-mail: nexusselecttrust.ipo@citi.com Investor grievance e-mail: investors.cgmib@citi.com Website: www.online.citibank.co.in/rhtm/citigroupglobal screen1.htm Contact Person: Huzefa Bodabhaiwala SEBI Registration No.: INM000010718	HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001, Maharashtra, India Tel: +91 22 6864 1289 E-mail: nexusmallspo@hsbc.co.in Investor Grievance ID: investorgrievance@hsbc.co.in Website: www.business.hsbc.co.in/en-gb/ in/generic/ipo-open-offer-and-buyback Contact Person: Vipin Jha/Rishi Tiwari SEBI Registration No.: INM000010353	IIFL Securities Limited 10 th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4728 E-mail: nexus.reit@iiflcap.com Website: www.iiflcap.com Investor Grievance ID: ig_ib@iiflcap.com Contact Person: Harshvardhan Jain/ Pawan Kumar Jain SEBI Registration No.: INM000010940	JM Financial Limited 7 th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India Tel: +91 22 6623 3000 E-mail: nexus.trust@jmfml.com Website: www.jmfml.com Investor Grievance ID: grievance.ibd@jmfml.com Contact Person: Prachee Dhuri SEBI Registration No.: INM000010361
BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER	COMPLIANCE OFFICER
 J.P.Morgan	 kotak Investment Banking	Morgan Stanley	 SBICAPS Complete Investment Banking Solutions	 KFINTeCH EXPERIENCE TRANSFORMATION	Charu Patki Embassy 247, Unit No. 501, B Wing, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083 Maharashtra, India. Tel: +91 22 6280 5000 Fax: NA E-mail: charu.patki@nexusmalls.com Website: www.nexusselecttrust.com Bidders can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems such as non-receipt of Allotment Advice/ letter of Allotment, credit of Allotted Units in the respective beneficiary account and refund orders and non-receipt of funds by electronic mode.
J.P. Morgan India Private Limited J.P. Morgan Tower, Off. C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098 Maharashtra, India Tel: +91 22 6157 3000 E-mail: nexus_IPO@jpmorgan.com Investor grievance e-mail: investorsmb.jpmpil@jpmorgan.com Website: www.jpmpil.com Contact Person: Nidhi Wangnoo/ Govind Khetan SEBI Registration No.: INM000002970	Kotak Mahindra Capital Company Limited 1 st Floor, 27 BKC, Plot No. 27 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Tel: +91 22 4336 0000 E-mail: nexusselecttrust@kotak.com Investor grievance e-mail: kmcaddressal@kotak.com Website: https://investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	Morgan Stanley India Company Private Limited 18 th Floor, Tower 2, One World Center Plot 841, Jupiter Textile Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India Tel: +91 22 6118 1000 E-mail: nexusselecttrustipo@morganstanley.com Investor grievance e-mail: investors_india@morganstanley.com Website: www.morganstanley.com Contact Person: Shreyas Goel SEBI Registration No.: INM000011203	SBI Capital Markets Limited 202, Maker Tower "E", Cuffe Parade Mumbai 400 005, Maharashtra, India Tel: +91 22 2217 8300 E-mail: nexusselecttrust@sbicaps.com Investor Grievance ID: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Sambit Rath/Karan Savardekar SEBI Registration Number: INM000003531	KFin Technologies Limited Selenium, Tower B, Plot No. 31 and 32 Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032 Telangana, India Tel: +91 40 6716 2222 E-mail: nexusselecttrust.ipo@kfin.tech Investor grievance e-mail: einward.ris@kfin.tech Website: www.kfintech.com Contact Person: M Murali Krishna SEBI Registration No.: INR000000221	

AVAILABILITY OF THE OFFER DOCUMENT : Investors are advised to refer to the Offer Document and the *Risk Factors* section on page 24 of the Offer Document, contained therein before applying in the Offer. The Offer Document is available on the website of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, NSE at www.nseindia.com and at the websites of the Book Running Lead Managers, i.e. BofA Securities India Limited, Axis Capital Limited, Citigroup Global Markets India Private Limited, HSBC Securities and Capital Markets (India) Private Limited, IIFL Securities Limited, JM Financial Limited, J.P. Morgan India Private Limited, Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, and SBI Capital Markets Limited at www.ml-india.com, www.axiscapital.co.in, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback, www.iiflcap.com, www.jmfml.com, www.jpmpil.com, <https://investmentbank.kotak.com>, www.morganstanley.com and www.sbicaps.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid-cum-Application Forms can be obtained from the Principal place of business of **Nexus Select Trust**, **Tel:** +91 22 6280 5000; **Fax:** NA, at the offices of the BRLMs : **BofA Securities India Limited**, **Tel:** +91 22 6632 8000; **Axis Capital Limited**, **Tel:** +91 22 4325 2183; **Citigroup Global Markets India Private Limited**, **Tel:** +91 22 6175 9999; **HSBC Securities and Capital Markets (India) Private Limited**, **Tel:** +91 22 6864 1289; **IIFL Securities Limited**, **Tel:** +91 22 4646 4728; **JM Financial Limited**, **Tel:** +91 22 6623 3000; **J.P. Morgan India Private Limited**, **Tel:** +91 22 6157 3000; **Kotak Mahindra Capital Company Limited**, **Tel:** +91 22 4336 0000; **Morgan Stanley India Company Private Limited**, **Tel:** +91 22 6118 1000 and **SBI Capital Markets Limited**, **Tel:** +91 22 2217 8300 and the syndicate Members : **Investec Capital Services (India) Private Limited**, **Tel:** +91 22 6849 7400; **JM Financial Securities Limited**, **Tel:** +91 22 6136 3400, **Kotak Securities Limited**, **Tel:** +91 22 6218 5410 and **SBICAP Securities Limited**, **Tel:** +91 22 6931 6204 and at the select locations of the Sub-syndicate Members, SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. Bid-cum-Application Forms will also be available on the websites of the Stock Exchanges and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors other than Anchor Investors have to apply through the ASBA process. For details on the ASBA process, please refer to the details given in the ASBA Form and the Abridged Offer Document and also please refer to the section entitled "Offer Information" beginning on page 546 of the Offer Document. ASBA Forms can also be downloaded from the websites of the Stock Exchanges. ASBA form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Forms can be obtained from Members of the Syndicate, Registered Brokers from list provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm, respectively, RTAs and CDPs from the list provided on the websites of Stock Exchanges at <http://www.bseindia.com/Static/Markets/PublicIssues/RtdAp.aspx?expandable=6> and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, respectively.

Sub-syndicate Members: Axis Securities Limited, Amrapali Capital & Finance Services Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt Limited, Ashwani Dandia & Co, Centrum Broking Limited, Dalal & Broacha Stock Broking Private Limited, Eurekha Stock & Share Brokers Ltd, G Raj & Co. (Consultants) Limited, Globe Capital Markets Ltd, HDFC Securities Limited, ICICI Securities Limited, IDBI Capital Markets and Securities Ltd, Jhaveri Securities, JM Financial Services Limited, Jobanputra Fiscal Services Private Limited, Kalpataru Multiplier Limited, KJMC Capital Market Services Limited, Lakshmisree Investment & Securities Pvt Limited, LKP Securities Limited, Marwadi Shares & Finance, Motilal Oswal Financial Services Limited, Motilal Oswal Securities Limited, Nuvama Wealth and Investment Limited (Edelweiss Broking Limited), Nuvama Wealth Management Limited, O J Financial Services Limited, Patel Wealth Advisors Pvt Limited, Prabhudas Lilladher Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited, Religare Broking Ltd, RKS Securities India Private Limited, RR Equity Brokers Pvt. Ltd, Sharekhan Limited, SMC Global Securities Ltd, Tanna Financial Services, Tradebulls Securities Limited and Yes Securities (India) Limited

Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank and Refund Bank: Axis Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Document.

On behalf of **Nexus Select Trust**

Place : Mumbai
Date : May 2, 2023

Sd/-
Charu Patki
Compliance Officer

Nexus Select Trust, acting through its Manager, is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial offer of its Units representing an undivided beneficial interest in Nexus Select Trust, and has filed the Offer Document with SEBI and the Stock Exchanges on April 28, 2023. The Offer Document is available on the website of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, NSE at www.nseindia.com as well as on the websites of the Book Running Lead Managers i.e. BofA Securities India Limited, Axis Capital Limited, Citigroup Global Markets India Private Limited, HSBC Securities and Capital Markets (India) Private Limited, IIFL Securities Limited, JM Financial Limited, J.P. Morgan India Private Limited, Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, and SBI Capital Markets Limited at www.ml-india.com, www.axiscapital.co.in, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback, www.iiflcap.com, www.jmfml.com, www.jpmpil.com, <https://investmentbank.kotak.com>, www.morganstanley.com and www.sbicaps.com, respectively. Potential investors should note that investment in the Units involves a degree of risk, and for details relating to the same, should refer to the section "Risk Factors" of the Offer Document. These materials are not for publication or distribution, directly or indirectly, in or into the United States. These materials are not an offer for the sale of the Units or other securities in the United States or elsewhere. The Units referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended and may not be offered or sold within the United States, except pursuant to an exemption from registration. No public offering of the Units or other securities is being made in the United States.